

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY M/S VASUKI GLOBAL INDUSTRIES LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NAKSHATRA HEIGHTS, OFFICE NO. 501, OPP. TELEPHONE EX., 150 FT ROAD, RAJKOT - 360007 (GUJARAT) INDIA ON THURSDAY, 10TH DECEMBER, 2023 AT 11:00 A.M.

Type of Meeting	Board Meeting
Type of Resolution	Resolution with Simple Majority
Content of Resolution	Re-Appointment of Managing Director

RESOLUTION NO.: 01 RE-APPOINTMENT OF BANKIM KANTILAL MEHTA (DIN: 05186840) AS MANAGING DIRECTOR:

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, and the Articles of Association of the Company, subject to approval of the Shareholders of the Company, consent of Board of Directors be and is hereby accorded for re-appointment of Mr. Bankim Kantilal Mehta (DIN: 05186840) as Managing Director of the Company for a further period five years with effect from 17th July 2024 (i.e. end on his present tenure) until July 16, 2029 on the terms and conditions of appointment and remuneration as follows:

Basic Salary	Up to 3,00,00,000/- (Rupees Three Crore) per annum
	The remuneration payable to Mr. Bankim Kantilal Mehta, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Whole Time Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Mr. Bankim Kantilal Mehta, if the Company has no profits or its profits are inadequate, then Mr.
Perquisites Ir fc	 In addition to the salary received, the Managing Director of our Company is entitled to the following perquisites and allowances: Medical Reimbursement: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
	 Leave Travel Concession: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company. Explanation: Family means, the Spouse, the dependent children and dependent parents Club Fees: Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid.
	• <i>Personal Accident Insurance:</i> Personal accident insurance of an amount, the annual premium of which does not exceed □ 50,00,000/- annum.

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(Formerly known as Vasuki Trade Link Private Limited)



	 of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. <i>Earned Leave:</i> On full pay and allowance and perquisites as per the rules of the company, but no exceeding one-month salary for eleven months service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary. Provision for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by our Company.
Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year, Bankim Kantilal Mehta shall be entitled to receive a total remuneration including perquisites, <i>etc.</i> , not exceeding the ceiling limits as approved by the Board of Directors and the members, as minimum remuneration.

Other Terms & Conditions:

- a) Mr. Bankim Kantilal Mehta is being appointed as Managing Director of the Company for a period of 5 (Five) years with effect from July 17, 2024. He shall be liable to retire by rotation.
- b) As Managing Director, Mr. Bankim Kantilal Mehta will be entrusted with substantial powers of management of affairs of the Company and he will also perform such functions and duties as may be decided by the Board.
- c) Mr. Bankim Kantilal Mehta will be subject to the superintendence, control and directions of the Board.
- d) Mr. Bankim Kantilal Mehta will work on whole-time basis for the Company and shall act diligently and to the best of his abilities in the discharge of his duties and shall not, directly or indirectly, engage himself in any other business, occupation or employment without the prior approval of the Board.
- e) Mr. Bankim Kantilal Mehta will, whenever required by the Board, undertake to travel in India and elsewhere towards the performance of his duties.
- f) The Board may re-allocate / re-designate the duties and responsibilities of Mr. Bankim Kantilal Mehta.
- g) Mr. Bankim Kantilal Mehta will not during his tenure or thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, any confidential information or knowledge obtained by his during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and Mr. Bankim Kantilal Mehta will during the continuance of his employment with the Company also use his best endeavours to prevent any other person from doing so PROVIDED HOWEVER that any such divulgence or disclosure to officers and employees of the Company on a need-to-know basis with suitable caution as to confidentiality shall not be deemed to be a contravention of this clause.
- h) He will not accept the directorship in any other company (ies), except with the prior approval of the Board.
- i) Either party shall be entitled to terminate this employment by giving not less than three months' notice in writing in that behalf to the other party without the necessity of showing any cause (hereinafter referred to as "Termination by Mutual Consent"). On the expiry of the period of such notice, this employment shall be stand terminated.

