

# AVALON COSMETICS PVT. LTD.

**Regd Office :** Unit No. 03, Level - 02, Centrium, Phoenix Market City, 15 LBS Marg, Kurla (West),  
Mumbai - 400070. Tel.: +91-22-61801700 Website : [www.thevanitycase.com](http://www.thevanitycase.com)  
**Factory :** F-6, MIDC, Malegaon, Sinnar, Nashik - 422103.

Ref. No.

Date :

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING (NO. 70<sup>TH</sup>) OF THE BOARD OF DIRECTORS OF AVALON COSMETICS PRIVATE LIMITED, HELD ON TUESDAY, SEPTEMBER 24, 2024 AT 3.15 P.M. THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO 3, CENTRIUM, PHOENIX MARKET CITY, 15 LBS ROAD, KURLA (WEST), MUMBAI 400 070**

## Approval of the Scheme of Arrangement

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactments thereof for the time being in force), the enabling clauses of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval of the shareholders and/or creditors of the Company and subject to the requisite approval, consents, sanctions and permissions of the Central/State Government, National Company Law Tribunal ("the NCLT"), Mumbai Bench, BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India ("SEBI"), and/or such other Statutory/Regulatory Authorities, as may be applicable, the approval of the Board of Directors of the Company ("Board") be and is hereby accorded to the draft Scheme of Arrangement between Avalon Cosmetics Private Limited ("the Demerged Company" or "ACPL" or "the Company") and Vanity Case India Private Limited ("the Transferor Company" or "VCIPL") and Hindustan Foods Limited ("the Resulting Company" or "the Transferee Company" or "HFL") and their respective shareholders ("the Scheme") as per terms and conditions mentioned in the draft Scheme presented to the Board, thereby involving the following arrangement:-

- i. Demerger of the Contract Manufacturing (Nashik) Business ('the Demerged Undertaking') of Avalon Cosmetics Private Limited (the 'Demerged Company' or 'ACPL' or 'the Company') into Hindustan Foods Limited (the 'Resulting Company' or 'HFL') and consequent issue of Equity Shares by HFL to the shareholders of the Company ('Demerger');
- ii. Amalgamation of Vanity Case India Private Limited ('the Transferor Company' or 'VCIPL') with Hindustan Foods Limited (the 'Transferee Company' or 'HFL') and consequent issue of Equity Shares by HFL to the shareholders of the Transferor Company ('Amalgamation') and
- iii. Various other matters consequential or otherwise integrally connected herewith with effect from the Appointed Date in accordance of the terms of the Scheme between the Company, Transferor Company, the Transferee Company and their respective shareholders pursuant to Section 230-232 and other relevant provisions of the Companies Act, 2013 and in compliance with the provisions of the Income-tax Act, 1961, including Section 2(19AA) and Section 2(1B) thereof.





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Factory : F-6, MIDC, Malegaon, Sinnar, Nashik - 422103.

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**RESOLVED FURTHER THAT** the content of the valuation report dated September 24, 2024 (Valuation Report") issued by Mr. Bhavesh M Rathod, Registered Valuers, presented to the Board of Directors, in connection with the draft Scheme, be and is hereby accepted and taken on record.

**RESOLVED FURTHER THAT** the content of the fairness opinion dated September 24, 2024 ("Fairness Opinion") issued by Swaraj Shares & Securities Private Limited, a Category I, SEBI registered Independent Merchant Banker, on the fairness of the share entitlement ratio determined by the Valuation Report, as presented to the Board of Directors, be and is hereby accepted and taken on record.

**RESOLVED FURTHER THAT** for the purpose of the Scheme, based on the Valuation Report and the Fairness Opinion, the Board hereby approves the following share entitlement ratio:

**For demerger of the Contract Manufacturing (Nashik) Business of the Demerged Company into the Resulting Company**

*19 fully paid-up Equity Shares of the face value of INR 2/- each of the Resulting Company shall be issued and allotted for 100 equity share of face value INR 10/- each fully paid up held by such shareholder in the Demerged Company pursuant to the Demerger.*

**RESOLVED FURTHER THAT** the Board hereby adopts the report explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share entitlement ratio which is required to be circulated to the shareholders along with the notice convening the Meeting as per the provisions of Section 232(2)(c) of the Act.

