



COPY OF THE RESOLUTION PASSED IN MEETING OF BOARD OF DIRECTORS OF GROVY INDIA LIMITED HELD ON THURSDAY, FEBRUARY 15, 2018 AT 2:00 PM AT THE REGISTERED OFFICE OF THE COMPANY AT 122, VINOBA PURI, LAJPAT NAGAR II, NEW DELHI - 110024

Consideration and approval of Draft Scheme of Arrangement for Amalgamation under section 230-232 of the Companies Act, 2013

“RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 including any amendment or re-enactment thereof (‘herein after referred as the Act’) the relevant provisions of the Memorandum and Articles of Association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be; and subject to the requisite approvals of the shareholders and creditors of the Company and to the necessary consents, permissions and approvals of the Securities and Exchange Board of India (SEBI), BSE Limited (BSE) and any other statutory or regulatory authorities and subject to the sanction of the Hon’ble National Company Law Tribunal (NCLT) and subject to all such conditions and modifications as 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, and as per recommendations given by Audit Committee, the consent of the Board be and is hereby accorded to the Draft Scheme of Arrangement for Amalgamation (“the Scheme”) of Ankur Buildtech Private Limited (‘Transferor Company – 1’), Ganesh Contractors and Colonisers Private Limited (‘Transferor Company – 2’), Ganesh Promoters Private Limited (‘Transferor Company – 3’) with Grovy India Limited (‘Transferee Company’).

RESOLVED FURTHER THAT the report of the Audit Committee, considering inter alia the Valuation Report dated (date) of M/s. Sanjeev Jagdish Chand & Associates, Chartered Accountants and Fairness opinion dated (date) given by Corporate Professionals Capital Pvt. Ltd, SEBI registered Category 1 Merchant Banker, be and is hereby taken on record.

RESOLVED FURTHER THAT on the basis of Audit Committee recommendations, the draft Scheme of Arrangement along with Share Exchange Ratio for amalgamation be and are hereby approved.

RESOLVED FURTHER THAT in compliance with the SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, for the purpose of approval under Regulation 37 of the SEBI (LODR) Regulations, 2015 and coordinating with SEBI, the Board of Directors of the company hereby designate “BSE Limited” as the Designated Stock Exchange.

RESOLVED FURTHER THAT all the Directors and Company Secretary of the Company be and are hereby severally/ jointly authorized to sign the application, petition, affidavit or any other document that

GROVY INDIA LTD.

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Registered Office : 131 Moti Bazar, Chandni Chowk, Delhi 110 006, INDIA

CIN : L74120DL1995PLC021532

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 NCLT for directions for holding and/or dispensing meetings of the shareholders and/or creditors of the Company for filing of petition for confirmation of the scheme by the NCLT, and to do all acts and things as may be considered necessary in relation thereto including appointment of solicitors and/or advocates, filing of necessary application to Registrar of Companies (ROC), Regional Director and such other authorities as may be required”

Certified to be true

For Grovy India **GROVY INDIA LTD.**


Prakash Chand Jadhav Director/ Auth. Signatory

Director

DIN: 00475545

Date: 26.03.2018

Place: New Delhi