THACKER
AND CO. LTD.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THACKER AND COMPANY LIMITED HELD ON MONDAY, 9TH JANUARY, 2023 AT JATIA CHAMBERS, 60, DR. V. B. GANDHI MARG, FORT, MUMBAI - 400 001

APPROVAL TO SCHEME OF MERGER BY ABSORPTION OF FUJISAN TECHNOLOGIES LIMITED ('TRANSFEROR COMPANY') WITH THACKER AND COMPANY LIMITED ('THE COMPANY'/'THE TRANSFEREE COMPANY'):

"RESOLVED THAT pursuant to the provisions of sections 230 to 232 and all other relevant applicable provisions of the Companies Act, 2013 and enabling provisions in the Memorandum and Articles of Association and subject to the approval, consents, sanctions and permissions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT" or "Tribunal") and such other competent authorities as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Fujisan Technologies Limited (a Wholly owned Subsidiary of the Company) [the "Transferor Company"] with Thacker and Company Limited (the "Company" or "Transferee Company") being holding Company of the Transferor Company and the transfer of entire business and the whole of the undertaking, property and liabilities of the Transferor Company to the Transferee Company with effect from 01st April, 2022, being the "Appointed Date", in accordance with and in the manner set out in the draft Scheme of Merger by Absorption of Fujisan Technologies Limited with Thacker and Company Limited (the "Scheme") as placed before the Meeting and duly initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT the Board does and hereby approve the alteration of the authorized share capital clause of the Company as set out in the Scheme;

RESOLVED FURTHER THAT the Board does and hereby approve the draft Scheme which provides for the terms of Merger by Absorption of the Transferor Company with the Transferee Company and their respective Shareholders and Creditors.

RESOLVED FURTHER THAT the Re-Organisation Committee of the Board of Directors be and is hereby formed with Mr. Arunkumar Mahabirprasad Jatia, Mr. Surendra Kumar Bansal and Mr. Vinod Kumar Beswal, as the Committee members and the said Directors and Mr. Raju Adhia, Manager and Chief Financial Officer, Ms. Shefali Patel, Company Secretary and Mr. Gautam N. Jajodia, Mr. Vinay Jadhav and Mr. Shrihari Waychal, Authorised signatories of the Company, be and are hereby, severally, authorized on behalf of the Company to:

(i) finalise, sign and execute the draft Scheme and make necessary alteration(s) and change(s) thereto, as may be required prior to issuing notices of the Scheme and/ or the filing of the Scheme with the concerned authorities.

(ii) make or accept any alterations(s) of or modification(s) to the Scheme, as may be required or imposed by the Registrar of Companies, or the Hon'ble National Company Law Tribunal ('NCLT' or 'Tribunal')or other concerned authorities;

(iii) file the Scheme with the Registrar of Companies, Official Liquidator and such other authorities as may be required/inviting their objections or suggestions;

(iv) finalise, sign and issue notices for convening of the meetings of shareholders and/ or creditors;

(v) obtain necessary approvals, in writing or otherwise, from shareholders and creditors for giving effect to the Scheme;

(vi) finalise, sign and execute and file necessary applications as may be required with the Central Government, Registrar of Companies, Official Liquidator, Income Tax Authorities, Stock Exchanges and other concerned authorities, if necessary;

viii) finalise, sign and execute and file necessary application and/or petition as may be required, before the NCLT or other authorities;

(viii) appoint Solicitors, Advocates, Accountants, Scrutiniser(s) and other professionals / advisors in connection with the Scheme;

(ix) approve and finalise all documents, advertisements, as may be, required to be published in connection with the Scheme;

(x) represent the Company before the Central Government, NCLT, Official Liquidator, Registrar of Companies or any other authorities, as may be required;

(xi) take all steps for the transfer of the business including assets and liabilities of the Transferor Company to the Company pursuant to the Scheme;

(xii) take all other steps and to do, perform and execute all such acts, deeds, matters and things necessary to give effect to the Scheme and for that purpose to sign, execute and file applications, affidavits, pleadings, declarations, vakalatnama, eforms, statements and such other deeds, documents and writings as may be necessary in that behalf; and

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(xiii) settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to this resolution.

RESOLVED FURTHER THAT Mr. Arunkumar Mahabirprasad Jatia and Mr. Surendra Kumar Bansal, the Directors, Mr. Raju Adhia, Manager and Chief Financial Officer, Ms. Shefali Patel, Company Secretary and Mr. Gautam N. Jajodia, Mr. Vinay Jadhav and Mr. Shrihari Waychal, Authorised signatories of the Company, be and are hereby, severally authorised to file a certified copy of this Resolution with all concerned authorities including the Central Government, Registrar of Companies, Official Liquidator and / or the NCLT".

Certified True Copy,

For Thacker And Company Limited

Thacker And Company Limited Mumbai

Shefali Patel
Company Secretary

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CIN No. : L21098MH1878PLC000033
GST No. : 27AAACT3200A1Z7