**RESOLVED FURTHER THAT** the certificate dated September 24, 2024 issued by statutory auditors of the Company, S K H D & Associates, certifying *inter-alia* that the Scheme is in compliance with all the applicable Indian Accounting Standards specified by the Central Government in section 133 of the Act as presented to the Board, be and is hereby accepted and taken on record.

**RESOLVED FURTHER THAT** any Directors or Mr. Bankim Purohit, authorised signatory of the Company be and are hereby individually and severally authorized to take all the necessary steps in connection with the Scheme, including but not limited to:

- (a) file the Scheme and/or any other information/details with the Central/State Government(s), SEBI, Stock Exchanges or any appropriate authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (b) file applications with the NCLT or such other competent authority seeking directions to hold or dispense with 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;





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*Ref. No.*

*Date :*

- (c) authenticate any document, instrument, proceeding and record of the Company;
- (d) sign and file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (e) appoint advisors including legal advisors, chartered accountants, valuers, attorneys and other consultants as may be necessary for giving into effect the Resolutions and authorizing such persons to represent the Company before various governmental authorities as may be necessary;
- (f) 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 said Scheme and for giving effect to the Scheme;
- (g) apply for and obtain requisite approvals of the Central/State Government(s) and their agencies, Securities and Exchange Board of India, Stock Exchanges, Creditors, Lenders of the Company, Banks, Financial Institutions, Third Parties and other regulatory authorities or entities or agencies as may be required and for that purpose and any other authority or agency, whose consent is required including to conduct the Extra-ordinary General Meetings / Postal Ballot and Electronic voting (E-voting) to seek the approval of the Shareholders of the Company, as may be considered necessary, to the said Scheme and further, for that purpose to initiate all steps including to approve and issue requisite notices with explanatory statement, appoint scrutinizer to conduct the process, authorize relevant agencies to conduct the e-voting process and such other acts as may be deemed necessary and to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- (h) 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 above resolution;
- (i) make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or Shareholders or by the Stock Exchanges where the Shares of the Resulting Company / Transferee Company are listed or any other authority;
- (j) suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (k) 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) 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 valid Power of Attorney;



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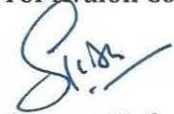
- (m) do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;
- (n) take all such actions and steps in the above matter, as may be required from time to time to give effect to the above Resolutions including resolving the difficulties, if any, as and when arises.

**RESOLVED FURTHER THAT** any Director of the Company be and are hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.

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

Certified True Copy

For Avalon Cosmetics Private Limited



Sameer Kothari  
Director  
DIN: 01361343





**VANITY CASE INDIA PRIVATE LIMITED**

CIN: U74999MH2012PTC357921

**Registered Office:** Office No. 3, Level 2, Centrium, Phoenix Market City,  
15, Lal Bahadur Shastri Road, Kurla (West), Mumbai, Maharashtra, India, 400 070.  
Email: legal@thevanitycase.com Tel No. +91-22-61801700/01

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING (3/2024-25) OF THE BOARD OF DIRECTORS OF VANITY CASE INDIA PRIVATE LIMITED, HELD ON TUESDAY, SEPTEMBER 24, 2024 AT 3.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO 3, LEVEL 2, CENTRIUM, PHOENIX MARKET CITY, 15 LBS ROAD, KURLA (WEST), MUMBAI 400 070**

**Approval of the Scheme of Arrangement**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactments thereof for the time being in force), the enabling clauses of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval of the shareholders and/or creditors of the Company and subject to the requisite approval, consents, sanctions and permissions of the Central/State Government, National Company Law Tribunal ("the NCLT"), Mumbai Bench, BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India ("SEBI"), and/or such other Statutory/Regulatory Authorities, as may be applicable, the approval of the Board of Directors of the Company ("Board") be and is hereby accorded to the draft Scheme of Arrangement between Avalon Cosmetics Private Limited ("the Demerged Company" or "ACPL") and Vanity Case India Private Limited ("the Transferor Company" or "VCIPL" or "the Company") and Hindustan Foods Limited ("the Resulting Company" or "the Transferee Company" or "HFL") and their respective shareholders ("the Scheme") as per terms and conditions mentioned in the draft Scheme presented to the Board, thereby involving the following arrangement:-

