

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ANANTNATH CONSTRUCTIONS AND FARMS PRIVATE LIMITED AT ITS MEETING HELD ON SATURDAY, DECEMBER 11, 2021 AT LODHA EXCELUS, N. M. JOSHI MARG MAHALAXMI, MUMBAI – 400011**

**APPROVAL OF SCHEME OF MERGER BY ABSORPTION**

**“RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('the Act') and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors, if any; and subject to the sanction of the National Company Law Tribunal ('Tribunal') and/or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Anantnath Constructions and Farms Private Limited ('First Transferor Company'), Sitaldas Estate Private Limited ('Second Transferor Company'), MMR Social Housing Private Limited ('Third Transferor Company'), Bellissimo Estate Private Limited ('Fourth Transferor Company'), Renovar Green Consultants Private Limited ('Fifth Transferor Company'), Kora Constructions Private Limited ('Sixth Transferor Company'), Luxuria Complex Private Limited ('Seventh Transferor Company'), Odeon Theatres and Properties Private Limited ('Eighth Transferor Company'), and Palava Industrial and Logistics Park Private Limited ('Ninth Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') with effect from the Appointed Date(s) as per the draft scheme tabled before the Board;

**RESOLVED FURTHER THAT** the draft Scheme and the report as per the section 232(2)(c) of the Act explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, debenture holders, debenture trustees, and employees, as tabled before the Board and initialed by the Company Secretary for the purposes of identification be and is hereby considered and approved;

**RESOLVED FURTHER THAT** the Directors of the Company, Ms. Sanjyot Rangnekar, Mr. Rameshchandra Chechani, Mr. Hitesh Marthak, Mr. Abhijeet Shinde, Mr. Vipesh Ghadi and Ms. Madhur Mittal, Authorised Signatories of the Company, be and are hereby severally authorised, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed thereunder and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities, if required;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Mumbai for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;



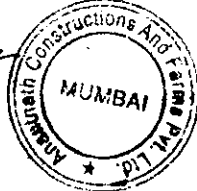
- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;
- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- k) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising there at;
- l) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- m) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Common Seal be affixed wherever necessary in the presence of the Authorised Persons who shall sign the same in token thereof in accordance with the Articles of Association of the Company;

**RESOLVED FURTHER THAT** any one Director along with any one of the Designated Authorised Representative or the Company Secretary of the Company, be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities / parties as may be necessary and they be requested to act thereon."

**For Ananthnath Constructions and Farms Private Limited**

  
**Sanjyot Rangnekar**  
**Company Secretary**  
**Membership No.: F4154**



**Date: December 11, 2021**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SITALDAS ESTATE PRIVATE LIMITED IN THEIR MEETING HELD ON SATURDAY, DECEMBER 11, 2021 AT 10<sup>TH</sup> FLOOR, LODHA EXCELUS, APOLLO MILLS COMPOUND, N. M. JOSHI MARG, MAHALAXMI, MUMBAI – 400011**

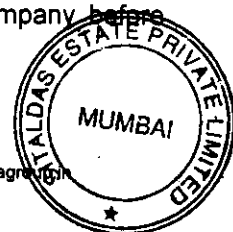
**APPROVAL OF SCHEME OF MERGER BY ABSORPTION**

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('the Act') and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors, if any; and subject to the sanction of the National Company Law Tribunal ('Tribunal') and/or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Anantrath Constructions and Farms Private Limited ('First Transferor Company'), Sitaldas Estate Private Limited ('Second Transferor Company'), MMR Social Housing Private Limited ('Third Transferor Company'), Bellissimo Estate Private Limited ('Fourth Transferor Company'), Renovar Green Consultants Private Limited ('Fifth Transferor Company'), Kora Constructions Private Limited ('Sixth Transferor Company'), Luxuria Complex Private Limited ('Seventh Transferor Company'), Odeon Theatres and Properties Private Limited ('Eighth Transferor Company'), and Palava Industrial and Logistics Park Private Limited ('Ninth Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') with effect from the Appointed Date(s) as per the draft scheme tabled before the Board;

