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EXTRACT OF THE MINUTES OF THE BOARD MEETING NO. BM 05/2015-16 OF THE BOARD OF DIRECTORS OF ADITYA BIRLA NUVO LIMITED HELD ON MONDAY, 9TH NOVEMBER, 2015 AT 12.00 NOON AT THE BOARD ROOM AT 5TH FLOOR, ADITYA BIRLA CENTRE, S.K. AHIRE MARG, WORLI, MUMBAI - 400 030

"RESOLVED FURTHER THAT pursuant to the para 5.16(b) of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 which amended the original SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 stating that the Undertaking of the Company for the non-applicability of para 5.16(a) in respect of proposed scheme of Amalgamation ("the Scheme") of ABNL IT & ITES Limited and Aditya Birla Minacs BPO Private Limited and Indigold Trade and Services Limited ("the Transferor Companies") with the Company, duly placed and initialled by the Company Secretary of the Company and certified by the Auditors be and the same is hereby approved.

RESOLVED FURTHER THAT the conditions prescribed in para 5.16(a) vide point no. 7 of SEBI Circular dated May 21, 2013 are not applicable to the proposed scheme of amalgamation on the following grounds:

- a) The arrangement does not envisage any issue of additional shares to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company;
- b) There is no Scheme of Arrangement between the Company and any other entity involving the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/ (s) of Promoter / Promoter Group.
- c) The Company has not acquired the equity shares of subsidiary company by paying consideration in cash or in kind in the past to any other shareholders of such subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of that parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.

RESOLVED FURTHER THAT any one of Directors of the Company or any one of the following officers of the Company, viz., Mrs. Pinky Mehta, CFO of the Company, Mr. Shriram Jagetiya, President, Mr. Ashok Malu, Joint President & Company Secretary, Mr. Rakesh Gupta, Vice President, Mr. Niraj Maheshwari, Vice President, and Mr. Sailesh Daga, Asst. Vice President of the Company, be and are hereby severally authorized to submit the certificate of the Statutory Auditors to the Stock Exchange, sign, execute and submit such undertakings or other documents as may be necessary with the concerned regulatory or statutory authorities and do all such acts, things, deeds and matters as may be necessary or expedient for implementing or giving effect to this resolution."



**CERTIFIED TRUE COPY
For Aditya Birla Nuvo Limited**

Ashok Malu

**Ashok Malu
Joint President & Company Secretary**

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