

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF GODREJ INDUSTRIES LIMITED AT ITS MEETING HELD ON TUESDAY, AUGUST 13, 2019 AT THE REGISTERED OFFICE OF THE COMPANY AT GODREJ ONE, PIROJSHANAGAR, EASTERN EXPRESS HIGHWAY, VIKHROLI (EAST), MUMBAI – 400 079.**

**TO APPROVE MODIFICATION TO THE SCHEME OF ARRANGEMENT (DEMERGER) BETWEEN ENSEMBLE HOLDINGS AND FINANCE LIMITED AND THE COMPANY**

**“RESOLVED THAT** in continuation of the resolution passed by the Board of Directors of the Company (“Board”) at its Meeting held on February 13, 2019 and in terms of authority given to it under Clause 14 of the Scheme of Arrangement (Demerger) between Ensemble Holdings & Finance Limited (“EHFL” or “Demerged Company”) and Godrej Industries Limited (“GIL” or “Resulting Company” or “the Company”) and their respective Shareholders (hereinafter referred to as “Scheme” or “the Scheme” or “this Scheme”), approval of the Board be and is hereby accorded to modify / amend Clause 1.2 in Part A of the Scheme under the heading ‘DEFINITIONS’ as follows:

1.2 “Appointed Date” means opening of business hours of October 1, 2019.

**RESOLVED FURTHER THAT** the approval of the Board of the Company be and is hereby accorded to the amendment(s) / modification(s) required to be made to Clause 3 of the Scheme for updating the share capital of the respective companies and Clause 16 of the Scheme for extending the time period for obtaining the necessary sanctions and approvals.

**RESOLVED FURTHER THAT** the amended Scheme, as placed on the table, be and is hereby adopted and accepted.

**RESOLVED FURTHER THAT** the Management Committee of the Board of Directors and /or Mr. A. B. Godrej, Chairman, Mr. N. B. Godrej, Managing Director, Mr. N. S. Nabar, Executive Director & President (Chemicals), any 1 (one) of the Directors of the Company, Mr. Clement Pinto, Chief Financial Officer or Ms. Tejal Jariwala, Company Secretary & Compliance Officer of the Company, for the purpose of giving effect to this resolution, be and are hereby severally authorized to file such affidavits and other papers alongwith the amended Scheme with the Mumbai Bench of the National Company Law Tribunal and various other regulatory authorities as may be necessary to give effect to the above resolution.

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

**RESOLVED FURTHER THAT** a true copy of the foregoing Resolution certified to be true by any of the Directors of the Company or the Chief Financial Officer or the Company Secretary be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly.”

For Godrej Industries Limited

  
Tejal Jariwala

Company Secretary & Compliance Officer



**ENSEMBLE HOLDINGS & FINANCE LIMITED**

CIN: U67120MH1992PLC065457

Regd. Office: Pirojshanagar, Eastern Express Highway, Vikhroli East, Mumbai - 400 079

Phone: 022-25188010

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF ENSEMBLE HOLDINGS & FINANCE LIMITED HELD ON 13<sup>th</sup> AUGUST, 2019 AT THE REGISTERED OFFICE OF THE COMPANY.**

**MODIFICATION OF THE SCHEME IN RELATION TO APPOINTED DATE**

**"RESOLVED THAT** in continuation of the resolution passed by the Board of Directors of the Company ("Board") at its Meeting held on 13<sup>th</sup> February, 2019 and in terms of authority given to it under Clause 14 of the Scheme of Arrangement (Demerger) between Ensemble Holdings & Finance Limited ("EHFL" or "Demerged Company" or "Company") and Godrej Industries Limited ("GIL" or "Resulting Company") and their respective Shareholders (hereinafter referred to as "Scheme" or "the Scheme" or "this Scheme"), approval of the Board be and is hereby accorded to modify/amend Clause 1.2 in Part A of the Scheme under the heading 'DEFINITIONS' as follows:

1.2 "Appointed Date" means opening of business hours of 1<sup>st</sup> October, 2019.

**RESOLVED FURTHER THAT** the approval of the Board of the Company be and is hereby accorded to the amendment(s) / modification(s) required to be made to Clause 3 of the Scheme for updating the share capital of the respective companies and Clause 16 of the Scheme for extending the time period for obtaining the necessary sanctions and approvals.

**RESOLVED FURTHER THAT** the amended Scheme, as placed on the table, be and is hereby adopted and accepted.

**RESOLVED FURTHER THAT** Ms. Tanya Dubash, Mr. N. S. Nabar, Mr. B. S. Yadav, Directors of the Company and / or Ms. Rajvi Safary, Company Secretary of the Company and / or Mr. Clement Pinto or Mr. H. R. Jani or Mr. Deepanjan Gosh or Ms. Tejal Jariwala or Ms. Pooja Shetty, Authorised Signatories of the Company, be and are hereby severally authorized to file such affidavits and other papers alongwith the amended Scheme with the Mumbai Bench of the National Company Law Tribunal and various other regulatory authorities as may be necessary to give effect to the above resolution.

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

**RESOLVED FURTHER THAT** a true copy of the foregoing Resolution certified to be true by any of the Directors of the Company or the Company Secretary be furnished to the concerned authority(ies) / person(s) and they be requested to act accordingly."

For Ensemble Holdings & Finance Limited



N. S. Nabar  
Director  
DIN: 06521655



**Certified True Copy  
For Godrej Industries Limited**



**Tejal Jariwala  
Company Secretary &  
Compliance Officer**