



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF DIRK INDIA PVT LTD ("COMPANY") HELD ON MONDAY, 27<sup>TH</sup> JULY 2015 AT CEMENT HOUSE, MAHARSHI KARVE ROAD CHURCHGATE.**

Please reply to:

**i) Approval of the draft scheme of amalgamation and authority to the Directors to make changes/alterations in the Scheme.**

"RESOLVED THAT pursuant to Section 391 and 394 and other applicable provisions of the Companies Act, 1956 and subject to the approval of the shareholders/creditors and the sanction of the Hon'ble High Court of Bombay and such other approvals as may be necessary, the consent of the Board be and is hereby accorded for the amalgamation of M/s. Dirk India Private Limited (the transferor company) with M/s. Ambuja Cements Limited (the transferee company) with effect from 1st April, 2015 being the 'Appointed date'.

**RESOLVED FURTHER THAT** the draft scheme of amalgamation (initialed by the Chairman for the purpose of identification) tabled at the meeting be and is hereby approved and that Mr. Vilas Deshmukh and Mr. Sanjeev Churiwala, Directors of the Company be and are hereby severally authorized to sign any application, affidavit, petition or any other document and to make necessary changes/alterations/modifications as may be deemed necessary and expedient in connection with the approval of the Scheme, for an on behalf of the Company, in consultation with the solicitors/advocates appointed for this purpose.

**RESOLVED FURTHER THAT** Mr. Vilas Deshmukh and Mr. Sanjeev Churiwala, Directors of the Company be and are hereby severally authorized to do all acts, deeds, matters and things that may be necessary for the purpose of implementing the said Scheme of Amalgamation of the Company."

**ii. Authorizing for execution of documents under the Common Seal of the Company.**

The Directors discussed and agreed to authorize execution of documents pertaining to the said scheme under the Common Seal of the Company as per the Articles of Association of the Company.

"RESOLVED FURTHER THAT the Common Seal of the Company be affixed to the documents in connection with the Scheme of Amalgamation, if necessary, as per the Articles of Association."

**Dirk India Private Limited**

**Indian Offices**

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i. **Application to High Court for holding/dispensing with the meetings of members, creditor etc. for approval of the scheme of amalgamation.**

Please reply to:

“RESOLVED THAT an application be made to the High Court of Mumbai to seek directions for holding/dispensing with meetings of the members, creditors in accordance with provisions of the Companies Act, 1956.”

ii. **Affixing of Common Seal**

“RESOLVED FURTHER THAT the Common Seal of the Company be affixed to the documents, if necessary as per the Articles of Association.”

iii. **Meeting of the Creditors and Shareholders:**

“RESOLVED THAT an application be made to the Hon'ble High Court of Bombay to seek directions for holding meeting of the members, creditors in accordance with provisions of the Companies Act, 1956.

RESOLVED FURTHER THAT on receipt of the directions from the High Court of Mumbai, a meeting of the members of the Company and that of creditors, if necessary be convened in accordance with such directions and that Mr. Vilas Deshmukh and Mr. Sanjeev Churiwala, Directors be and are hereby severally authorized to take necessary steps for convening the aforesaid meetings and such other steps as may be required.

RESOLVED FURTHER THAT Mr. Vilas Deshmukh, or failing him Mr. Sanjeev Churiwala, Directors be and are hereby authorized to chair the meeting convened by the Court.”

RESOLVED FURTHER THAT the copies of the foregoing resolutions certified to be true copies by a Director of the Company, be furnished to all concerned as may be necessary and they be requested to act thereon.”

**CERTIFIED TO BE TRUE COPY  
FOR DIRK INDIA PVT LTD**

**DIRECTOR**

**Dirk India Private Limited**

**Indian Offices**

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