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"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (Act) and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of Board of Directors be and is hereby accorded to designate Mr. Bankim Kantilal Mehta (DIN: 05186840) as the Chairman of the Board of the Directors with effect from December 10, 2023 and accord the necessary powers to undertake responsibilities in accordance with the Companies Act, 2013, in the said position.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/ or revise the remuneration of Mr Bankim Kantilal Mehta (DIN: 05186840) within the overall limits approved herein as per profitability of the company on mutual understanding and to settle any question or difficulties in connection therewith or incidental thereto".

RESOLVED FURTHER that within the maximum Fixed Remuneration for each year, Mr Bankim Kantilal Mehta (DIN: 05186840) shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with the provisions of Income Tax Act, 1961.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of the Companies Act, 2013, and to all such acts, deeds and things in this regard.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required.

Date : 10/12/2023 Place : Rajkot Sor VASUKI GLOBAL INDUSTRIES LIMITED

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BANKIN K. MEHTA * 031W MANAGING DIRECTOR DIN:-05186840

' HARSHMA B. METHA WHOLE TIME DIRECTOR DIN:-07815822

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF VASUKI GLOBAL INDUSTRIES LIMITED AT THE REGISTERED OFFICE OF THE COMPANY AT NAKSHATRA HEIGHTS OFFICE NO. 501, OPP TELEPHONE EX, 150 FT ROAD, RAJKOT: -360007, GUJARAT, INDIA, ON TUESDAY - 12TH DECEMBER 2023 AT 11.00 A.M.

TYPE OF MEETING	EXTRA ORDINARY GENERAL MEETING
TYPE OF RESOLUTION	SPECIAL RESOLUTION
CONTENT OF RESOLUTION	RE-APPOINTMENT OF BANKIM MEHTA AS A MANAGING DIRECTOR AND APPROVAL OF REMUNERATION

ITEM NO. 1 (PASSED AS A SPEICAL RESOLUTION)

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (Act) and rules thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, and the Articles of Association of the Company, consent of the members be and is hereby accorded for re-appointment of Mr. Bankim Kantilal Mehta (DIN: 05186840) as a Managing Director of the Company for a further period five years with effect from 17th July 2024 (i.e. end on his present tenure) until July 16, 2029 on the terms and conditions of appointment and remuneration as follows:

Basic Salary	Up to □ 3,00,00,000/- (Rupees Three Crore) per annum for Three Years
	The remuneration payable to Mr. Bankim Kantilal Mehta, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Whole Time Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Mr. Bankim Kantilal Mehta, if the Company has no profits or its profits are inadequate, then Mr. Bankim Kantilal Mehta will be paid in accordance with the provisions of Schedule V of the Act.
Perquisites	 In addition to the salary received, a Managing Director of our Company is entitled to the following perquisites and allowances: Medical Reimbursement: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years. Leave Travel Concession: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company. Explanation: Family means, the Spouse, the dependent children and
	 dependent parents <i>Club Fees:</i> Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid. <i>Personal Accident Insurance:</i> Personal accident insurance of an amount,

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	 the annual premium of which does not exceed □ 5,00,000/- annum. Gratuity as per the rules of the Company: a) Company's contribution towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act, 1961. Earned Leave: On full pay and allowance and perquisites as per the rules of the company, but no exceeding one-month salary for eleven months service. Encashment of leave at the end of the tenure shall not be included in the computation of the aforesaid ceiling on perquisites and/or salary. Provision for car for use on Company's business and telephone at residence shall not be considered as perquisites, personal long-distance
	call and use of car for private use shall be billed by our Company.
Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year, Bankim Kantilal Mehta shall be entitled to receive a total remuneration including perquisites, <i>etc.</i> , not exceeding the ceiling limits as approved by the Board of Directors and the members, as minimum remuneration.

