



3i Infotech®

LIMITLESS EXCELLENCE

CERTIFIED TRUE COPY OF THE RESOLUTION PASEED BY THE BOARD OF DIRECTORS OF THE COMPANY AT ITS MEETING HELD ON THURSDAY, MARCH 20, 2025

Approval for the Scheme of Amalgamation among 3i Infotech Consultancy Services Limited, 3i Infotech Digital BPS Limited, Versares Digital Technology Services Private Limited and Nure EdgeTech Private Limited with 3i Infotech Limited, under Sections 230 to 232 and other applicable provisions of Companies Act, 2013.

“RESOLVED THAT pursuant to the provision of Section 230 to 232 and other relevant provisions of the Companies Act, 2013 (“the Act”) read with rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulations 11 and 37 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) as amended from time to time, provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 issued by the Securities and Exchange Board of India (“SEBI Circular”) and the enabling clauses of 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, Mumbai Bench (“NCLT”), and/or such other competent authority (hereinafter referred as “Concerned Authority”), as may be required under applicable laws, rules and regulations and based on recommendations of the Audit Committee, the Board of Directors of the Company do hereby approves the Scheme of Amalgamation amongst 3i Infotech Consultancy Services Limited (“3i CSL” or “Transferor Company 1”) and 3i Infotech Digital BPS Limited (“3i DBL” or “Transferor Company 2”) and Versares Digital Technology Services Private Limited (“VDT SPL” or “Transferor Company 3”) and NuRe Edgetech Private Limited (“NETPL” or “Transferor Company 4”) (collectively, the “Transferor Companies”) and 3i Infotech Limited (“3i” or “Transferee Company”) and their respective Shareholders (the ‘Scheme’) as per the terms and conditions mentioned in the Scheme as circulated to the Board.

RESOLVED FURTHER THAT the draft Scheme as circulated to the Board and placed at the meeting be and are hereby approved.

FURTHER RESOLVED THAT the entire issued, paid-up, subscribed share capital of Transferor Company 1, Transferor Company 2, Transferor Company 3 and Transferor Company 4, are directly or indirectly held by 3i. Therefore, no shares shall be issued by the Company pursuant to the Scheme becoming effective.

RESOLVED FURTHER THAT the Board do take on record the Appointed Date for the proposed Scheme as 01st day of April, 2024 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the report explaining the effect of the Scheme on key managerial personnel, promoter and non-promoter shareholders pursuant to Section



3i Infotech Limited

CIN: L67120MH1993PLC07441

T: +91 22 7123 8000 F: +91 22 7123 8310 W: www.3i-infotech.com
Regd Off: Tower # 5, International Infotech Park, Vashi, Navi Mumbai – 400703, India



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232(2)(c) of the Companies Act, 2013, along with the pre and post amalgamation shareholding pattern be and is hereby approved and adopted by Board of Directors of the Company.

RESOLVED FURTHER THAT the certificate of statutory auditor of the Company i.e. M/s CKSP & Co. LLP, Chartered Accountants, to the effect that the accounting treatment specified in the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted.

RESOLVED FURTHER THAT Mr. Raj Ahuja, Acting Chief Executive Officer of the Company, Mrs. Varika Rastogi, Company Secretary of the Company and Mr. Vaibhav Somani, Acting CFO 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 thereat;
- 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 issue consents in writing on behalf of the Company to the said Scheme as shareholder / creditor of any of the Transferor Companies or Transferee company which are part of the said Scheme;
- g) To file petitions, affidavits and/or other legal documents as may be required for confirmation of the Scheme by the Concerned Authorities; and
- h) 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.





