Annexure - 1

SHRISTI
WELCOME TO LIFE

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SHRISTI INFRASTRUCTURE DEVELOPMENT CORPORATION LIMITED ON 14TH FEBRUARY 2017

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, re-enactment or amendments thereof) and subject to the requisite approvals, including approval of shareholders of the Company, Stock Exchanges, Securities and Exchange Board of India (hereinafter referred to as "SEBI") and/or any other regulatory body, if applicable, , and the sanction of the Hon'ble National Company Law Tribunal, (hereinafter referred to as the "Tribunal") or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded for the Scheme of Arrangement (hereinafter referred to as the 'Scheme') between Shristi Infrastructure Development Corporation Limited ('SIDCL' or 'Company') and its wholly owned subsidiaries, namely, East Kolkata Infrastructure Development Private Limited ('EKIDPL') and Vipani Hotels & Resorts Private Limited ('VHRPL') and their respective shareholders for (i) Amalgamation of EKIDPL with the Company and (ii) Demerger of hospitality business of the Company to VHRPL.

RESOLVED FURTHER THAT BSE Limited be and is hereby appointed as the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI in accordance with SEBI Circular no. CIR/CFD/CMD/16/2015 dated 30th November 2015 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modifications, re-enactment or amendments thereof, for the Scheme.

RESOLVED FURTHER THAT Mr. Sunil Jha, Managing Director, Mr. Badri Kumar Tulsyan, Chief Financial Officer, and Mr. Manoj Agarwal, Company Secretary of the Company be and are hereby severally authorized to take all the necessary steps including the following:

a) to represent the Company before the Stock Exchanges, Tribunal, SEBI and such other authorities or bodies for signing and/or filing of all documents, deeds, applications, notices, petitions and letters, to finalize and execute all necessary applications / documents / papers for and behalf of the Company and to do all such acts, deeds and things necessary and convenient for all or any of the purposes aforesaid

b) to make such alterations and changes to the Scheme as may be expedient & necessary, particularly for satisfying the requirements or conditions imposed by any competent authority and/or such other authority as may be required for approving the Scheme.

c) to sign and issue public advertisements, send notices and statement to the members/creditors of the Company as may be required from time to time

d) to assent to any modifications, changes, variations, alterations, or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as

SHRISTI INFRASTRUCTURE DEVELOPMENT CORPN LTD. KOLKATA

Shristi Infrastructure Development Corporation Ltd.
Corporate Office : D-2, 5th Floor, Southern Park , Saket Place, Saket, New Delhi - 110 017, India T. : +91 11 6602 5600 F. : +91 11 6602 5818
Registered Office : Plot No. X - 1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700091 T. : +91 33 4020 2020/4015 4646 F. : +91 33 4020 2099
E. : contact@shristicorp.com www.shristicorp.com CIN - L 65922WB1990PLC049541

may be specified by any statutory authority or as the Board of Directors may suo motu decide in its absolute discretion and to do all such acts, deeds and things whatsoever, including setting any questions, doubts or difficulties that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper.

e) to file the Scheme and/or any other information / details with the concerned Stock Exchanges or any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto.

f) to engage Counsels, Solicitors, Advocates, Consultants, Chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary.

g) to settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution.

h) to sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney.

i) to affix the Common Seal of the Company, if required, to be affixed to the documents, in presence of any one of the authorised persons/signatories of the Company who shall sign the same.

j) to do all acts and things as may be considered necessary and expedient in relation thereto.

k) to delegate all or any of the aforesaid powers, through issuance of power of attorney or letter of authority, vested in them to any person(s) of the Company or otherwise as they may deem fit, on behalf of the Company.

RESOLVED FURTHER THAT a copy of the above resolution be furnished to the concerned authorities duly certified by Mr. Manoj Agarwal, Company Secretary of the Company."

Certified True Copy
For Shristi Infrastructure Development Corporation Limited

KOLKATA

Manoj Agarwal
Company Secretary

SHRISTI
WELCOME TO LIFE

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF EAST KOLKATA INFRASTRUCTURE DEVELOPMENT PRIVATE LIMITED ON 14TH FEBRUARY 2017

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, re-enactment or amendments thereof) and subject to the requisite approval of the shareholders/ creditors and/or any other regulatory body, if applicable or as may be required and the sanction of the Hon'ble National Company Law Tribunal, Kolkata Bench (hereinafter referred to as the "Tribunal") or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded for the Scheme of Arrangement (hereinafter referred to as the 'Scheme') between Shristi Infrastructure Development Corporation Limited ('SIDCL') and its wholly owned subsidiaries, namely, East Kolkata Infrastructure Development Private Limited ('EKIDPL' or 'Company') and Vipani Hotels & Resorts Private Limited ('VHRPL') for (i) Amalgamation of Company with SIDCL and (ii) Demerger of hospitality business of SIDCL to VHRPL.

