



Indian Toners & Developers Ltd.

(A Govt. recognized Export House)
CIN No. : L74993UP1990PLC015721

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F +91-11-4501 7043
M info@indiantoners.com

Corporate Office :
1223, DLF Tower B, Jasola,
New Delhi - 110 025 (India)

EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF INDIAN TONERS AND DEVELOPERS LIMITED HELD ON TUESDAY, MARCH 23, 2016 AT THE CORPORATE OFFICE OF THE COMPANY AT 1223, TOWER 'B' JASOLA, NEW DELHI - 110 025

Consideration and approval of draft Scheme of Arrangement to be entered into among the Company and its 51% Subsidiary and other group companies

"RESOLVED THAT pursuant to the provisions of Section 391 to 394 and other applicable provisions of Companies Act, 1956 or the corresponding provisions of the Companies Act, 2013, including any amendments thereof, (hereinafter referred as the Act), the relevant provisions of Memorandum and Articles of Association of the company and other applicable laws, rules, regulations, bye-laws as the case may be and subject to the requisite approval of the shareholders of the company and the necessary consents, approvals and permissions of the Securities and Exchange Board of India (SEBI), Stock Exchanges where the securities of the Company are listed and any other statutory and regulatory authorities and subject to the sanction of Hon'ble High Court of appropriate jurisdiction and subject to all such conditions and modifications as the case may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the company, the consent of the Board be and is hereby accorded to the Amalgamation of ITDL Imagetec Limited (Transferor Company 1), ABC Commercial Company Limited (Transferor Company 2), Alankar Securities Private Limited (Transferor Company 3), Triveni Securities Private Limited (Transferor Company 4), Mahavir Phototech Private Limited (Transferor Company 5) with the Company.

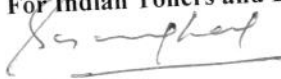
"RESOLVED FURTHER THAT the draft Scheme of Arrangement for amalgamation of ITDL Imagetec Limited (Transferor Company 1), ABC Commercial Company Limited (Transferor Company 2), Alankar Securities Private Limited (Transferor Company 3), Triveni Securities Private Limited (Transferor Company 4), Mahavir Phototech Private Limited (Transferor Company 5) with the Company, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved"

RESOLVED FURTHER THAT the report of the audit committee, considering inter alia the Valuation Report, be and is hereby considered and taken on record.

RESOLVED FURTHER THAT in compliance with the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015, for the purpose of approval under Regulation 37 of the Listing Regulations 2015 and coordinating with SEBI and Stock Exchange, the Board of Directors of the Company hereby designate "BSE Limited" as the Designated Stock Exchange.

RESOLVED FURTHER THAT Mr. Sushil Jain, Chairman & Managing Director and Mr. S. C. Singhal, Company Secretary, of the Company be and are hereby severally authorized to sign, execute and submit all such documents, papers and applications and to do all such acts, deeds and things as may be required or considered necessary or incidental in this regard.

For Indian Toners and Developers Limited


S. C. Singhal
(Company Secretary)
Date: March 23rd, 2016
Place: New Delhi





ITDL IMAGETEC LIMITED

(A subsidiary of Indian Toners & Developers Ltd.)
CIN No. : U93090DL2007PLC158393

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Regd. Office :
1224, DLF Tower B, Jasola,
New Delhi - 110 025 (India)

Annexure 1 A

EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF ITDL IMAGETEC LIMITED HELD ON WEDNESDAY, MARCH 23, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT 1224, DLF TOWER 'B', JASOLA, NEW DELHI – 110 025

“RESOLVED that pursuant to Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (applicable as on date) or any corresponding provisions of the Companies Act, 2013 and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to requisite approval of shareholders and creditors and any other necessary approval required in the matter, and also subject to the sanction of Hon'ble High Court of relevant jurisdiction, the Board do hereby approve the amalgamation of the Company with Indian Toners and Developers Limited.

