GB LOGISTICS COMMERCE LIMITED
(Formerly Known as GB LOGISTICS LIMITED)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEMBERS OF EXTRA ORDINARY GENERAL MEETING OF GB LOGISTICS COMMERCE LIMITED HELD ON MONDAY, 18TH DAY OF DECEMBER, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT B-3, SAPTAK PLAZA SHIVAJI NAGAR, SHANKAR NAGAR, NAGPUR, MAHARASHTRA, INDIA, 440010

"RESOLVED THAT pursuant to the provision of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "Companies Act, 2013") and the rules made thereunder, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the "Companies Act, 1956") the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (SEBI ICDR Regulations"), the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, as amended (SEBI LODR Regulations), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the 'Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India. Securities and Exchange board of India (SEBI) or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals consents, permissions and sanctions and which may be agreed, to by the Board of Directors of the Company (hereinafter referred to as the "Board"), the approval of members of the Company in the general meeting be and is hereby accorded for an initial public offering of the equity shares of the Company, and the board be and is hereby authorized to create, offer, issue and allot not exceeding 24,57,600 **(Twenty Four Lakh Fifty Seven Thousand and Six Hundred) Equity Shares of the face value of R. 10/- (Rupees Ten only) each or such other equity shares as may be decided by the Board at such price including premium as may be decided in any mode whether fixed or through Book Building Mechanism** by way of a fresh issuance of Equity shares, out of the authorized share capital of the Company, and at its discretion, of such number of Equity Shares or up to such amount as the Board may, decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off) to such person or persons, who may or may not be the members of the Company and as the Board may at its sole discretion, decide in consultation with the Lead Managers("LM"), so appointed including resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified institutional buyers, eligible employees of the company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate(s) entities whether incorporated or not and such other persons in one or more combinations thereof, and/ or any other categories of

investors,["Initial Public offer"] which shall include reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), the price including the premium to be determined in one or more tranches and in the manner, and on the terms and conditions as the Board may in its absolute sole discretion, decide, in consultations with the LM, whether the price at which the Shares are to be issued, at par or at premium and whether for cash or other consideration including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and Conditions as may be finalized by the board, in consultation with the LM and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time;"

"RESOLVED PURTHER THAT any one of the Director of the Company be and is hereby authorized to make any alteration, addition or variation in rotation to the initial Public Offer, in consultation with the LM or SEBI or such other authorities as may be required and may be required and without prejudice to the generality of the aforesaid, decide the exact Issue structure and the exact component of the issue structure.

"**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, any one of the Director of the Company be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for such purpose, including without Limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Shares that may be offered and proportion thereof, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft prospectus, prospectus and / or offer documents and agreements including filing of registration statements, prospectus, prospectus and other documents (in draft or Final form) with any regulatory authority or e stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the, Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the initial Public Offer and take all steps which are Incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek further consent or approval the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, any one of the Director of the Company be and is hereby

authorised on behalf of the company to seek listing of any or all of such Shares on one or more stock exchanges in India, including SME platform;

"RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the company;

"RESOLVED FURTHER THAT the Equity Shares to be issued by the company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the company.

"RESOLVED FURTHER THAT the Company appoints **M/s. MAASHITLA SECURITIES PRIVATE LIMITED** as the Registrar & Transfer Agent (RTA) for the IPO upon such terms and conditions as may be approved.

"RESOLVED FURTHER THAT the Company appoints **M/s. SKI CAPITAL SERVICES LIMITED** as the book Running Lead Manager (BRLM) for the IPO upon such terms and conditions at may be approved."

For and on behalf of
GB Logistics Commerce Limited



Prashant Natwarlal Lakhani
Managing Director
00559519
Address: B-3, Saptak Plaza Shivaji Nagar, Shankar Nagar,
Nagpur, Maharashtra, India, 440010

Date:18/12/2023
Place: Nagpur

Explanatory Statement

The Company proposes to create, offer, issue and fresh equity shares of the company not exceeding 24,57,600 (Twenty Four Lakh Fifty Seven Thousand and Six Hundred) Equity Shares of the Face Value of Rs. 10/-(Rupees Ten Only) each or such other equity shares as may be decided by the board at such price including premium as may be decided in any mode whether fixed or through Book Building mechanism, in the course of an initial public offering ("IPO") on such terms, in such manner, at such time and at such price and as may be discovered in accordance with applicable laws, including without limitation the Securities and Exchange Board of India(Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended("SEBI ICDR regulation") to various categories of investors including qualified Institutional investors, retail Individual Investors, non-Institutional investors, non-residents Indian, foreign portfolio investors, and or eligible employees, as permitted under the SEBI ICDR Regulations, as the board may determine. The equity shares allotted shall rank pari - passu with the existing equity shares of the Company.

I. **ISSUE PRICE:**

The Price at which Equity shares will be allotted through IPO shall be determined and finalized by the Company (and the selling shareholders, if relevant) in consultation with the book running lead manager(s) (BRLMs) in accordance with SEBI ICDR Regulations, on the basis of the book building process.

II. **THE OBJECT(S) OF THE ISSUE ARE:**

The Proceeds of the IPO are to be utilized for the purposes that shall be disclosed in the Draft Red Herring Prospectus to be filed with the Securities and Exchange Board of India in Connection with the IPO. The Board, or any committee thereof has the authority to modify the above objects on basis of Requirements of the Company.

III. **INTENTION OF PROMOTERS/DIRECTORS/ KEY MANAGERIAL PERSONNEL TO SUBSRIBE TO THE OFFER:**

The Company has not made and will not make an offer of equity shares to any of the Promoters, directors or Key Managerial Personnel. However the Directors (other than Directors who are also promoters or a part of the promoter group) or the Key managerial personnel may apply for the equity shares in the various categories under an IPO in accordance with the SEBI ICDR Regulations.

IV. **WHETHER A CHANGE IN CONTROL IS INTENDED OR EXPECTED:**

No change in control of the Company or its intended or expected pursuant to the IPO.

The Board recommends the resolution for your approval, Additionally, to the extent the above requires amendments to be, made in terms of the Companies Act, 2013, SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the IPO, the Board will make necessary amendments.

All the Directors, Key Managerial Personnel and relative of Directors and/or key managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent shares may be subscribed for and allotted in their names.

For and on behalf of
GB Logistics Commerce Limited



Prashant Natwarlal Lakhani
Managing Director
00559519
Address: B-3, Saptak Plaza Shivaji Nagar, Shankar Nagar,
Nagpur, Maharashtra, India, 440010

Date: 18/12/2023
Place: Nagpur