RESOLVED FURTHER THAT Mr. Sunil Jha, Director, Mr. Rahul Varma, Director, Mr. Badri Kumar Tulsyan, Authorized Signatory, and Mr. Manoj Agarwal, Authorized Signatory of the Company be and are hereby severally authorized to take all the necessary steps including the following:

a) to represent the Company before the Stock Exchanges, Tribunal, SEBI and such other authorities or bodies for signing and/or filing of all documents, deeds, applications, notices, petitions and letters, to finalize and execute all necessary applications / documents / papers for and behalf of the Company and to do all such acts, deeds and things necessary and convenient for all or any of the purposes aforesaid

b) to make such alterations and changes to the Scheme as may be expedient & necessary, particularly for satisfying the requirements or conditions imposed by any competent authority and/or such other authority as may be required for approving the Scheme.

c) to sign and issue public advertisements, send notices and statement to the members/creditors of the Company as may be required from time to time

d) to evoke, decide upon or bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations, or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may

EAST KOLKATA INFRASTRUCTURE DEVELOPMENT PVT. LTD. KOLKATA

suomoto decide in its absolute discretion and to do all such acts, deeds and things whatsoever, including setting any questions, doubts or difficulties that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper.

e) to file the Scheme and/or any other information / details with the concerned Stock Exchanges or any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto.

f) to engage Counsels, Solicitors, Advocates, Consultants, Chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary.

g) to settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution.

h) to sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney.

i) to affix the Common Seal of the Company, if required, to be affixed to the documents, in presence of any one of the authorised persons/signatories of the Company who shall sign the same.

j) to do all acts and things as may be considered necessary and expedient in relation thereto.

k) to delegate all or any of the aforesaid powers, through issuance of power of attorney or letter of authority, vested in them to any person(s) of the Company or otherwise as they may deem fit, on behalf of the Company.

RESOLVED FURTHER THAT a copy of the above resolution be furnished to the concerned authorities duly certified by any one Director of the Company."

Certified True Copy
For East Kolkata Infrastructure Development Private Limited

Sunil Jha
Director
DIN: 00085667

EAST KOLKATA INFRASTRUCTURE DEVELOPMENT LTD. ★ KOLKATA

VIPANI HOTELS & RESORTS PRIVATE LIMITED

Registered Office: Plot No.X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700091 Ph: +91 33 4020 2020/4015 4646,
Fax: +91 33 4020 2099 Email: contact@shristicorp.com; CIN: U55101WB2007PTC220159

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF VIPANI HOTELS & RESORTS PRIVATE LIMITED ON 14TH FEBRUARY 2017

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications, re-enactment or amendments thereof) and subject to the requisite approvals, including approval of shareholders of the Company, Stock Exchanges, Securities and Exchange Board of India (hereinafter referred to as 'SEBI') and/or any other regulatory body, if applicable, and the sanction of the Hon'ble National Company Law Tribunal, (hereinafter referred to as the 'Tribunal') or such other competent authority, as may be applicable, the consent of the Board be and is hereby accorded for the Scheme of Arrangement (hereinafter referred to as the 'Scheme') between Shristi Infrastructure Development Corporation Limited ('SIDCL') and its wholly owned subsidiaries, namely, East Kolkata Infrastructure Development Private Limited ('EKIDPL') and Vipani Hotels & Resorts Private Limited ('VHRPL' or 'Company') and their respective shareholders for (i) Amalgamation of EKIDPL with SIDCL and (ii) Demerger of hospitality business of SIDCL to Company.

RESOLVED FURTHER THAT Mr. Sujit Kanoria, Director, Mr. Navneet Kumar, Director, Mr. Rajiv Keshri, Director, Mr. Sunil Jha, Authorized Signatory, Mr. Badri Kumar Tulsyan, Authorized Signatory, and Mr. Manoj Agarwal, Authorized Signatory of the Company be and are hereby severally authorized to take all the necessary steps including the following:

a) to represent the Company before the Stock Exchanges, Tribunal, SEBI and such other authorities or bodies for signing and/or filing of all documents, deeds, applications, notices, petitions and letters, to finalize and execute all necessary applications / documents / papers for and behalf of the Company and to do all such acts, deeds and things necessary and convenient for all or any of the purposes aforesaid

b) to make such alterations and changes to the Scheme as may be expedient & necessary, particularly for satisfying the requirements or conditions imposed by any competent authority and/or such other authority as may be required for approving the Scheme.

c) to sign and issue public advertisements, send notices and statement to the members/creditors of the Company as may be required from time to time

d) to assent to any modifications, changes, variations, alterations, or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo motu decide in its absolute discretion and to do all such acts, deeds and things whatsoever, including setting any questions, doubts or difficulties that may arise with

VIPANI HOTELS & RESORTS PRIVATE LIMITED

Registered Office: Plot No.X-1, 2 & 3, Block-EP, Sector-V, Salt Lake City, Kolkata-700091 Ph: +91 33 4020 2020/4015 4646,
Fax: +91 33 4020 2099 Email: contact@shristicorp.com; CIN: U55101WB2007PTC220159

regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper.

e) to file the Scheme and/or any other information / details with the concerned Stock Exchanges or any other body or regulatory authority or agency to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto.

f) to engage Counsels, Solicitors, Advocates, Consultants, Chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary.

g) to settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution.

h) to sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney.

i) to affix the Common Seal of the Company, if required, to be affixed to the documents, in presence of any one of the authorised persons/signatories of the Company who shall sign the same.

j) to do all acts and things as may be considered necessary and expedient in relation thereto.

k) to delegate all or any of the aforesaid powers, through issuance of power of attorney or letter of authority, vested in them to any person(s) of the Company or otherwise as they may deem fit, on behalf of the Company.

RESOLVED FURTHER THAT a copy of the above resolution be furnished to the concerned authorities duly certified by any one Director of the Company."

Certified True Copy
For **Vipani Hotels & Resorts Private Limited**

Rajiv Keshri
Director
DIN: 07703541