

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF GENXAI ANALYTICS LIMITED (FORMERLY KNOWN AS GENXAI ANALYTICS PRIVATE LIMITED) ("THE COMPANY") HELD ON WEDNESDAY, 27TH DAY OF MAY, 2026 AT 10:30 A.M. AT 3RD FLOOR, SM TOWER 7, BABA MARKET MAIN DCM, TEACHERS COLONY, AJMER ROAD, JAIPUR, RAJASTHAN-302021, THE REGISTERED OFFICE OF THE COMPANY

APPROVAL OF THE RED HERRING PROSPECTUS

The Board noted that the Company, in connection with its proposed initial public offering of equity shares to be listed on the SME Platform of **National Stock Exchange of India Limited ("NSE Emerge")** (the "Stock Exchange") in terms of Chapter IX of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations"), had filed the draft red herring prospectus ("DRHP") dated **01.12.2025** with the Stock Exchange.

The Company received the observations/clarifications of the Stock Exchange dated March 20, 2026 (the "Exchange Observations") seeking clarifications in respect of certain disclosures in the DRHP, and the in-principle approval of the Stock Exchange dated **March 24, 2026** bearing reference number **NSE/LIST/6480** (the "In-principle Approval"), for inclusion of further details in the red herring prospectus ("RHP") to be filed with the Registrar of Companies, Jaipur (the "RoC"), the Stock Exchange and any other regulatory authority (collectively, the "Regulatory Authorities"). It was further noted that, in terms of Regulation 246 of the SEBI ICDR Regulations, the draft offer document for an issue on the SME Platform is filed with the Stock Exchange and the Securities and Exchange Board of India ("SEBI") does not issue observations thereon.

A copy of the Company's red herring prospectus was placed before the Board for its approval.

The Board approved the same and passed the following resolutions:

RESOLVED THAT, in furtherance of the resolution passed by the Board on **December 01, 2025**, the draft of the red herring prospectus dated December 01, 2025 of the Company ("RHP") which is placed at the meeting and containing the requisite information as prescribed under the SEBI ICDR Regulations (including Chapter IX thereof governing issues on the SME Platform), as amended, the Exchange Observations dated March 20, 2026, the In-principle Approval of the Stock Exchange dated March 24, 2026 bearing reference number **NSE/LIST/6480**, the Companies Act, 2013 read with the rules made thereunder, each as amended, or any statutory modification(s) or re-enactment(s) thereof and other applicable laws and regulations, be and is hereby approved for filing with the Regulatory Authorities and is taken on record.

RESOLVED FURTHER THAT the RHP be filed with the RoC (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), the Stock Exchange, SEBI (to the extent applicable) and such other authorities or persons as may be required under applicable laws.

RESOLVED FURTHER THAT, Mr. Rakesh Agarwal (DIN: 07678298), Managing Director of the company, be and is hereby severally authorised to do all such acts, deeds, matters and things and execute all engagement letters, memorandum of understanding, agreements and such other documents as they may, in their sole and absolute discretion, deem necessary to implement the above resolution in relation to the RHP and the Issue, including but not limited to initialing and/or signing any corrections, changes, updates, deletions, amendments, etc. to the RHP as may be required, and to file the RHP with the RoC, the Stock Exchange, SEBI and other regulatory bodies as may be required, along with submission of material contracts and documents for inspection listed in the RHP, as may be directed by

GENXAI ANALYTICS LIMITED

(Formerly known as GenXAI Analytics Private Limited)

Regd. Address: 3rd floor, SM Tower 7, Baba Market Main, DCM, Teachers Colony, Ajmer Road, Jaipur, Rajasthan-302021 |
CIN: U74140RJ2007PLC024587 | Mobile No.: 9216043668 | E-mail ID: secretarial@genxai.com | Website: <https://www.genxai.com>

the said authority in accordance with the relevant provisions under the SEBI ICDR Regulations (including Chapter IX thereof), the Companies Act, 2013 and such other applicable laws.

RESOLVED FURTHER THAT the allotment letters shall be issued or application money shall be refunded/unblocked within the time specified by SEBI and the Stock Exchange, failing which the application money shall be refunded or unblocked from the ASBA / UPI accounts (as applicable) to the applicants forthwith, and failing which interest shall be due to be paid to the applicants in the event of any delay in such allotment and/or refund or unblocking as per applicable laws.

RESOLVED FURTHER THAT all monies received out of the Issue shall be transferred to a separate bank account maintained with a scheduled bank as per the provisions of the Companies Act, 2013, as amended.

RESOLVED FURTHER THAT, any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, the Stock Exchange, SEBI or any other regulatory authority, be and is hereby approved in accordance with applicable law.

RESOLVED FURTHER THAT Mr. Rakesh Agarwal (DIN: 07678298), Managing Director of the company, be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any Director or the Company Secretary and Compliance Officer, be forwarded to the concerned authorities for necessary actions.”

CERTIFIED TRUE COPY

For GENXAI ANALYTICS LIMITED

(FORMERLY KNOWN AS GENXAI ANALYTICS PRIVATE LIMITED)

Genxai Analytics Ltd.

Whole Time Director

LAKSHMI AGARWAL

Whole Time Director (DIN: 07019939)

3rd Floor, Tower -7, Plot No. 7, Teachers Colony, Baba Market,
DCM, Ajmer Road, Jaipur, Rajasthan, India, 302021

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