“RESOLVED FURTHER that the draft Scheme of Arrangement for amalgamation of the Company with Indian Toners and Developers Limited, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved”

RESOLVED FURTHER THAT Sh. Sushil Jain and Sh. Akshat Jain, Directors, of the Company be and are hereby severally authorised to sign the application, petition, affidavit or any other document that may be required to be signed in connection with the sanction to the scheme and to take all steps necessary, in connection with the filing of application with the High Court of appropriate jurisdiction for directions for holding/dispensing meetings of the shareholders/creditors of the Company for filing of petition for confirmation of the scheme by the High Court, and to do all acts and things as may be considered necessary in relation thereto including the necessary application to Registrar of Companies (ROC), Regional Director and such other authorities as may be required”.

Certified True Copy

For ITDL Imagetec Limited

Akshat Jain

Director

AJ

ABC COMMERCIAL COMPANY LIMITED

DELHI OFFICE : 1223, DLF TOWER 'B' JASOLA, NEW DELHI - 110 025. (INDIA)

PHONE: 45017000

REGD. OFFICE : M/S ARATI TRADERS, (OPP. A.S.T.C. VOLVO POINT), NEAR HOTEL FORTUNE, ULUBARI,
G.S. ROAD, GUWAHATI, DIST.SONITPUR, ASSAM - 781 007. (INDIA)

Annexure 1 B

EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF ABC COMMERCIAL COMPANY LIMITED HELD ON WEDNESDAY, MARCH 23, 2016 AT THE CORPORATE OFFICE OF THE COMPANY AT 1223, DLF TOWER 'B', JASOLA, NEW DELHI - 110 025

"**RESOLVED** that pursuant to Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (applicable as on date) or any corresponding provisions of the Companies Act, 2013 and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to requisite approval of shareholders and creditors and any other necessary approval required in the matter, and also subject to the sanction of Hon'ble High Court of relevant jurisdiction, the Board do hereby approve the amalgamation of the Company with Indian Toners and Developers Limited.

"**RESOLVED FURTHER** that the draft Scheme of Arrangement for amalgamation of the Company with Indian Toners and Developers Limited, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved"

RESOLVED FURTHER THAT Sh. Naresh Kumar Maheshwari and Sh. Vishnu Dutt Sharma, Directors, of the Company be and are hereby severally authorised to sign the application, petition, affidavit or any other document that may be required to be signed in connection with the sanction to the scheme and to take all steps necessary, in connection with the filing of application with the High Court of appropriate jurisdiction for directions for holding/dispensing meetings of the shareholders/creditors of the Company for filing of petition for confirmation of the scheme by the High Court, and to do all acts and things as may be considered necessary in relation thereto including the necessary application to Registrar of Companies (ROC), Regional Director and such other authorities as may be required".

Certified True Copy

For ABC Commercial Company Limited



Director

NKM

ALANKAR SECURITIES PVT. LTD.
REGD./H.O.: 110-D, KAMLA NAGAR, DELHI - 110 007 (INDIA)
PH : 45017000

Annexure 1 C

EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF ALANKAR SECURITIES PRIVATE LIMITED HELD ON WEDNESDAY, MARCH 23, 2016 AT THE REGD. OFFICE OF THE COMPANY AT 110-D, KAMLA NAGAR, DELHI - 110 007.

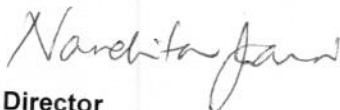
"RESOLVED that pursuant to Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (applicable as on date) or any corresponding provisions of the Companies Act, 2013 and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to requisite approval of shareholders and creditors and any other necessary approval required in the matter, and also subject to the sanction of Hon'ble High Court of relevant jurisdiction, the Board do hereby approve the amalgamation of the Company with Indian Toners and Developers Limited.

