

CIN No. : U40106GJ2014PTC079753



**Admn. Office :** "Yamuna House" 1st Floor, A-3, Shree Ganesh Nagar Housing Society, Ramakaka Temple Road, Chhani, Vadodara - 391 740. Ph.: 0265 - 2773672, 2773535, E-mail : info@yamunabio.com, yamunaindustries\_chhani@hotmail.com, Web : www.yamunabio.com  
**Div-II :** 69, At. & Post : Padgol, Vadtal-Valetva Road, Ta. Petlad, Dist. Anand - 388 440.

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON AUGUST 10, 2022 AT REGISTERED OFFICE OF THE COMPANY AT A – 3 SHREE GANESH NAGAR CHHANI VADODARA GUJARAT 390002.**

### SCHEME OF ARRANGMENT

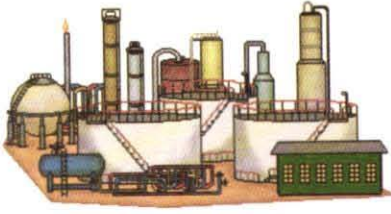
**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the rules and regulations made thereunder and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approval / consents / sanctions and permissions of the shareholders and / or creditors of the Company, National Company Law Tribunal ("Tribunal"), Securities and Exchange Board of India ("SEBI"), Stock Exchange and such other regulatory authorities, as may be required under applicable laws, regulations, and guidelines, consent of the Board of Directors of the Company (hereinafter referred to as "the Board") be and is hereby accorded to the draft Scheme of Arrangement between Yamuna Bio Energy Private Limited ('YBEPL') and Kotyark Industries Limited ('KIL') and their respective shareholders and creditors, providing, inter alia, for amalgamation of YBEPL with KIL, in the present form or with such alterations, modifications as may be approved or imposed or directed by National Company law Tribunal or any other regulatory authority, as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Director for the purposes of identification;

**RESOLVED FURTHER THAT** the Company be and is hereby authorized to make necessary applications to government, judicial, quasi-judicial and other statutory authorities or regulatory authority or any other body or agency, in relation to seeking relevant regulatory approval(s) or sanction(s) for the Scheme and any other approvals required in connection with the Scheme;

**"RESOLVED FURTHER THAT** any director of the Company being the Authorized Signatory, for the purpose of giving effect to this resolution, be and are hereby severally authorized to take all the necessary steps as under -

- a) file the Scheme and / or any other document / information / details / submissions with the government, judicial, quasi-judicial and other statutory authorities or regulatory authorities or any other body or agency to obtain their approval(s) or sanction(s) to the provisions of the Scheme or for giving effect thereto;
- b) to make or assent to any alteration or modification to the Scheme as may be expedient or necessary or to satisfy any condition(s) / requirement imposed by the SEBI, the Stock Exchange, the NCLT, or any statutory or regulatory authorities, as the case may be and may give such directions, they may consider necessary and to settle any doubt, question, difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, mailers and things for putting the Scheme into effect
- c) sign and file the application(s) with the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable, seeking directions as to convening / dispensing with the meeting of the shareholders and / or creditors (secured or unsecured) of the Company and other usual directions with respect to the scheme, and where necessary, to take steps to convene and hold such meetings as per such directions;





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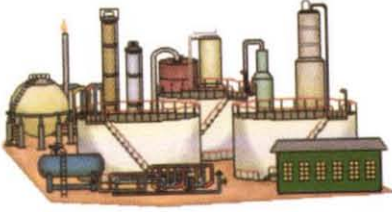
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- d) finalize and settle the draft of the notices for convening the shareholders' and/or creditors' meetings as directed by the Tribunal or otherwise and the draft of the explanatory statement with any modifications as they may deem fit;
- e) approval of notices along with explanatory statement and the conduct of process for seeking approval of shareholders and / or creditors to the Scheme, as applicable;
- f) conducting the meetings of the shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting, if the Tribunal does not dispense with the meetings;
- g) prepare, sign and file applications, petitions, documents, affidavits, vakalatnama undertakings, reports, pleadings and other documents relating to the Scheme to the Tribunal or any other appropriate authority under the applicable provisions of the Act;
- h) to settle any question or difficulty that may arise with regard to the implementation of the Scheme;
- i) to fix record date and take all necessary steps for giving effect and implementing the Scheme;
- j) to issue notice to the Registrar of Companies, Official Liquidator or other persons affected by the Scheme, inviting objections or suggestions to the Scheme;
- k) to file petition(s) for confirmation of the Scheme by the Tribunal or such other competent authority;
- l) to prepare and 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, and sign and issue public advertisements and notices;
- m) to obtain necessary approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- n) to sign all notices, applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;
- o) 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 valuation report dated August 10, 2022 submitted by the independent valuer CS Abhishek Chhajed, on the share SWAP / Entitlement ratio as set out in the draft Scheme of Arrangement, placed before the Board, is hereby approved and adopted for the purposes of the Scheme;

**RESOLVED FURTHER THAT** the Fairness opinion dated August 10, 2022 of Beeline Capital and Advisors Private Limited, a SEBI registered Category I Merchant Banker certifying the share SWAP / Entitlement ratio report as placed before the Board, be and is hereby taken on record and approved for the purposes of the Scheme;





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**"RESOLVED FURTHER THAT** any of the Directors of the Company being the Authorized Signatory, 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."

**//CERTIFIED TO BE TRUE COPY//**

For, Yamuna Bio Energy Private Limited



**Gaurang Rameshchandra Shah**  
Director  
DIN: 03502841  
Place: Vadodara