



CERTIFIED TRUE EXTRACT FROM THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF GRASIM INDUSTRIES LIMITED HELD ON 24TH MAY 2019

“RESOLVED THAT pursuant to the provisions of Sections 230 to 233 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable statutory regulations and subject to applicable provisions of the Memorandum and Articles of Association of the Company, sanction of the NCLT at Mumbai having jurisdiction in relation to GPFPL and the NCLT at Ahmedabad, having jurisdiction in relation to the Company (“NCLT(s)”), requisite approvals of the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), if applicable, approval of the members and shareholders of GPFPL and the Company through postal ballot (including e-voting) as prescribed in terms of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities Exchange Board of India (“SEBI”), approval of the respective shareholders / members and creditors of the Company, GPFPL through NCLT convened meetings (unless the same are dispensed with), and statutory / regulatory authorities including the Reserve Bank of India, as may be required, the draft Scheme of Amalgamation of GPFPL with the Company, and their respective shareholders, creditors on the terms and conditions as stated in the Scheme be and is hereby accepted and approved.

RESOLVED FURTHER THAT in the opinion of the Board, the proposed amalgamation will be advantageous and beneficial to the Company and its shareholders, creditors and all other stakeholders of the Company and that the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and provisions of SEBI Listing Regulation, approval of the Board be and is hereby accorded to conduct a E-Voting / Postal Ballot to seek the approval of the Members and Shareholders of the Company for approval of the Scheme.

RESOLVED FURTHER THAT BSE Limited be and is hereby designated as the “Designated Stock Exchange” for coordinating with SEBI for obtaining approval of SEBI in accordance with SEBI Listing Regulation.

RESOLVED FURTHER THAT a Merger Committee of the Board of Directors of the Company, be and is hereby constituted comprising of:

- Mr. Arun Thiagarajan
- Mr. O. P. Rungta
- Mr. Dilip Gaur





RESOLVED FURTHER THAT the quorum for the meeting of the Merger Committee shall be two members and that the Sitting Fees @ Rs. 20,000 (Rupees Twenty Thousand only) per meeting shall be paid to the Non-Executive Directors of the Committee, for attending the meetings of the said Committee to be held from time to time.

RESOLVED FURTHER THAT without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Company's directors / officers / authorised person(s) elsewhere in these resolutions, the Merger Committee be and is hereby authorised, empowered and deemed to have been authorised and empowered to exercise all powers and discharge all functions which the Board is authorised for the purpose of implementing the Scheme, including the following:

- a. To finalise the Scheme in consultation with the Legal Consultants, on the broad terms approved by the Board;
- b. to do and to perform and to authorise the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon sanction of the Scheme by, amongst others, the NCLT(s) and/or SEBI and/or any other regulatory/ Government authorities, to implement and to make the Scheme effective, without any further approval of the Board;
- c. to assent to and approve any alteration or modification to the Scheme which the NCLT(s) and / or the SEBI and / or any other regulatory/ Government authorities may require or suggest or deem fit to impose;
- d. to settle any question or difficulty arising under the Scheme or with 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);
- e. to make any modifications as the Committee may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in the Scheme;
- f. to give such directions as the Committee may consider necessary or advisable to settle any question or difficulty arising under the Scheme or in regard to 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);
- g. to approve and authorise execution of any agreements, deeds, documents, declarations, affidavits, writings, etc., (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time, in connection with the Scheme;
- h. to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage in case any change and / or modification are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, SEBI, the NCLT (s), and / or any other authority, are in its view not acceptable to the



Grasim Industries Limited
Aditya Birla Centre, 'A' wing, 2nd Floor, S.K. Ahire Marg, Worli, Mumbai 400 030, India
T: +91 22 6652 5000 / 2499 5000 | F: +91 22 6652 5114 / 2499 5114
E: grasim.secretarial@adityabirla.com | W: www.grasim.com | CIN: L17124MP1947PLC000410

Regd. Office: Birlagram, Nagda – 456 331 (M.P.)



Company, and / or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto;

- i. to authorise the Directors/ Officers of the Company to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment / conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, in each case as may be approved by such directors and / or officers, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters, without any further approval of the Board.

