

MADHAV HEIGHTS PRIVATE LIMITED

Madhav House, Plot No. 4, Nr. Panchratna Building, Subhanpura, Vadodara-390 023

Phone: +91-76000 31747, secretarial@madhavcorp.com

CIN No. U45201GJ2010PTC061012

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY MADHAV HEIGHTS PRIVATE LIMITED HELD ON THURSDAY 8TH DAY OF OCTOBER, 2020 AT REGISTERED OFFICE OF THE COMPANY AT 10:00 A.M.

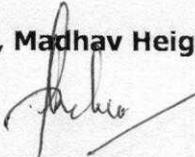
RESOLUTION FOR APPROVING THE SCHEME OF AMALGAMATION

"RESOLVED THAT pursuant to the provisions of Section 233 any other applicable provisions, if any of the Companies Act, 2013 read with Rules of the Companies (Compromises, Arrangement and Amalgamation) Rules, 2016 including any statutory modifications, amendments, re-enactments thereof for the time being in force and subject to the approval by the Central Government, (powers delegated to the Regional Director) and approvals from such other Authorities as maybe required in this regard and the provisions of the Memorandum and Articles of Association of the Company and subject to approval from Shareholders and Creditors at their respective meetings, consent of the Board of Directors be and is hereby accorded for Merger of the Wholly Owned subsidiary, **MADHAV HEIGHTS PRIVATE LIMITED** (Transferor Company), with **MADHAV INFRA PROJECTS LIMITED** (Transferee Company) and the Scheme of Merger for the same be and is hereby approved and shall become effective from April 01, 2020 (the Appointed Date), subject to such modifications as may be recommended by the Registrar of Companies, Gujarat and/or Official Liquidator, Ahmedabad, Regional Director, North Western Region, Gujarat and/or such other persons as may be affected by the scheme.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to make application/ petition with the Registrar of the Companies, Official liquidator and Regional Director, and provide other documents and to do all such acts, deeds, matters and things as may be necessary and expedient in connection therewith including filing of Notice, Application, Petition, affidavits, to make modifications as per the suggestions received and delegate such powers as may be required to other attorneys to give effect to this resolution."

//Certified to be true//

For, Madhav Heights Private Limited



Ashok Khurana
Director
[DIN: 00003617]



Date: 08.10.2020
Place: Vadodara