

# BARBARIK DISTRIBUTORS PVT. LTD.

Regd. Office – 37, Nalini Seth Road, 2<sup>nd</sup> Floor, Kolkata (West Bengal) - 700007  
CIN No. U51109WB2008PTC122744

**CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF BARBARIK DISTRIBUTORS PRIVATE LIMITED ('THE COMPANY') HELD ON SATURDAY, THE 14<sup>TH</sup> DAY OF FEBRUARY, 2015 AT 4.30 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT PRESTIGE PRECINCT, 3<sup>RD</sup> FLOOR, ALMEIDA ROAD, PANCHPAKHADI, THANE (WEST) – 400601.**

## **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 Genius Vincom Private Limited and the Company 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. Vijay Khowala or Mr. Murlidhar J. Gupta 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;



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- (c) Signing and filing of petitions for confirmation of the Scheme by the High Court of Judicature of Calcutta or such other appropriate authority;
- (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.”

**Certified To Be True Copy  
For Barbarik Distributors Private Limited**

  
**Mr. Vijay Khawala  
Director**

**Din No. 00377686**

**14<sup>th</sup> Day of February, 2015**