**RESOLVED FURTHER THAT** the draft Scheme and the report as per the section 232(2)(c) of the Act explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, debenture holders, debenture trustees, and employees, as tabled before the Board and initialed by the Chairman for the purposes of identification be and is hereby considered and approved;

**RESOLVED FURTHER THAT** the Directors of the Company, Ms. Sanjyot Rangnekar, Mr. Rameshchandra Chechani, Mr. Hitesh Marthak, Mr. Abhijeet Shinde, Mr. Vipesh Ghadi and Ms. Madhur Mittal, Authorised Signatories of the Company, be and are hereby severally authorised, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed thereunder and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities, if required;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Mumbai for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;
- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;



- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- k) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising there at;
- l) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- m) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

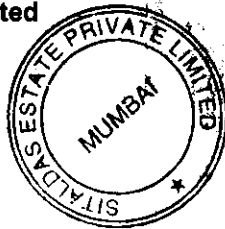
**RESOLVED FURTHER THAT** the Common Seal be affixed wherever necessary in the presence of the Authorised Persons who shall sign the same in token thereof in accordance with the Articles of Association of the Company;

**RESOLVED FURTHER THAT** any one Director of the Company, be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities / parties as may be necessary and they be requested to act thereon."

**For Sitaldas Estate Private Limited**

*J. R. Mirjolkar*

**Jitesh Mirjolkar**  
Director  
DIN: 08795146



**December 11, 2021**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MMR SOCIAL HOUSING PRIVATE LIMITED IN THEIR MEETING HELD ON SATURDAY, DECEMBER 11, 2021 AT 10<sup>TH</sup> FLOOR, LODHA EXCELUS, APOLLO MILLS COMPOUND, N. M. JOSHI MARG, MAHALAXMI, MUMBAI – 400011**

**APPROVAL OF SCHEME OF MERGER BY ABSORPTION**

**“RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('the Act') and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors, if any; and subject to the sanction of the National Company Law Tribunal ('Tribunal') and/or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Anantnath Constructions and Farms Private Limited ('First Transferor Company'), Sitaldas Estate Private Limited ('Second Transferor Company'), MMR Social Housing Private Limited ('Third Transferor Company'), Bellissimo Estate Private Limited ('Fourth Transferor Company'), Renovar Green Consultants Private Limited ('Fifth Transferor Company'), Kora Constructions Private Limited ('Sixth Transferor Company'), Luxuria Complex Private Limited ('Seventh Transferor Company'), Odeon Theatres and Properties Private Limited ('Eighth Transferor Company'), and Palava Industrial and Logistics Park Private Limited ('Ninth Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') with effect from the Appointed Date(s) as per the draft scheme tabled before the Board;

**RESOLVED FURTHER THAT** the draft Scheme and the report as per the section 232(2)(c) of the Act explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, debenture holders, debenture trustees, and employees, as tabled before the Board and initialed by the Chairman for the purposes of identification be and is hereby considered and approved;

**RESOLVED FURTHER THAT** the Directors of the Company, Ms. Sanjyot Rangnekar, Mr. Rameshchandra Chechani, Mr. Hitesh Marthak, Mr. Abhijeet Shinde, Mr. Vipesh Ghadi and Ms. Madhur Mittal, Authorised Signatories of the Company, be and are hereby severally authorised, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed thereunder and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities, if required;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Mumbai for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;





- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;
- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- k) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising there at;
- l) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- m) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Common Seal be affixed wherever necessary in the presence of the Authorised Persons who shall sign the same in token thereof in accordance with the Articles of Association of the Company;

**RESOLVED FURTHER THAT** any one Director of the Company, be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities / parties as may be necessary and they be requested to act thereon."