Other Terms & Conditions:

- a) Mr. Bankim Kantilal Mehta is being appointed as a Managing Director of the Company for a period of 5 (Five) years with effect from July 17, 2024 (End of his present tenure). He shall be liable to retire by rotation.
- b) The Appointment of Mr. Bankim Kantilal Mehta is for the period of Five Years but he is eligible to get the remuneration as aforesaid for three years.
- c) As a Managing Director, Mr. Bankim Kantilal Mehta will be entrusted with substantial powers of management of affairs of the Company and he will also perform such functions and duties as may be decided by the Board.
- d) Mr. Bankim Kantilal Mehta will be subject to the superintendence, control and directions of the Board.
- e) Mr. Bankim Kantilal Mehta will work on whole-time basis for the Company and shall act diligently and to the best of his abilities in the discharge of his duties and shall not, directly or indirectly, engage himself in any other business, occupation or employment without the prior approval of the Board.
- f) Mr. Bankim Kantilal Mehta will, whenever required by the Board, undertake to travel in India and elsewhere towards the performance of his duties.
- g) The Board may re-allocate / re-designate the duties and responsibilities of Mr. Bankim Kantilal Mehta.
- h) Mr. Bankim Kantilal Mehta will not during his tenure or thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, any confidential information or knowledge obtained by his during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and Mr. Bankim Kantilal Mehta will during the continuance of his employment with the Company also use his best endeavours to prevent any other person from doing so Provided However that any such divulgence or disclosure to officers and employees of the Company on a need-to-know basis with suitable caution as to confidentiality shall not be deemed to be a contravention of this clause.

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Registered Office: 501 - Fifth Floor, Nakshtra Heights, Opp. Raiya Telephone Exchange, 150 Ft. Ring Road, Rajkot, Gujarat - 360007 Landline: 0281 - 2577298 Website: www.vasukigroup.com Email: info@vasukigroup.com CIN: U51909GJ2016PLC094381

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- i) He will not accept the directorship in any other company (ies), except with the prior approval of the Board.
- j) Either party shall be entitled to terminate this employment by giving not less than three months' notice in writing in that behalf to the other party without the necessity of showing any cause (hereinafter referred to as "Termination by Mutual Consent"). On the expiry of the period of such notice, this employment shall be stand terminated.

RESOLVED FURTHER that the Board of Directors of the Company or a Committee thereof be and is hereby authorized to vary and/ or revise the remuneration of Mr Bankim Kantilal Mehta (DIN: 05186840) within the overall limits approved herein as per profitability of the company on mutual understanding and to settle any question or difficulties in connection therewith or incidental thereto".

RESOLVED FURTHER that within the maximum Fixed Remuneration for each year, Mr Bankim Kantilal Mehta (DIN: 05186840) shall be entitled to Salary, Allowances and Perquisites, as determined under the provisions of the Companies Act, 2013 read with the provisions of Income Tax Act, 1961

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to take all such actions as may be necessary to give effect to the above resolution, including filing of necessary statutory forms, as per the provisions of the Companies Act, 2013, and to all such acts, deeds and things in this regard.

RESOLVED FURTHER THAT, certified copies of this resolution be provided to those concerned under the hands of a Director or the Company Secretary wherever required."

For, on behalf of Board of Directors, ASUKI GLOBAL INDUSTRIES LIMITED

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Place: Rajkot Date: 12/12/2023

[HARSHMA B. MEHTA] M.K. MEHTA IMANAGING DIRECTOR] [WHOLE TIME DIRECTOR] [DIN:-05186840] [DIN:-07815822]

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

RE-APPOINTMENT OF MR. BANKIM KANTILAL MEHTA AS MANAGING DIRECTOR:

Mr. Bankim Kantilal Mehta was appointed as Managing Director of the Company w.e.f 17th July 2019 up to five years. The tenure of Mr. Bankim Kantilal Mehta is supposed to end on 16th July 2024. The Board of Directors in its meeting held on 30th November 2023 has decided to re-appoint Mr. Bankim Kantilal Mehta as the Managing Director of the Company for a further five years from 17th July 2024 (i.e. end on his present tenure) until July 16, 2029 on the terms of appointment including remuneration payable to Mr. Bankim Kantilal Mehta, as specified and approved by the Board in their meeting and is subject to the approval of the shareholders and other approvals, if any, as may be necessary. Appointment of Mr. Bankim Kantilal Mehta is appropriate and in the best interest of the Company. It may happen that the remuneration may be exceed from the limit as specified in the Companies act, 2013, therefore, the Board of Directors recommends the resolution set out in the notice for your approval by way of passing Special resolution.

