

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF INTERNATIONAL COMFORT TECHNOLOGIES PRIVATE LIMITED HELD ON TUESDAY, NOVEMBER 08, 2022, AT 06:30 PM AT #14, SLEEPWELL TOWER, SECTOR 135, NOIDA - 201301

“RESOLVED THAT pursuant to the applicable provisions of Sections 230 to 232 and other applicable provisions, if any of the Companies Act, 2013, and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum and Articles of Association of the Company and subject to requisite approvals, consents, sanctions, and permissions of the shareholders and creditors of the Company and approval of the Central Government and/or National Company Law Tribunal (‘NCLT’), and/or such other competent authority (hereinafter referred as ‘Concerned Authority’), as may be required under applicable laws, rules and regulations, the Board do hereby approves the Scheme of Amalgamation of International Comfort Technologies Private Limited (‘ICTPL’ or ‘Transferor Company’) with Sheela Foam Limited (‘SFL’ or ‘Transferee Company’) and their respective Shareholders and Creditors (the ‘Scheme’) as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Chairman of the meeting for the purposes of identification.

RESOLVED FURTHER THAT the draft amended Scheme placed before this meeting and initialed by the Chairman for the purposes of identification be and is hereby approved.

RESOLVED FURTHER THAT on amalgamation of ICTPL with SFL, the Company being the wholly owned subsidiary of the Transferee Company, there will be no issue of shares by SFL.

RESOLVED FURTHER THAT the Draft Report of the Board of Directors explaining the effect of the Scheme on shareholders, key managerial personnel, promoters or non-promoter shareholders as per Section 232(2)(c) of the Companies Act, 2013 be and are hereby approved.

RESOLVED FURTHER THAT the Board do take on record the Appointed Date for the proposed Scheme as 1st January 2022 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013.

INTERNATIONAL COMFORT TECHNOLOGIES PRIVATE LIMITED

**Registered Office: Flat No 604, Ashadeep, 9, Hailey Road, New Delhi
CIN: U36999DL2021PTC387558, Contact No. +91-11-22026875**

RESOLVED FURTHER THAT Mr Nikhil Datye or Mr Davinder Kumar Ahuja or Md Iquebal Ahmad , be and are hereby severally authorised to do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the proposed Scheme as placed before the meeting or to any amendment, modification, correction and re-submission thereof, in consultation with the Company's advocates, and in particular:-

- (a) To certify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, record and perfect all deeds, declarations, instruments, affidavits, applications, petitions, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient and all manner of documents, petitions, affidavits and applications in relation to the approval of the Scheme;
- (b) To accept service of notices or other processes that may from time to time be issued in connection with the matter aforesaid;
- (c) To produce all documents, matters or other evidence in connection with the matters aforesaid in all and any of other proceedings incidental thereto or arising there at;
- (d) To make, prepare any applications, petitions, appeals before any tribunal or authorities;
- (e) To file the requisite applications with the Concerned Authority for seeking directions for dispensation/ convening and holding a general meeting of the shareholders and/or creditors whether secured or unsecured of the Company;
- (f) To file petitions, affidavits and/or other legal documents as may be required for confirmation of the Scheme by the Concerned Authorities; and
- (g) To do and perform all such other acts, matters, deeds and things as may be considered necessary or desirable to give effect to this resolution.

RESOLVED FURTHER THAT the abovementioned persons are hereby authorized to use the common seal of the Company to be affixed on any document which may be required to be submitted in connection with the approval of the Scheme.

RESOLVED FURTHER THAT the copies of these resolutions certified to be true by any director or anyone of the abovementioned person of the Company be furnished to such persons as may be necessary.”

CERTIFIED TO BE TRUE COPY


For International Comfort Technologies Private Limited

Shradha Shukla

Company Secretary

Date: 17/11/2022

Place: #14, Sleepwell tower , Sector 135, Noida- 201301