

=====

METHODHUB SOFTWARE LIMITED
(Formerly known as Methodhub Software Private Limited)
CIN: U74900KA2016PLC085743

Registered Office: Unit No.109, 1st Floor, Prestige Meridian-1 No.29,
M. G. Road, Bangalore 560001, Karnataka, India.

Contact: - 9840274350

Email: - finance@method-hub.in

=====

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS OF METHODHUB SOFTWARE LIMITED (FORMERLY KNOWN AS METHODHUB SOFTWARE PRIVATE LIMITED) AT THEIR ANNUAL GENERAL MEETING HELD THROUGH VIDEO CONFERENCING AND OTHER AUDIO-VISUAL MEANS (VC/OAVM) ON MONDAY, AUGUST 18, 2025, AT 11:00 A.M AND DEEMED VENUE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT UNIT NO.109, 1ST FLOOR, PRESTIGE MERIDIAN-1 NO.29, M.G. ROAD, BANGALORE – 560001, KARNATAKA, INDIA

SUB: RAISING OF CAPITAL THROUGH AN INITIAL PUBLIC OFFERING:

The following resolution was passed as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules and regulations made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), each as amended (**“Companies Act”**), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, and the rules made thereunder, as amended, including and the Securities Contracts (Regulation) Rules, 1957 (the **“SCRR”**) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999, as amended, and the rules and regulations made thereunder including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by Government of India (**“GoI”**), Securities Exchange Board of India (**“SEBI”**) or Reserve Bank of India (**“RBI”**), and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof for the time being in force) (collectively, the **“Applicable Laws”**), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreement to be entered into between the Company and SME Platform of BSE Limited (**“Stock Exchange”**) where the Equity Shares are proposed to be listed, and subject to any approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, Karnataka at Bengaluru (**“RoC”**), SEBI, RBI, the department for promotion of Internal Trade, Government of India (DIPPT), Ministry of Commerce and Industry, the Stock Exchange and all other appropriate statutory authorities and departments (the **“Regulatory Authorities”**), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of 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 **“Board”**, which term shall be deemed to include the IPO committee (**“IPO Committee”**) or any other duly constituted committee of the Board and such other approvals, consents, waivers, permissions and sanctions, the consent, approval, authority and sanction of the members be and is hereby granted to issue, allot such number of equity shares of face value of ₹ 10/- each of the Company (the **“Equity Shares”**) aggregating up to such amount comprising of a fresh issue of up to ₹ 900 million by the Company (**“Fresh Issue”**) and Offer for sale of upto 800,000 Equity Shares by certain existing shareholder(s) (**“Selling Shareholders”**) (**“Offer for Sale”** and together with the Fresh Issue, the **“Offer”**) for cash either at par or premium, (with an option to the Company to retain an over-subscription to the extent of 10% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of

=====

METHODHUB SOFTWARE LIMITED
(Formerly known as Methodhub Software Private Limited)
CIN: U74900KA2016PLC085743

Registered Office: Unit No.109, 1st Floor, Prestige Meridian-1 No.29,
M. G. Road, Bangalore 560001, Karnataka, India.

Contact: - 9840274350

Email: - finance@method-hub.in

=====

rounding off to the nearest integer while finalizing the basis of allotment in consultation with the designated stock exchange) at a price to be determined by the Company in consultation with the book running lead managers so appointed (“**BRLM**”) by the book building process in terms of the SEBI ICDR Regulations at such premium or discount or at par per Equity Shares as permitted under Applicable Laws, and as may be fixed and determined by the Company in accordance with the BRLM in accordance with the SEBI ICDR Regulations (and such price, the “**Offer Price**”) to any category of person or persons who are eligible investors as permitted under Applicable Laws, who may or may not be the shareholder(s) of the Company as the Board may decide in consultation with the BRLM including anchor investors and qualified institutional buyers, if any, as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors whether they are one or more of the members of the Company, eligible employees (through a reservation or otherwise), Hindu undivided families, foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, venture capital funds, alternative investment funds, public financial institutions, non-resident Indians, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, provident funds, pension funds, National Investment Fund, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, trusts/societies registered under the Societies Registration Act, 1860, as amended, development financial institutions, systemically important non-banking financial companies, Indian mutual funds, Indian public, bodies corporate, companies (private or public) or other entities (whether incorporated or not), authorities, and to such other persons including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof and/or any other category of investors as may be permitted and eligible to invest under Applicable Laws by way of the Offer (collectively, the “**Investors**”), in consultation with the BRLM and/or underwriters, in accordance with the SEBI ICDR Regulations and/or other advisors or such persons appointed for the Offer and on such terms and conditions as may be finalised by the Board in consultation with the BRLM through an offer document, prospectus and/or an offering memorandum, as required, including the decision to determine the category or categories of investors to whom the allotment/transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLM, underwriters and/or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board as permissible under Applicable Law, and that the Board in consultation with the BRLM may finalise all matters incidental thereto as it may in its absolute discretion think fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.”