**For MMR Social Housing Private Limited**

*J. R. Mirjolkar*  
Jitesh Mirjolkar  
Director  
DIN: 08795146



**Date: December 11, 2021**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF BELLISSIMO ESTATE PRIVATE LIMITED IN THEIR MEETING HELD ON SATURDAY, DECEMBER 11, 2021 AT 10<sup>TH</sup> FLOOR, LODHA EXCELUS, APOLLO MILLS COMPOUND, N. M. JOSHI MARG, MAHALAXMI, MUMBAI – 400011**

**APPROVAL OF SCHEME OF MERGER BY ABSORPTION**

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('the Act') and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors, if any; and subject to the sanction of the National Company Law Tribunal ('Tribunal') and/or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Anantnath Constructions and Farms Private Limited ('First Transferor Company'), Sitaldas Estate Private Limited ('Second Transferor Company'), MMR Social Housing Private Limited ('Third Transferor Company'), Bellissimo Estate Private Limited ('Fourth Transferor Company'), Renovar Green Consultants Private Limited ('Fifth Transferor Company'), Kora Constructions Private Limited ('Sixth Transferor Company'), Luxuria Complex Private Limited ('Seventh Transferor Company'), Odeon Theatres and Properties Private Limited ('Eighth Transferor Company'), and Palava Industrial and Logistics Park Private Limited ('Ninth Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') with effect from the Appointed Date(s) as per the draft scheme tabled before the Board;

**RESOLVED FURTHER THAT** the draft Scheme and the report as per the section 232(2)(c) of the Act explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, debenture holders, debenture trustees, and employees, as tabled before the Board and initialed by the Chairman for the purposes of identification be and is hereby considered and approved;

**RESOLVED FURTHER THAT** the Directors of the Company, Ms. Sanjyot Rangnekar, Mr. Rameshchandra Chechani, Mr. Hitesh Marthak, Mr. Abhijeet Shinde, Mr. Vipesh Ghadi and Ms. Madhur Mittal, Authorised Signatories of the Company, be and are hereby severally authorised, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed thereunder and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities, if required;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Mumbai for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;
- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;



- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- k) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising there at;
- l) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- m) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Common Seal be affixed wherever necessary in the presence of the Authorised Persons who shall sign the same in token thereof in accordance with the Articles of Association of the Company;

**RESOLVED FURTHER THAT** any one Director of the Company, be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities / parties as may be necessary and they be requested to act thereon."

For Bellissimo Estate Private Limited



**Jitesh Mirjolkar**  
Director  
DIN: 08795146



**Date: December 11, 2021**



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF RENOVAR GREEN CONSULTANTS PRIVATE LIMITED IN THEIR MEETING HELD ON SATURDAY, DECEMBER 11, 2021 AT 10<sup>TH</sup> FLOOR, LODHA EXCELUS, APOLLO MILLS COMPOUND, N. M. JOSHI MARG, MAHALAXMI, MUMBAI – 400011**

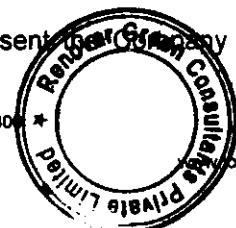
**APPROVAL OF SCHEME OF MERGER BY ABSORPTION**

**“RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('the Act') and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors, if any; and subject to the sanction of the National Company Law Tribunal ('Tribunal') and/or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Ananthnath Constructions and Farms Private Limited ('First Transferor Company'), Sitaldas Estate Private Limited ('Second Transferor Company'), MMR Social Housing Private Limited ('Third Transferor Company'), Bellissimo Estate Private Limited ('Fourth Transferor Company'), Renovar Green Consultants Private Limited ('Fifth Transferor Company'), Kora Constructions Private Limited ('Sixth Transferor Company'), Luxuria Complex Private Limited ('Seventh Transferor Company'), Odeon Theatres and Properties Private Limited ('Eighth Transferor Company'), and Palava Industrial and Logistics Park Private Limited ('Ninth Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') with effect from the Appointed Date(s) as per the draft scheme tabled before the Board;

**RESOLVED FURTHER THAT** the draft Scheme and the report as per the section 232(2)(c) of the Act explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, debenture holders, debenture trustees, and employees, as tabled before the Board and initialed by the Chairman for the purposes of identification be and is hereby considered and approved;

**RESOLVED FURTHER THAT** the Directors of the Company, Ms. Sanjyot Rangnekar, Mr. Rameshchandra Chechani, Mr. Hitesh Marthak, Mr. Abhijeet Shinde, Mr. Vipesh Ghadi and Ms. Madhur Mittal, Authorised Signatories of the Company, be and are hereby severally authorised, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed thereunder and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities, if required;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Mumbai for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;
- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;




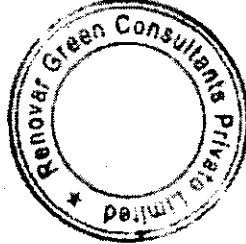
- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- k) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising there at;
- l) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- m) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Common Seal be affixed wherever necessary in the presence of the Authorised Persons who shall sign the same in token thereof in accordance with the Articles of Association of the Company;

**RESOLVED FURTHER THAT** any one Director of the Company, be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities / parties as may be necessary and they be requested to act thereon."