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- i) To make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting;
- j) To update the Board of Directors and/or Committee(s) of the Board of Directors on the progress made with respect to implementation of the Scheme;
- k) To finalize and settle the notices for convening shareholders and/ or creditors' meetings and explanatory statements under Section 230 of the Companies Act, 2013, or any such applicable provisions under Companies Act, 2013, in terms of the directions of the Courts, and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme and conduct shareholders and/or creditors meetings as may be directed by the NCLT;
- l) Finalizing draft of the Scheme and making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations of the NCLT or any other statutory authority(ies) or regulatory body(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including solving all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect or make any modifications/ amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with the prior approval of the Board of Directors;
- m) Engaging and instructing advocates or consultants and if considered necessary, also engage services of counsel(s), other concerned authority(ies), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- n) Obtaining approval from and represent before Registrar of Companies, Regional Director, Official Liquidator, Income Tax authorities, stamp duty authorities and such other competent authorities and parties including the shareholders as may be considered necessary;
- o) Signing and executing request letters/ no objection/ sanction letters for obtaining the necessary no objection/ sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;





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and other agencies and such other expenses that may be incidental to the above, as may be decided by them;

- y) To authenticate any document, instrument, proceeding and record of the Company
- z) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto; and
- aa) Take all actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises.

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

RESOLVED FURTHER THAT consent of the Board of Directors of the Company be and is hereby accorded to the Company for availing of any certification services that may be required from the Statutory Auditors in connection with the Scheme.

RESOLVED FURTHER THAT copies of these resolutions certified to be true by anyone of Mr. Raj Ahuja, Acting CEO, Mrs. Varika Rastogi, Company Secretary, Mr. Vaibhav Somani, Acting CFO of the Company be furnished to such persons as may be necessary and be submitted to the concerned authorities, and they be requested to act thereon.

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.”

**// Certified True Copy//
For 3i Infotech Limited**

Varika Rastogi

**Varika Rastogi
Company Secretary
Membership no.: F7864
Date: March 24, 2025**



**Place: Unit No. E-601, 6th floor, Tower 2, Seawoods Grand Central, Sector 40,
Seawoods Railway Station, Nerul Nerul Node, Navi Mumbai- 400 706, Maharashtra,
India.**



3i Infotech® Consultancy Services

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CERTIFIED TRUE COPY OF RESOLUTION PASSED BY BOARD OF DIRECTORS OF 3I INFOTECH CONSULTANCY SERVICES LIMITED ("THE COMPANY") HELD AT UNIT NO. 601, E WING, 6TH FLOOR, TOWER 2, SEAWOODS GRAND CENTRAL, SECTOR 40, NAVI MUMBAI, MAHARASHTRA 400706, INDIA ON THURSDAY, MARCH 20, 2025 AT. 5. 30 P.M.

Approval for the Scheme of Amalgamation amongst 3i Infotech Consultancy Services Limited ("3i CSL" or "Transferor Company 1") and 3i Infotech Digital BPS Limited ("3i DBL" or "Transferor Company 2") and Versares Digital Technology Services Private Limited ("VDTSP" or "Transferor Company 3") and Nure Edgetech Private Limited ("NETPL" or "Transferor Company 4") (collectively, the "Transferor Companies") and 3i Infotech Limited ("3i" or "Transferee Company") and their respective Shareholders presented under Section 230 to 232 and other applicable provisions of Companies Act, 2013.

"RESOLVED THAT pursuant to the provision of Section 230 to 232 and other relevant provisions of the Companies Act, 2013 ("**the Act**") read with rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the enabling clauses of 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, Mumbai Bench ("**NCLT**"), and/or such other competent authority (hereinafter referred as "**Concerned Authority**"), as may be required under applicable laws, rules and regulations, the Board of Directors of the Company do hereby approve the Scheme of Amalgamation amongst 3i Infotech Consultancy Services Limited ("3i CSL" or "Transferor Company 1") and 3i Infotech Digital BPS Limited ("3i DBL" or "Transferor Company 2") and Versares Digital Technology Services Private Limited ("VDTSP" or "Transferor Company 3") and Nure Edgetech Private Limited ("NETPL" or "Transferor Company 4") and (collectively, the "Transferor Companies") and 3i Infotech Limited ("3i" or "Transferee Company") and their respective Shareholders (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 Scheme placed before this meeting and initialed by the Chairman of the meeting, for the purposes of identification be and is hereby approved.

