

VEEJAY LAKSHMI TEXTILES LIMITED

COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY ON NOVEMBER 13, 2014

RESOLVED THAT in the opinion of the Board, the Scheme of Amalgamation of Veejay Lakshmi Textiles Limited with Veejay Lakshmi Engineering Works Limited (hereinafter referred to as 'the Scheme') and the terms thereof being fair and reasonable is hereby approved.

RESOLVED FURTHER THAT the draft Scheme placed before the Board and initiated by the Chairman for the purpose of identification, and approved by the Board of Directors may be filed with the Hon'ble High Court of Madras in same or modified form as the Directors/ Authorized Signatories in their discretion deem fit or necessary.

RESOLVED FURTHER THAT Mr. V.J. Jayaraman, Chairman and Mr. J Anand, Managing Director be and are hereby authorized severally to submit/file necessary applications to the Hon'ble High Court at Madras for directions for holding a meeting of shareholders and/or Creditors, if required, and/or to file applications for the waiver of the holding of such meetings, if required, and to file all necessary petitions, documents, affidavits, papers and proceedings in connection with the Scheme.

RESOLVED FURTHER THAT to engage, do all acts, deeds and things as may be considered necessary and expedient in relation thereto and be hereby severally authorized to take all steps necessary in connection with the said Scheme:

- ❖ To make or carry out necessary corrections, if any, in the Scheme as may be suggested by High Court of Madras or by any other authorities and to sign and furnish necessary documents in this regard.
- ❖ To file application(s)/ petition(s) for the sanction and/or confirmation of the Scheme by the Hon'ble High Court at Madras, if required and to file all necessary affidavits, deeds, documents, papers and proceedings in connection with the same;
- ❖ To sign, execute, submit, file, deliver vakalaths, applications, petitions, affidavits, letters, notices and other deeds, documents, undertakings, declarations to enable implementation of the resolution to its full intent and extent;
- ❖ To interact and co-ordinate with Registrar of Companies, Tamil Nadu, Coimbatore, Regional Director, Southern Region, Ministry of Corporate Affairs, Hon'ble High Court at Madras and all other Statutory agencies for and on behalf of the Company and to give any oral or written explanations regarding the Scheme;
- ❖ To make or accept such modifications and/or such conditions, if any, which may be necessary / required and / or imposed by the High Court and / or by any other authority while sanctioning the Scheme;
- ❖ To settle all questions, differences or doubts and to make any necessary corrections or alterations in the documents submitted to the Statutory Authorities, that may arise in regard to the Scheme;
- ❖ To issue Statutory Advertisements as may be considered necessary and expedient in relation thereto and for the purpose, engage any solicitor and advocates.
- ❖ To do all such acts, matters, deeds and things as may be considered, necessary, proper, required and deemed expedient to give effect to the aforesaid decision of the Board (including any modifications or alterations that may be required to be signed in one or more trenches from time to time to implement the above resolution).

For VEEJAY LAKSHMI TEXTILES LIMITED



Company Secretary