



# SHRI KALYAN HOLDINGS LIMITED

CIN: L67120MH1993PLC070526

Regd office: Saptashrungi Apartment, Flat No -1 Ground Floor, Plot No - 282 A & 285, Sarsole (G.E.S.) Sector-6, Nerul (West), Navi Mumbai-400706

Corporate/correspondence office: B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017, (Rajasthan)

Tel. No & Fax. : 0141-2554270, 0141-4034062

Website: [www.shrikalyan.com](http://www.shrikalyan.com), E-Mail: [ashok594@hotmail.com](mailto:ashok594@hotmail.com)

## **CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTIONS PASSED BY SHAREHOLDERS OF THE COMPANY THROUGH POSTAL BALLOT ON 23.04.2015.**

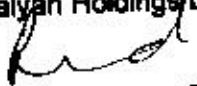
### **AUTHORISATION FOR LOANS AND INVESTMENTS BY THE COMPANY U/S 186 OF THE COMPANIES ACT, 2013.**

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and other applicable provisions, if any, (including any statutory modification or re-enactment thereof) or of any other law for the time being in force and subject to all other requisite approvals, permissions, sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to make/give from time to time any loans/investments/advances and to give on behalf of the Company, any guarantee and/or provide any security in connection of any loan(s) made by any other person to, or to such other person(s) by, any other person(s)/Companies/Body Corporate(s) on such terms and conditions as to payment thereof and interest thereon which shall not be lower than the prevailing yield of one year, three year, five year or ten year government security closest to the tenor of the loan, aggregating to a limit of **Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)**, notwithstanding that the aggregate of the Investments and loans so far made or to be made and the guarantees so far given or to be given by the Company, exceeds the limits/will exceed the limits as laid down u/s 186 of the Companies Act, 2013, provided that such providing of loans/investments/ advances/guarantees, shall be made for furthering the business interest of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things inter alia for execution of deeds, documents and for prescribing the limits of loans, investments, advances or guarantees, to be made or provided to the companies as may be deemed appropriate by the Board, to give effect to the said resolution including delegation of all or any of the powers conferred on it by or under this resolution to any committee of Directors of the Company and / or to any other director / directors or any other officer / employee / advisor of the Company, as it may consider appropriate and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution."

### **FOR SHRI KALYAN HOLDINGS LIMITED**

For Shri Kalyan Holdings Limited

  
RAJENDRA KUMAR JAIN  
CHAIRMAN

DIN: 00168151



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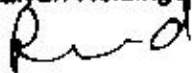
### **AUTHORISATION FOR BORROWING MONEY U/S 180 (1) (c) OF COMPANIES ACT, 2013**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions (if any) (including any statutory modification or re-enactment thereof) and provisions of Articles of Association, and all other applicable rules, Laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to borrow from time to time which together with the monies already borrowed by the Company (apart from temporary loans obtained from Company's bankers in ordinary course of Business) may exceed at any time, the aggregate of the paid-up share capital of the Company and its free reserves, provided however the total amount of such borrowing shall not exceed the sum of **Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)** in Indian Rupees or equivalent thereof in any foreign currency(ies) on such terms and conditions as the Board may deem fit.

**RESOLVED FURTHER THAT** the Board of Director of the Company be and are hereby authorized on behalf of the Company to execute the legal papers, deeds, documents, instruments etc. in this regard and to sign all papers, documents, writings and to do all such acts, deeds, matters, things and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

**FOR SHRI KALYAN HOLDINGS LIMITED**

For Shri Kalyan Holdings Limited

  
**RAJENDRA KUMAR JAIN**  
Authorized Signatory/Director  
**CHAIRMAN**  
**DIN: 00168151**



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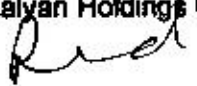
### **AUTHORISATION TO SELL, LEASE OR OTHERWISE DISPOSE OFF THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY, BOTH PRESENT AND FUTURE U/S 180 (1) (a) OF COMPANIES ACT, 2013**

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions (if any) (including any statutory modification or re-enactment thereof) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to authorize the Board of Directors to sell, liquidate, dispose off or to create mortgage and / or charge on all or any of the movable and / or immovable, tangible and/ or intangible properties, or such other assets of the Company, wherever situated, both present and future and lease or otherwise dispose off the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favor of any bank(s) or body(ies) corporate or person(s), whether shareholders of the Company or not, In respect of the borrowings within the overall limits aggregating to **Rs. 100,00,00,000/- (Rupees One Hundred Crores Only)**.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

**FOR SHRI KALYAN HOLDINGS LIMITED**

For Shri Kalyan Holdings Limited

  
**RAJENDRA KUMAR JAIN** Director  
**CHAIRMAN**  
**DIN: 00168151**



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### **AUTHORISATION TO KEEP ALL THE STATUTORY REGISTERS AND COPIES OF ANNUAL RETURNS AT THE CORPORATE OFFICE OF THE COMPANY U/S 94 OF COMPANIES ACT, 2013**

**"RESOLVED THAT** pursuant to the provisions of Section 94 of the Companies Act, 2013, other applicable provisions (if any) (including any statutory modification(s) or re-enactment(s) and provisions of Articles of Association, and all other applicable rules, laws and acts (if any) and subject to all other requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities (if any) while granting such approvals, consent of the members of the Company be and is hereby accorded to authorize the board of directors to keep all the statutory registers and copies of annual return etc., at the corporate office of the Company situated at **B-19, Lal Bahadur Nagar East, Behind Kesar Kothi, J.L.N. Marg, Jaipur-302017 (Rajasthan).**

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or matters connected or incidental thereto, to give effect to the aforesaid resolution."

### **FOR SHRI KALYAN HOLDINGS LIMITED**

For Shri Kalyan Holdings Limited

  
Authorised Signatory/Director  
**RAJENDRA KUMAR JAIN**  
CHAIRMAN  
DIN: 00168151