RESOLVED FURTHER THAT on Amalgamation of the Transferor Company 1 with 3i, there will be no issue of shares as 100% shareholding is owned by 3i.

RESOLVED FURTHER THAT the Board do take on record the Appointed Date for the proposed Scheme as 01st day of April, 2024 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013.





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RESOLVED FURTHER THAT the report explaining the effect of the Scheme on key managerial personnel, promoter and non-promoter shareholders pursuant to Section 232(2)(c) of the Companies Act, 2013, along with the pre and post amalgamation shareholding pattern be and is hereby approved and adopted by Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Raj Ahuja and Mrs. Varika Rastogi, Directors of the Company, 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 thereat;
- (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 issue consents in writing on behalf of the Company to the said Scheme as shareholder or creditor of any of the Transferor Companies or Transferee company which are part of the said Scheme;
- (g) To file petitions, affidavits and/or other legal documents as may be required for confirmation of the Scheme by the Concerned Authorities; and
- (h) 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
- (i) To make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting;
- (j) To update the Board of Directors and/or Committee(s) of the Board of Directors on the progress made with respect to implementation of the Scheme;
- (k) Finalize and settle the notices for convening shareholders and/ or creditors' meetings and explanatory statements under Section 230 of the Companies Act, 2013 or any such applicable provisions under the Companies Act 2013, in terms of the directions of the Courts, and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme and conducting of shareholders and/or creditors meetings as may be directed by the NCLT;



3i Infotech Consultancy Services Limited

CIN: U72900MH2007PLC176323

T: +91 22 7123 8000 F: +91 22 7123 8310 W: www.3i-infotech.com

Regd Off: Tower # 5, 3rd to 6th Floors, International Infotech Park, Vashi, Navi Mumbai - 400 703, India



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- (l) Finalizing draft of the Scheme and making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations of the NCLT or any other statutory authority(ies) or regulatory body(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including solving all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect or make any modifications/ amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with the prior approval of the Board of Directors;
- (m) Engaging and instructing advocates or consultants and if considered necessary, also engage services of counsel(s), other concerned authority(ies), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (n) Obtaining approval from and represent before Registrar of Companies, Regional Director, Official Liquidator, Income Tax authorities, stamp duty authorities and such other competent authorities and parties including the shareholders as may be considered necessary;
- (o) Signing and executing request letters/ no objection/ sanction letters for obtaining the necessary no objection/ sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;
- (p) Settling any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;
- (q) Accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- (r) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;
- (s) Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (t) To file requisite forms, returns, other documents with the Registrar of Companies in connection with Scheme;
- (u) Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- (v) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local authorities, including but not limited to the Sub-Registrar of Assurances, Income Tax authorities, Goods and Service Tax authorities, Employees' State Insurance and Provident Fund authorities, Telephone authorities, Electricity authorities, Postal authorities, and all other applicable authorities, agencies, etc, and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;





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- (w) authorise the Officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, Schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board;
- (x) Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- (y) To authenticate any document, instrument, proceeding and record of the Company
- (z) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto; and
- (aa) Take all actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises.

RESOLVED FURTHER THAT consent of the Board of Directors of the Company be and is hereby accorded to the Company for availing of any certification services that may be required from the Statutory Auditors in connection with the Scheme.

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

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

RESOLVED FURTHER THAT the copy of this resolution certified to be true by any director of the Company be submitted to such persons as deemed necessary and the concerned authorities, and they be requested to act thereon."

// Certified True Copy //

For 3i Infotech Consultancy Services Limited

Varika Rastogi

Varika Rastogi

Director

DIN: 07803959

Date: March 27, 2025

Place: Unit No. 601, E Wing, 6th Floor, Tower 2, Seawoods Grand Central, Sector 40, Navi Mumbai, Maharashtra 400706, India.



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF 3i INFOTECH DIGITAL BPS LIMITED HELD AT UNIT NO. 601, E WING, 6TH FLOOR, TOWER 2, SEAWOODS GRAND CENTRAL, SECTOR 40, NAVI MUMBAI, MAHARASHTRA 400706, INDIA ON MARCH 20, 2025 AT 5.15 P.M.

