UFO CINE MEDIA NETWORK

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF UFO MOVIEZ INDIA LIMITED ("THE COMPANY") AT ITS BOARD MEETING HELD ON JUNE 3, 2024 AT MUMBAI THROUGH VIDEO CONFERENCING

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with section 66 and all other applicable provisions, if any, of the Companies Act, 2013, the rules and regulations made thereunder ("**Act**") 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, approval from BSE Limited ("**BSE**"), National Stock Exchange India Limited ("**NSE**"), Securities and Exchange Board of India ("**SEBI**") and sanction of the National Company Law Tribunal ("**Tribunal**") constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, or such other competent authority as may be applicable, and such other approvals / permissions, as may be required under applicable laws, regulations and guidelines issued by the regulatory authorities and based on the recommendation of the Audit and Risk Management Committee of the Company and Independent Directors of Company, the consent of the Board of Directors of the Company (hereinafter referred to as "**the Board**") be and is hereby accorded for the Scheme of Arrangement amongst Scrabble Digital Limited ("SDL" or "Transferor Company 1") and UFO Software Technologies Private Limited ("USTPL" or "Transferor Company 2") and UFO Moviez India Limited ("UFO" or "Transferee Company") and their respective shareholders (**"Scheme**") as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Chairman of the meeting for the purposes of identification. The proposed scheme, inter alia, provides for:

(i) Amalgamation of Transferor Company 1 and Transferor Company 2 with Transferee Company; and

(ii) Upon effecting the amalgamation, reduction of Securities Premium Account of Transferee Company against the debit balance of Profit and Loss Account, debit balance of Amalgamation Deficit Reserve Account, any debit balance of Amalgamation Deficit Reserve Account arises on proposed amalgamation.

RESOLVED FURTHER THAT, the draft certificate issued by M/s. B S R & Co. LLP, Statutory Auditors of the Company certifying the accounting treatment contained in the draft Scheme is in compliance with all accounting standards, as placed before the Board, and initialed by the Chairman for the purposes of identification, be and is hereby accepted and approved.

RESOLVED FURTHER THAT the report of the Audit and Risk Management Committee dated June 3, 2024 and Independent Directors Committee Report dated June 3, 2024, recommending the draft Scheme, taking into consideration, inter alia, the aforesaid certificate from Statutory Auditors, as placed before the Board be and is hereby accepted and taken on record.

RESOLVED FURTHER THAT, the report of the Board dated June 3, 2024 in terms of Section 232(2)(c) of the Companies Act, 2013, as placed before the Board, be and is hereby accepted and taken on record and that the same be signed on behalf of the Board by any of the Directors.

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 BSE Limited be and is hereby chosen/ appointed as designated stock exchange for the purpose of coordinating with SEBI and for the said Scheme and matters connected therewith.

RESOLVED FURTHER THAT the existing Scheme Implementation Committee comprising of Mr. Sanjay Gaikwad, Managing Director, Mr. Rajesh Mishra Executive Director & Group CEO and Mr. Ameya Hete, Director, be and is hereby authorized to make and agree to such modifications or alterations or amendments to the draft Scheme which do not amount to a material change to the substance of the Scheme and which (a) may otherwise be considered necessary, desirable, expedient or appropriate; or (b) may be necessary to comply with any conditions or limitations that any regulatory authorities (including but not limited to the relevant stock exchanges, the Securities and Exchange Board of India ("**SEBI**"), and Tribunal) may deem fit to direct or impose; or (c) may finalise, approve and issue the Notice of the Tribunal convened meeting of shareholders and creditors (if required) along with the Explanatory Statement thereto as may be directed by the Tribunal or (d) may be necessary for solving all difficulties that may arise for carrying out in the Scheme; or (e) do all acts deeds and things necessary for putting the Scheme into effect.

RESOLVED FURTHER THAT of the authorized signatories comprising of any of the Directors of the Company; Mr. Ashish Malushte, Chief Financial Officer; Mr. Sushil Agrawal, Chief Strategy Officer; Mrs. Kavita Thadeshwar, Company Secretary; Mr. Sanjay Jain, Consultant – Legal and Mr. Sudalaimani Konar, AVP – Finance & Accounts (Collectively referred to as "**Authorized Persons**"), be and are hereby severally authorized to file all such applications, notices, certificates, documents and other instruments as shall appear to be necessary or appropriate with any local or foreign governmental or regulatory authorities (including but not limited to the relevant stock exchanges, SEBI, and Tribunal) in connection with the Scheme (collectively the "**Approvals**") and the Authorized Persons be and are hereby severally authorized to seek such Approvals from, and to give such notices to, any private persons or entities as are necessary, or are reasonably deemed necessary or appropriate in relation to the Scheme and that the Authorized Persons be and are hereby severally authorized to sign the relevant applications with or without amendments, modifications or alterations for Approvals on behalf of the Company and do all such other acts, deeds, matters and things and to finalize and execute all such deeds documents and writings as they consider necessary, desirable or expedient.