**For Renovar Green Consultants Private Limited**

  
Jitesh Mirjolkar  
Director  
DIN: 08795146



**Date: December 11, 2021**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF KORA CONSTRUCTIONS PVT.LTD. AT ITS MEETING HELD ON SATURDAY, DECEMBER 11, 2021 AT LODHA EXCELUS, N M JOSHI MARG, MAHALAXMI, MUMBAI 400 011**

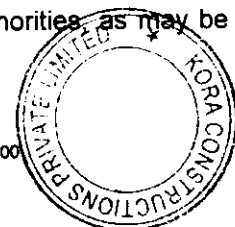
**APPROVAL OF SCHEME OF MERGER BY ABSORPTION**

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('the Act') and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors, if any; and subject to the sanction of the National Company Law Tribunal ('Tribunal') and/or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Anantnath Constructions and Farms Private Limited ('First Transferor Company'), Sitaldas Estate Private Limited ('Second Transferor Company'), MMR Social Housing Private Limited ('Third Transferor Company'), Bellissimo Estate Private Limited ('Fourth Transferor Company'), Renovar Green Consultants Private Limited ('Fifth Transferor Company'), Kora Constructions Private Limited ('Sixth Transferor Company'), Luxuria Complex Private Limited ('Seventh Transferor Company'), Odeon Theatres and Properties Private Limited ('Eighth Transferor Company'), and Palava Industrial and Logistics Park Private Limited ('Ninth Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') with effect from the Appointed Date(s) as per the draft scheme tabled before the Board;

**RESOLVED FURTHER THAT** the draft Scheme and the report as per the section 232(2)(c) of the Act explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, debenture holders, debenture trustees, and employees, as tabled before the Board and initialed by the Chairman for the purposes of identification be and is hereby considered and approved;

**RESOLVED FURTHER THAT** the Directors of the Company, Ms. Sanjyot Rangnekar, Mr. Rameshchandra Chechani, Mr. Hitesh Marthak, Mr. Abhijeet Shinde, Mr. Vipesh Ghadi and Ms. Madhur Mittal, Authorised Signatories of the Company, be and are hereby severally authorised, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed thereunder and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities, if required;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Mumbai for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities as may be required for the purpose of sanction and/or implementation of the Scheme;

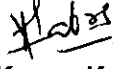


- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;
- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- k) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising there at;
- l) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- m) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Common Seal be affixed wherever necessary in the presence of the Authorised Persons who shall sign the same in token thereof in accordance with the Articles of Association of the Company;

**RESOLVED FURTHER THAT** any one Director of the Company, be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities / parties as may be necessary and they be requested to act thereon."

**For Kora Constructions Private Limited**

  
**Pravin Kumar Kabra**  
Director  
DIN: 01857082



**December 11, 2021**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF LUXURIA COMPLEX PRIVATE LIMITED IN THEIR MEETING HELD ON SATURDAY, DECEMBER 11, 2021 AT 10<sup>TH</sup> FLOOR, LODHA EXCELUS, APOLLO MILLS COMPOUND, N. M. JOSHI MARG, MAHALAXMI, MUMBAI - 400011**

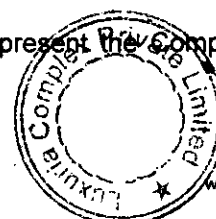
**APPROVAL OF SCHEME OF MERGER BY ABSORPTION**

