



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE (Q2-2021-22-2<sup>ND</sup>) MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF PRATAAP SNACKS LIMITED (THE "COMPANY") HELD ON WEDNESDAY, 29<sup>TH</sup> DAY OF SEPTEMBER, 2021 AT 12:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT KHASRA NO. 378/2, NEMAWAR ROAD, NEAR MAKRAND HOUSE, PALDA, INDORE – 452020, MADHYA PRADESH, INDIA**

**Approval of the draft Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum of Association and Articles of Association of the Company and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and any other applicable provisions of any other law for time being in force and any directions, guidelines, regulations, circulars or notifications of the Securities and Exchange Board of India ("SEBI") and other relevant authorities, from time to time, to the extent applicable and subject to the requisite approval of the shareholders, creditors, as applicable, BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE"), Securities and Exchange Board of India ("SEBI") and relevant Hon'ble National Company Law Tribunal Bench, having jurisdiction ("NCLT") and such other competent authorities as may be applicable, the draft Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1") (subsidiary of the Transferee Company) and Red Rotopack Private Limited ("Transferor Company 2") (wholly owned subsidiary of Transferor Company 1) with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("the Scheme") as placed before the Board for amalgamation of Transferor Company 1 and Transferor Company 2 with Transferee Company, be and is hereby approved, subject to such terms and conditions and modification, if any, as may be imposed by any of the aforesaid authorities while granting the approval.

**RESOLVED FURTHER THAT** the Board do take on record the appointed date for the draft Scheme of Amalgamation as 1<sup>st</sup> April, 2021 or such other date that may be mutually agreed between the Transferor Company 1, Transferor Company 2 and the Transferee Company, and approved by the NCLT.

**RESOLVED FURTHER THAT** Valuation Report of Mr. Paras K. Savla, independent Registered Valuer, as placed before the Board, be and is hereby noted; accepted and taken on record.

**RESOLVED FURTHER THAT** the Fairness opinion by Arihant Capital Markets Limited, Category I SEBI registered independent Merchant Banker on Valuation Report of the Valuer, as placed before the Board, be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** the Certificate of B S R & Co. LLP, Chartered Accountants, the Auditor of the Company to the effect that the accounting treatment contained in the draft Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private

**Prataap Snacks Limited**

CIN : L15311MP2009PLC021746



Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors is in compliance with the applicable Accounting Standards specified under Section 133 of the Companies Act, 2013 read with the rules framed thereunder and other generally accepted accounting principles, as placed before the Board be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** the Undertaking in relation to non-applicability of requirements prescribed under Paragraph (A)(10)(a) of Part I read with Paragraph (A)(10)(b) of Part I of the SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22<sup>nd</sup> December 2020, as placed before the Board, be and is hereby approved.

**RESOLVED FURTHER THAT** the Undertaking certified by B S R & Co. LLP, Chartered Accountants, the Auditor of the Company stating reasons for non-applicability of requirements under Paragraph (A)(10)(b) of Part I of the SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22<sup>nd</sup> December, 2020, as placed before the Board, be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** Report of the Audit Committee recommending the draft Scheme, taking into consideration, inter alia, the valuation report, fairness opinion, need for amalgamation, rationale of the scheme, synergies of business of the entities involved in the scheme, cost benefit analysis, etc., as placed before the Board, be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** Report of the Committee of Independent Directors recommending the draft Scheme, taking into consideration, inter alia, that the Scheme is not detrimental to the shareholders of the Company, as placed before the Board, be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** the share exchange ratio of 568 (Five hundred sixty eight) equity shares of Transferee Company of Rs. 5 (Rupees five only) each as fully paid-up to be issued and allotted for every 100 (One hundred) equity shares of the face value of Rs. 10 (Rupees ten only) each held by the shareholders (other than the Transferee Company) in the Transferor Company 1 as set out in the Valuation Report of Mr. Paras K. Savla, independent Registered Valuer, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board do hereby chooses National Stock Exchange of India Limited ("NSE") as the designated stock exchange for the purpose of coordinating with Securities and Exchange Board of India ("SEBI") in connection with the aforesaid Scheme.