Particulars required under schedule V for Appointment of Mr. Bankim Kantilal Mehta as under:

GENERAL INFORMTION:

Nature of Industry		Coal Industry
Date of Commencement of commercial Activity	:	15 th January, 2017
In case of New Companies, Expected date of Commercial Activities	:	Not Applicable
Financial Performance		As per Annexure -A
Foreign Investment		Not Applicable

> INFORMATION ABOUT APPOINTEE:

1) BACK GROUND DETAILS:

Mr. Bankim Kantilal Mehta is engaged with the Company since Incorporation i.e from 2016. He is holding the position of Director of the Company since incorporation. He is the guiding force behind the strategic decisions of the Company and has been instrumental in planning and formulating the overall business strategy and developing business relations of the Company.

2) PAST REMUNERATION:

Financial Year	Remuneration
2022-23	Rs. 1,25,00,000/-
2021-22	Rs. 1,25,00,000/-
2020-21	Rs. 24,00,000/-

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3) RECOGNISITION OR AWARD:

Mr. Bankim Mehta achieved Estrella's- Entrepreneurs of Gujarat Award on 13th July 2019.

4) JOB PROFILE AND SUITABILITY:

Mr. Bankim K. Mehta is looking allover work of the Company. He has in-depth knowledge and good experience of Coal Industry. Therefore, He is a proper person to justify the present post of Managing Director and Remuneration payable to him.

5) PROPOSED REMUNERATION:

Mr. Bankim Kantilal Mehta will be receiving remuneration and perquisites in the following manner:

Basic Salary	Up to 3,00,00,000/- (Rupees Three Crore) per annum
	The remuneration payable to Mr. Bankim Kantilal Mehta, in any financial year, shall not exceed five (5) per cent of the net profits of the Company and the overall remuneration payable to all Executive Directors including the Whole Time Director, in any financial year, shall not exceed ten (10) per cent of the net profits of the Company. In any financial year, during the tenure of Mr. Bankim Kantilal Mehta, if the Company has no profits or its profits are inadequate, then Mr. Bankim Kantilal Mehta will be paid in accordance with the provisions of Schedule V of the Act.
Perquisites	 In addition to the salary received, the Managing Director of our Company is entitled to the following perquisites and allowances: Medical Reimbursement: Reimbursement of the expenses incurred for self and family or medical insurance for self and family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years. Leave Travel Concession: Leave travel concession for self and family once in a year incurred in accordance with rule of the Company. Explanation: Family means, the Spouse, the dependent children and dependent parents Club Fees: Fees of Club subject to maximum of two clubs. No admission and life membership fee shall be paid. Personal Accident Insurance: Personal accident insurance of an amount, the annual premium of which does not exceed □ 5,00,000/- annum. Gratuity as per the rules of the Company: a) Company's contribution towards superannuation fund as per the rules of our Company; and b) The aforesaid perquisites stated for the payment of gratuity shall not be included in the computation of aforesaid ceiling on perquisites as per the rules of the caxable under the Income Tax Act, 1961. Earned Leave: On full pay and allowance and perquisites as per the rules of the company for eleven months service. Encashment of leave at the end of the tenure shall not be included in the computation of aforesaid ceiling on perquisites and/or salary. Provision for car for use on Company's business and telephone at the performance of the salary.

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	residence shall not be considered as perquisites, personal long-distance call and use of car for private use shall be billed by our Company.
Minimum	In the event of loss or inadequacy of profits in any financial year, Bankim
Remuneration	Kantilal Mehta shall be entitled to receive a total remuneration including perquisites, <i>etc.</i> , not exceeding the ceiling limits as approved by the Board of Directors and the members, as minimum remuneration.

6) COMPARISION OF REMUNERATION:

The remuneration is after comparison of remuneration package of other companies working within same industries and having same financial performance. Further remuneration is decided after the responsibilities shouldered on him as Managing Director.

7) SUBSTANTIAL POWERS OF MANAGEMENT:

Mr. Bankim Kantilal Mehta is entrusted with substantial powers of management of the affairs of the company by the board.

