



Value through values

SANGAM (INDIA) LIMITED

CIN : L17118 RJ 1984 PLC 003173

Regd. Office : P.B. No. 90, ATUN, Chittorgarh Road

Bhilwara - 311001, Rajasthan, INDIA.

Phone : + 91-1482-245400-06, Fax : + 91-1482-245450

Website: www.sangamgroup.com, E-mail : secretarial@sangamgroup.com



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SANGAM (INDIA) LIMITED AT THEIR MEETING HELD ON THE 14th DAY OF SEPTEMBER, 2020 AT SANGAM HOUSE, ATUN, CHITTORGARH ROAD AT BHILWARA AT 11:30 A.M

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the National Company Law Tribunal Rules ("Rules") (including any statutory modification or re-enactment or amendment thereof for the time being in force) read with the Memorandum of Association of Sangam (India) Limited (hereinafter referred to as "the Transferee Company") and subject to receipt of approval of the National Company Law Tribunal ("NCLT"); approval of BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) and approvals of any other statutory/Government authority(ies), as may be necessary or as may be directed by the NCLT, the Scheme of Amalgamation of Sangam Lifestyle Venture Limited, a wholly owned subsidiary of the Transferee Company, having its registered Office situated at Atun Chittorgarh Road, Bhilwara, Rajasthan 311001 (hereinafter referred to as "the Transferor Company") with the Transferee Company with effect from 01.04.2020 ("the Appointed Date"), be and is hereby approved.

RESOLVED FURTHER THAT in the opinion of the Board, the draft Scheme will be of advantage and be beneficial to the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable.

RESOLVED FURTHER THAT the Scheme of Amalgamation and the Report as per Section 232(2)(c) of the Act, explaining the effect of the Scheme on equity shareholders (promoter and non-promoter shareholders) and key managerial personnel of the Company, be and is hereby approved.

RESOLVED FURTHER THAT Shri Ram Pal Soni, Chairman; Shri S. N. Modani, Managing Director & CEO; Shri V.K. Sodani, Executive Director and/or Shri Anurag Soni, CFO of the Company be and are hereby jointly or severally authorized to sign and authenticate the report of Board of Directors under Section 232(2)(c) of the Act.

RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for formation of a Scheme Implementation Committee comprising of Shri Ram Pal Soni, Chairman; Shri S. N. Modani, Managing Director & CEO; Shri V.K. Sodani, Executive Director and Shri Anurag Soni, CFO of the Company and authorizing any two of them jointly to amend/modify the Scheme of Amalgamation of Transferor Company with Transferee Company, upon directions of the NCLT or otherwise which:-





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- (a) do not amount to material change of substance to the Scheme;
- (b) may otherwise be considered necessary, desirable, expedient or appropriate including for giving effect to the outcome of any proposed actions which may have commenced but not completed;
- (c) may be necessary to comply with any conditions or limitations of the NCLT and/or any other statutory authorities;
- (d) may be necessary for solving any difficulties that may arise for carrying out in the Scheme;
- (e) may finalise, approve and issue the Notice to the Court convened meeting(s) of shareholders/creditors along with explanatory statement thereto as may be directed by the NCLT;
- (f) to do all such acts, deeds and things as may be necessary for the putting the scheme into effect.

RESOLVED FURTHER THAT Shri Ram Pal Soni, Chairman; Shri S. N. Modani, Managing Director & CEO; Shri V.K. Sodani, Executive Director and Shri Anurag Soni, CFO and/or A.K.Jain, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized for and on behalf of the Company:-

- (i) to make necessary applications/petitions to National Company Law Tribunal (NCLT), Jaipur Bench or Stock Exchange(s) or such other d statutory/ Government authority(ies), as may be necessary or as may be directed by the NCLT;
- (ii) to sign resolutions on behalf of the Company for submission to authorities;
- (iii) to make, approve, declare, affirm, sign, execute, vary and amend applications, petitions, forms, declarations, statement, affidavits, undertakings, represent the Company before the Registrar of Companies, Regional Director, Official Liquidator and any other regulatory authority;
- (iv) convening and conducting of shareholders / creditors meeting as may be directed by the National Company Law Tribunal;
- (v) engaging and instructing advocates and if considered necessary, also engage services of counsel(s), legal experts and other concerned authorities, to all things necessary and expedient in connection with the Scheme including to declare and file all pleadings, reports and sign and issue public advertisements and notices;





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- (vi) signing and executing request letter / no-objection /sanction letters for dispensation of the meetings of the shareholders and/or creditors of the Company for approving the Scheme and thereafter submitting the same on receipt thereof to NCLT or any other appropriate authority, as may be required;
- (vii) settling any questions of doubts or any difficulties that may arise with regards to the Scheme, including assessing of accounting entries and/or making such other adjustments in the books of accounts as are considered necessary to give effect to the Scheme and this resolution;
- (viii) accepting services of notices or other process which may from time to time be issued in connection in with the matter aforesaid and also to serve any such notices or other processes to parties or person concerned;
- (ix) producing all documents, matters or other evidence in connection with this matter;
- (x) incur such expenses as may be necessary in relation to the above or the said amalgamation;
- (xi) taking all procedural steps for having the Scheme sanctioned by NCLT, without limitation, filing necessary applications, petitions and signing, verifying and affirming all applications, affidavits and petitions as may be necessary; and/or
- (xii) doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme of Amalgamation of the Transferor Company with the Transferee Company and for matters connected therewith or incidental thereto."

Certified to be true

For Sangam (India) Limited

(S.N. Modani)
Managing Director