RESOLVED FURTHER THAT any one of the following Directors/ Officers of the Company, viz.

- Mr. Dilip Gaur, Managing Director
- Mr. Sushil Agarwal, Whole Time Director & CFO
- Mr. Pavan Jain, Senior President
- Mr. Hemant Kadel, Senior President
- Mr. Shriram Jagetiya, Executive President
- Mrs. Hutokshi Wadia, President & Company Secretary

be and are hereby severally authorised and empowered to for giving effect to the Scheme and any matter arising therefrom or in relation thereto including the conditions precedent, and to:

- a. sign, file, submit or present the draft Scheme and related applications, supplementary applications, documents, replies in connection with the proposed amalgamation with the relevant Stock Exchanges, SEBI or such other regulatory or statutory or Government authorities, as may be required in terms of the applicable laws for obtaining approval of the Scheme;
- b. sign, file, submit or present the Scheme and related applications, petitions, supplementary applications/ petitions, summons, deeds, documents, instruments, rejoinders, replies and to swear affidavits or execute bonds for the proposed amalgamation, appear (in person or through a representative) before the National Company Law Tribunal, or at the offices of the relevant Registrar of Companies, the Regional Director, Department of Company Affairs, or before any other authority or person in connection with the proposed amalgamation and to do any other act, deed or thing which may be ancillary or incidental to the proposed amalgamation or which may otherwise be required for giving effect to any of the provisions contained in the Scheme;
- c. make, prepare, review, amend, execute, swear, declare and register all declarations, affidavits, applications, filings, letters, undertakings, papers and writings as may be required, necessary or expedient under the provisions of various applicable acts, rules, regulations or notifications of the Central and / or State Government(s) and / or any other authorities, including but not limited to NCLT, the Competition Commission of India, the Foreign Investment and Promotion Board, the Reserve Bank of India, Municipal/ local



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- authorities, Registrar of Companies, Sub-Registrar of Assurances, telephone authorities, electricity authorities, postal authorities, and such other applicable authorities or agencies, etc., and to represent the Company in all correspondences, matters and proceedings before them of any nature whatsoever in relation to the above;
- d. suitably inform, apply and / or represent to the Central and / or State Government(s) and/ or local authorities, including but not limited to the Competition Commission of India, SEBI, the Foreign Investment and Promotion Board, the Reserve Bank of India, Sub-Registrar of Assurances, Customs Authorities, Excise Authorities, Income Tax Authorities, Sales Tax authorities, Value Added Tax and Entry Tax Authorities, Employees' State Insurance and Provident Fund Authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and / or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- e. seek directions from the respective NCLT for convening or dispensing with meetings of the shareholders and/or creditors for approving the Scheme and to sign and file undertakings and other documents as may be necessary in this regard;
- f. finalise and issue postal ballot/ e-voting notice and explanatory statement in accordance with the provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and provisions of SEBI Listing Regulation;
- g. finalise and issue the notices for convening the meetings of the shareholders and/ or creditors together with the explanatory statement thereto under Sections 230 to 232 of the Companies Act, 2013 in terms of the directions of the NCLT(s) and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT(s) or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
- h. take all steps for obtaining approvals and/or consents of the shareholders/ creditors of the Company, banks, financial institutions and other authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
- i. consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/required to be sent to the concerned authorities on behalf of the Company;
- j. to verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all, inter alia, deeds, advertisements, announcements, disclosures, declarations, instruments, authorizations, vakalatnamas, applications (including for holding / dispensation of shareholders' / creditors' meetings), petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws/regulations including Companies Act, 2013, and SEBI Listing Regulation in relation to the aforesaid matter and to represent the Company

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in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;

- k. to authenticate any document, instrument, proceeding and record of the Company;
- l. to engage any counsel, merchant bankers, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, share registrars, scrutinizers (for conducting voting through postal ballot, e-voting and voting at NCLT Convened Meeting) or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalise their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to and to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings, vakalatnamas and other related documents in favour of the concerned authorities, advocates, etc. as may be necessary in this regard;
- m. incur such expenses as may be necessary with regard to the above including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- n. appoint one or more attorney(s)/ representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke, remove such persons and to appoint any other person(s) from time to time to act on their behalf; and
- o. to do all such other acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to giving effect to the above or to otherwise give effect to the Scheme and matters related thereto.