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('the Act') and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors, if any; and subject to the sanction of the National Company Law Tribunal ('Tribunal') and/or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Anantnath Constructions and Farms Private Limited ('First Transferor Company'), Sitaldas Estate Private Limited ('Second Transferor Company'), MMR Social Housing Private Limited ('Third Transferor Company'), Bellissimo Estate Private Limited ('Fourth Transferor Company'), Renovar Green Consultants Private Limited ('Fifth Transferor Company'), Kora Constructions Private Limited ('Sixth Transferor Company'), Luxuria Complex Private Limited ('Seventh Transferor Company'), Odeon Theatres and Properties Private Limited ('Eighth Transferor Company'), and Palava Industrial and Logistics Park Private Limited ('Ninth Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') with effect from the Appointed Date(s) as per the draft scheme tabled before the Board;

**RESOLVED FURTHER THAT** the draft Scheme and the report as per the section 232(2)(c) of the Act explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, debenture holders, debenture trustees, and employees, as tabled before the Board and initialed by the Chairman for the purposes of identification be and is hereby considered and approved;

**RESOLVED FURTHER THAT** the Directors of the Company, Ms. Sanjyot Rangnekar, Mr. Rameshchandra Chechani, Mr. Hitesh Marthak, Mr. Abhijeet Shinde, Mr. Vipesh Ghadi and Ms. Madhur Mittal, Authorised Signatories of the Company, be and are hereby severally authorised, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed thereunder and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities, if required;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Mumbai for the directions for holding/dispersing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;
- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;



- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- k) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising there at;
- l) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- m) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

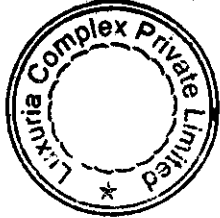
**RESOLVED FURTHER THAT** the Common Seal be affixed wherever necessary in the presence of the Authorised Persons who shall sign the same in token thereof in accordance with the Articles of Association of the Company;

**RESOLVED FURTHER THAT** any one Director of the Company, be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities /parties as may be necessary and they be requested to act thereon."

**For Luxuria Complex Private Limited**



**Vikash Mundhra**  
Director  
DIN: 01921393



**December 11, 2021**



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ODEON THEATRES AND PROPERTIES PRIVATE LIMITED IN THEIR MEETING HELD ON SATURDAY, DECEMBER 11, 2021 AT 10<sup>TH</sup> FLOOR, LODHA EXCELUS, APOLLO MILLS COMPOUND, N. M. JOSHI MARG, MAHALAXMI, MUMBAI – 400011**

**APPROVAL OF SCHEME OF MERGER BY ABSORPTION**

**“RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('the Act') and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors, if any; and subject to the sanction of the National Company Law Tribunal ('Tribunal') and/or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Anantnath Constructions and Farms Private Limited ('First Transferor Company'), Sitaldas Estate Private Limited ('Second Transferor Company'), MMR Social Housing Private Limited ('Third Transferor Company'), Bellissimo Estate Private Limited ('Fourth Transferor Company'), Renovar Green Consultants Private Limited ('Fifth Transferor Company'), Kora Constructions Private Limited ('Sixth Transferor Company'), Luxuria Complex Private Limited ('Seventh Transferor Company'), Odeon Theatres and Properties Private Limited ('Eighth Transferor Company'), and Palava Industrial and Logistics Park Private Limited ('Ninth Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') with effect from the Appointed Date(s) as per the draft scheme tabled before the Board;

**RESOLVED FURTHER THAT** the draft Scheme and the report as per the section 232(2)(c) of the Act explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, debenture holders, debenture trustees, and employees, as tabled before the Board and initialed by the Chairman for the purposes of identification be and is hereby considered and approved;

**RESOLVED FURTHER THAT** the Directors of the Company, Ms. Sanjyot Rangnekar, Mr. Rameshchandra Chechani, Mr. Hitesh Marthak, Mr. Abhijeet Shinde, Mr. Vipesh Ghadi and Ms. Madhur Mittal, Authorised Signatories of the Company, be and are hereby severally authorised, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed thereunder and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities, if required;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Mumbai for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;

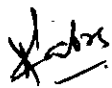


- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;
- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- k) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising there at;
- l) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- m) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Common Seal be affixed wherever necessary in the presence of the Authorised Persons who shall sign the same in token thereof in accordance with the Articles of Association of the Company;

**RESOLVED FURTHER THAT** any one Director of the Company, be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities / parties as may be necessary and they be requested to act thereon."