RESOLVED FURTHER THAT any of the Authorized Persons be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board, *inter alia*, in order to:-

(a) Finalise and settle the Scheme including carrying out of any modification(s) thereof;

(b) Making appropriate applications, filings and (as applicable) to notify, obtain no- objection letter or approval from and/or represent before the relevant stock exchanges, SEBI, Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities or any other regulatory authority(ies), in India or abroad, for approval and for the purpose of carrying into effect the Scheme;

(c) Filing of application(s)/ summons/ affidavits/ petition(s), if required, with the Tribunal or such other competent authority(ies) seeking directions as to convening or asking for dispensation of the meetings of the shareholders of the Company as may considered necessary, to give effect to the Scheme and to file all necessary affidavits, papers and proceedings;

(d) Filing of consent affidavits, if required, with the Tribunal or such other competent authority(ies) as shareholders and creditors of SDL or USTPL and providing consent for dispensation of the meetings of the shareholders and creditors of SDL or USTPL;

(e) Finalise 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;

(f) Conducting the meetings of Shareholders and/or 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) Filing of petitions, if required, for confirmation and sanction of the Scheme by the Tribunal or such other competent authority(ies);

(h) Prepare, sign, file applications, petitions, documents, affidavits, vakalatnama and other documents relating to the Scheme;

(i) File affidavits, pleadings, reports, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage and instruct Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary and sign and issue public advertisements and notices;

(j) To apply and obtaining approval from Central Government and /or such other regulatory or statutory authorities or other authorities and parties including the shareholders, lenders, financial institutions, creditors, as may be considered necessary, to the Scheme;

(k) To approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable including but not limited to making filing with the concerned Registrar of Companies, Regional Directors and other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;

(l) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Tribunal or any other appropriate authority, as may be required;

(m) 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 Government or the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable;

(n) Settling any questions or doubts or any difficulties that may arise with regards to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to the Scheme and this resolution;

(o) Accepting services of notices or other process which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or person concerned;

(p) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;

(q) Signing all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements, notices, reports, e-forms to be filed with the Registrar of Companies, during the process etc., which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions including but not limited to from the Tribunal and for this purpose, to appear in person and/or represent the Company before the Tribunal or any other authority and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the Tribunal or any other authority;

(r) Pay/authorise payments of stamp duties, taxes, charges, fees and such other payments as may be necessary;

(s) Taking all procedural steps for having the Scheme sanctioned by the Tribunal including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary; and

(t) Doing 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.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary, as per the provisions of Articles of Association of the Company and in presence of any one of the above Authorized Persons and that the Common Seal be moved from the registered office, if required.

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary 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.**"**

CERTIFIED TO BE TRUE COPY

For UFO Moviez India Limited

KAVITA BHAVESH THADESHWAR

Digitally signed by KAVITA BHAVESH THADESHWAR
Date: 2024.06.05 19:57:59 +05'30'

Kavita Thadeshwar
Company Secretary

Date: June 5, 2024
Place: Mumbai

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SCRABBLE DIGITAL LIMITED ("THE COMPANY") AT ITS BOARD MEETING HELD ON JUNE 03, 2024 AT VALUABLE TECHNO PARK, PLOT NO. 53/1, ROAD NO. 7, MIDC, MAROL, ANDHERI (EAST), MUMBAI – 400093

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 66 and Section 52 and all other applicable provisions, if any, of the Companies Act, 2013, the rules and regulations made thereunder ("**Act**") 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, sanction of the National Company Law Tribunal ("**Tribunal**") constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, or such other competent authority as may be applicable, and such other approvals / permissions, as may be required under applicable laws, regulations and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as ("**the Board**") be and is hereby accorded for the Scheme of Arrangement amongst Scrabble Digital Limited ("SDL" or "Transferor Company 1") and UFO Software Technologies Private Limited ("USTPL" or "Transferor Company 2") (together known as "Transferor Companies") and UFO Moviez India Limited ("UFO" or "Transferee Company") and their respective shareholders (**"Scheme**") as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Chairman of the meeting for the purposes of identification.

RESOLVED FURTHER THAT the report of the Board dated June 03, 2024 in terms of Section 232(2)(c) of the Companies Act, 2013, as placed before the Board, be and is hereby accepted and taken on record and that the same be signed on behalf of the Board by any of the Directors.