- i. Demerger of the Contract Manufacturing (Nashik) Business ('the Demerged Undertaking') of Avalon Cosmetics Private Limited (the 'Demerged Company' or 'ACPL') into Hindustan Foods Limited (the 'Resulting Company' or 'HFL') and consequent issue of Equity Shares by HFL to the shareholders of the Demerged Company ('Demerger');
- ii. Amalgamation of Vanity Case India Private Limited ('the Transferor Company' or 'VCIPL' or 'the Company') with Hindustan Foods Limited (the 'Transferee Company' or 'HFL') and consequent issue of Equity Shares by HFL to the shareholders of the Company ('Amalgamation') and



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CIN: U74999MH2012PTC357921

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Email: legal@thevanitycase.com Tel No. +91-22-61801700/01

- iii. Various other matters consequential or otherwise integrally connected herewith with effect from the Appointed Date in accordance of the terms of the Scheme between the Demerged Company, the Company, the Transferee Company and their respective shareholders pursuant to Section 230-232 and other relevant provisions of the Companies Act, 2013 and in compliance with the provisions of the Income-tax Act, 1961, including Section 2(19AA) and Section 2(1B) thereof.

**RESOLVED FURTHER THAT** the content of the valuation report dated September 24, 2024 (Valuation Report") issued by Mr. Bhavesh M Rathod, Registered Valuers, presented to the Board of Directors, in connection with the draft Scheme, be and is hereby accepted and taken on record.

**RESOLVED FURTHER THAT** the content of the fairness opinion dated September 24, 2024 ("Fairness Opinion") issued by Swaraj Shares & Securities Private Limited, a Category I, SEBI registered Independent Merchant Banker, on the fairness of the share entitlement ratio determined by the Valuation Report, as presented to the Board of Directors, be and is hereby accepted and taken on record.

**RESOLVED FURTHER THAT** for the purpose of the Scheme, based on the Valuation Report and the Fairness Opinion, the Board hereby approves the following share entitlement ratio:

**For merger of the Transferor Company with the Transferee Company**

*4,64,58,145 equity shares of the face value of INR 2/- each fully paid-up of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company in the proportion of their holding in the Transferor Company.*

**RESOLVED FURTHER THAT** the Board hereby adopts the report explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share entitlement ratio which is required to be circulated to the shareholders along with the notice convening the Meeting as per the provisions of Section 232(2)(c) of the Act.

**RESOLVED FURTHER THAT** any Directors or Mr. Bankim Purohit, authorised signatory of the Company be and are hereby individually and severally authorized to take all the necessary steps in connection with the Scheme, including but not limited to

- (a) file the Scheme and/or any other information/details with the Central/State Government(s), SEBI, Stock Exchanges or any appropriate authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (b) file applications with the NCLT or such other competent authority seeking directions to hold or dispense with 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;





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- (c) authenticate any document, instrument, proceeding and record of the Company;
- (d) sign and file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (e) appoint advisors including legal advisors, chartered accountants, valuers, attorneys and other consultants as may be necessary for giving into effect the Resolutions and authorizing such persons to represent the Company before various governmental authorities as may be necessary;
- (f) 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 said Scheme and for giving effect to the Scheme;
- (g) apply for and obtain requisite approvals of the Central/State Government(s) and their agencies, Securities and Exchange Board of India, Stock Exchanges, Creditors, Lenders of the Company, Banks, Financial Institutions, Third Parties and other regulatory authorities or entities or agencies as may be required and for that purpose and any other authority or agency, whose consent is required including to conduct the Extra-ordinary General Meetings / Postal Ballot and Electronic voting (E-voting) to seek the approval of the Shareholders of the Company, as may be considered necessary, to the said Scheme and further, for that purpose to initiate all steps including to approve and issue requisite notices with explanatory statement, appoint scrutinizer to conduct the process, authorize relevant agencies to conduct the e-voting process and such other acts as may be deemed necessary and to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- (h) 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 above resolution;
- (i) make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or Shareholders or by the Stock Exchanges where the Shares of the Resulting Company / Transferee Company are listed or any other authority;
- (j) suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (k) 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) 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 valid Power of Attorney;



# VANITY CASE INDIA PRIVATE LIMITED

CIN: U74999MH2012PTC357921

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Email: legal@thevanitycase.com Tel No. +91-22-61801700/01

- (m) 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) take all such 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** any Director of the Company be and are hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.

