PHYSICSWALLAH LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 01ST MEETING OF THE IPO COMMITTEE OF PHYSICSWALLAH LIMITED ("COMPANY") FOR THE F.Y. 2024-25 HELD ON TUESDAY, MARCH 18TH 2025 AT 10:15 A.M (IST) THROUGH VIDEO CONFERENCE.

TO CONSIDER, APPROVE AND ADOPT THE FINAL PRE-FILED DRAFT RED HERRING PROSPECTUS.

"**RESOLVED THAT** in furtherance of the resolution passed by the board of directors of the Company (the "Board") on March 11, 2025 and the resolution passed by the shareholders of the Company on March 12, 2025, subject to the applicable laws, the draft of the final Pre- filed draft red herring prospectus (the "Pre-filed DRHP"), containing disclosures as required under the provisions of the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), each as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), the Companies Act, 2013 and the applicable rules thereunder (including, in each case, any statutory modification or re-enactment of such laws for the time being in force), as amended, ("Companies Act"), and any other applicable, rules regulations, guidelines, circulars and notifications issued by SEBI and the enabling provisions of the memorandum of association and the articles of association of the Company, the draft of the final Pre- filed draft red herring prospectus, in respect of the initial public offering comprising a fresh issue and offer for sale of the equity shares bearing face value ₹ 1 each of the Company (the "Equity Shares") ("Fresh Issue" or the "Issue") aggregating up to ₹ 40,000 million and ₹ 6000 million, respectively, for cash either at par or premium, at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations, as placed before the committee, be and is hereby approved for filing with the SEBI), BSE Limited and the National Stock Exchange of India Limited (together with BSE Limited, the "Stock Exchanges") and such and other governmental or supervisory authorities or persons as may be required, in accordance with the applicable provisions of the Companies Act, 2013, as amended, SEBI ICDR Regulation, and other applicable law.

RESOLVED FURTHER THAT the final Pre- filed draft red herring prospectus, is hereby recommended for signing by each of the directors of the Company and the Chief Financial Officer (or their duly authorized representative) and each such person be and is hereby authorized to sign the declaration page of the final Pre- filed DRHP for and on behalf of the Company.

RESOLVED FURTHER THAT IPO Committee is hereby authorized to make corrections or alterations, if any, and to finalize the final Pre- filed draft red herring prospectus for the purposes of filing with the SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and do all acts, deeds, matters and undertake such other necessary steps to implement the above resolution, including without limitation, to settle any questions, difficulties or doubts that may arise in relation thereto .

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, Mr. Alakh Pandey, Chief Executive Officer and Whole-time Director, Mr. Prateek Boob, Whole-time Director of the Company and/or Mr. Amit Sachdeva, Chief Financial Officer of the company and Mr. Ajinkya Jain, Group General Counsel, Compliance Officer and Company Secretary of the Company and/or any officer of the Company authorised by them, severally, on behalf of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, including with the Registrar of Companies, Uttar Pradesh at Kanpur, furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as

may be required; and any documents soexecuted and delivered or acts and things done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company is authorised to certify the true copy of the aforesaid resolutions and the same may be forwarded to any concerned authorities for necessary action.

Certified True Copy
Physicswallah Limited



Ajinkya Jain
Company Secretary
Membership No. ICSI-A33261

Date: 18.03.2025
Place: Noida