8) INTEREST BY DIRECTOR AND KMPS

No other Directors or Key Managerial Personnel or their relatives have any concern or interest, financial or otherwise, in passing of the said Resolution, Except Mrs. Harshma Mehta being a relative of Mr. Bankim Mehta.

The Board of Directors recommends the resolution set out as Item No. 1 for approval of Share Holder by way of passing Special resolution.

> OTHER INFORMATION:

Information Pursuant To 1.2.5 of the Secretarial Standard on General Meeting (SS-2) Regarding Director Seeking Appointment/ Re-Appointment

Age	39 Years	
Qualification	Graduate in commerce	
Experience	He is Associated with the Company since incorporation	
Terms and Conditions of Appointment or re- appointment	 a) Mr. Bankim Kantilal Mehta is being appointed as Managing Director of the Company for a period of 5 (Five) years with effect from July 17, 2024. He shall be liable to retire by rotation. b) As Managing Director, Mr. Bankim Kantilal Mehta will be entrusted with substantial powers of management of affairs of the Company and he will also perform such functions and duties as may be decided by the Board. c) Mr. Bankim Kantilal Mehta will be subject to the superintendence, control and directions of the Board. d) Mr. Bankim Kantilal Mehta will work on whole-time basis for the Company and shall act diligently and to the best of his abilities in the discharge of his duties and shall not, directly or indirectly, engage himself in any other business, occupation or employment without the prior approval of the Board. 	

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	 e) Mr. Bankim Kantilal Mehta will, whenever required by the Board, undertake to travel in India and elsewhere towards the performance of his duties. f) The Board may re-allocate / re-designate the duties and responsibilities of Mr. Bankim Kantilal Mehta. g) Mr. Bankim Kantilal Mehta will not during his tenure or thereafter divulge or disclose to any person whomsoever or make any use whatsoever for his own purpose or for any purpose other than that of the Company, any confidential information or knowledge obtained by his during his employment as to the business or affairs of the Company or its methods or as to any trade secrets or secret processes of the Company and Mr. Bankim Kantilal Mehta will during the continuance of his employment with the Company also use his best endeavours to prevent any other person from doing so PROVIDED HOWEVER that any such divulgence or disclosure to officers and employees of the Company on a need-to-know basis with suitable caution as to confidentiality shall not be deemed to be a contravention of this clause. h) He will not accept the directorship in any other company (ies), except with the prior approval of the Board. i) Either party shall be entitled to terminate this employment by giving not less than three months' notice in writing in that behalf to the other party without the necessity of showing any cause (hereinafter referred to as "Termination by Mutual Consent"). On the expiry of the period of such notice, this employment shall be stand terminated.
Last Drawn Remuneration	Financial YearRemuneration2022-231,25,00,000/-2021-221,25,00,000/-2020-2124,00,000/-
Date of First appointment on the Board	15 th November, 2016 i.e. form the Incorporation of the Company
No. of Shares held	1,48,62,500 Equity Shares
Relationship with Directors, Managers & KMP	Mrs. Harshma Mehta is a wife of Mr. Bankim Mehta
No. of Board Meetings Attended during the previous Financial Year	All the Board meeting held during previous year
Chairman/Member of the Committees of Board of other Companies	Nil

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"ANNEXURE-A"

FINANCIAL PERFORMANCE OF THE COMPANY

PARTICULARS	31.03.2023 (In Lacs)	31.03.2022 (In Lacs)
Revenue from Operation Other Income	73217.45	90838.78
	144.49	20.16
Total Revenue	73361.94	90854.94
Total Expenditure	71521.48	88891.13
Profit(loss) before Tax (PBT)	1840.46	1967.83
Tax Expenses:		
Current Tax	527.35	528.70
Deferred Tax	(36.76)	(27.77)
Net Profit/loss after tax (PAT)	1349.87	1466.90
Earning per Equity Share:		
Basic	179.88	195.59
Diluted	179.88	195.59

Place: Rajkot Date: 10/12/2023 For, on behalf of Board of Directors, VASUKI GLOBAL INDUSTRIES LIMITED

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[BANKIN K. MEHTA] [HARSHMA B. MEHTA] [MANAGING DIRECTOR] [WHOLE TIME DIRECTOR] [DIN:-05186840] [DIN:-07815822]

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