

INLAND PRINTERS LIMITED

Reg. Off.: 800, Sangita Ellipse, Sahakar Road, Vile Parle (East), Mumbai-400057
Tel.: (022)-40482500 **Email:** inlandprintersltd@gmail.com
CIN: L99999MH1978PLC020739 **Website:** www.inlandprinters.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF INLAND PRINTERS LIMITED (THE COMPANY) HELD ON FRIDAY, 7TH JULY, 2023 AT 2.00 P.M. AT THE REGISTERD OFFICE OF THE COMPANY.

Approval of amendments to the scheme of Amalgamation of Parthiv Corporate Advisory Pvt Ltd with the Company.

The Chairman informed at the meeting that issuance of shares to the shareholders of the Transferor Company i.e Parthiv Corporate Advisors Pvt Ltd in the swap ratio recommended by the Registered Valuer Nishant Soni & Associates, Chartered Accountants, will have an expanded capital base which may not be appropriate and required. Also, it would be in the interest of the public Shareholders of the Inland Printers Limited, Transferee Company, as they will have marginally increased shareholding vis a vis the promoters post amalgamation. It would therefore be advisable to issue and allot lower number of shares of the Transferee Company in the swap ratio of 1:27 against the recommended swap ratio of 1:33.35 to bring the same in line with the provisions of Para A, clause 3(b) of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021. After discussion the following resolution was passed.

“RESOLVED THAT pursuant to the provisions of section 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013, applicable rules and regulations made thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company, subject to requisite approval(s) of Shareholders, Creditors of the Company and such other approvals, sanctions and permissions of the Stock exchange, Securities and Exchange Board of India (“SEBI”), National Company Law Tribunal (“NCLT”) and other regulatory or government bodies or institutions as the case may be applicable, pursuant to the recommendation of the Audit Committee and Committee of Independent Directors, the Board of Directors hereby approve to issue the shares to the shareholders of the Parthiv Corporate Advisors Pvt Ltd, Transferor Company in the swap ratio of 1:27 as against the recommended swap ratio by the Registered valuer and accordingly the para 11.1 of Part C of the Scheme of Amalgamation stand amended as under:

11.1 Upon coming into effect of this Scheme and in consideration of the merger of the Transferor Company into and with the Transferee Company including transfer and vesting of the undertaking of the Transferor Company in the Transferee Company, in terms of this Scheme, the Transferee Company shall without any further application or deed, be required to issue and allot to the shareholders of the Transferor Company whose names are recorded in the register of members as a member of the Transferor Company on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of the Transferee Company, 27 equity Shares of the Transferee Company be credited as fully paid-up, for every 1 equity shares of the face value of Rs. 10/- each fully paid-up held by such member in the Transferor Company ("Share Exchange Ratio"). The Transferee Company Shares to be issued by the Transferee Company to the shareholders of the Transferor Company in accordance with this Clause shall be hereinafter referred to as "New Equity Shares" as against the recommended swap ratio of 1:33.35 on the basis of Valuation Report dated 9th March, 2023 to protect the interest of the public shareholders of the Transferee Company and to comply with the provisions of Para A clause 3(b) of SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021.

Upon the issuance of shares as per the above swap ratio, the resultant shareholding pattern of the Transferee Company, upon merger would be as follows:

Name of the shareholders	No of shares	Resultant shareholding (in %)
New Promoters and Promoters group	1,14,44,490	69.83
Public and others	41,06,480	25.06
Old Promoters	8,37,280	5.11
Total	1,63,88,250	100.00

RESOLVED FURTHER THAT the report of the Audit Committee and Independent Director Committee dated 7th July, 2023 recommending revised draft scheme for consideration and approval by the Board of Directors, be and is hereby approved for submission to the stock exchange and SEBI in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021.

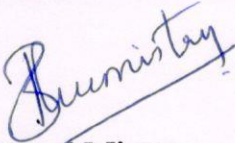
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RESOLVED FURTHER THAT except for the revision to exchange share ratio, all other terms and conditions of the scheme, as approved by the Board, and which are not dealt with in this resolution, shall remain unaltered.

RESOLVED FURTHER THAT copy of these resolutions certified to be true by any Director and/or Company Secretary of the Company be submitted to the concerned authorities or third parties, as applicable and they be requested to act thereon."

For Inland Printers Limited



Bhumi Mistry
Company Secretary & Compliance Office

