MEDISAFE

RAAJ MEDISAFE INDIA LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RAAJ MEDISAFE INDIA LIMITED IN ITS MEETING NO. 2 (2 OF 2018-19)HELD ON FRIDAY, THE 11TH DAY OF MAY, 2018, AT 2.00 P.M. AT THE REGISTERED OFFICE AT 106, SECTOR III, INDUSTRIAL AREA PITHAMPUR DHAR (MP)

APPROVE THE SCHEME OF AMALGAMATION

The Chairman placed the draft copy of Scheme of Amalgamation of **PADMA POLYTEX INDIA PRIVATE LIMITED.** ("Transferor Company") with **RAAJ MEDISAFE INDIA LIMITED** ("Transferee Company"). Further the Chairman explained the Board about the impact of the amalgamation on the Company. After detail discussion in this regard the following resolutions were passed unanimously:

"***RESOLVED THAT*** *pursuant to provisions* of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, as amended from time to time and in accordance with the Memorandum and Articles of Association of the Company and subject to the requisite approval of the shareholders /creditors of the Company and the National Company Law Tribunal, Ahmedabad Bench (NCLT), the Stock Exchanges where the shares of the company are listed and such other competent authority (ies) as may be applicable, the consent of the Board of Directors be and is hereby accorded to the Scheme of Merger of **PADMA POLYTEX INDIA PRIVATE LIMITED** ("Transferor Company") with **RAAJ MEDISAFE INDIA LIMITED** ("Transferee Company")

RESOLVED FURTHER THAT Board of Directors of the Board be and is hereby approved the draft Scheme of Merger of the Transferor Company with Transferee Company and their respective shareholders and creditors (Scheme).

RESOLVED FURTHER THAT any one of Ms. Ankita Jain Chief Financial Officer, Mr. Sachin Sarda Company Secretary, Mr. Ajay Kasat Managing Director and Mr. Arpit Bangur, Director of the Company be and are hereby jointly and / or severally authorized to take all the necessary steps for:

1. Filing the Scheme of Merger and /or any other information / details with the BSE Limited (BSE) and to obtain approval or sanction under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

2. To sign, File and submit, the scheme, necessary applications, petitions, supplementary applications/ petitions, summons, deeds, documents, affidavits, letters, instruments, rejoinders, replies and the like with NCLT, Ahmedabad Bench, Registrar of Companies, Regional Director, Official Liquidator and/ or any other authority as may be required pursuant to the relevant provisions and applicable laws, rules and regulations; and holding meetings of the shareholders/ creditors of the Company as may be directed by NCLT to give effect to the Scheme.

3. For the above purpose, to engage advocates/ Solicitors/ and if considered necessary, also to engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;

Raaj Medisafe India Ltd. Pithampur (M.P.)

Regd. Office : 106, Industrial Area, Sector III, Pithampur - 454 774, Dist. Dhar (M.P.) INDIA
Corporate Office : 224, Apollo Tower, 2 M.G. Road, Indore - 452 001 (M.P.) INDIA
Phone : +91 731 4285155, Fax : +91 731 4285155
Email : info@medisafeindia.com, **Website :** www.medisafeindia.com
CIN : L33112MP1985PLC003039, TIN No. 23679097267

4. Obtaining approvals of such other authorities and parties including Stock Exchanges, Ministry of Corporate Affairs/ Registrar of Companies, Madhya Pradesh, Gwalior Regional Director Western Region, Income tax authorities, the official Liquidator and such other relevant Authorities and entities including the shareholders and creditors etc. as may be considered necessary to give effect to the said scheme of Amalgamations.

5. To Settle any question or difficulty that may arise with regard to the implementation of the above Scheme and to give effect to the above resolution;

6. To sign and execute the request letters for obtaining the necessary no- objection/ sanction letters for the dispensation of the meetings of the shareholders/ creditors of the Company for approving the Scheme of Amalgamation and thereafter submit the same on receipt thereof to NCLT or any other appropriate authority;

7. Evolve, decide upon or bring into effect the Scheme and make give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any Statutory Authority or as the Board of Directors may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any questions, doubt or difficulty that may arise with regard to or in relation to the scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;

8. Do all such acts as may be required to be complied with under the NCLT Rules, 2016, including but not limited to finalise and sending of notice and Explanatory statement under section 230 to 232 of the Companies Act, 2013, advertisement, appointment of Scrutinizer's etc;

9. To make any alterations/ changes to the aforesaid Scheme as may be expedient or necessary upon the recommendations/ instructions of any of the authority (ies) including but not limited to the Central Government and/ or SEBI and /or NCLT, as may be expedient or necessary;

10. To prepare, sign, execute, certify all applications, petitions, vakalatnamas, forms, affidavits, undertakings, resolutions and any other papers or documents relating to the scheme;

11. To represent the Company before the NCLT and other regulatory authorities including Central or State Government, Regional Director, Ministry of Corporate Affairs, Registrar of Companies, Official Liquidator and before all Courts of Law or Tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications/ documents/ papers for and on behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid.