**For Odeon Theatres and Properties Private Limited**



**Pravin Kumar Kabra**  
Director  
DIN: 01857082



**Date: December 11, 2021**

# PALAVA INDUSTRIAL AND LOGISTICS PARK PRIVATE LIMITED

(Formerly Known as Grandezza Supremous Thane Private Limited)

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF PALAVA INDUSTRIAL AND LOGISTICS PARK PRIVATE LIMITED (PILP) AT ITS MEETING HELD ON SATURDAY, DECEMBER 11, 2021 AT LODHA EXCELUS, N M JOSHI MARG, MAHALAXMI, MUMBAI 400 011**

## **APPROVAL OF SCHEME OF MERGER BY ABSORPTION**

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('the Act') and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors, if any; and subject to the sanction of the National Company Law Tribunal ('Tribunal') and/or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Anantnath Constructions and Farms Private Limited ('First Transferor Company'), Sitaldas Estate Private Limited ('Second Transferor Company'), MMR Social Housing Private Limited ('Third Transferor Company'), Bellissimo Estate Private Limited ('Fourth Transferor Company'), Renovar Green Consultants Private Limited ('Fifth Transferor Company'), Kora Constructions Private Limited ('Sixth Transferor Company'), Luxuria Complex Private Limited ('Seventh Transferor Company'), Odeon Theatres and Properties Private Limited ('Eighth Transferor Company'), and Palava Industrial and Logistics Park Private Limited ('Ninth Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') with effect from the Appointed Date(s) as per the draft scheme tabled before the Board;

**RESOLVED FURTHER THAT** the draft Scheme and the report as per the section 232(2)(c) of the Act explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, debenture holders, debenture trustees, and employees, as tabled before the Board and initialed by the Chairman for the purposes of identification be and is hereby considered and approved;

**RESOLVED FURTHER THAT** the Directors of the Company, Ms. Sanjyot Rangnekar, Mr. Rameshchandra Chechani, Mr. Hitesh Marthak, Mr. Abhijeet Shinde, Mr. Vipesh Ghadi and Ms. Madhur Mittal, Authorised Signatories of the Company, be and are hereby severally authorised, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed thereunder and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities, if required;
- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Mumbai for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;



# PALAVA INDUSTRIAL AND LOGISTICS PARK PRIVATE LIMITED

(Formerly Known as Grandezza Supremous Thane Private Limited)

- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;
- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- k) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising there at;
- l) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- m) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Common Seal be affixed wherever necessary in the presence of the Authorised Persons who shall sign the same in token thereof in accordance with the Articles of Association of the Company;

**RESOLVED FURTHER THAT** any one Director of the Company, be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities /parties as may be necessary and they be requested to act thereon."

**For Palava Industrial and Logistics Park Private Limited**

  
**Sushil Kumar Modi**  
Director  
DIN: 07793713



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF MACROTECH DEVELOPERS LIMITED AT ITS MEETING HELD THROUGH VIDEO CONFERENCE ON SATURDAY, DECEMBER 11, 2021 AT LODHA EXCELUS, N. M. JOSHI MARG MAHALAXMI, MUMBAI – 400011**

**APPROVAL OF SCHEME OF MERGER BY ABSORPTION OF 9 WHOLLY OWNED SUBSIDIARIES WITH THE COMPANY**

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder ('the Act') and enabling provisions in the Memorandum of Association of the Company; and subject to requisite and applicable approvals from the shareholders and the creditors, if any; and subject to the sanction of the National Company Law Tribunal ('Tribunal') and/or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded to the Merger by Absorption of Anantnath Constructions and Farms Private Limited ('First Transferor Company'), Sitaldas Estate Private Limited ('Second Transferor Company'), MMR Social Housing Private Limited ('Third Transferor Company'), Bellissimo Estate Private Limited ('Fourth Transferor Company'), Renovar Green Consultants Private Limited ('Fifth Transferor Company'), Kora Constructions Private Limited ('Sixth Transferor Company'), Luxuria Complex Private Limited ('Seventh Transferor Company'), Odeon Theatres and Properties Private Limited ('Eighth Transferor Company'), and Palava Industrial and Logistics Park Private Limited ('Ninth Transferor Company') with Macrotech Developers Limited ('Transferee Company') and their respective shareholders ('Scheme') with effect from the Appointed Date(s) as per the draft scheme tabled before the Board;