**RESOLVED FURTHER THAT** Mr. Arvind Mehta (DIN: 00215183), Chairman and Executive Director, Mr. Amit Kumat (DIN: 02663687), Managing Director and Chief Executive Officer, Mr. Apoorva Kumat (DIN: 02630764), Executive Director (Operations), Mr. Sumit Sharma, Chief Financial Officer and Mr. Om Prakash Pandey, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorised:

- a) to sign and file the Scheme, application and/or any other information/details, documents, papers with the Stock Exchanges, SEBI, NCLT or any body, authority or agency and to obtain sanction or approval to the Scheme or for giving effect thereto;
- b) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and /or creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to



convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;

- c) to file petitions for confirmation of the Scheme with the NCLT or such other Competent authority;
- d) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the Scheme and for giving effect to the Scheme;
- e) take all steps as may be required, including without limitation for obtaining approvals and/or consents of the shareholders, creditors, banks, financial institutions, Stock Exchanges, SEBI and other regulatory authorities or entities or agencies, as may be applicable, from time to time in this regard;
- f) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the resolution;
- g) finalise and settle the draft of the notices and other documents for convening the shareholders/creditors meetings as applicable and required;
- h) apply for and obtain requisite approval and represent before relevant Registrar of Companies, Regional Director and such other authorities as may be considered necessary to give effect to the Scheme;
- i) to make any alterations/changes in the Scheme as may be expedient or necessary particularly for satisfying the requirements/conditions or modifications imposed by the Stock Exchanges, SEBI, NCLT or shareholders or any other relevant authority while granting the approvals;
- j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a letter of Attorney;
- l) to do 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;
- m) to suspend, withdraw or revive the Scheme from time to time as may be specified by any relevant authority or as may be suo moto decided by the Board in its absolute discretion; and
- n) take all such actions and steps in the above matter, as may be required from time to time to give effect to the resolution including resolving the difficulties, if any, as and when arises.

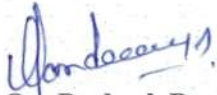


**RESOLVED FURTHER THAT** the Company hereby conveys its “no objection” to the Transferor Company 1 and Transferor Company 2 in seeking from the NCLT, dispensation from the requirement of holding meeting of the equity shareholders of the Transferor Company 1 and Transferor Company 2, to approve the Scheme and waives its right to receive any notice of the meeting of the equity shareholders and/ or creditors of the Transferor Company 1 and Transferor Company 2 and/ or any other proceedings before the NCLT in connection with obtaining approval / sanction to the Scheme and that Mr. Arvind Mehta (DIN: 00215183), Chairman and Executive Director, Mr. Amit Kumat (DIN: 02663687), Managing Director and Chief Executive Officer, Mr. Apoorva Kumat (DIN: 02630764), Executive Director (Operations), Mr. Sumit Sharma, Chief Financial Officer and Mr. Om Prakash Pandey, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to give consent affidavit on behalf of the Company for the same.

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, on any document/deed, be affixed as per the provisions contained in Articles of Association of the Company in presence of any one Director or Company Secretary, who shall sign the same in token thereof.

**RESOLVED FURTHER THAT** Mr. Arvind Mehta, Chairman and Executive Director, Mr. Amit Kumat, Managing Director and Chief Executive Officer, Mr. Apoorva Kumat, Executive Director (Operations), Mr. Sumit Sharma, Chief Financial Officer and Mr. Om Prakash Pandey, Company Secretary and Compliance Officer, be and are hereby severally authorised to sign copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

For **Prataap Snacks Limited**



**Om Prakash Pandey**  
Company Secretary and Compliance Officer  
Date: 30<sup>th</sup> September, 2021





# Avadh Snacks Private Limited

Mfg. of all kind of Fryums & Namkeen

CIN No. : U15132GJ2017PTC098837

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE (03/2021-22) MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF AVADH SNACKS PRIVATE LIMITED (THE "COMPANY") HELD ON WEDNESDAY, 29<sup>TH</sup> DAY OF SEPTEMBER, 2021 AT 09:30 A.M. IN THE CONFERENCE ROOM, PRATAAP SNACKS LIMITED, KHASRA NO. 378/2, NEMAWAR ROAD, NEAR MAKRAND HOUSE, PALDA, INDORE - 452020, MADHYA PRADESH, INDIA**

**Approval of the draft Scheme of Amalgamation of Avadh Snacks Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum of Association and Articles of Association of the Company and any directions, guidelines, regulations, circulars or notifications of relevant authorities, from time to time, to the extent applicable and subject to the requisite approval of the shareholders, creditors, as applicable, relevant Hon'ble National Company Law Tribunal Bench, having jurisdiction ("NCLT") and such other competent authorities as may be applicable, the draft Scheme of Amalgamation between Avadh Snacks Private Limited ("Transferor Company 1") (subsidiary of the Transferee Company) and Red Rotopack Private Limited ("Transferor Company 2") (wholly owned subsidiary of Transferor Company 1) with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors ("**the Scheme**") as placed before the Board for amalgamation of **Transferor Company 1 and Transferor Company 2 with Transferee Company**, be and is hereby approved, subject to such terms and conditions and modification, if any, as may be imposed by any of the aforesaid authorities while granting the approval.

