



GANESH PROMOTERS PVT. LTD.

CIN: U74899DL1993PTC054865

Corp Off: 122 Vinoba Puri, Lajpat Nagar - II

New Delhi-110024

E-mail: ganeshstock@ganeshstock.com

Website: www.ganeshstock.com

Ph.: 91-11-46740000, Fax: 91-11-46740030

COPY OF THE RESOLUTION PASSED IN MEETING OF BOARD OF DIRECTORS OF GANESH PROMOTERS PRIVATE LIMITED ('THE COMPANY') HELD ON 14TH DAY OF FEBRUARY, 2018 AT 10:30 AM AT D-68,HAUZ KHAS, NEW DELHI-110016

Approval of Draft Scheme of Arrangement for Amalgamation between Ankur Buildtech Private Limited ('Transferor Company - 1'), Ganesh Contractors and Colonisers Private Limited ('Transferor Company - 2'), Ganesh Promoters Private Limited ('Transferor Company - 3') and Grovy India Limited ('Transferee Company')

"RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 including any amendment or reconstitution 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), Stock Exchanges where the securities of the Company are listed and any other statutory or regulatory authorities and subject to the sanction of the Hon'ble National Company Law Tribunal of appropriate Jurisdiction 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, the consent of the Board be and is hereby accorded to the Draft Scheme of Arrangement for Amalgamation ("the Scheme") of the Company (Transferor Company - 3) along with Ankur Buildtech Private Limited (Transferor Company - 1), Ganesh Contractors and Colonisers Private Limited (Transferor Company - 2), with Grovy India Limited (Transferee Company) and their respective Shareholders and Creditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally/jointly authorized 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 Hon'ble National Company Law Tribunal 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 Ganesh Promoters Private Limited

For Ganesh Promoters Pvt. Ltd.

Raj Kumar Jalan

Raj Kumar Jalan Director/Auth. Sign.

Director

DIN : 00501712

Date: 26.03.2018

Place: New Delhi