**RESOLVED FURTHER THAT** the draft Scheme and the report as per the section 232(2)(c) of the Act explaining the effect of the Scheme on the equity shareholders, key managerial personnel, promoters and non-promoter shareholders, creditors, debenture holders, debenture trustees, and employees, as tabled before the Board and initialed by the Company Secretary for the purposes of identification be and is hereby considered and approved;

**RESOLVED FURTHER THAT** the Board hereby takes note of the certificate dated December 11, 2021, issued by MSKA & Associates, the statutory auditors of the Company, certifying that the accounting treatment in the Scheme is in compliance with all the applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013;

**RESOLVED FURTHER THAT** Mr. Sushil Kumar Modi, Chief Financial Officer of the Company, Ms. Sanjyot Rangnekar, Company Secretary of the Company, Mr. Rameshchandra Chechani, Mr. Hitesh Marthak, Mr. Abhijeet Shinde, Mr. Vipesh Ghadi and Ms. Madhur Mittal, Authorised Signatories of the Company, be and are hereby severally authorised, to do all such acts, deeds and things including but not limited to the following and execute all necessary documents in connection with the above:

- a) Making such alterations and changes in the Scheme, as may be expedient or necessary or for satisfying the conditions/requirement imposed by the Tribunal, and/or any other statutory/regulatory authorities;
- b) To verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all deeds, declarations, instruments, vakalatnamas, applications, petitions, affidavits, objections, notices and writings, and all manner of documents, petitions, affidavits and applications under Companies Act, 2013, rules framed thereunder and any other law for the time being in force, and do whatsoever as may be usual, necessary, proper or to expedite in relation to the aforesaid matter;
- c) Give such directions as they may consider necessary to settle any question or difficulty arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- d) To make necessary applications, petitions, appeals and judges summons to the competent authorities for the purpose of obtaining requisite approvals including in principle approvals as and

when required before any Stock Exchange(s), Tribunal, SEBI or Statutory/regulatory authorities, if required;

- e) To file applications and/or petitions and/or affidavits before the National Company Law Tribunal at Mumbai for the directions for holding/dispensing meetings of the shareholders and creditors and for sanction of the Scheme;
- f) To file requisite forms with the Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- g) To make necessary applications/submissions to various Statutory/regulatory Authorities, as may be required for the purpose of sanction and/or implementation of the Scheme;
- h) To engage any counsel, consultant, firms, advocates, solicitors to advise and represent the Company before competent authorities;
- i) To represent the Company before the Securities and Exchange Board of India, Stock Exchanges, the National Company Law Tribunal / Appellate Tribunal / any other Court, the Registrar of Companies, Regional Director and any other Government or quasi Government or any other authority as may be necessary or required for the purpose of giving effect to the Scheme;
- j) To accept service of notices or other processes which may from time to time be issued in connection with the matter aforesaid;
- k) To produce all documents, matters or other evidence in connection with the matters aforesaid and all and any of other proceedings incidental thereto or arising there at;
- l) Giving any directions for settling any question or doubt or difficulty whatsoever that may arise to give effect to this resolution, Scheme or any other documents pertaining to the Scheme; and
- m) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Common Seal be affixed wherever necessary in the presence of the Authorised Persons who shall sign the same in token thereof in accordance with the Articles of Association of the Company;

**RESOLVED FURTHER THAT** any one Director along with any one of the Designated Authorised Representative or the Company Secretary of the Company, be and are hereby authorized to issue a 'true copy' of this resolution to the concerned authorities /parties as may be necessary and they be requested to act thereon."

**Certified To Be True Copy  
For Macrotech Developers Limited**

  
**Sanjyot Rangnekar**  
Company Secretary  
Membership No.: F4154



**Date: December 11, 2021**