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 of the authorized signatories comprising of any of the Directors of the Company; Ms. Kavita Thadeshwar- Authorised Signatory; Mr. Sanjay Jain -Authorised Signatory and Mr. Sudalaimani Konar - Authorised Signatory (Collectively referred to as "**Authorized Persons**"), be and are hereby severally authorized to file all such applications, notices, certificates, documents and other instruments as shall appear to be necessary or appropriate with any local or foreign governmental or regulatory authorities in connection with the Scheme (collectively the "**Approvals**") and the Authorized Persons be and are hereby severally authorized to seek such Approvals from, and to give such notices to, any private persons or entities as are necessary, or are reasonably deemed

necessary or appropriate in relation to the Scheme and that the Authorized Persons be and are hereby severally authorized to sign the relevant applications with or without amendments, modifications or alterations for Approvals on behalf of the Company and do all such other acts, deeds, matters and things and to finalize and execute all such deeds documents and writings as they consider necessary, desirable or expedient.

RESOLVED FURTHER THAT Authorized Persons be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board, *inter alia*, in order to:-

(a) Finalise and settle the Scheme including carrying out of any modification(s) thereof;

(b) Making appropriate applications, filings and (as applicable) to notify, obtain no-objection letter or approval from and/or represent before the Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities, Official Liquidator or any other regulatory authority(ies), in India or abroad, for approval and for the purpose of carrying into effect the Scheme;

(c) Filing of application(s)/ summons/ affidavits/ petition(s), if required, with the Tribunal or such other competent authority(ies) seeking directions as to convening or asking for dispensation of the meetings of the shareholders of the Company as may considered necessary, to give effect to the Scheme and to file all necessary affidavits, papers and proceedings;

(d) Finalise 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) Conducting the meetings of Shareholders and/or 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;

(f) Filing of petitions, if required, for confirmation and sanction of the Scheme by the Tribunal or such other competent authority(ies);

(g) Prepare, sign, file applications, petitions, documents, affidavits, vakalatnama and other documents relating to the Scheme;

(h) File affidavits, pleadings, reports, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage and instruct Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary and sign and issue public advertisements and notices;

(i) To apply and obtaining approval from Central Government and /or such other regulatory or statutory authorities or other authorities and parties including the

shareholders, lenders, financial institutions, creditors, as may be considered necessary, to the Scheme;

(j) To approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable including but not limited to making filing with the concerned Registrar of Companies, Regional Directors and other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;

(k) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Tribunal or any other appropriate authority, as may be required;

(l) 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 Government or the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable;

(m) Settling any questions or doubts or any difficulties that may arise with regards to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to the Scheme and this resolution;

(n) Accepting services of notices or other process which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or person concerned;

(o) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;

(p) Signing all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements, notices, reports, e-forms to be filed with the Registrar of Companies, during the process etc., which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions including but not limited to from the Tribunal and for this purpose, to appear in person and/or represent the Company before the Tribunal or any other authority and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the Tribunal or any other authority;

(q) Pay/authorise payments of stamp duties, taxes, charges, fees and such other payments as may be necessary;

(r) Taking all procedural steps for having the Scheme sanctioned by the Tribunal including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary; and

(s) Doing 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.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary, as per the provisions of Articles of Association of the Company and in presence of any one of the above Authorized Persons and that the Common Seal be moved from the registered office, if required.

RESOLVED FURTHER THAT any of the Directors 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."

CERTIFIED TO BE TRUE COPY

For Scrabble Digital Limited

RAJESH BHAGWATI MISHRA

Digitally signed by RAJESH BHAGWATI MISHRA
Date: 2024.06.05 19:58:57 +05'30'

Rajesh Mishra
Director
Date: June 05, 2024

Annexure 1.3

UFO SOFTWARE TECHNOLOGIES PRIVATE LIMITED

Regd. Office: Office No. 902, 9th Floor, Ackruti Star, Central Road, MIDC,
Andheri (East), Mumbai- 400093, Maharashtra
CIN No: U74899MH2005PTC284653

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF UFO SOFTWARE TECHNOLOGIES PRIVATE LIMITED ("THE COMPANY") AT ITS BOARD MEETING HELD ON JUNE 03, 2024 AT VALUABLE TECHNO PARK, PLOT NO. 53/1, ROAD NO. 7, MIDC, MAROL, ANDHERI (EAST), MUMBAI – 400093

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Section 66 and Section 52 and all other applicable provisions, if any, of the Companies Act, 2013, the rules and regulations made thereunder ("**Act**") 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, sanction of the National Company Law Tribunal ("**Tribunal**") constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, or such other competent authority as may be applicable, and such other approvals / permissions, as may be required under applicable laws, regulations and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as ("**the Board**") be and is hereby accorded for the Scheme of Arrangement amongst Scrabble Digital Limited ("SDL" or "Transferor Company 1") and UFO Software Technologies Private Limited ("USTPL" or "Transferor Company 2") (together known as "Transferor Companies") and UFO Moviez India Limited ("UFO" or "Transferee Company") and their respective shareholders (**"Scheme**") as per the terms and conditions mentioned in the Scheme placed before the Board and initiated by the Chairman of the meeting for the purposes of identification.

