

GENIUS VINCOM PVT. LTD.

Regd. Office - 19, Ganesh Chandra Avenue, Premier House, 6th Floor, Suite-23, Kolkata - 700013
CIN : U51909WB2010PTC145348

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF GENIUS VINCOM PRIVATE LIMITED ('THE COMPANY') HELD ON SATURDAY, THE 14TH DAY OF FEBRUARY, 2015 AT 3.30 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT PRESTIGE PRECINCE, 3RD FLOOR, ALMEIDA ROAD, PANCHPAKHADI, THANE (WEST) - 400 601.

1. APPROVAL FOR THE SCHEME

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 and enabling provisions in the Company's Memorandum and Articles of Association and subject to the requisite approval of the shareholders of the Company and subject to the sanction of the High Court of Judicature of Calcutta and High Court of Judicature at Bombay, if required or such other competent authority, the consent of the Board be and is hereby accorded to the proposed Scheme which inter-alia envisages the merger of Moonlink Tradcomm Private Limited and the Company and Barbarik Distributors Private Limited with Kirti Investment Limited as per terms and conditions mentioned in the Scheme of Amalgamation between Moonlink Tradcomm Private Limited and Genius Vincom Private Limited and Barbarik Distributors Private Limited with Kirti Investments Limited ("Scheme" or "the Scheme").

RESOLVED FURTHER THAT Mr. Arvind B. Jalan or Mr. Murlidhar Gupta or Mr. Vijay Khowala or Mr. Rajkumar Mawatwal (collectively referred to as Authorised Representative(s) of the Company) for the purpose of giving effect to this resolution, be and is hereby severally authorized on behalf of the Board, inter alia, for:

- (a) Finalise and settle the draft Scheme of Amalgamation;
- (b) Signing and filing of applications / affidavits with the High Court of Judicature of Calcutta or such other appropriate authority seeking directions as to convening / holding meeting of the shareholders / creditors of the Company as may be directed by the High Court of Judicature at Calcutta to give effect to the Scheme and for issuing necessary notices for the meeting;



Administrative Office: Prestige Prescient, 3rd Floor, Almeida Road, Panchpakhadi, Thane (West) - 400 601
Tel: 022 - 2598 5900 Fax: 00 - 91 - 22 - 2534 5854 Email: gvplindia@gmail.com

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- (d) For the above purposes to engage advocates 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 regulatory or statutory authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme.
- (f) To make any alterations / changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Central Government or the Court of competent jurisdiction or any other authority;
- (g) To sign all applications / affidavits, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;
- (h) 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; and
- (i) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the scheme and for matters connected therewith on incidental thereto.”

2. CONSENT AS EQUITY SHAREHOLDER OF BARBARIK DISTRIBUTORS PRIVATE LIMITED

“RESOLVED FURTHER THAT the consent and support of the Company, in capacity of Equity Shareholder of Barbarik Distributors Private Limited (“BDPL”) is hereby accorded to the Scheme and any modification that may be made therein by the Board of Directors of BDPL or Calcutta High Court, whilst sanctioning the Scheme for the purposes of sub-section (2) of Section 391 of the Companies Act, 1956 and every step, which may be taken by BDPL, its directors or authorized representatives for implementation of the Scheme and also the decision of the Board of Directors of BDPL, to seek dispensation from holding meeting of the Shareholders under sub-section (2) of Section 391 of the Companies Act, 1956 from the High Court of Judicature of Calcutta ”

“RESOLVED FURTHER THAT the right of the Company to receive notices of any meetings of Shareholders and proceedings before the High Court of Judicature of Calcutta for obtaining the sanction of the Scheme is hereby waived”



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“RESOLVED FURTHER THAT Mr. Arvind Jalan or Mr. Murlidhar Gupta be and are hereby severally authorized to convey the consent of the Company to the said Scheme and sign any consent letter / affidavit conveying the consent / approval of the Company to the said Scheme”

**Certified True Copy
For Genius Vincom Private Limited**


**Mr. Murlidhar Gupta
Director
Din No. 01644127**