Approval for the Scheme of Amalgamation amongst 3i Infotech Consultancy Services Limited (“3i CSL” or “Transferor Company 1”) and 3i Infotech Digital BPS Limited (“3i DBL” or “Transferor Company 2”) and Versares Digital Technology Services Private Limited (“VDT SPL” or “Transferor Company 3”) and Nure Edgetech Private Limited (“NETPL” or “Transferor Company 4”) (collectively, the “Transferor Companies”) and 3i Infotech Limited (“3i” or “Transferee Company”) and their respective Shareholders presented under Section 230 to 232 and other applicable provisions of Companies Act, 2013.

“RESOLVED THAT pursuant to the provision of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 (“**the Act**”) read with rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the enabling clauses of 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, Mumbai Bench (“**NCLT**”), and/or such other competent authority (hereinafter referred as “**Concerned Authority**”), as may be required under applicable laws, rules and regulations, the Board of Directors of the Company do hereby approves the Scheme of Amalgamation amongst 3i Infotech Consultancy Services Limited (“3i CSL” or “Transferor Company 1”) and 3i Infotech Digital BPS Limited (“3i DBL” or “Transferor Company 2”) and Versares Digital Technology Services Private Limited (“VDT SPL” or “Transferor Company 3”) and Nure Edgetech Private Limited (“NETPL” or “Transferor Company 4”) (collectively, the “Transferor Companies”) and 3i Infotech Limited (“3i” or “Transferee Company”) and their respective Shareholders (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 Scheme placed before this meeting and initialed by the Chairman of the meeting for the purposes of identification be and is hereby approved.

RESOLVED FURTHER THAT on Amalgamation of the Transferor Company 2 with 3i, there will be no issue of shares as 100% shareholding is owned by 3i.

RESOLVED FURTHER THAT the Board do take on record the Appointed Date for the proposed Scheme as 01st day of April, 2024 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the report explaining the effect of the Scheme on key managerial personnel, promoter and non-promoter shareholders pursuant to Section 232(2)(c) of the Companies Act, 2013, along with the pre and post amalgamation shareholding pattern be and is

3i Infotech Digital BPS Limited

(Formerly known as 3i Infotech BPO Limited)

CIN: U74899DL1990PLC039478

Regd Off: Tower # 5, International Infotech Park, Vashi Railway Station Complex, Navi Mumbai, Sanpada, Thane, Thane, Maharashtra, India, 400703

T: +91 22 7123 8000 | W: www.3i-

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hereby approved and adopted by Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Raj Ahuja and Mrs. Varika Rastogi, Directors of the Company, 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 thereat;
- (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 issue consents in writing on behalf of the Company to the said Scheme as shareholder or creditor of any of the Transferor Companies or Transferee company which are part of the said Scheme;
- (g) To file petitions, affidavits and/or other legal documents as may be required for confirmation of the Scheme by the Concerned Authorities; and
- (h) 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.
- (i) To make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting;
- (j) To update the Board of Directors and/or Committee(s) of the Board of Directors on the progress made with respect to implementation of the Scheme;
- (k) To Finalize and settle the notices for convening shareholders and/ or creditors' meetings and explanatory statements under Section 230 of the Companies Act, 2013 or any such applicable provisions under Companies Act, 2013, in terms of the directions of the Courts, and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme and conducting of shareholders and/or creditors meetings as may be directed by the NCLT;
- (l) Finalizing draft of the Scheme and making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations of the NCLT or any other statutory



3i Infotech Digital BPS Limited
(Formerly known as 3i Infotech BPO Limited)
CIN: U74899DL1990PLC039478

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authority(ies) or regulatory body(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including solving all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect or make any modifications/ amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with the prior approval of the Board of Directors;

