

Extract of the Resolution passed at the Board Meeting of J.K. Fenner (India) Limited held on 12th June 2017

Scheme of Arrangement

RESOLVED THAT the Scheme of Arrangement between Florence Investech Limited, BMF Investments Limited, J.K. Fenner (India) Limited and Bengal & Assam Company Limited and their respective shareholders, as per draft placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the report of the Board under Section 232 (2)(c) of the Companies Act, 2013 on the effect of the Scheme on Shareholders and other persons stated therein, as per draft placed before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the appointments of M/s. Lodha Capital Services Ltd.; as Financial Advisors, Messrs. Khaitan & Co., Advocates and Mr. Kalpataru Tripathi, Advocate as legal advisers for the Scheme, Messrs. Doogar & Associates and Lunawat & Co., Chartered Accountants as valuers for recommending the consideration for the arrangement, and Hem Securities Limited, Merchant Bankers for giving their fairness opinions on such consideration be and are hereby ratified.



RESOLVED FURTHER THAT Dr.Raghupati Singhania, Chairman; Shri Vikrampati Singhania, Managing Director; Shri Nagaraju Srirama, President & Director; Shri V.Rengaswamy, Vice President (Finance & Accounts); Shri R.Vijayaraghavan, Company Secretary of the Company and Shri Ashok Kumar Kinra, Authorised Signatory be and are hereby severally authorised to take all necessary steps in the matter that may be required for obtaining the requisite consent and confirmation to the said Scheme by the shareholders, National Company Law Tribunal and other authorities, to finalise the text of the Scheme, to make and agree to all alterations in the said Scheme as may be suggested by the shareholders or the Tribunal or the Government or any other person; to appoint such other agencies and Advisors as may be required in relation to the Scheme; to approve and sign all applications, petitions affidavits and other documents as may be required to be filed before the National Company Law Tribunal and other authorities; to draw and finalize and issue all notices to Shareholders and other persons, as may be directed or required, to receive documents from Scrutinizers, and to do all acts, deeds and things touching or concerning the same to give full effect to and implement the said Scheme.

/ Certified true copy /

For J.K. Fenner (India) Limited



R.Vijayaraghavan
Company Secretary

