



CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S. BS LIMITED HELD ON FRIDAY, THE 29TH DAY OF APRIL, 2016 AT 12:00 NOON AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT #504, TRENDSET TOWERS, ROAD NO.2, BANJARA HILLS, HYDERABAD 500034, TELANGANA.

CONSIDER, DISCUSS AND REVIEW THE STATUS OF THE STRATEGIC BUSINESS PLAN OF THE COMPANY WITH RESPECT TO ACQUISITION OF ASSETS.

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with Rules, applicable Clauses of the Business Transfer Agreement(s) entered into by the Company and applicable provisions of the Articles of Association of the Company, the consent of the Board of Directors be and is hereby accorded to withdraw the Business proposal as contained in the Business Transfer Agreements (“BTAs”) entered into with the Companies mentioned hereunder with respect to the Acquisition of Business / Assets:

1. M/s. Agarwal Steels Structures India Private Limited
2. M/s. Durafast Automotive Private Limited
3. M/s. NHS Metals Private Limited
4. M/s. Rajesh Sandhi Infrast and Metals Private Limited

“RESOLVED FURTHER THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), the enabling provisions of the Memorandum and Articles of Association of the Company, erstwhile Listing Agreement and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any statutory modification or re-enactment thereof for the time being in force) (“SEBI ICDR Regulations”), the consent of the Board, be and is hereby accorded for withdrawal of the proposal for the issue of Equity Shares through Preferential Allotment, which was earlier approved by the Board, to discharge the Lump-sum Consideration in terms of the Business Transfer Agreements (“BTAs”) entered into with the Companies as aforesaid.”

“RESOLVED FURTHER THAT the consent of the Board be and is hereby accorded to withdraw the Application submitted to the Stock Exchanges for obtaining the In-principle approval with regard to the issue of Equity Shares under Preferential Allotment in terms of the SEBI (Issue of Capital and Disclosure Requirements) Guidelines, 2009.”

“RESOLVED FURTHER THAT Mr. Rajesh Agarwal, Chairman & Managing Director, Mr. Arun Dogra, Whole Time Director and / or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental for giving effect to the above resolution, including, but not limited to, making the necessary intimation(s) to the Stock Exchanges and other requisite filings with any Statutory / Regulatory Body (ies), in connection with the above.”

//CERTIFIED TRUE COPY//

For BS Limited

Rajesh Agarwal

(Rajesh Agarwal)

Chairman & Managing Director



BS Limited

CIN:L27109AP2004PLC042375

#504, Trendset Towers, Road No. 2, Banjara Hills, Hyderabad - 500 034, Telangana, India.

Phone: +91 40 4455 8888 | Fax: +91 40 2354 3704 | www.bslimited.in