“**RESOLVED FURTHER THAT**, in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws, and such to such further corporate and other approval as may be required, the Board either by itself or the IPO Committee thereof, be and is hereby authorised, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake a Pre-IPO private placement of Equity Shares on or prior to the date of the red herring prospectus, or such other route as may be permitted under the applicable law at the discretion of the Board aggregating up to 20% (Twenty percent) of the size of the Fresh Issue as may be decided by the Board (or duly authorised committee thereof) to certain investors and at such price as the Board may determine (“**Pre-IPO Placement**”), in consultation with the BRLM, in light of the then prevailing market conditions and in

accordance with Applicable Laws, and in the event of the consummation of the Pre-IPO Placement, the size of the Fresh Issue would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement, and to take any and all actions in connection with the Pre-IPO Placement as the Board of IPO Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalise and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments, supplements, notices or corrigenda thereto, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or the IPO Committee may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. It is clarified that, in the event of a Pre-IPO Placement, the size of the Issue would be reduced, only from the Fresh Issue portion of the Issue to the extent of Equity Shares issued under the Pre-IPO Placement, subject to compliance with the minimum offer size requirements prescribed under the SCRR and Applicable Laws.”

“**RESOLVED FURTHER THAT**, the Equity Shares so allotted and/or transferred pursuant to the Offer as aforesaid shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari passu* with existing Equity Shares, in all respects, including rights in respect of dividend.”

RESOLVED FURTHER THAT the Equity Shares issued pursuant to the Offer along with the existing shares held by the current members shall be listed at the SME platform of BSE Limited;

RESOLVED FURTHER THAT, all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of the Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with Applicable Laws, or the Company and/or and the selling shareholders, shall pay interest on failure thereof, as per Applicable Laws.

RESOLVED FURTHER THAT, subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed off by the Board in consultations with the BRLM to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks/ financial institutions/ investment institutions/ mutual funds/ foreign portfolio investors/ bodies corporate/ such other persons or otherwise, in accordance with Applicable Laws.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a committee of the Board of any other officer or officers of the Company to do such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the Offer.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions for the issue/ offer of Equity Shares pursuant to the Offer, the Board and any other committee thereof, in consultation with the BRLM, be and is hereby authorized to determine the terms of the Offer including the class of investors to whom the Equity Shares are to be allotted, the number of Equity Shares to be allotted in each tranche, issue price, premium amount, discount (as allowed under Applicable Laws), listing on one of the

=====

METHODHUB SOFTWARE LIMITED
(Formerly known as Methodhub Software Private Limited)
CIN: U74900KA2016PLC085743

**Registered Office: Unit No.109, 1st Floor, Prestige Meridian-1 No.29,
M. G. Road, Bangalore 560001, Karnataka, India.**

Contact: - 9840274350

Email: - finance@method-hub.in

=====

SME platform of BSE Limited and do all such acts, deeds, matters and things and to negotiate, finalize and execute such deeds, documents agreements and any amendment thereto, as it may, in its absolute discretion, deem necessary, proper or desirable including arrangements with the BRLM, underwriters, escrow agents, legal advisors, etc., to approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Issue and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, in regard to the issuance, Issue of the Equity Shares and such other activities as may be necessary in relation to the Issue and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as it may, in its absolute discretion, deem fit and proper in the best interest of the Company and the Issue, without requiring any further approval of the members and that all or any of the powers conferred on the Company and the Board pursuant to these resolutions may be exercised by the Board or such IPO Committee thereof as the Board may constitute in its behalf;

RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally or jointly authorized to execute and deliver any and all other documents, papers or instruments, issue and provide certificates and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Issue; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

RESOLVED FURTHER THAT any Director and/or the Company Secretary and Compliance Officer and/or the Chief Financial Officer of the Company be and are hereby severally authorised to issue certified true copies of these resolutions to various authorities and to file necessary forms with the RoC and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.”

