

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 66TH MEETING OF THE BOARD OF DIRECTORS OF LYMBYC SOLUTIONS PRIVATE LIMITED HELD ON WEDNESDAY, JANUARY 18, 2023.

APPROVAL OF THE SCHEME OF AMALGAMATION OF THE COMPANY, POWERUPCLOUD TECHNOLOGIES PRIVATE LIMITED AND CUELOGIC TECHNOLOGIES PRIVATE LIMITED WITH LTIMINDTREE LIMITED

“RESOLVED THAT pursuant to the provisions of Section 179(3)(i), Sections 230 to 232 of the Companies Act, 2013 ('the Act') and other applicable provisions, if any, and Rules made thereunder (including any statutory modification(s), amendment(s), enactment(s) or re-enactment(s) thereof for the time being in force), other applicable laws, Memorandum of Association and the Articles of Association of the Company and subject to the requisite approvals/sanctions/confirmation of the Hon'ble National Company Law Tribunal having appropriate jurisdiction in the matter ('NCLT/Tribunal'), statutory authorities, banks, financial institutions, creditors and members of the Company, and subject to approval of the Board of Directors of LTIMindtree Limited, the Board hereby accords its approval to the Scheme of Amalgamation of the Company, Powerupcloud Technologies Private Limited ('Powerupcloud'), Cuelogic Technologies Private Limited ('Cuelogic') ('together referred to as 'Transferor Companies') with LTIMindtree Limited ('the Company/'Transferee Company') and their respective shareholders under Section 230 to 232 of Companies Act, 2013 (hereinafter referred to as "the Scheme");

RESOLVED FURTHER THAT subject to the approval/sanction/modification by the NCLT and all other requisite statutory authorities as may be applicable, and members of the Company, the Scheme of Amalgamation between the Transferor Companies and the Transferee Company as presented before this meeting be and is hereby approved and that Mr. Nachiket Deshpande, and/or Mr. Vinit Teredesai, and/or Mr. Tridib Kumar Barat, and/or Ms. Angna Arora ('Authorised Signatory/ies') be and are hereby jointly and/or severally authorized to make such alteration and changes therein as may be ordered/ directed by the NCLT or statutory authorities as they may deem fit;

RESOLVED FURTHER THAT the report of the Board of Directors explaining the effect of the Scheme of Amalgamation on the Shareholders, key managerial personnel, promoters and non-promoter shareholders as required under section 232(2)(c) of Companies Act 2013, be and is hereby adopted;

RESOLVED FURTHER THAT the Board hereby takes on record the appointed date for amalgamation of the Transferor Companies with the Transferee Company as 1st day of April 2023;

RESOLVED FURTHER THAT, as on the effective date of the merger, the investment by the Transferee Company in the share capital of the Transferor Companies shall stand cancelled and that the Transferor Companies shall stand dissolved without winding up;

RESOLVED FURTHER THAT the Authorised Signatories be and are hereby jointly and/ or severally authorized to take all necessary steps in connection with the following matters: -



- i. *Doing all such acts as may be required to be complied under the Act, Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and any other law for the time being in force, including finalizing/ modifying/ filing of the Company Application, Petition, notice of admission supported by an affidavit alongwith the supporting documents, before the NCLT for approval of the Scheme;*
- ii. *Filing of the Scheme and/or any other information/details with NCLT and/or any other regulatory authority or agency to obtain approval or sanction or confirmation to any provisions of the Scheme or for giving effect thereto;*
- iii. *Filing necessary applications or disclosures with the Central/ State Government, Income Tax Department or any other body, authority or agency, and to obtain sanction or approval to any provisions of the Scheme or for giving effect to the Scheme, wherever applicable;*
- iv. *Making any modifications, changes, variations, alterations or revision in the Scheme as may be expedient or necessary and/or for satisfying the requirements and conditions that may be imposed by the Tribunal or any other authority as may be required for approving the Scheme without any further reference to the Board;*
- v. *Filing of the Company Application / Petition before NCLT for sanctioning the Scheme of Amalgamation;*
- vi. *Signing, executing and delivering and filing Company Application, Company Petition, notice of admission supported by an affidavit alongwith supporting documents, any form, affidavit or any other such document whether required as an annexure or original or as a certified true copy;*
- vii. *Fixing the day, date and time of meetings of the shareholders and/or creditors of the Company, if directed by NCLT, and to finalise the draft of the notices for convening/ dispensing with the meetings of the shareholders and/or creditors of the Company and the draft of the explanatory statements under Sections 230 to 232 read with applicable provisions under the Companies Act, 2013 read with rules made thereunder, including circulars/ notification issued by Ministry of Corporate Affairs, in terms of the directions of the Tribunal;*
- viii. *Suspending, withdrawing or reviving the Scheme as may be specified by any statutory authority or as may be suo moto decided by them in their absolute discretion;*
- ix. *Declaring and filing all pleadings, reports and signing and issuing public advertisements and notices;*
- x. *Appointment of any Consultant, Lawyers/Advocates, Practicing Company Secretary, Chartered Accountants, Valuers and other professionals, as may be required from time to time, and to fix their remuneration;*



- xi. *Delegating the powers vested in each one of them jointly and severally to any employee of the Company, consultant, advocate, lawyer, practicing company secretary, whether by way of a Power of Attorney/ Vakalatnama/ Resolution/ Letter of Authority or any other document;*
- xii. *Authorizing any person to represent the Company before the Registrar of Companies, Regional Director-Ministry of Corporate Affairs, Official Liquidator, Tribunal, or any other statutory authority, as and when required;*
- xiii. *Authenticate any document, instrument, proceeding and record of the Company and file requisite forms, returns, declarations, other documents with the Registrar of Companies, Regional Director-Ministry of Corporate Affairs and Official Liquidator, Tribunal, including the notices, if any, to be issued to the members, secured or unsecured creditors in connection with the Scheme;*
- xiv. *Representing the Company before the NCLT and any other regulatory authorities including Central or State Government, Regional Director-Ministry of Corporate Affairs, Official Liquidator, Registrar of Companies and before all Courts of law or tribunals, including but not limited to the Income Tax authorities, Good and Service Tax authorities, Sales Tax authorities, Value Added Tax and Entry Tax authorities, Provident Fund authorities, Stamp authorities and other applicable authorities and agencies for the purpose of the Scheme, signing and filing of all documents, deeds, applications (including application for adjudication of stamp duty), notices, petitions and letters, to finalize and execute all necessary applications/ documents/papers for and on behalf of the Company and do all such acts, deeds, matters and things, whatsoever, including settling any questions, doubt or difficulty that may arise with regard to and of the meaning or interpretation or in relation to the Scheme as may be necessary and proper in order to give effect to the above resolution.*

RESOLVED FURTHER THAT the Authorised Signatory/ies of the Company be and are hereby severally authorised and empowered to do all such acts, deeds and matters as may be required to give effect to the foregoing resolutions, including issuing certified true copy(ies) of the resolution(s)."

**CERTIFIED TRUE COPY
FOR LYMBYC SOLUTIONS PRIVATE LIMITED**



NACHIKET DESHPANDE

DIRECTOR

DIN: 08385028

**ADDRESS: Technology Tower – I, Gate No.5,
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