- (m) Engaging and instructing advocates or consultants and if considered necessary, also engage services of counsel(s), other concerned authority(ies), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (n) Obtaining approval from and represent before Registrar of Companies, Regional Director, Official Liquidator, Income Tax authorities, stamp duty authorities and such other competent authorities and parties including the shareholders as may be considered necessary;
- (o) Signing and executing request letters/ no objection/ sanction letters for obtaining the necessary no objection/ sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;
- (p) Settling any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;
- (q) Accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- (r) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;
- (s) Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (t) To file requisite forms, returns, other documents with the Registrar of Companies in connection with Scheme;
- (u) Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- (v) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local authorities, including but not limited to the Sub-Registrar of Assurances, Income Tax authorities, Goods and Service Tax authorities, Employees' State Insurance and Provident Fund authorities, Telephone authorities, Electricity authorities, Postal authorities, and all other applicable authorities, agencies, etc, and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- (w) authorise the Officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, Schemes, agreements, forms, returns, applications, letters, etc.



3i Infotech Digital BPS Limited
(Formerly known as 3i Infotech BPO Limited)

CIN: U74899DL1990PLC039478

Regd Off: Tower # 5, International Infotech Park, Vashi Railway Station Complex, Navi Mumbai, Sanpada, Thane, Thane, Maharashtra, India, 400703

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including any modifications thereto, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board;

- (x) Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- (y) To authenticate any document, instrument, proceeding and record of the Company
- (z) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto; and
- (aa) Take all actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises.

RESOLVED FURTHER THAT consent of the Board of Directors of the Company be and is hereby accorded to the Company for availing of any certification services that may be required from the Statutory Auditors in connection with the Scheme.

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

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

RESOLVED FURTHER THAT the copy of this resolution certified to be true by any director of the Company be submitted to such persons as deemed necessary and the concerned authorities, and they be requested to act thereon."

// Certified True Copy //
For 3i Infotech Digital BPS Limited


Varika Rastogi
Director

DIN: 07803959

Date: March 27, 2025

Place: Unit No. 601, E Wing, 6th Floor, Tower 2, Seawoods Grand Central, Sector 40, Navi Mumbai, Maharashtra 400706, India.



3i Infotech Digital BPS Limited
(Formerly known as 3i Infotech BPO Limited)

CIN: U74899DL1990PLC039478

Regd Off: Tower # 5, International Infotech Park, Vashi Railway Station Complex, Navi Mumbai, Sanpada, Thane, Thane, Maharashtra, India, 400703

T: +91 22 7123 8000 | W: [www.3i-](http://www.3i-infotech.com)

infotech.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF THE DIRECTORS OF VERSARES DIGITAL TECHNOLOGY SERVICES PRIVATE LIMITED HELD AT UNIT NO. 601, E WING, 6TH FLOOR, TOWER 2, SEAWOODS GRAND CENTRAL, SECTOR 40, NAVI MUMBAI, MAHARASHTRA 400706, INDIA ON THURSDAY, MARCH 20, 2025 AT 5.45 P.M.

Approval for the Scheme of Amalgamation amongst 3i Infotech Consultancy Services Limited (“3i CSL” or “Transferor Company 1”) and 3i Infotech Digital BPS Limited (“3i DBL” or “Transferor Company 2”) and Versares Digital Technology Services Private Limited (“VDTSP” or “Transferor Company 3”) and Nure Edgetech Private Limited (“NETPL” or “Transferor Company 4”) (collectively, the “Transferor Companies”) and 3i Infotech Limited (“3i” or “Transferee Company”) and their respective Shareholders presented under Section 230 to 232 and other applicable provisions of Companies Act, 2013.

“RESOLVED THAT pursuant to the provision of Section 230 to 232 and other relevant provisions of the Companies Act, 2013 (“**the Act**”) read with rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the enabling clauses of 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, Mumbai Bench (“**NCLT**”), and/or such other competent authority (hereinafter referred as “**Concerned Authority**”), as may be required under applicable laws, rules and regulations, the Board of Directors of the Company do hereby approves the Scheme of Amalgamation amongst 3i Infotech Consultancy Services Limited (“3i CSL” or “Transferor Company 1”) and 3i Infotech Digital BPS Limited (“3i DBL” or “Transferor Company 2”) and Versares Digital Technology Services Private Limited (“VDTSP” or “Transferor Company 3”) and Nure Edgetech Private Limited (“NETPL” or “Transferor Company 4”) (collectively, the “Transferor Companies”) and 3i Infotech Limited (“3i” or “Transferee Company”) and their respective Shareholders (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 Scheme placed before this meeting and initialed by the Chairman of the meeting, for the purposes of identification be and is hereby approved.

