

# INTEGRATED FOOD PARK LIMITED

*(Formerly Integrated Food Park Private Limited)*

No. 22, V.K. Kalyani Commercial Complex, Sankey Road, Opp. B.D.A. Office,  
Bangalore - 560 020, Karnataka

**Corporate Identity Number: U74900KA2007PLC071171**

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**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE BOARD MEETING  
HELD ON 13<sup>TH</sup> DAY OF AUGUST, 2021 AT 11:00 AM AT No. 22, VK KALYANI  
COMMERCIAL COMPLEX, SANKEY ROAD, OPP. B.D.A OFFICE, BANGALORE -  
560020, KARNATAKA.**

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**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with Rules framed thereunder (including any statutory enactment, modification or replacement thereof for the time being in force or any amendment thereof) and enabling provisions of the Memorandum of Association and Articles of Association of Integrated Food Park Limited (hereinafter referred to as **“the Company”** or **“IFPL”** or **“Transferor Company”**) and subject to the requisite approvals, consents, sanctions and permissions of the concerned regulatory authorities if any and the sanction of the jurisdictional Hon’ble National Company Law Tribunal (**“NCLT”**) and/ or such other appropriate authority, as may be applicable and requisite approval of the shareholders and/or creditors of the Company as may be directed by the jurisdictional NCLT, the approval of the Board of Directors of the Company (**“Board”**) be and is hereby accorded to the Scheme of Amalgamation between Integrated Food Park Limited (**‘IFPL’** or **‘Transferor Company’**) and Future Consumer Limited (**‘FCL’** or **‘Transferee Company’**) and their respective shareholders (**“the Scheme”**) copy of which is placed at the meeting for perusal and before the Board and initialed by the Chairman for the purpose of identification.

**RESOLVED FURTHER THAT** as the Transferor Company is wholly owned step-down subsidiary of the Transferee Company, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Transferor Company on account of merger of wholly owned step-down subsidiary with the Transferee Company.

**RESOLVED FURTHER THAT** Mr. Avinit Bagri, Mr. Bhuchandrappa Nanjappa, Mr. Harminder Singh, Mr. Satish Sharma, Mr. Ramesh Krishnan, Ms. Ashwini M A, Mr. Samarendra Kumar Jena, Mr. Amit Kumar Agrawal, Mr. M S Nitesh (all authorised signatories of the Company), be and are hereby authorised individually and/ or severally to do and perform all such acts, deeds, matters and things as may be deemed necessary, expedient, desirable, usual or proper and to settle any question or difficulty that may arise with regard to execution and implementation of the Scheme and for this purpose take all necessary steps for, including but not limited to:

- (a) Finalizing the draft Scheme of Amalgamation;
- (b) Filing of applications/affidavits with the concerned jurisdictional NCLT or such other competent authority and seeking directions as to holding/dispensing with meeting of the shareholders/creditors of the Company as may be directed by the

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- jurisdictional NCLT to give effect to the Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the jurisdictional NCLT;
- (c) Filing of petitions for confirmation of the Scheme by the jurisdictional NCLT's or such other competent authority;
  - (d) For the above purposes to engage advocates, consultants, Company Secretary, Chartered Accountants, and if considered necessary, also engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
  - (e) Obtaining approval from such other authorities and parties including the shareholders, as may be directed by the jurisdictional NCLT, to the said Scheme;
  - (f) 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;
  - (g) To make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; and also particularly for satisfying the requirements or conditions imposed by the Central Government or the jurisdictional NCLT or any other authority;
  - (h) To suspend, withdraw or revive the scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
  - (i) To sign all applications, petitions, documents, relating to the Scheme and jurisdictional NCLT process or delegate such authority to another person by a valid Power of Attorney; and
  - (j) To do all acts and things as may be considered necessary and expedient in relation to the Scheme including necessary submissions to the regulatory authorities to give effect to the Scheme and for matters connected therewith or incidental thereto."

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

**RESOLVED FURTHER THAT** a certified true extract of the above resolutions duly signed by anyone of the Director or Company Secretary of the Company, be sent to the concerned authorities / regulatory bodies to enable them to give effect to the above resolutions."

**CERTIFIED TO BE TRUE COPY**  
**For INTEGRATED FOOD PARK LIMITED**

**Avinit Bagri**  
**Director**  
**DIN: 02694496**