

Dhelakhat Tea Co. Ltd.

(CIN : L15492WB1917PLC002894)

Regd. Office : 4, Dr. Rajendra Prasad Sarani (Clive Row), Kolkata - 700 001

Phone : 033 2230-4351, (5 Lines), 033-3028 0530

Fax : (+91) 33 2230 7555, Website : www.dhelakhat.com

GSTIN: 19AABCD0386Q1Z5

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF DHELAKHAT TEA COMPANY LIMITED HELD ON FRIDAY THE 6TH DAY OF JANUARY, 2023 AT THE REGISTERED OFFICE OF THE COMPANY AT 4, DR. RAJENDRA PRASAD SARANI, KOLKATA-700001

APPROVAL OF THE DRAFT SCHEME OF AMALGAMATION OF DHELAKHAT TEA COMPANY LIMITED WITH RYDAK SYNDICATE LIMITED

The Draft Scheme of Amalgamation of Dhelakhat Tea Company Limited (Transferor Company) with Rydak Syndicate Limited (Transferee Company) with effect from 1st April, 2022 was placed before the Board for their consideration and approval to the said proposed amalgamation along with the Share exchange Ratio Report, the Fairness Opinion Report, the Pre Amalgamation shareholding pattern of Transferor Company, Pre and Post Shareholding pattern of the Transferee Company and the Financial Statements of last 3 financial years of the Transferor Company and Transferee Company. The Board after due consideration approved the said scheme by passing the following resolution:

“RESOLVED THAT pursuant to the provisions of section 230 to 232 and other applicable provisions, if any, of the companies Act, 2013 and the rules framed there under, as amended or re-enacted from time to time and subject to the sanction by the National Company Law Tribunal and subject to such terms and conditions and modifications as may be imposed, prescribed and/ or sanctions of any appropriate authority and subject to the approval of shareholders and creditors of the Company, the consent of the Board be and is hereby accorded to the Scheme of Amalgamation, whereby Dhelakhat Tea Company Limited be amalgamated with Rydak Syndicate Limited from appointed date i.e. 1st April, 2022.

RESOLVED FURTHER that Mr. Rajvinder Singh and Ms. Suparna Chakraborti Directors of the Company be and are hereby jointly and severally authorized to take all necessary steps in the matter that may be required for making necessary applications before the National Company Law Tribunal, Kolkata Bench for obtaining the requisite consent and confirmation to the said Scheme by the shareholders, tribunal and other authorities and 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 and to sign all applications and petitions as may be required to be filed in the National Company Law Tribunal, Kolkata Bench and to do all acts, deeds, and things concerning the same to give full effect to and implement the said Scheme.

Dhelakhat Tea Company Limited

Director

Dhelakhat Tea Co. Ltd.

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RESOLVED FURTHER THAT S.R. & Associates, Company Secretaries be and is hereby authorized to appear before, present, hear, file, submit, argue, clarify, to receive, take delivery of notice and order and are also authorised to appoint any Counsel in this respect to represent the matter and to do all such acts and things that may be required by the appropriate authorities pursuant to Sec 230 to Sec 232 of the Companies Act, 2013 and to take all legal and compliance activities to implement the Proposed scheme and to take all steps as may be necessary in this regard."

Certified To Be True Copy

For DHELAKHAT TEA COMPANY LIMITED

Dhelakhat Tea Company Limited

Director.

Rajvinder Singh
Director
DIN: 06931916