"RESOLVED FURTHER that the draft Scheme of Arrangement for amalgamation of the Company with Indian Toners and Developers Limited, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved"

RESOLVED FURTHER THAT Ms. Nandita Jain and Sh. Sanjeev Goel, Directors, of the Company be and are hereby severally authorised to sign the application, petition, affidavit or any other document that may be required to be signed in connection with the sanction to the scheme and to take all steps necessary, in connection with the filing of application with the High Court of appropriate jurisdiction for directions for holding/dispensing meetings of the shareholders/creditors of the Company for filing of petition for confirmation of the scheme by the High Court, and to do all acts and things as may be considered necessary in relation thereto including the necessary application to Registrar of Companies (ROC), Regional Director and such other authorities as may be required".

Certified True Copy

For Alankar Securities Private Limited



Director

TRIVENI SECURITIES PVT. LTD.
REGD./H.O.: 110-D, KAMLA NAGAR, DELHI - 110 007 (INDIA)
PH : 45017000

Annexure 1 C

EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF TRIVENI SECURITIES PRIVATE LIMITED HELD ON WEDNESDAY, MARCH 23, 2016 AT THE REGD. OFFICE OF THE COMPANY AT 110-D, KAMLA NAGAR, DELHI - 110 007.


"RESOLVED that pursuant to Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (applicable as on date) or any corresponding provisions of the Companies Act, 2013 and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to requisite approval of shareholders and creditors and any other necessary approval required in the matter, and also subject to the sanction of Hon'ble High Court of relevant jurisdiction, the Board do hereby approve the amalgamation of the Company with Indian Toners and Developers Limited.

"RESOLVED FURTHER that the draft Scheme of Arrangement for amalgamation of the Company with Indian Toners and Developers Limited, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved"

RESOLVED FURTHER THAT Ms. Nandita Jain and Sh. N.S. Sharma, Directors, of the Company be and are hereby severally authorised to sign the application, petition, affidavit or any other document that may be required to be signed in connection with the sanction to the scheme and to take all steps necessary, in connection with the filing of application with the High Court of appropriate jurisdiction for directions for holding/dispensing meetings of the shareholders/creditors of the Company for filing of petition for confirmation of the scheme by the High Court, and to do all acts and things as may be considered necessary in relation thereto including the necessary application to Registrar of Companies (ROC), Regional Director and such other authorities as may be required".

Certified True Copy

For Triveni Securities Private Limited


Director
NJ

Annexure 1 D

EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF MAHAVIR PHOTOTEC PRIVATE LIMITED HELD ON WEDNESDAY, MARCH 23, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT 1222, DLF TOWER 'B', JASOLA, NEW DELHI - 110 025

"RESOLVED that pursuant to Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956 (applicable as on date) or any corresponding provisions of the Companies Act, 2013 and the relevant provisions of the Memorandum and Articles of Association of the Company and subject to requisite approval of shareholders and creditors and any other necessary approval required in the matter, and also subject to the sanction of Hon'ble High Court of relevant jurisdiction, the Board do hereby approve the amalgamation of the Company with Indian Toners and Developers Limited.

"RESOLVED FURTHER that the draft Scheme of Arrangement for amalgamation of the Company with Indian Toners and Developers Limited, as submitted to this meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved"

RESOLVED FURTHER THAT Sh. Sushil Jain and Sh. Vishnu Dutta Sharma, Directors, of the Company be and are hereby severally authorised to sign the application, petition, affidavit or any other document that may be required to be signed in connection with the sanction to the scheme and to take all steps necessary, in connection with the filing of application with the High Court of appropriate jurisdiction for directions for holding/dispensing meetings of the shareholders/creditors of the Company for filing of petition for confirmation of the scheme by the High Court, and to do all acts and things as may be considered necessary in relation thereto including the necessary application to Registrar of Companies (ROC), Regional Director and such other authorities as may be required".

Certified True Copy

For Mahavir Phototec Private Limited


Director

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