RESOLVED FURTHER THAT on Amalgamation of the Transferor Company 3 with 3i, there will be no issue of shares as 100% shareholding is indirectly owned by 3i.

RESOLVED FURTHER THAT the Board do take on record the Appointed Date for the proposed Scheme as 01st day of April, 2024 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013.

Versares Digital Technology Services Private Limited

CIN : U72900MH2022PTC391946



RESOLVED FURTHER THAT the report explaining the effect of the Scheme on key managerial personnel, promoter and non-promoter shareholders pursuant to Section 232(2)(c) of the Companies Act, 2013, alongwith the pre and post amalgamation shareholding pattern be and is hereby approved and adopted by Board of Directors of the Company.

RESOLVED FURTHER THAT Mr. Raj Ahuja and Mrs. Varika Rastogi, Directors of the Company, 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 thereat;
- (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 issue consents in writing on behalf of the Company to the said Scheme as shareholder or creditor of any of the Transferor Companies or Transferee company which are part of the said Scheme;
- (g) To file petitions, affidavits and/or other legal documents as may be required for confirmation of the Scheme by the Concerned Authorities; and
- (h) 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.
- (i) To make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting;
- (j) To update the Board of Directors and/or Committee(s) of the Board of Directors on the progress made with respect to implementation of the Scheme;

Versares Digital Technology Services Private Limited

CIN : U72900MH2022PTC391946



- (k) Finalize and settle the notices for convening shareholders and/ or creditors' meetings and explanatory statements under Section 230 of the Companies Act, 2013 or any such applicable provisions under Companies Act, 2013, in terms of the directions of the Courts, and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme and conducting of shareholders and/or creditors meetings as may be directed by the NCLT;
- (l) Finalizing draft of the Scheme and making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations of the NCLT or any other statutory authority(ies) or regulatory body(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including solving all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect or make any modifications/ amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with the prior approval of the Board of Directors;
- (m) Engaging and instructing advocates or consultants and if considered necessary, also engage services of counsel(s), other concerned authority(ies), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (n) Obtaining approval from and represent before Registrar of Companies, Regional Director, Official Liquidator, Income Tax authorities, stamp duty authorities and such other competent authorities and parties including the shareholders as may be considered necessary;
- (o) Signing and executing request letters/ no objection/ sanction letters for obtaining the necessary no objection/ sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;
- (p) Settling any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;
- (q) Accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- (r) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;
- (s) Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (t) To file requisite forms, returns, other documents with the Registrar of Companies in connection with Scheme;
- (u) Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;

Versares Digital Technology Services Private Limited

CIN : U72900MH2022PTC391946

Tower#5, International Infotech Park, Vashi Station Complex, Navi Mumbai, Thane, Maharashtra, India, 400 703



- (v) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local authorities, including but not limited to the Sub-Registrar of Assurances, Income Tax authorities, Goods and Service Tax authorities, Employees' State Insurance and Provident Fund authorities, Telephone authorities, Electricity authorities, Postal authorities, and all other applicable authorities, agencies, etc, and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- (w) authorise the Officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, Schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board;
- (x) Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- (y) To authenticate any document, instrument, proceeding and record of the Company
- (z) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto; and
- (aa) Take all actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises.

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

RESOLVED FURTHER THAT consent of the Board of Directors of the Company be and is hereby accorded to the Company for availing of any certification services that may be required from the Statutory Auditors in connection with the Scheme.

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.



Versares Digital Technology Services Private Limited

CIN : U72900MH2022PTC391946

Tower#5, International Infotech Park, Vashi Station Complex, Navi Mumbai, Thane, Maharashtra, India, 400 703

Versares Digital Technology Services Private Limited

marketing@3i-Infotech.com

www.3i-Infotech.com

RESOLVED FURTHER THAT the copy of this resolution certified to be true by any director of the Company be submitted to such persons, as may be necessary and the concerned authorities, and they be requested to act thereon."