**RESOLVED FURTHER THAT** the Board do take on record the appointed date for the draft Scheme of Amalgamation as 1<sup>st</sup> April, 2021 or such other date that may be mutually agreed between the Transferor Company 1, Transferor Company 2 and the Transferee Company, and approved by the NCLT.

**RESOLVED FURTHER THAT** Valuation Report of Mr. Paras K. Savla, independent Registered Valuer, as placed before the Board be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** Mr. Neel Rasikbhai Jagani (DIN: 07357621), Mr. Rajeshbhai Mansukhbhai Savani (DIN: 07357631), Mr. Arvind Mehta (DIN: 00215183) and Mr. Amit Kumat (DIN: 02663687), Directors of the Company, be and are hereby severally authorised:

- a) to sign and file the Scheme, application and/or any other information/details, documents, papers with the NCLT or any body, authority or agency and to obtain sanction or approval to the Scheme or for giving effect thereto;
- b) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and /or creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;



# Avadh Snacks Private Limited

Mfg. of all kind of Fryums & Namkeen

CIN No. : U15132GJ2017PTC098837

- c) to file petitions for confirmation of the Scheme with the NCLT or such other Competent authority;
- d) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the Scheme and for giving effect to the Scheme;
- e) take all steps as may be required, including without limitation for obtaining approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies, as may be applicable, from time to time in this regard;
- f) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the resolution;
- g) finalise and settle the draft of the notices and other documents for convening the shareholders/creditors meetings as applicable and required;
- h) apply for and obtain requisite approval and represent before relevant Registrar of Companies, Regional Director and such other authorities as may be considered necessary to give effect to the Scheme;
- i) to make any alterations/changes in the Scheme as may be expedient or necessary particularly for satisfying the requirements/conditions or modifications imposed by NCLT or shareholders or any other relevant authority while granting the approvals;
- j) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- k) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a letter of Attorney;
- l) to do 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;
- m) to suspend, withdraw or revive the Scheme from time to time as may be specified by any relevant authority or as may be suo moto decided by the Board in its absolute discretion; and
- n) take all such actions and steps in the above matter, as may be required from time to time to give effect to the resolution including resolving the difficulties, if any, as and when arises.

**RESOLVED FURTHER THAT** the Company hereby conveys its "no objection" to the Transferor Company 2 in seeking from the NCLT, dispensation from the requirement of holding meeting of the equity shareholders of the Transferor Company 2, to approve the Scheme and waives its right to receive any notice of the meeting of the equity shareholders and/ or creditors of the Transferor Company 2 and/



# Avadh Snacks Private Limited

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or any other proceedings before the NCLT in connection with obtaining approval / sanction to the Scheme and that Mr. Neel Rasikbhai Jagani (DIN: 07357621), Mr. Rajeshbhai Mansukhbhai Savani (DIN: 07357631), Mr. Arvind Mehta (DIN: 00215183) and Mr. Amit Kumat (DIN: 02663687), Directors of the Company, be and are hereby severally authorised to give consent affidavit on behalf of the Company for the same.

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, on any document/deed, be affixed as per the provisions contained in Articles of Association of the Company in presence of any one Director or Company Secretary, who shall sign the same in token thereof.

**RESOLVED FURTHER THAT** Mr. Neel Rasikbhai Jagani (DIN: 07357621), Mr. Rajeshbhai Mansukhbhai Savani (DIN: 07357631), Mr. Arvind Mehta (DIN: 00215183) and Mr. Amit Kumat (DIN: 02663687), Directors of the Company, be and are hereby severally authorised to sign copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

For Avadh Snacks Private Limited

**Neel Rasikbhai Jagani**

Director

DIN: 07357621



**RED ROTO PACK PVT. LTD.**

B/h. Avadh Food Products, Surve No. 128, 3 Kalavad Road,  
 Village - NIKAVA 361162 Ta. Kalavad, Dist. Jammnanagr (Guj.) INDIA  
 Mobile : +91 99 09 91 91 91 Email : redrotopack@gmail.com

**RED ROTO**  
**PACK**

MFG.: Flexible Packaging Material

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE (03/2021-22) MEETING OF THE BOARD OF DIRECTORS (THE "BOARD") OF RED ROTOPACK PRIVATE LIMITED (THE "COMPANY") HELD ON WEDNESDAY, 29<sup>TH</sup> DAY OF SEPTEMBER, 2021 AT 08:30 A.M. IN THE CONFERENCE ROOM, PRATAAP SNACKS LIMITED, KHASRA NO. 378/2, NEMAWAR ROAD, NEAR MAKRAND HOUSE, PALDA, INDORE – 452020, MADHYA PRADESH, INDIA**

