N. KUMAR DIAMOND EXPORTS LTD.
BHARAT DIAMOND BOURSE, CC9081, 9TH FLR., "C" TOWER,
BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI 400 051.
TEL. : +91- 22 - 40907900 FAX : +91 - 22 - 26754122

CIN: U36910MH1995PLC086106

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF THE COMPANY HELD ON TUESDAY, AUGUST 29, 2017 AT 12.30 P.M. AT PLOT 36A & 37, SEEPZ, ANDHERI (E), MUMBAI – 400 096

1. **To approve the scheme of amalgamation of House Full International Limited and N. Kumar Diamond Exports Limited with Renaissance Jewellery Limited:**

"**RESOLVED THAT** the scheme of amalgamation (the "Scheme") of House Full International Limited and N. Kumar Diamond Exports Limited with Renaissance Jewellery Limited and their respective shareholders pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and all other applicable provisions, if any and subject to the approval of National Company Law Tribunal (NCLT) and upon the terms and conditions mentioned in the draft Scheme placed before the Board and initialed by the Chairman for the purpose of identification be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the approval accorded to the Scheme, Mr. Niranjan Shah and/or Mr. Hitesh Shah, Directors of the Company be and are hereby jointly/severally authorized to prepare and finalize the Scheme and also to declare, file, execute and submit all the pleadings including affidavits, applications and petitions as may be required and necessary in the National Company Law Tribunal for obtaining the sanction to the Scheme of Amalgamation together with such modification(s) as may be made by the National Company Law Tribunal while sanctioning the Scheme.

RESOLVED FURTHER THAT Mr. Nitin Gutka, Practicing Chartered Accountant and/or Mr. Haresh Shah, Practicing Chartered Accountant be and are hereby jointly/severally authorized to represent the Company and appear before National Company Law Tribunals, the Office of Regional Directors, the Registrar of Companies, Official Liquidators and other Statutory/Appropriate Authorities in matters relating to and/or arising from the Company's Application/Petition as described above.

RESOLVED FURTHER THAT Mr. Nitin Gutka, Practicing Chartered Accountant and/or Mr. Haresh Shah, Practicing Chartered Accountant be and are hereby jointly/severally authorized to present the Applications and Petition, sign and enter the appearance and generally to act for every purpose concerning the aforesaid proceedings and also to do all acts, things and matters necessary, incidental or conducive in furtherance of the aforesaid.

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RESOVLED FURTHER THAT HU Consultancy Private Limited, appointed as Consultants to the Scheme of House Full International Limited (Transferor Company) and N. Kumar Diamond Exports Limited (Transferor Company) with Renaissance Jewellery Limited (Transferee Company) and their respective shareholders, be and are hereby authorized to act on behalf of the Company and represent the Company at the Regional Director Office, Registrar of Companies and other Statutory Authorities including stock exchanges and SEBI and represent the Company in the High Court and before Company Court Registrars and are directed to proceed with the Scheme and are authorized to do such acts and deeds as are necessary to give effect to the Scheme of Amalgamation.

RESOLVED FURTHER THAT certified true copy of this resolution be forwarded to all such authorities as may be necessary and such Director(s) authorized may be requested to act thereon unless this resolution is amended or rescinded by the Company."

For **N.Kumar Diamond Exports Ltd.**

G. M. Walavalkar
Company Secretary