// Certified True Copy//

For Versares Digital Technology Services Private Limited

Varika Rastogi

Varika Rastogi

Director

DIN: 07803959

Date: March 27, 2025

Place: Unit No. 601, E Wing, 6th Floor, Tower 2, Seawoods Grand Central, Sector 40, Navi Mumbai, Maharashtra 400706, India.



Versares Digital Technology Services Private Limited

CIN : U72900MH2022PTC391946

Tower#5, International Infotech Park, Vashi Station Complex, Navi Mumbai, Thane, Maharashtra, India, 400 703

NURE EDGETECH PRIVATE LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF NURE EDGETECH PRIVATE LIMITED HELD AT UNIT NO. 601, E WING, 6TH FLOOR, TOWER 2, SEAWOODS GRAND CENTRAL, SECTOR 40, NAVI MUMBAI, MAHARASHTRA 400706, INDIA ON THURSDAY MARCH 20, 2025 AT 6.05 P.M.

Approval for the Scheme of Amalgamation amongst 3i Infotech Consultancy Services Limited ("3i CSL" or "Transferor Company 1") and 3i Infotech Digital BPS Limited ("3i DBL" or "Transferor Company 2") and Versares Digital Technology Services Private Limited ("VDT SPL" or "Transferor Company 3") and Nure Edgetech Private Limited ("NETPL" or "Transferor Company 4") (collectively, the "Transferor Companies") and 3i Infotech Limited ("3i" or "Transferee Company") and their respective Shareholders presented under Section 230 to 232 and other applicable provisions of Companies Act, 2013.

"RESOLVED THAT pursuant to the provision of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013 ("**the Act**") read with rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the enabling clauses of 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, Mumbai Bench ("**NCLT**"), and/or such other competent authority (hereinafter referred as "**Concerned Authority**"), as may be required under applicable laws, rules and regulations, the Board of Directors of the Company do hereby approves the Scheme of Amalgamation amongst 3i Infotech Consultancy Services Limited ("3i CSL" or "Transferor Company 1") and 3i Infotech Digital BPS Limited ("3i DBL" or "Transferor Company 2") and Versares Digital Technology Services Private Limited ("VDT SPL" or "Transferor Company 3") and Nure Edgetech Private Limited ("NETPL" or "Transferor Company 4") and 3i Infotech Limited ("3i" or "Transferee Company") and their respective Shareholders (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 Scheme placed before this meeting and initialed by the Chairman of the meeting for the purposes of identification be and is hereby approved.

RESOLVED FURTHER THAT on Amalgamation of the Transferor Company 4 with 3i, there will be no issue of shares as 100% shareholding is owned by 3i.

RESOLVED FURTHER THAT the Board do take on record the Appointed Date for the proposed Scheme as 01st day of April, 2024 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the report explaining the effect of the Scheme on key managerial personnel, promoter and non-promoter shareholders pursuant to Section 232(2)(c) of the Companies Act, 2013, along with the pre and post amalgamation shareholding pattern be and is hereby approved and adopted by Board of Directors of the Company.



NURE EDGETECH PRIVATE LIMITED

CIN : U72900MH2022PTC394215

Tower-5, Vashi Rly Station Complex, Floor 3, 4, 5 & 6, Vashi,
Navi Mumbai, Thane, MH - 400703, India.

