

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS (02/2026-2027) OF VALUE 360 COMMUNICATIONS LIMITED (FORMERLY KNOWN AS "VALUE 360 COMMUNICATIONS PRIVATE LIMITED") HELD ON MONDAY, APRIL 06, 2026 AT 03.45 P.M. (IST) THROUGH VIDEO CONFERENCING MODE.

Approval of Restated Financial Statements (Standalone and Consolidated) for the ten months period ended January 31, 2026, and for the financial years ended March 31, 2025, March 31, 2024, March 31, 2023.

"RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and other applicable provisions of the Securities and Exchange Board of India regulations and other applicable laws, as amended from time to time, the Restated Standalone and Consolidated Financial Statements of the Company for the ten months period ended January 31, 2026, and for the financial year ended March 31, 2025, March 31, 2024, March 31, 2023, comprising inter alia the Statement of Assets and Liabilities, the Statement of Profit and Loss Account, the Cash Flow Statement and Notes thereto, as placed before the Board of Directors and duly reviewed and recommended by the Audit Committee, together with the Audit Reports issued thereon by M/s. Raj K Sri & Co., Chartered Accountants, Statutory Auditors of the Company, be and are hereby approved and taken on record.

RESOLVED FURTHER THAT any two Directors of the Company, of which one shall be the Managing Director, along with the Chief Financial Officer and the Company Secretary of the Company, be and are hereby authorised to sign and execute the aforesaid Restated Standalone and Consolidated Financial Statements of the Company for the period ended on January 31, 2026, March 31, 2025, March 31, 2024, March 31, 2023 on behalf of the Board of Directors.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

\\ Certified True Copy //

For Value 360 Communications Limited
(Formerly Known as "Value 360 Communications Private Limited")

Gaurav Patra



Gaurav Patra
Whole Time Director
DIN: 02551958

Date: April 06, 2026
Place: New Delhi

Value 360 Communications Limited
(Formerly Known as "Value 360 Communications Private Limited")

T: +91 11 4665 8888 **E:** info@value360india.com **CIN:** U22222DL2009PLC189466

HEAD OFFICE

43-A, Ground Floor, Okhla
Phase-3, Okhla Industrial Estate,
New Delhi, Delhi - 110020, India.
GSTIN/UIN: 07AADCV0015E1ZX

MUMBAI BRANCH

Office No. 201, 202, 2nd Floor, Old Maheshwar Villa, Business
Suites 9, Swami Vivekanand Road, Santacruz West, Mumbai,
Mumbai Suburban, Maharashtra, 400054, India.
GSTIN/UIN: 27AADCV0015E1ZV

BANGALORE BRANCH

8/2 Novel Office Central, Yellappa
Chetty Layout, Ulsoor Road, Opposite
Conrad Hotel, Bangalore 560042, India
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Approval of Key Performance Indicators for ten months period ended January 31, 2026 and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 on a Consolidated Basis

"RESOLVED THAT pursuant to the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, any applicable provisions of the Companies Act, 2013, as amended from time to time, and other applicable laws, rules and regulations, Board of Directors do hereby approve, as duly reviewed and recommended by the Audit Committee, the Key Financial Performance Indicators ("KPIs") of the Company for ten months period ended January 31, 2026 and for the financial years ended March 31, 2025, March 31, 2024 and March 31, 2023 on a Consolidated Basis, including Revenue from Operations, Total Revenue, EBITDA, EBITDA Margin, Profit After Tax (PAT), PAT Margin, Trade Receivable Days, Trade Payable Days, Return on Equity, Return on Capital Employed, Debt-Equity Ratio and Current Ratio, along with the basis of their computation and explanatory notes thereto.

Key Financial Performance	₹ in lakhs			
	31-Jan-26	31-Mar-25	31-Mar-24	31-Mar-23
Revenue from Operations (1)	5,471.26	5,457.41	5,059.24	5,114.28
Total Revenue	5,507.75	5,474.39	5,079.73	5,134.14
EBITDA (2)	1,454.77	1,181.78	862.10	568.06
EBITDA Margin (%) (3)	26.41%	21.59%	16.97%	11.06%
PAT	761.88	579.32	412.49	121.44
PAT Margin (%) (4)	13.83%	10.58%	8.12%	2.37%
Trade Receivables days (5)	164	120	103	103
Inventory days (6)	-	-	-	-
Trade Payable days (7)	98	63	74	54
Return on equity (%) (8)	21.25%	22.77%	35.74%	16.03%
Return on capital employed (%) (9)	31.40%	34.21%	37.18%	35.01%
Debt-Equity Ratio (times) (10)	0.47	0.42	1.26	1.43
Current Ratio (times) (11)	1.47	1.52	1.46	1.78

Notes:

- (1) Revenue from operation means revenue from sale of the products
- (2) EBITDA is calculated as Profit before tax + Depreciation + Finance Costs - Other Income
- (3) EBITDA Margin is calculated as EBITDA divided by Total Revenue
- (4) PAT Margin is calculated as PAT for the year divided by Total Revenue
- (5) Trade receivable days is calculated as closing trade receivables divided by Total Revenue multiplied by 365 for fiscal years
- (6) Inventory days is calculated as average inventory divided by cost of goods sold multiplied by 365 for fiscal years. There is no inventory as the company is in service based industry.
- (7) Trade payable days is calculated as closing trade payables divided by cost of goods sold multiplied by 365 for fiscal years. Cost of Goods Sold have been defined as cost of materials consumed plus purchases of stock-in-trade plus changes in inventories of finished goods, stock-in-trade, work-in-progress

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- (8) Return on Equity is calculated by comparing the proportion of net income against the amount of shareholder equity
 (9) Return on Capital Employed is calculated as follows: Profit for the year plus finance cost plus tax expenses (EBIT) divided by Total Assets – Current Liabilities
 (10) Debt to Equity ratio is calculated as Total Debt divided by equity
 (11) Current Ratio is calculated by dividing Current assets to Current Liabilities

Explanation for KPI metrics

KPI	Explanations
Revenue from Operations	Revenue from Operations is used by our management to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Total Revenue	Total Revenue is used to track the total revenue generated by the business including other income.
EBITDA	EBITDA provides information regarding the operational efficiency of the business
PAT	Profit after tax provides information regarding the overall profitability of the business.
Net Worth	Net worth is used by the management to ascertain the total value created by the entity and provides a snapshot of current financial position of the entity.
Net Debt/ EBITDA (In Times)	Net Debt by EBITDA is indicator of the efficiency with which our Company is able to leverage its debt service obligation to EBITDA.
Debt To Equity Ratio	Debt-to-equity (D/E) ratio is used to evaluate a company's financial leverage
Current Ratio	It tells management how business can maximize the current assets on its balance sheet to satisfy its current debt and other payables

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary in this regard, including incorporation of the said estimates in the Red Herring Prospectus (RHP) and Prospectus and to provide necessary confirmations, clarifications, and disclosures to the regulatory authorities, stock exchanges, book-running lead managers, and other intermediaries in connection with the proposed SME Initial Public Offering.

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RESOLVED FURTHER THAT a certified copy of this resolution be provided to any person as and when required under the signature of any Director of the Company.”

\\ Certified True Copy //

For **Value 360 Communications Limited**
(Formerly Known as “Value 360 Communications Private Limited”)



Gaurav Patra
Whole Time Director
DIN: 02551958

Date: April 06, 2026
Place: New Delhi

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Approval of the Objects for the IPO (Initial Public Offer) to be included in the Red Herring Prospectus/Prospectus of the Company

“RESOLVED THAT, pursuant to the provisions of Sections 23, 42, 62(1)(c), 179(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, (“SEBI ICDR Regulations”), and other applicable laws, regulations, and guidelines (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such approvals, consents, permissions and sanctions as may be required from the Securities and Exchange Board of India (“SEBI”), the Stock Exchange(s) where the Equity Shares of the Company are proposed to be listed, the Emerge Platform of NSE, the Registrar of Companies and other regulatory authorities, the consent of the Board of Directors be and is hereby accorded to approve the Objects of the Issue in connection with the proposed initial public offering of equity shares of face value of ₹10 each of the Company (the “Issue”), which shall be disclosed in the Red Herring Prospectus (“RHP”) and Prospectus to be filed with the aforesaid authorities.

RESOLVED FURTHER THAT, the Company proposes to utilize the Net Proceeds from the Issue towards the following objects, as more particularly described in the Red Herring Prospectus and the Prospectus:

		(₹ in Lakhs)
Sr. No.	Particulars	Estimated amount
1.	Funding the working capital requirements towards enabling the strategic growth initiatives of the company and its subsidiaries	1,270.60
2.	Funding the capital expenditure towards infrastructure and cutting-edge technology for expansion into content production verticals	465.00
3.	Prepayment or repayment of all or a portion of certain outstanding borrowings availed by our Company;	450.00
4.	Investment in influencer marketing platform, Irida Interactive Private Limited (ClanConnect) and expanding ownership to fulfil potential acquisition in the near future;	700.00
5.	General corporate purposes ⁽¹⁾	[•]*
Total		[•]

*To be filled at the time of filing of Prospectus

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RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to approve, vary, modify or revise the aforesaid objects of the Issue and/or the allocation of the Net Proceeds, as may be considered necessary, subject to applicable laws and regulations.

RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to consider and approve any quotations received in connection with the objects of the issue, and to finalize, sign, and execute all necessary documents in relation thereto, without any further approval from the members of the Company.

RESOLVED FURTHER THAT any Director of the Company or any Key Managerial Personnel, be and is hereby severally authorized to make such alterations or modifications in the Objects of the Issue as may be required by SEBI, Stock Exchange(s) or any other regulatory authority, and to do all such acts, deeds, matters and things as may be necessary or expedient for giving effect to this resolution, including payment of applicable fees, commissions and expenses in relation thereto.”

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For Value 360 Communications Limited
(Formerly Known as “Value 360 Communications Private Limited”)

Gaurav Patra



Gaurav Patra
Whole Time Director
DIN: 02551958

Date: April 06, 2026
Place: New Delhi

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