RESOLVED FURTHER THAT, the report of the Board dated June 03, 2024 in terms of Section 232(2)(c) of the Companies Act, 2013, as placed before the Board, be and is hereby accepted and taken on record and that the same be signed on behalf of the Board by any of the Directors.

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 of the authorized signatories comprising of any of the Directors of the Company; Ms. Kavita Thadeshwar- Authorised Signatory; Mr. Sanjay Jain- Authorised Signatory and Mr. Sudalaimani Konar - Authorised Signatory (Collectively referred to as "**Authorized Persons**"), be and are hereby severally authorized to file all such applications, notices, certificates, documents and other instruments as shall appear to be necessary or appropriate with any local or foreign governmental or regulatory authorities in connection with the Scheme (collectively the "**Approvals**") and the Authorized Persons be and are hereby severally authorized to seek such Approvals from, and to give such notices to, any private persons or entities as are necessary, or are

reasonably deemed necessary or appropriate in relation to the Scheme and that the Authorized Persons be and are hereby severally authorized to sign the relevant applications with or without amendments, modifications or alterations for Approvals on behalf of the Company and do all such other acts, deeds, matters and things and to finalize and execute all such deeds documents and writings as they consider necessary, desirable or expedient.

RESOLVED FURTHER THAT Authorized Persons be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board, *inter alia*, in order to:-

(a) Finalise and settle the Scheme including carrying out of any modification(s) thereof;

(b) Making appropriate applications, filings and (as applicable) to notify, obtain no-objection letter or approval from and/or represent before the Registrar of Companies, Ministry of Corporate Affairs, Regional Director, Income Tax authorities, Official Liquidator or any other regulatory authority(ies), in India or abroad, for approval and for the purpose of carrying into effect the Scheme;

(c) Filing of application(s)/ summons/ affidavits/ petition(s), if required, with the Tribunal or such other competent authority(ies) seeking directions as to convening or asking for dispensation of the meetings of the shareholders of the Company as may considered necessary, to give effect to the Scheme and to file all necessary affidavits, papers and proceedings;

(d) Finalise 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) Conducting the meetings of Shareholders and/or 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;

(f) Filing of petitions, if required, for confirmation and sanction of the Scheme by the Tribunal or such other competent authority(ies);

(g) Prepare, sign, file applications, petitions, documents, affidavits, vakalatnama and other documents relating to the Scheme;

(h) File affidavits, pleadings, reports, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage and instruct Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary and sign and issue public advertisements and notices;

(i) To apply and obtaining approval from Central Government and /or such other regulatory or statutory authorities or other authorities and parties including the

shareholders, lenders, financial institutions, creditors, as may be considered necessary, to the Scheme;

(j) To approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable including but not limited to making filing with the concerned Registrar of Companies, Regional Directors and other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;

(k) Signing and executing request letters/no-objection/sanction letters for dispensation of the meeting(s) of the shareholders of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to the Tribunal or any other appropriate authority, as may be required;

(l) 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 Government or the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable;

(m) Settling any questions or doubts or any difficulties that may arise with regards to the Scheme, including passing of accounting entries and/or making such other adjustments in the books of account as are considered necessary to the Scheme and this resolution;

(n) Accepting services of notices or other process which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or other processes to parties or person concerned;

(o) Producing all documents, matters or other evidence in connection with the matters aforesaid and any other proceedings incidental thereto or arising therefrom;

(p) Signing all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements, notices, reports, e-forms to be filed with the Registrar of Companies, during the process etc., which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions including but not limited to from the Tribunal and for this purpose, to appear in person and/or represent the Company before the Tribunal or any other authority and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the Tribunal or any other authority;

UFO SOFTWARE TECHNOLOGIES PRIVATE LIMITED

Regd. Office: Office No. 902, 9th Floor, Ackruti Star, Central Road, MIDC,
Andheri (East), Mumbai- 400093, Maharashtra
CIN No: U74899MH2005PTC284653

(q) Pay/authorise payments of stamp duties, taxes, charges, fees and such other payments as may be necessary;

(r) Taking all procedural steps for having the Scheme sanctioned by the Tribunal including, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary; and

(s) Doing 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.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary, as per the provisions of Articles of Association of the Company and in presence of any one of the above Authorized Persons and that the Common Seal be moved from the registered office, if required.

RESOLVED FURTHER THAT any of the Directors 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.**"**

CERTIFIED TO BE TRUE COPY

For UFO Software Technologies Private Limited

RAJESH BHAGWATI MISHRA

Digitally signed by RAJESH BHAGWATI MISHRA
Date: 2024.06.05 19:59:27 +05'30'

Rajesh Mishra
Director

Date: June 05, 2024