NURE EDGETECH PRIVATE LIMITED

RESOLVED FURTHER THAT Mr. Raj Ahuja, Authorised Signatory of the Company and Mrs. Varika Rastogi, Director of the Company 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 thereat;
- (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 issue consents in writing on behalf of the Company to the said Scheme as shareholder or creditor of any of the Transferor Companies or Transferee company which are part of the said Scheme;
- (g) To file petitions, affidavits and/or other legal documents as may be required for confirmation of the Scheme by the Concerned Authorities; and
- (h) 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.
- (i) To make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved in the Board Meeting;
- (j) To update the Board of Directors and/or Committee(s) of the Board of Directors on the progress made with respect to implementation of the Scheme;
- (k) Finalize and settle the notices for convening shareholders and/ or creditors' meetings and explanatory statements under Section 230 of the Companies Act, 2013 or any such applicable provisions under Companies Act 2013, in terms of the directions of the Courts, and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme and conducting of shareholders and/or creditors meetings as may be directed by the NCLT;



NURE EDGETECH PRIVATE LIMITED

CIN : U72900MH2022PTC394215

Tower-5, Vashi Rly Station Complex, Floor 3, 4, 5 & 6, Vashi,
Navi Mumbai, Thane, MH - 400703, India.

NURE EDGETECH PRIVATE LIMITED

- (l) Finalizing draft of the Scheme and making any alterations or modifications or amendments to the Scheme to comply with any conditions or limitations of the NCLT or any other statutory authority(ies) or regulatory body(ies) may deem fit to direct or impose or for any other reason which may otherwise be considered necessary, desirable or appropriate including solving all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect or make any modifications/ amendments to the Scheme in pursuance to change in law or otherwise, provided that no alteration which amounts to a material change shall be made to the substance of the Scheme except with the prior approval of the Board of Directors;
- (m) Engaging and instructing advocates or consultants and if considered necessary, also engage services of counsel(s), other concerned authority(ies), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (n) Obtaining approval from and represent before Registrar of Companies, Regional Director, Official Liquidator, Income Tax authorities, stamp duty authorities and such other competent authorities and parties including the shareholders as may be considered necessary;
- (o) Signing and executing request letters/ no objection/ sanction letters for obtaining the necessary no objection/ sanction letters for dispensation of the meeting(s) of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the NCLT or any other appropriate authority, as may be required;
- (p) Settling any questions or doubts or any difficulties that may arise with regard to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to give effect to the Scheme and this resolution;
- (q) Accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or persons concerned;
- (r) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;
- (s) Signing all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- (t) To file requisite forms, returns, other documents with the Registrar of Companies in connection with Scheme;
- (u) Taking all procedural steps for having the Scheme sanctioned by the NCLT including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary;
- (v) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local authorities, including but not limited to the Sub-Registrar of Assurances, Income Tax authorities, Goods and Service Tax authorities, Employees' State Insurance and Provident Fund authorities, Telephone authorities, Electricity authorities, Postal authorities, and all other applicable authorities, agencies, etc, and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;



NURE EDGETECH PRIVATE LIMITED

CIN : U72900MH2022PTC394215

Tower-5, Vashi Rly Station Complex, Floor 3, 4, 5 & 6, Vashi,
Navi Mumbai, Thane, MH - 400703, India.

NURE EDGETECH PRIVATE LIMITED

- (w) authorise the Officers of the Company and/or any other persons to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, Schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters without any further approval of the Board;
- (x) Incur such other expenses as may be necessary with regard to the above transaction, including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- (y) To authenticate any document, instrument, proceedings and record of the Company
- (z) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto; and
- (aa) Take all actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises.

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

RESOLVED FURTHER THAT consent of the Board of Directors of the Company be and is hereby accorded to the Company for availing of any certification services that may be required from the Statutory Auditors in connection with the Scheme.

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

RESOLVED FURTHER THAT the copy of this resolution certified to be true by any director of the Company be submitted to such persons as deemed necessary and the concerned authorities, and they be requested to act thereon."

.....
//Certified True Copy//
For NuRe EdgeTech Private Limited

Varika Rastogi
Varika Rastogi
Director

DIN: 07803959

Date: March 27, 2025

Place: Unit No. 601, E Wing, 6th Floor, Tower 2, Seawoods Grand Central, Sector 40, Navi Mumbai, Maharashtra 400706, India.



NURE EDGETECH PRIVATE LIMITED

CIN : U72900MH2022PTC394215

**Tower-5, Vashi Rly Station Complex, Floor 3, 4, 5 & 6, Vashi,
Navi Mumbai, Thane, MH - 400703 , India.**