RESOLVED FURTHER THAT subject to the directions of the NCLT, the Company do appoint Mr. Arun Thiagarajan, Independent Director or failing him Mr. O. P. Rungta, Independent Director, or such other person as may be directed by the NCLT as Chairman of the NCLT convened meetings of the shareholders and/ or creditors of the Company in relation to the Scheme.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed on the agreements, and any other documents, if required, as provided in the Articles of Association of the Company with any one of the Directors/ Officers mentioned above, who shall sign the same in token thereof.

RESOLVED FURTHER THAT the Common Seal of the Company be sent to Madhya Pradesh and any other State(s), if so required, to facilitate execution of documents, papers, writings etc., in connection with the Scheme.



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RESOLVED FURTHER THAT copies of the foregoing resolutions certified to be true copies by a Director or Company Secretary of the Company be furnished to all concerned as may be necessary.”

**CERTIFIED TRUE COPY
FOR GRASIM INDUSTRIES LIMITED**

**HUTOKSHI WADIA
PRESIDENT & COMPANY SECRETARY**





CERTIFIED EXTRACT FROM THE MINUTES OF THE MEETING OF THE MERGER COMMITTEE OF THE BOARD OF DIRECTORS OF GRASIM INDUSTRIES LIMITED HELD ON 28TH SEPTEMBER 2019

“RESOLVED THAT in continuation to the resolution passed by the Board at its Meeting held on 24th May 2019, pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable statutory regulations and subject to applicable provisions of the Memorandum and Articles of Association of the Company, sanction of the NCLT Mumbai Bench, having jurisdiction in relation to Grasim Premium Fabric Private Limited (GPFPL) and the NCLT Ahmedabad Bench, having jurisdiction in relation to the Company (“NCLT(s)”), requisite approvals of the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”), if applicable, approval of the shareholders of the Company and GPFPL through postal ballot (including e-voting) as prescribed in terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulation) and Securities and Exchange Board of India (“SEBI”) and/or through NCLT convened meetings, as applicable, approval of the respective creditors of the Company and GPFPL through NCLT convened meetings, and statutory / regulatory authorities including the Reserve Bank of India, as may be required, the draft Scheme of Amalgamation of GPFPL with the Company and their respective shareholders and all other concerned (Scheme), a copy of which was tabled before the Committee and duly initialled by the Company Secretary for the purpose of identification, be and is hereby accepted and approved.

RESOLVED FURTHER THAT without affecting the generality of the authorities given and in addition to the authorities given by the Board to the Company’s directors / officers / authorised person(s), any one of the following Director/ Officers of the Company, viz.

- Mr. Dilip Gaur, Managing Director
- Mr. Ashish Adukia, Chief Financial Officer
- Mr. Pavan Jain, Senior President
- Mr. Hemant Kadel, Senior President
- Mrs. Hutokshi Wadia, President & Company Secretary

be and are hereby severally authorised and empowered to for giving effect to the Scheme and any matter arising therefrom or in relation thereto including the conditions precedent, and to:

- a. sign, file, submit or present the draft Scheme and related applications, supplementary applications, documents, replies in connection with the proposed amalgamation with the relevant Stock Exchanges, SEBI or such other regulatory or statutory or Government authorities, as may be required in terms of the applicable laws for obtaining approval of the Scheme;
- b. sign, file, submit or present the draft Scheme and related applications, petitions, supplementary applications/ petitions, summons, deeds, documents, instruments, rejoinders, replies and to swear affidavits or execute bonds for the proposed amalgamation, appear (in person or through a representative) before the National Company Law Tribunal, or at the offices of the relevant Registrar of Companies, the Regional Director, Department of Company Affairs, or before any



