CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING (NO. Q4/2/2021-22) OF THE BOARD OF DIRECTORS OF CENTRUM MICROCREDIT LIMITED HELD ON FRIDAY, FEBRUARY 11, 2022 AT 12:30 NOON AT CENTRUM HOUSE, C.S.T. ROAD, VIDYANAGARI MARG, KALINA, SANTACRUZ (EAST), MUMBAI – 400 098.

"**RESOLVED THAT** pursuant to the provisions of Sections 179(3), 177, 230 to 232 of the Companies Act, 2013 read with relevant Rules of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016 or any statutory modifications or replacement thereof for the time being in force read with other applicable provisions of Companies Act, 2013 or any amendment thereof and enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the consent of the Board of Directors of Centrum Capital Limited, the requisite approval, consents, sanctions of National Company Law Tribunal (NCLT) and/or such other appropriate authority, as may be applicable, the approval of the Board of Directors of the Company ('Board') be and is hereby accorded for the proposed amalgamation of Centrum Microcredit Limited ('CML' or 'the Transferor Company') WITH Centrum Capital Limited ('CCL' or 'the Transferee Company') AND their respective shareholders ('the Scheme' or 'this Scheme').

"**RESOLVED FURTHER THAT** the Scheme of Amalgamation of Centrum Microcredit Limited ('CML' or 'the Transferor Company') with Centrum Capital Limited ('CCL' or 'the Transferee Company') as per the draft placed before the Board with "Appointed date" as April 1, 2022 be and is hereby approved;

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary or Chief Financial officer of the Company or the Group General Counsel or Mr. Sriram Venkatasubramanian or Ms. Archana Goyal or Mr. Asit Hemani or Ms. Mamta Khatri ("Authorised signatories") be and are hereby severally authorized to take all the necessary steps for affecting the amalgamation, including but not limited to;

(a) Appoint any Consultant, Service provider, Practising Company Secretary, Chartered Accountant, Advocates, or any other person on behalf of the Company, to represent, appear, make submission before the National Company Law Tribunal, Registrar of Companies, Regional Directors, Income Tax Authorities, Official Liquidator or any other Regulatory or Statutory Authority, or any Courts or Tribunals in India;
(b) Sign and file applications with National Company Law Tribunal ('NCLT') or such other appropriate authority seeking directions to hold or to dispense with the Meetings of the shareholders and/or creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT or such other appropriate authority to give effect to the Scheme;
(c) File affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants, and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
(d) Apply for and obtain requisite approvals of the Central/State Government(s) and their agencies and any other authority or agency, whose consent is required including the

shareholders, term loan lenders, financial institution, as may be considered necessary, to the said Scheme;

(e) 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;

(f) Make modification, amendments, revisions, edits and all the other actions as may be required to finalize the Scheme, including changes in Appointed Date, if required;

(g) Make any alterations/ changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Central Government or the Court of competent jurisdiction or any other authority;

(h) Suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;

(i) Take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;

(j) Sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney; and

(k) Do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT a copy of this resolution duly certified as true by any Director of the Company or the Company Secretary or the Chief Financial officer be furnished to the concerned persons.

RESOLVED FURTHER THAT the authorised signatories be and are hereby severally authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute direction, deem appropriate and to deal all questions or difficulties that may arise in the course of implementing the above mentioned resolution."

FOR CENTRUM MICROCREDIT LIMITED

Mamta R Khatri Digitally signed by Mamta R Khatri Date: 2022.03.09 18:28:35 +05'30'

Mamta Khatri
Company Secretary