



# Kwality Credit & Leasing Limited

27, Weston Street, 5th Floor, Room No. 526, Kolkata - 700 012

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**EXTRACTS FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF KWALITY CREDIT & LEASING LIMITED HELD AT 5.30 P.M ON MONDAY, 10<sup>TH</sup> DAY OF FEBRUARY, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 27, WESTON STREET, 5<sup>TH</sup> FLOOR, ROOM NO-526, KOLKATA 700 012.**

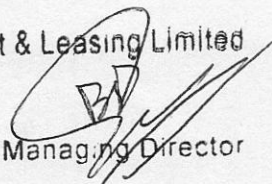
- **AMALGAMTION OF ANURODH INFRASTRUCTURE LIMITED & ORIGINAL FASHION TRADERS LIMITED WITH KWALITY CREDIT & LEASING LIMITED, SUBJECT TO APPROVAL OF THE HON'BLE HIGH COURT AND REGULATORY AUTHORITIES.**

**"RESOLVED THAT,** with the unanimous consent of all the Directors present, that pursuant to the provisions of sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 and shall include any statutory modifications, re-enactment or amendments thereof and subject to the requisite approval of the shareholders / creditors , as may be required of the Company, Stock Exchanges, Securities and Exchange Board of India (SEBI) and/ or any other regulatory body if applicable or as may be required , and the sanction of the Hon'ble High Court of Judicature at Kolkata or such other competent authority, as may be applicable , consent be and is hereby accorded for the scheme of Amalgamation of Anurodh Infrastructure Limited & Original Fashion Traders Limited with Kwality Credit & Leasing Limited and their respective shareholders and creditors ('the Scheme') and initialed by Mr. Amu Thapa ,the Chairman of the meeting for the purposes of identification."

**"RESOLVED FURTHER** that Mr. Bhagwan Das Soni, Managing Director and Compliance Officer of the Company and Mr. Amu Thapa, Chief Financial Officer of the Company be and are hereby jointly and/ or severally authorized to take all the necessary steps for-

- a) Do all such acts as may be required to be complied with under the Companies (Court) Rules, 1959, including but not limited to finalize and sending of Notice and Explanatory Statement under Section 393 of the Companies Act, 1956 and applicable provisions under the Companies Act, 2014, advertisement, appointment of Scrutinizer's etc.
- b) Make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by the Central Government and/ or Stock Exchanges and/ or SEBI and/ or the High Court of Kolkata and/ or any other competent authority and/ or any such authority as may be required for approving the Scheme.
- c) Evolve, decide upon or bring into effect the scheme and make and give effect to any Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of directors may Suo - motto decide in its absolute discretion and to do all such acts , deeds , matters and things whatsoever , including setting any questions , doubt or difficulty that may arise regard to or in relation to the Scheme as it may in its absolute discretion consider necessary ,expedient, fit and proper.

Kwality Credit & Leasing Limited

  
Managing Director

- d) Filing the Scheme and/ or any other information / Details with the concerned Stock Exchanges or any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto,
- e) To engage Counsels, Solicitors, Advocates Consultants, Chartered Accountants and other Professionals and to remunerate them and to sign and execute vakalatanama wherever necessary.
- f) Singing and filling of applications with the Jurisdictional High Court or such other appropriate authority and holding meeting of the shareholders/ creditors of the company as may be directed by the Court to give effect to the Scheme;
- g) Singing and filling of petitions for confirmation of the Scheme by the Jurisdictional High Court or such other appropriate authority;
- h) Declare and file all Pleadings , reports, and sign and issue public advertisements and notices;
- i) Obtain approval from such other authorities and parties including the shareholders , creditors , lenders as may be considered necessary, to the said scheme;
- j) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- k) To sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;
- l) To do all such acts and things as may be considered necessary and expedient in relation thereto;
- m) To represent the company before the jurisdictional high Court and other regulatory authorities including Central or State Government , Regional Director, Ministry of Corporate Affairs, Registrar of companies and before all Courts of law or tribunals for the purpose of the proposed Scheme, signing and filling of all documents, deeds, applicants/ documents/ papers for and behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid."

**RESOLVED FURTHER THAT** BSE Limited be and is hereby appointed as the Designated Stock Exchange (DSE) for the purpose of the Scheme.

**RESOLVED FURTHER THAT** any one of the Director of the Company be and is hereby authorized to issue certified copy of the aforesaid resolution as and when required.

Kwality Credit & Leasing Limited  
  
Managing Director