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- other authority or person in connection with the proposed amalgamation and to do any other act, deed or thing which may be ancillary or incidental to the proposed amalgamation or which may otherwise be required for giving effect to any of the provisions contained in the Scheme;
- c. make, prepare, review, amend, execute, swear, declare and register all declarations, affidavits, applications, filings, letters, undertakings, papers and writings as may be required, necessary or expedient under the provisions of various applicable acts, rules, regulations or notifications of the Central and / or State Government(s) and / or any other authorities, including but not limited to NCLT, the Competition Commission of India, the Foreign Investment and Promotion Board, the Reserve Bank of India, Municipal/ local authorities, Registrar of Companies, Sub-Registrar of Assurances, telephone authorities, electricity authorities, postal authorities, and such other applicable authorities or agencies, etc., and to represent the Company in all correspondences, matters and proceedings before them of any nature whatsoever in relation to the above;
 - d. suitably inform, apply and / or represent to the Central and / or State Government(s) and/ or local authorities, including but not limited to the Competition Commission of India, SEBI, the Foreign Investment and Promotion Board, the Reserve Bank of India, Sub-Registrar of Assurances, Customs Authorities, Excise Authorities, Income Tax Authorities, Sales Tax authorities, Value Added Tax and Entry Tax Authorities, Employees' State Insurance and Provident Fund Authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and / or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
 - e. seek directions from the respective NCLT for convening or dispensing with meetings of the shareholders and/or creditors for approving the Scheme and to sign and file undertakings and other documents as may be necessary in this regard;
 - f. finalise and issue postal ballot/ e-voting notice and explanatory statement in accordance with the provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and provisions of SEBI Listing Regulation;
 - g. finalise and issue the notices for convening the meetings of the shareholders and/ or creditors together with the explanatory statement thereto under Sections 230 to 232 of the Companies Act, 2013 in terms of the directions of the NCLT(s) and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT(s) or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
 - h. take all steps for obtaining approvals and/or consents of the shareholders/ creditors of the Company, banks, financial institutions and other authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;





- i. consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/required to be sent to the concerned authorities on behalf of the Company;
- j. to verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all, inter alia, deeds, advertisements, announcements, disclosures, declarations, instruments, authorizations, vakalatnamas, applications (including for holding / dispensation of shareholders' / creditors' meetings), petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws/regulations including Companies Act, 2013, and SEBI Listing Regulation in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;
- k. to authenticate any document, instrument, proceeding and record of the Company;
- l. to engage any counsel, merchant bankers, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, share registrars, scrutinizers (for conducting voting through postal ballot, e-voting and voting at NCLT convened meeting) or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalise their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to and to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings, vakalatnamas and other related documents in favour of the concerned authorities, advocates, etc. as may be necessary in this regard;
- m. incur such expenses as may be necessary with regard to the above including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- n. appoint one or more attorney(s)/ representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke, remove such persons and to appoint any other person(s) from time to time to act on their behalf; and
- o. to do all such other acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to giving effect to the above or to otherwise give effect to the Scheme and matters related thereto.

RESOLVED FURTHER THAT subject to the directions of the NCLT, the Company do appoint Mr. Arun Thiagarajan, Independent Director or failing him Mr. O. P. Rungta, Independent Director, or such other person as may be directed by the NCLT as Chairman of the NCLT convened meetings of the shareholders and/ or creditors of the Company in relation to the Scheme.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed on the agreements, and any other documents, if required, as provided in the Articles of Association of the Company with any one of the Director/ Officers mentioned above, who shall sign the same in token thereof.



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RESOLVED FURTHER THAT the Common Seal of the Company be sent to Madhya Pradesh and any other State(s), if so required, to facilitate execution of documents, papers, writings etc., in connection with the Scheme.

RESOLVED FURTHER THAT copies of the foregoing resolutions certified to be true copies by a Director or Company Secretary of the Company be furnished to all concerned as may be necessary.”

**CERTIFIED TRUE COPY
FOR GRASIM INDUSTRIES LIMITED**

**HUTOKSHI WADIA
PRESIDENT & COMPANY SECRETARY**





CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF GRASIM PREMIUM FABRIC PRIVATE LIMITED HELD ON THURSDAY, 13 JUNE 2019.