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

**CERTIFIED TO BE TRUE**

**For Vanity Case India Private Limited**



**Sameer Kothari**  
Director  
DIN: 01361343







# HINDUSTAN FOODS LIMITED

A Vanity Case Group Company

A Government Recognised Two Star Export House

**Registered Office:** Office No.3, Level-2, Centrium, Phoenix Market City,  
15, Lal Bahadur Shastri Road, Kurla (West), Mumbai, Maharashtra, India. 400 070.

Email: [business@thevanitycase.com](mailto:business@thevanitycase.com) Website: [www.hindustanfoodslimited.com](http://www.hindustanfoodslimited.com)

Tel. No. +91-22-69801700 / 01 CIN: L15139MH1984PLC316003

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING (NO. 210<sup>TH</sup>) OF THE BOARD OF DIRECTORS OF HINDUSTAN FOODS LIMITED, HELD ON TUESDAY, SEPTEMBER 24, 2024 AT 12:15 P.M. AND ADJOURNED AT 12.35 P.M. THROUGH VIDEO CONFERENCING FACILITY AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO 3, LEVEL 2, CENTRIUM, PHOENIX MARKET CITY, 15 LBS ROAD, KURLA (WEST), MUMBAI 400 070**

## Approval of the Scheme of Arrangement

**"RESOLVED THAT** based on the report submitted by the Audit Committee and Committee of the Independent Directors recommending the draft Scheme of Arrangement and pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification or re-enactment or amendment thereof) and enabling clauses of the Memorandum of Association and Articles of Association of the Company and subject to the sanction of the National Company Law Tribunal, Mumbai Bench ('NCLT') or such other competent authority as may be applicable and subject to the approval by (i) the requisite majority of Shareholders and / or Creditors of the Company, (ii) BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), (iii) the Securities and Exchange Board of India, (iv) Central Government, or such other competent authority as may be directed by the NCLT, the approval of the Board of Directors of the Company ('Board') be and is hereby accorded to the Scheme of Arrangement :

- i. Demerger of the Contract Manufacturing (Nashik) Business ("the Demerged Undertaking") of Avalon Cosmetics Private Limited (the "Demerged Company" or "ACPL") into Hindustan Foods Limited (the "Resulting Company" or "HFL") and consequent issue of Equity Shares by the Company to the shareholders of the Demerged Company ("Demerger");
- ii. Amalgamation of the Vanity Case India Private Limited ("the Transferor Company" or "VCIPL") with Hindustan Foods Limited (the "Transferee Company" or "HFL") and consequent issue of Equity Shares by the Company to the shareholders of the Transferor Company ("Amalgamation") and

Various other matters consequential or otherwise integrally connected herewith with effect from the Appointed Date in accordance of the terms of the Scheme between the Demerged Company, Transferor Company, the Company and their respective shareholders pursuant to Section 230-232 and other relevant provisions of the Companies Act, 2013 and in compliance with the provisions of the Income-tax Act, 1961, including Section 2(19AA) and Section 2(1B) thereof.





**RESOLVED FURTHER THAT** the content of the valuation report ("Valuation Report") and the fairness opinion dated September 24, 2024 issued by Mr. Bhavesh M Rathod, Registered Valuers and issued by Swaraj Shares & Securities Private Limited, a Category I SEBI registered Independent Merchant Banker respectively including Share Entitlement Ratio presented to the Board of Directors, in connection with the draft Scheme, be and is hereby consider and approves the following share entitlement ratio:

**Demerger**

19 fully paid-up Equity Shares of the face value of Rs. 2/- each of the Company shall be issued and allotted for 100 equity shares of face value Rs. 10/- each fully paid up held by such shareholder in the Demerged Company pursuant to the Demerger.

