

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF IWARE SUPPLYCHAIN SERVICES PRIVATE LIMITED HELD ON MONDAY, 21ST APRIL, 2025, AT 11.30 AM, AT THE REGISTERED OFFICE OF THE COMPANY AT 7TH FLOOR 707 ISCON ELEGANCE, NR. JAIN TEMPLE, PRAHLADNAGAR CROSS ROAD, S.G. HIGHWAY, AHMEDABAD GUJARAT

AMENDMENT IN THE MATERIALITY FOR THE PURPOSE OF DISCLOSING OUTSTANDING/ PENDING LITIGATION IN DRAFT PROSPECTUS/ DRAFT RED HERRING PROSPECTUS/ RED HERRING PROSPECTUS/ PROSPECTUS IN CONNECTION WITH THE PROPOSED INITIAL PUBLIC OFFER IN COMPLIANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) (AMENDMENT) REGULATIONS, 2025 DATED 3RD MARCH, 2024

"RESOLVED THAT in supersession/modification of the earlier resolution passed by the board of directors of the Company at its meeting held on 27th November, 2024 and in compliance with the Securities And Exchange Board Of India (Issue Of Capital And Disclosure Requirements) (Amendment) Regulations, 2025 dated 3rd March, 2025, the approval of the board is hereby adopted of the following policy on materiality in respect of outstanding legal proceedings to be disclosed by the Company in the Draft Prospectus/ Draft Red Herring Prospectus/ Red Herring Prospectus/ Prospectus to be filed in connection with the proposed Initial Public Offering of Equity Shares of the Company (collectively, the **"Offer Documents"**) involving the Company, its subsidiaries, its Promoters and Group Companies and its directors (collectively, the **"Relevant Parties"**):

- i. All outstanding criminal proceedings involving the Relevant Parties shall be disclosed as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended (the 'SEBI ICDR Regulations');
- ii. All outstanding actions by regulatory authorities and statutory authorities involving the Relevant Parties shall be disclosed as required under the SEBI ICDR Regulations;
- iii. claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount, however in the event any tax matters involve an amount, exceeding the threshold proposed below in relation to each Relevant Party, individual disclosures of such tax matters will be included; and
- iv. any other pending litigations based on lower of threshold criteria mentioned below-
Litigation where the value or expected impact in terms of value, exceeds the lower of the following:
(a) 2% of turnover, as per the latest annual restated consolidated financial statements of the issuer; or



(b) 2% of net worth, as per the latest annual restated consolidated financial statements of the issuer, except in case the arithmetic value of the net worth is negative; or
(c) 5% of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements of the issuer."

(v) Litigations whose outcome could have a material impact on the business, operations, prospects or reputations of the Company and the Board or any of its committees shall have the power and authority to determine the suitable materiality thresholds for the subsequent financial years on the aforesaid basis or any other basis as may be determined by the Board or any of its committees.

"RESOLVED FURTHER THAT the above policy on materiality shall be without prejudice to disclosure requirements, which: (i) may be prescribed by the SEBI and/or such other applicable authority in respect of listed companies; and (ii) may arise from any investor or other complaints, and it being clarified that the aforementioned policy on materiality is solely for preparing disclosure in accordance with the requirements prescribed under the SEBI ICDR Regulations, as amended, with respect to the Offer Documents and should not be applied towards any other purpose."

"RESOLVED FURTHER THAT any of the Director or/and Key Managerial Personnel of the Company be and is hereby severally/jointly authorized to do all acts, matters, deeds, things and sign relevant documents as are necessary for giving effect to the resolution".

//Certified true copy//

For, IWARE SUPPLYCHAIN SERVICES LIMITED



(Krishnakumar Jagadishprasad (iWar))
Managing Director
DIN: 03494825

Place: Ahmedabad
Date: 21.04.2025