FURTHER RESOLVED THAT BSE Limited (hereinafter referred to as BSE) be and is hereby appointed as the Designated Stock Exchanges (hereinafter referred to as "DSE") to coordinate with and make all necessary correspondence with Securities and Exchange Board of India (hereinafter referred to as "SEBI") with respect to the proposed Scheme of Amalgamation.

Raaj Medisafe India Ltd. Pithampur (M.P.)

FURTHER RESOLVED THAT Mr. Vijendra Kumar Sood and/or Mr. Arpit Bangur, Directors of the company be and is/are hereby jointly and/or severally authorised to submit a certified true copy of the resolution to Registrar of Companies, Stock Exchanges, Securities and Exchange Board of India and such other competent authorities, if necessary."

FURTHER RESOLVED THAT Mr. Manish Maheshwari, Practicing Company Secretary, and /or Ms. Gargi Vyas, Advocate be and is hereby appointed to file, present the matter and appear, act, plead before NCLT / Central Government and / or Regional Director, Western Region, and to take all necessary steps & deeds which are incidental to the above matter."

Sd/-
Chairman

\\Certified True Copy

For RAAJ MEDISAFE INDIA LIMITED

Arpit Bangur
Director
DIN: 02600716

Vijendra Kumar Sood
Director
DIN: 02612644

Raaj Medisafe India Ltd. Pithampur (M.P.)

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF PADMA POLYTEX INDIA PRIVATE LIMITED IN ITS MEETING NO. 01 (01OF 2018-19) ON FRIDAY, THE 11TH DAY, OF MAY, 2018 AT 12.30 P.M. AT 75/2 & 3 INDUSTRIAL AREA MAXI ROAD UJJAIN MP 456010

APPROVE THE SCHEME OF AMALGAMATION

The Chairman placed the draft copy of Scheme of Amalgamation of Padma Polytex India Private Limited ("Transferor Company") with Raaj Medisafe India Limited ("Transferee Company"). Further the Chairman explained the Board about the impact of the amalgamation on the Company. After detail discussion in this regard the following resolution was passed unanimously:

"**RESOLVED THAT** pursuant to provisions of Sections 230 to 233 and all other provisions, if any, of the Companies Act, 2013 read with Companies (Compromises, Arrangement and Amalgamation) Rules,2016 and/or National Company Law Tribunal Rules, 2016, and subject to the approval / or written consent of the members of the Company including Creditors (both Secured & Unsecured, if any), as the case may be, accorded either by way of a resolution passed in the duly convened meeting (s) or through a written consent / NOC or otherwise, and subject to the approval of the National Company Law Tribunal (NCLT) / Central Government and / or Regional Director, Western Region, the proposed Scheme of Amalgamation with or without modification of Padma Polytex India Private Limited ("Transferor Company") with Raaj Medisafe India Limited ("Transferee Company") including after giving effect to observation of Registrar of Companies and Official Liquidator be and is hereby approved.

FURTHER RESOLVED THAT the valuation report given by A K Mantri & Associates, Ujjain valuer of the share exchange ratio relating to the Scheme of Amalgamation is considered fair and taking into account all aspects of the affairs of all the Companies and the approval of the Board be and is hereby accorded to the Valuation Report recommended by the Valuer.

FURTHER RESOLVED THAT Mr. Anand Bangur (DIN: 00017170) and Mr. Ashok Piriya (DIN: 05108268), Directors of the company be and is/are hereby jointly /severally authorised to sign, file, submit or present necessary applications, prescribed form including eforms, petitions, supplementary applications / petitions, summons, deeds, documents, instruments, rejoinders, replies and to swear affidavits or execute bonds for the above mentioned amalgamation, appear (in person or through a representative) before the NCLT / Central Government and/or Regional Director, Western Region, or at the offices of the Registrar of Companies, the Official Liquidator or before any other authority including NCLT or person in connection with the aforesaid amalgamation and authorise any other person to do all above acts and to do any other act, deed or thing which may be ancillary or incidental to the above mentioned matter or which may otherwise be required for the aforesaid purpose including they are further authorized to

appoint advocates and other agents and to sign vakalatnamas / power of authority and to take all necessary actions as may be required in relation to above matter.

FURTHER RESOLVED THAT Mr. Manish Maheshwari, Practicing Company Secretary, and /or Ms. Gargi Vyas, Advocate be and is hereby appointed to file, present the matter and appear, act, plead before NCLT / Central Government and / or Regional Director, Western Region, and to take all necessary steps & deeds which are incidental to the above matter."

Sd/-
Chairman

\\Certified True Copy\\
FOR PADMA POLYTEX INDIA PRIVATE LIMITED

Anand Bangur
Director
DIN: 00017170

Ashok Piriya
Director
DIN: 05108268

Padma Polytex India Pvt. Ltd. Ujjain (M.P.)