**Merger**

4,64,58,145 equity shares of the face value of Rs. 2/- each fully paid-up of the Transferee Company shall be issued and allotted as fully paid up to the equity shareholders of the Transferor Company in the proportion of their holding in the Transferor Company.

**RESOLVED FURTHER THAT** the draft Audit Committee report pursuant to SEBI Master Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Circular") (including any amendments thereto) and of the Committee of Independent Directors, be and is hereby approved.

**RESOLVED FURTHER THAT** the certificate dated September 24, 2024 issued by the statutory auditors of the Company, M/s. M S K A & Associates, Chartered Accountants, certifying inter-alia that the Scheme is in compliance with all the applicable Indian Accounting Standards specified by the Central Government in section 133 of the Act as presented to the Board, be and is hereby accepted and taken on record.

**RESOLVED FURTHER THAT** the Board hereby adopts the report explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share entitlement ratio which is required to be circulated to the shareholders along with the notice convening the meeting as per the provisions of Section 232(2)(c) of the Act.

**RESOLVED FURTHER THAT** BSE be and is hereby appointed as the Designated Stock Exchange for co-ordinating with SEBI for obtaining approval of SEBI in accordance with Regulation 37 of the Listing Regulations.







**RESOLVED FURTHER THAT** Mr. Sameer Kothari, Managing Director of the Company, Mr. Ganesh T Argekar, Executive Director of the Company, Mr. Mayank Samdani, Chief Financial Officer of the Company and Mr. Bankim Purohit, Company Secretary of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized 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 of the Company or any other 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.

**RESOLVED FURTHER THAT** Mr. Sameer Kothari, Managing Director of the Company, Mr. Ganesh Argekar, Executive Director of the Company, Mr. Mayank Samdani, Chief Financial Officer of the Company and Mr. Bankim Purohit, Company Secretary and Legal Head of the Company, be and are hereby severally authorised to take all necessary steps:

- (a) file the Scheme and/or any other information/details with the Central/State Government(s), SEBI, Stock Exchanges or any appropriate authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (b) file applications with the NCLT or such other competent authority seeking directions to hold or dispense with 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) authenticate any document, instrument, proceeding and record of the Company;
- (d) sign and file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (e) appoint advisors including legal advisors, chartered accountants, valuers, attorneys and other consultants as may be necessary for giving into effect the Resolutions and authorizing such persons to represent the Company before various governmental authorities as may be necessary;
- (f) 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 said Scheme and for giving effect to the Scheme;





- (g) apply for and obtain requisite approvals of the Central/State Government(s) and their agencies, Securities and Exchange Board of India, Stock Exchanges, Creditors, Lenders of the Company, Banks, Financial Institutions, Third Parties and other regulatory authorities or entities or agencies as may be required and for that purpose and any other authority or agency, whose consent is required including to conduct the Extra-ordinary General Meetings / Postal Ballot and Electronic voting (E-voting) to seek the approval of the Shareholders of the Company, as may be considered necessary, to the said Scheme and further, for that purpose to initiate all steps including to approve and issue requisite notices with explanatory statement, appoint scrutinizer to conduct the process, authorize relevant agencies to conduct the e-voting process and such other acts as may be deemed necessary and to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- (h) 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 above resolution;
- (i) make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or Shareholders or by the Stock Exchanges where the Shares of the Company are listed or any other authority;
- (j) suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (k) 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) 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 valid Power of Attorney;
- (m) 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 create, issue and allot such number of equity shares of the Company to the Shareholders in accordance with the Scheme as sanctioned by the NCLT and obtaining necessary trading & listing approvals for said shares;
- (o) take all such 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** this Resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

**RESOLVED FURTHER THAT** any Director of the Company or the Chief Financial Officer of the Company or the Company Secretary of the Company be and is hereby authorized to sign any copy of this Resolution as a certified true copy thereof and furnish the same to whomsoever concerned.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

**Certified to be true**  
For **HINDUSTAN FOODS LIMITED**

  
**Bankim Purohit**  
**Company Secretary and Legal Head**  
**ACS 21865**