To consider and approve the amalgamation of the Company with Grasim Industries Limited, Holding Company

“RESOLVED THAT pursuant to the provisions of Sections 230 to 233 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable statutory regulations and subject to applicable provisions of the Memorandum and Articles of Association of the Company, sanction of the NCLT at Mumbai having jurisdiction in relation to the Company and the NCLT at Ahmedabad having jurisdiction in relation to Grasim Industries Limited (Grasim), approval of the members and shareholders of Grasim and the Company, approval of the respective shareholders/members and creditors of Grasim, the Company, through NCLT convened meetings (unless the same are dispensed with), and statutory/regulatory authorities including the Reserve Bank of India, as may be required, the draft Scheme of Amalgamation of the Company with Grasim, and their respective shareholders, creditors on the terms and conditions as stated in the Scheme be and is hereby accepted and approved.

RESOLVED FURTHER THAT pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, approval of the Board be and is hereby accorded to conduct meeting to seek the approval of the Members and Shareholders of the Company for approval of the Scheme.

RESOLVED FURTHER THAT any Directors of the Company be and is hereby severally authorised, empowered and deemed to have been authorised and empowered to exercise all powers and discharge all functions which the Board is authorised for the purpose of implementing the Scheme, including the following:

- a. to do and to perform and to authorise the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon sanction of the Scheme by, amongst others, the NCLT(s) and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board;



- b. to assent to and approve any alteration or modification to the Scheme which the NCLT(s) and/or any other regulatory/Government authorities may require or suggest or deem fit to impose;
- c. to settle any question or difficulty arising under the Scheme or with 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 settle any question or difficulty arising under the Scheme or in regard to 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);
- e. to approve and authorise execution of any agreements, deeds, documents, declarations, affidavits, writings, etc., (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time, in connection with the Scheme;
- f. to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage in case any change and/or modification are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor, the NCLT (s), and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto;
- g. to authorise the Officers of the Company to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment/conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, in each case as may be approved by such directors and/or officers, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters, without any further approval of the Board.

RESOLVED FURTHER THAT any one of the Directors/the following officers/Authorised signatories of the Company, viz.

- Mr. Sachin Kumar, CFO
- Mr. Sadanand Gupta, Unit Head
- Mr. Yashwant Savant, AVP Accounts & Finance
- Mr. Chintamani Malkar, Company Secretary



- Mr. Manmohan Singh, Authorised Signatory
- Mr. Pavan Jain, Authorised Signatory
- Mr. Hemant Kadel, Authorised Signatory
- Mr. Shriram Jagetiya – Authorised Signatory
- Mrs. Hutokshi Wadia, Authorised Signatory

be and are hereby severally authorised and empowered to for giving effect to the Scheme and any matter arising therefrom or in relation thereto including the conditions precedent, and to:

- a. sign, file, submit or present the draft Scheme and related applications, supplementary applications, documents, replies in connection with the proposed restructuring arrangement with the relevant regulatory or statutory or Government authorities, as may be required in terms of the applicable laws for obtaining approval of the Scheme;
- b. sign, file, submit or present the Scheme and related applications, petitions, supplementary applications/ petitions, summons, deeds, documents, instruments, rejoinders, replies and to swear affidavits or execute bonds for the proposed restructuring arrangement, appear (in person or through a representative) before the National Company Law Tribunal, or at the offices of the relevant Registrar of Companies, the Regional Director, Department of Company Affairs, or before any other authority or person in connection with the proposed consolidation and to do any other act, deed or thing which may be ancillary or incidental to the proposed restructuring arrangement or which may otherwise be required for giving effect to any of the provisions contained in the Scheme;
- c. make, prepare, review, amend, execute, swear, declare and register all declarations, affidavits, applications, filings, letters, undertakings, papers and writings as may be required, necessary or expedient under the provisions of various applicable acts, rules, regulations or notifications of the Central and / or State Government(s) and / or any other authorities, including but not limited to NCLT, the Competition Commission of India, the Foreign Investment and Promotion Board, the Reserve Bank of India, Municipal/ local authorities, Registrar of Companies, Sub-Registrar of Assurances, telephone authorities, electricity authorities, postal authorities, and such other applicable authorities or agencies, etc., and to represent the Company in all correspondences, matters and proceedings before them of any nature whatsoever in relation to the above;
- d. suitably inform, apply and / or represent to the Central and / or State Government(s) and/ or local authorities, including but not limited to the Competition Commission of India, the Foreign Investment and Promotion Board, the Reserve Bank of India, Sub-Registrar of Assurances, Customs Authorities, Excise Authorities, Income Tax Authorities, Sales Tax authorities, Value Added Tax and Entry Tax Authorities, Employees' State Insurance and Provident Fund Authorities, telephone authorities,



- electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and / or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- e. seek directions from the respective NCLT for convening or dispensing with meetings of the shareholders and/or creditors for approving the Scheme and to sign and file undertakings and other documents as may be necessary in this regard;
 - f. finalise and issue the notices for convening the meetings of the shareholders and/ or creditors together with the explanatory statement thereto under Section 393 of the Companies Act, 1956 in terms of the directions of the NCLT(s) and assent to such alterations, conditions and modifications, if any, in the notices and explanatory statement as may be prescribed or imposed by the NCLT(s) or effect any other modification or amendment as they may consider necessary or desirable to give effect to the Scheme;
 - g. take all steps for obtaining approvals and/or consents of the shareholders/ creditors of the Company, banks, financial institutions and other authorities or entities or agencies as may be required and for that purpose, to initiate all necessary actions and to take other consequential steps as may be required from time to time in that behalf;
 - h. consider, approve, sign and execute all other documents, advertisements, announcements, disclosures, etc. which may be sent/required to be sent to the concerned authorities on behalf of the Company;
 - i. to verify, sign, deal, swear, affirm, declare, deliver, execute, make, enter into, acknowledge, undertake, record all, inter alia, deeds, advertisements, announcements, disclosures, declarations, instruments, authorizations, vakalatnamas, applications (including for holding / dispensation of shareholders' / creditors' meetings), petitions, affidavits, objections, notices and writings whatsoever as may be usual, necessary, proper or expedient under the applicable laws/regulations including Companies Act, 1956, Companies Act, 2013, in relation to the aforesaid matter and to represent the Company in all correspondences, matters and proceedings of any nature whatsoever in relation to the above;
 - j. to authenticate any document, instrument, proceeding and record of the Company;
 - k. to engage any counsel, merchant bankers, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, share registrars, scrutinizers (for conducting voting through postal ballot, e-voting and voting at general meeting) or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalise their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to and to sign, execute and



deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings, vakalatnamas and other related documents in favour of the concerned authorities, advocates, etc. as may be necessary in this regard;

- l. incur such expenses as may be necessary with regard to the above including payment of fees to solicitors, merchant bankers, advisors, valuers, registrars and other agencies and such other expenses that may be incidental to the above, as may be decided by them;
- m. appoint one or more attorney(s)/ representatives and delegate to them any or all of the powers or functions entrusted to them under this resolution, as well as to revoke, remove such persons and to appoint any other person(s) from time to time to act on their behalf; and
- n. to do all such other acts, matters, deeds and things as may be necessary or desirable in connection with or incidental to giving effect to the above or to otherwise give effect to the Scheme and matters related thereto.

RESOLVED FURTHER THAT subject to the directions of the NCLT, the Company do appoint Mr. Sushil Agarwal, Director or failing him Mr. Thomas Varghese, Director, or such other person as may be directed by the NCLT as Chairman of the NCLT- convened meetings of the shareholders and/ or creditors of the Company in relation to the Scheme.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed on the agreements, and any other documents, if required, as provided in the Articles of Association of the Company with any one of the Directors/ Officers/Authorised signatories mentioned above, who shall sign the same in token thereof.

RESOLVED FURTHER THAT the Common Seal of the Company be sent to Madhya Pradesh and any other State(s), if so required, to facilitate execution of documents, papers, writings etc., in connection with the Scheme.

RESOLVED FURTHER THAT copies of the foregoing resolutions certified to be true copies by a Director or Company Secretary of the Company be furnished to all concerned as may be necessary."

CERTIFIED TRUE COPY
For Grasim Premium Fabric Private Limited


Chintamani Malkar
Company Secretary
Membership No. ACS36282



Date of Issue: 28th September 2019