**Approval of the draft Scheme of Amalgamation of Red Rotopack Private Limited ("Transferor Company 1") and Red Rotopack Private Limited ("Transferor Company 2") with Prataap Snacks Limited ("Transferee Company") and their respective shareholders and creditors**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Memorandum of Association and Articles of Association of the Company and any directions, guidelines, regulations, circulars or notifications of relevant authorities, from time to time, to the extent applicable and subject to the requisite approval of the shareholders, creditors, as applicable, relevant Hon'ble National Company Law Tribunal Bench, having jurisdiction ("NCLT") and such other competent authorities as may be applicable, the draft Scheme of Amalgamation between Avadh Snacks Private Limited ("**Transferor Company 1**") (subsidiary of the Transferee Company) and Red Rotopack Private Limited ("**Transferor Company 2**") (wholly owned subsidiary of Transferor Company 1) with Prataap Snacks Limited ("**Transferee Company**") and their respective shareholders and creditors ("**the Scheme**") as placed before the Board for amalgamation of **Transferor Company 1** and **Transferor Company 2** with **Transferee Company**, be and is hereby approved, subject to such terms and conditions and modification, if any, as may be imposed by any of the aforesaid authorities while granting the approval.

**RESOLVED FURTHER THAT** the Board do take on record the appointed date for the draft Scheme of Amalgamation as 1<sup>st</sup> April, 2021 or such other date that may be mutually agreed between the Transferor Company 1, Transferor Company 2 and the Transferee Company, and approved by the NCLT.

**RESOLVED FURTHER THAT** Valuation Report of Mr. Paras K. Savla, independent Registered Valuer, as placed before the Board be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** Mr. Neel Rasikbhai Jagani (DIN: 07357621), Mr. Rajeshbhai Mansukhbhai Savani (DIN: 07357631), Mr. Arvind Mehta (DIN: 00215183) and Mr. Amit Kumat (DIN: 02663687), Directors of the Company, be and are hereby severally authorised:

- a) to sign and file the Scheme, application and/or any other information/details, documents, papers with the NCLT or any body, authority or agency and to obtain sanction or approval to the Scheme or for giving effect thereto;
- b) to file applications with the NCLT or such other competent authority for directions to hold or to exempt the holding of meetings of the shareholders and /or creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to



**RED ROTO PACK PVT. LTD.**

B/h. Avadh Food Products, Surve No. 128, 3 Kalavad Road,  
 Village - NIKAVA 361162 Ta. Kalavad, Dist. Jamnaganr (Guj.) INDIA  
 Mobile : +91 99 09 91 91 91 Email : redrotopack@gmail.com



- c) convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- d) to file petitions for confirmation of the Scheme with the NCLT or such other Competent authority;
- e) to file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the Scheme and for giving effect to the Scheme;
- f) take all steps as may be required, including without limitation for obtaining approvals and/or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies, as may be applicable, from time to time in this regard;
- g) to settle any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the resolution;
- h) finalise and settle the draft of the notices and other documents for convening the shareholders/creditors meetings as applicable and required;
- i) apply for and obtain requisite approval and represent before relevant Registrar of Companies, Regional Director and such other authorities as may be considered necessary to give effect to the Scheme;
- j) to make any alterations/changes in the Scheme as may be expedient or necessary particularly for satisfying the requirements/conditions or modifications imposed by NCLT or shareholders or any other relevant authority while granting the approvals;
- k) to take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- l) to sign all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a letter of Attorney;
- m) to do 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;
- n) to suspend, withdraw or revive the Scheme from time to time as may be specified by any relevant authority or as may be suo moto decided by the Board in its absolute discretion; and
- o) take all such actions and steps in the above matter, as may be required from time to time to give effect to the resolution including resolving the difficulties, if any, as and when arises.

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# **RED ROTO**

**PACK**

**MFG.: Flexible Packaging Material**

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, on any document/deed, be affixed as per the provisions contained in Articles of Association of the Company in presence of any one Director or Company Secretary, who shall sign the same in token thereof.

**RESOLVED FURTHER THAT** Mr. Neel Rasikbhai Jagani (DIN: 07357621), Mr. Rajeshbhai Mansukhbhai Savani (DIN: 07357631), Mr. Arvind Mehta (DIN: 00215183) and Mr. Amit Kumat (DIN: 02663687), Directors of the Company, be and are hereby severally authorised to sign copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

For Red Rotopack Private Limited

**Neel Rasikbhai Jagani**  
Director  
DIN: 07357621

