

**CERTIFIED TRUE COPY OF THE EXTRACT OF THE RESOLUTIONS PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF MANJUSHREE TECHNOPACK LIMITED HELD ON 22<sup>ND</sup> FEBRUARY, 2023 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT MBH TECH PARK, 2ND FLOOR, SURVEY NO. 46(P) AND 47 (P), ELECTRONIC CITY PHASE-II, BANGALORE 560100, KARNATAKA AT 01.00 PM**

**To approve the Scheme of Merger of MTL New Initiatives Private Limited (a wholly owned subsidiary of Manjushree Technopack Limited) with Manjushree Technopack Limited (Company) and their respective shareholders:**

**“RESOLVED THAT** pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in for), Section 2(1B), Section 72A and other applicable provisions, if any, of the Income Tax Act, 1961, relevant enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s) if any, from the Shareholders and/or the Creditors of the Company, sanction/ confirmation/ observations/ no-objections of the Regional Director/Central Government/ National Company Law Tribunal (NCLT), and any other regulatory or government bodies/institutions or such other competent authority as may be applicable subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such sanction/ confirmation/ observations/ no-objections, which may be agreed to by the Company consent of the Board of Directors be and is hereby accorded to the draft Scheme of Merger (hereinafter referred to as the **“Scheme”**) between **MTL New Initiatives Private Limited** a wholly owned subsidiary of Manjushree Technopack Limited (hereinafter referred to as **“Transferor Company”**) with **Manjushree Technopack Limited** (hereinafter referred to as **“Transferee Company”**) and their respective shareholders, as per the terms and conditions mentioned in the Scheme, placed before the Board and initialled by the Chairman for the purpose of identification, which provides for the merger of the Transferor Company into the Transferee Company.”

**“RESOLVED FURTHER THAT** the appointed date shall be September 01, 2023.

**“RESOLVED FURTHER THAT** the Statement of Assets and Liabilities of the Company as on 31<sup>st</sup> March, 2022 be and are hereby approved and Mr. Napanda Poovaiah Thimmaiah, Managing Director, Mrs. Shweta Jalan, Mr. Manu Anand and Mr. Pankaj Patwari, Directors of the Company, be and are hereby severally authorized to sign the same and that the Statement of Assets and Liabilities be submitted to the Auditors for their report thereon.”

-1-

### **Manjushree Technopack Limited**

**Corporate & Registered Office :** MBH Tech Park, 2nd Floor,  
Survey No. 46(P) and 47(P), Konnapana Agrahara, Begur Hobli,  
Electronic City Phase – II, Bangalore – 560 100

**Factory :** 60 E& F, Bommasandra Industrial Area,  
Hosur Road, Bangalore - 560099.

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CIN No.:U67120KA1987PLC037636



**“RESOLVED FURTHER THAT** Mr. Napanda Poovaiah Thimmaiah, Managing Director and CEO, Mr. Deepak Gupta, CFO, Mr. Rasmi Ranjan Naik, Company Secretary and Mr. Sanjeev Kumar Sharma, Dy Manager Finance and operations of the Company, be and are hereby severally authorised to take all the following necessary steps:

- a) to sign and file necessary Applications, Petitions, affidavits and/ or other related documents with the Regional Director (RD) /Central Government/NCLT/other regulatory bodies for holding/ dispensing with the Meeting of the Shareholders and/or Creditors of the Company, and where necessary to take steps to convene and hold such meetings as per the directions of the RD/NCLT, for approval and execution thereto of the Scheme;
- b) to file all pleadings, reports for the above purpose and sign and issue public advertisements and notices;
- c) to sign and circulate notice of Extraordinary General Meetings of shareholders and / or creditors, if any required to be convened to obtain necessary approvals for the proposed merger;
- d) to make alterations and changes to the Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by RD/Central Government or the NCLT or any other regulatory authority;
- e) to obtain an order of RD/Central Government/NCLT approving the Scheme and file the same with the Registrar of Companies, so as to make the sanctioned Scheme effective;
- f) to settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;
- g) to do all such acts as may be required to comply with the applicable Rules framed under the Companies Act, 2013, inter-alia including National Company Law Tribunal Rules, 2016 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and amendments thereof, if any, to file the relevant applications/petition with the RD/Central Government/NCLT;
- h) Engaging and instructing practising company secretaries, advocates or consultants and if considered necessary, also engage services of counsel(s), other concerned authority(ies) declare and file all pleadings, reports and sign and issue public advertisements, notices and to do all acts as may be incidental and necessary thereto;

-2-

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- i) Obtaining approval/consent from and represent before Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities and such other authorities and parties including the shareholders, Bankers, financial institutions, as may be considered necessary to the said Scheme;
- j) Signing and executing request letters/no objection/sanction letters for obtaining the necessary no objection/sanction letters for dispensation of the meeting(s) of the creditors of the Company for approving the Scheme and thereby submitting the same on receipt thereof to the RD/Central Government/NCLT or any other appropriate authority, as may be required;
- k) To file requisite forms, returns, other documents, with the Registrar of Companies in connection with the Scheme;
- l) To affix Common Seal of the Company in accordance with the provisions of the Articles of Association of the Company on any documents in connection with the purpose of the above resolution as may be required, and to send the Common Seal of the Company to other places, if so required, to facilitate execution of documents / papers in connection with the Scheme;
- m) To do all acts and things as may be considered necessary and expedient in relation thereto.”

**“RESOLVED FURTHER THAT M/s. IBH & Co.,** Practising Company Secretaries having their offices at Chennai engaged for the purpose, be and are hereby severally authorised to do the following for and on behalf of the Company:

- a. To submit/file necessary applications to the Regional Director, South-East Region / National Company Law Tribunal, (Tribunal) Bengaluru for directions for dispensing or holding a meeting of shareholders and/or Creditors and/or to file applications for the waiver of the holding of such meetings, and to file all necessary affidavits, papers and proceedings in connection with the above Scheme of Amalgamation.
- b. To file petition(s) for the sanction and/or confirmation of the Scheme by the Tribunal and to file all necessary affidavits, deeds, documents, declaration, papers and proceedings in connection with the same;
- c. To sign, execute, submit, file, deliver vakalats, applications, letters, notices and other deeds, documents, undertakings, declarations to enable implementation of the resolution to its full intent and extent;

-3-

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- d. To interact and coordinate with the Registrar of Companies, Regional Director, Ministry of Corporate Affairs, Office of Official Liquidator, Tribunal and all other Statutory agencies for and on behalf of the Company and to give any oral or written explanations regarding the Scheme of Amalgamation;
- e. To make or accept such modifications and/or such conditions, if any, which may be necessary/required and/or imposed by the Tribunal and/or by any other authority while sanctioning the Scheme;
- f. To settle all questions, differences or doubts and to make any necessary corrections or alterations in the documents submitted to the Statutory Authorities, which may arise in regard to the Amalgamation;
- g. To issue Statutory Advertisements as may be considered necessary and expedient in relation thereto and for the purpose, engage any solicitor and advocates.
- h. To do all such acts, matters, deeds and things as may be considered, necessary, proper, required and deemed expedient.

“RESOLVED FURTHER THAT certified true copy/ extract of this resolution be issued under the signature of any of the Director or Secretary of the Company.”

//CERTIFIED TRUE COPY//

For Manjushree Technopack Limited



Managing Director & CEO: Napanda Poovaiah Thimmaiah

DIN: 01184636

Address: MBH Tech Park, 2<sup>nd</sup> Floor, Survey No. 46(P) and 47 (P), Begur Hobli, Electronic City Phase-II, Bangalore 560100, Karnataka

-4-

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