//Certified True Copy//
For Methodhub Software Limited


Prasanna Dhandapani
Director

DIN: 02187044

**Address: H22/11, B402, 4th Floor, Aishwaryam Towers,
East Avenue Road, Saai Baaba Temple
Ambattur – 600053, Tamil Nadu, India**

=====

METHODHUB SOFTWARE LIMITED
(Formerly known as Methodhub Software Private Limited)
CIN: U74900KA2016PLC085743

Registered Office: Unit No.109, 1st Floor, Prestige Meridian-1 No.29,
M. G. Road, Bangalore 560001, Karnataka, India.

Contact: - 9840274350

Email: - finance@method-hub.in

=====

CERTIFIED TRUE COPY OF THE EXPLANATORY STATEMENT CIRCULATED TO THE MEMBERS OF METHODHUB SOFTWARE LIMITED (FORMERLY KNOWN AS METHODHUB SOFTWARE PRIVATE LIMITED) (THE “COMPANY”) ALONG WITH THE NOTICE OF AGENERAL MEETING DATED 16-07-2025

The Company proposes to issue, allot equity shares of the Company of face value of ₹ 10/- (the “**Equity Shares**”) each which shall consist of a fresh issue of Equity Shares (“**Fresh Issue**”) and an offer for sale by certain existing shareholders of the Company (“**Selling Shareholders**”) (“**Offer for Sale**” and together with Fresh Issue, the “**Offer**” or “**IPO**”) up to an aggregate of ₹1,050 millions in accordance with the SEBI ICDR Regulations on such terms, in such manner, at such time and at a price to be determined by the book building process in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”) to various categories of investors including qualified institutional investors, retail individual investors, non-institutional investors, non-resident Indians, foreign portfolio investors and/or eligible employees, as permitted under the SEBI ICDR Regulations and other applicable laws. The Equity Shares allotted shall rank in all respects pari passu with the existing equity shares of the Company.

In view of the above and in terms of Section 62(1)(c), and other applicable provisions of the Companies Act, 2013 (“**Companies Act**”), the approval of the shareholders of the Company is required through a special resolution.

The proposed issuance (“**Offer**”) shall include a fresh issue of the Equity Shares by the Company and Offer for Sale by certain existing Shareholder.

The Board recommends to the members to pass the resolutions as Special Resolutions.

None of the directors, key managerial personnel, senior managerial personnel of the Company, or the relatives of the aforementioned persons are interested in the said resolution.

Material information pertaining to the Issue is as follows:

(i) Issue Price:

The price at which the Equity Shares will be allotted through the Issue shall be determined and finalized by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

(ii) Objects of the Issue:

The objects of the Issue shall be disclosed in the Draft Red Herring Prospectus to be filed with the SEBI in connection with the Issue.

(iii) Intention of Directors/Key managerial personnel/Senior managerial personnel to subscribe to the Issue:

The Company has not made and will not make an issue of Equity Shares to any directors, key managerial personnel or senior managerial personnel. However, the directors, the key managerial personnel or the senior managerial personnel may apply for the Equity Shares in the various categories under the Issue in accordance with the SEBI ICDR Regulations.

(iv) Whether a change in control is intended or expected:

No change in control is intended or expected as a result of the Issue.

(v) Allotment

The allotment of Equity Shares pursuant to the Issue shall be completed within such time period as may be prescribed under applicable law.

(vi) Pre-Issue and post-Issue shareholding pattern

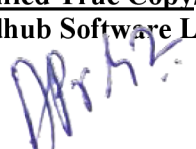
The pre-Issue and post-Issue shareholding pattern (to the extent applicable) shall be as disclosed in the issue documents filed in connection with the Issue.

Additionally, to the extent the above requires amendments to be made in terms of the Companies Act, 2013 and the rules thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force, the “**Companies Act, 2013**”), the SEBI ICDR Regulations, any other law or if recommended by various advisors to the Company in connection with the Issue, the Board will make necessary amendments.

The Board recommends the resolution for your approval as a Special Resolution.

All the directors, key managerial personnel, senior managerial personnel and relatives of directors and/or key managerial personnel or senior managerial personnel (as defined in the Companies Act, 2013) may be deemed to be concerned or interested in the proposed resolution to the extent of their shareholding in the Company and, to the extent shares may be subscribed for and allotted in their names.

//Certified True Copy//
For Methodhub Software Limited


Prasanna Dhandapani
Director

DIN: 02187044

**Address: H22/11, B402, 4th Floor, Aishwaryam Towers,
East Avenue Road, Saai Baaba Temple
Ambattur – 600053, Tamil Nadu, India**