**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF QUESS CORP LIMITED (COMPANY) HAVING ITS REGISTERED OFFICE OF THE COMPANY AT 3/3/2, BELLANDUR GATE, SARJAPUR MAIN ROAD, BENGALURU – 560103 ON WEDNESDAY, JULY 7, 2021 THROUGH VIDEO CONFERENCING**

**To consider and approve the proposal of Scheme of Amalgamation of Greenpiece Landscapes India Private Limited, MFX Infotech Private Limited and Conneqt Business Solutions Limited with Quess Corp Limited**

"**RESOLVED THAT** in supersession of the resolution passed on June 03, 2021 and pursuant to the provisions of Sections 230 and 232 and all other applicable provisions, if any, of the Companies Act, 2013 and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval of the shareholders / creditors of the Company and the sanction of the National Company Law Tribunal, Bengaluru Bench or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded for the Scheme of Amalgamation of Greenpiece Landscapes India Private Limited (Transferor Company No.1), MFX Infotech Private Limited (Transferor Company No.2) and Conneqt Business Solutions Limited (Transferor Company No.3) with Quess Corp Limited (Transferee Company) and their respective shareholders and the draft Scheme of Amalgamation ('Scheme'), a copy of which is initialed by the Chairman and placed before the Board, be and is hereby approved.

**RESOLVED FURTHER THAT** the Administration Committee comprising of Mr. Ajit Isaac, Executive Chairman, Mr. K. Suraj Moraje, Managing Director & Chief Executive Officer of the Company, be and are hereby severally authorized to make and agree to such modifications or alterations or amendments to the draft Scheme which:

a) do not amount to a change to the substance of the Scheme;
b) may otherwise be considered necessary, desirable, expedient or appropriate including for the purpose of filing the Scheme with the Regional Director;
c) may be necessary to comply with any conditions or limitations the statutory authority(ies) may deem fit to direct or impose;
d) resolving queries that may arise for carrying out in the Scheme; and
e) may do all acts, deeds, matters and things necessary for putting the Scheme into effect.

**RESOLVED FURTHER THAT** Mr. Ajit Isaac, Executive Chairman, Mr. K. Suraj Moraje, Managing Director & Chief Executive Officer, Mr. N Ravi Vishwanath, Chief Financial Officer and Mr. Kundan K Lal, Vice President & Company Secretary of the Company, of the Company be and is hereby authorized to take all the necessary steps for: –

a) Do all such acts as may be required to comply with the provisions of the Companies Act, 2013 and all other applicable laws;
b) Prepare and issue of notice and explanatory statements under relevant provisions of the Companies Act, 2013 for seeking approval from shareholders and creditors in connection thereto and do all necessary acts as may be required;
c) Obtain declaration of solvency for filing the same with the authorities;
d) Make such alterations and changes to the Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Regional Director and/ or Stock Exchanges and/ or any other competent authority; or any other modification as they may deem fit;
e) Evolve, decide upon or bring into effect the Scheme and make and 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;

f) File the Scheme and/ or any other information/ details with the concerned stock exchanges or any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto;
g) Engage Counsels, Solicitors, Advocates, Consultants, Chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnamas wherever necessary;
h) Declare and file all pleadings, reports, and sign and issue public advertisements and notices;
i) Obtain approval from such other authorities and parties including the shareholders, creditors, lenders, Registrar of Companies, Regional Director, Income Tax Authorities, Official Liquidator, Reserve Bank of India, other Government Authorities, and/ or any other authority as may be considered necessary, to the said Scheme;
j) 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;
k) Sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;
l) Do all act and things as may be considered necessary and expedient including in relation to combination/ consolidation of the authorized share capital or any other matter incidental to or connected to or covered as a part of the said Scheme;
m) Do all acts and things as may be considered necessary and expedient in relation thereto; and
n) Represent the Company or authorize any other person to represent the Company before the jurisdictional National Company Law Tribunal as applicable and other regulatory authorities including the Central Government, Regional Director, Ministry of Corporate Affairs, Registrar of Companies, Official Liquidator, Income Tax Authorities, Reserve Bank of India and before all Courts of law or tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions and letters, to finalize and execute all necessary 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.

**RESOLVED FURTHER THAT** a certified true copy of the above resolution be furnished to the concerned authorities including the stock exchanges, duly certified by either Mr. K. Suraj Moraje, Managing Director & Chief Executive Officer, Mr. N Ravi Vishwanath, Chief Financial Officer or Mr. Kundan K Lal, Vice President & Company Secretary of the Company."

**//Certified True Copy//**

**For QUESS CORP LIMITED**

Quess Corp Ltd.

**KUNDAN K LAL**
**VICE PRESIDENT AND COMPANY SECRETARY**