CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF CAPITAL TRUSTLIMITED ("COMPANY") HELD ON 17TH DECEMBER 2021 AT 3 P.M AT 205, CENTRUM MALL, SULTANPUR, MG ROAD, NEW DELHI.

The Board of Directors of the Company *(hereinafter referred as "**Board**")* was briefed regarding the proposed plan for amalgamation of Capital Trust Housing Finance Private Limited ("**CTHFPL**" or "**Transferor Company 1**") and Capital Trust Microfinance Private Limited ("**CTMPL**" or "**Transferor Company 2**") with and into the Company by way of a scheme of amalgamation under sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of law for the time being in force, with effect from Appointed Date i.e. 01 April 2021

In this regard, the Board reviewed the draft scheme of amalgamation amongst the Transferor Companies and Transferee Company and their respective shareholders and creditors *(hereinafter referred as "**Draft Scheme**")* prepared for the proposed amalgamation.

The Board noted the details of Draft Scheme and accounting treatment certificate as placed before them and found the same in order. Thereafter, the Board passed the following resolutions unanimously:

"**RESOLVED THAT** pursuant to the provisions of sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

(including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), relevant provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals of the members and creditors of the Company and such other approvals, sanctions and permissions of the Hon'ble National Company Law Tribunal and any other relevant authority or regulatory authority, body, institution (hereinafter collectively referred as "**Concerned Authority**") of competent jurisdiction under applicable laws for the time being in force, consent of the Board be and is hereby accorded to approve the draft scheme of amalgamation ("**Scheme**") of Capital Trust Housing Finance Private Limited **("Transferor Company 1")**, Capital Trust Microfinance Private Limited **("Transferor Company 2")** and Capital Trust Limited **("Transferee Company")** and their respective shareholders and creditors, with effect from the appointed date i.e. 01 April, 2021 placed before the Board and initialed by the Director for the purpose of identification.

RESOLVED FURTHER THAT Mr. Yogen Khosla, Managing Director and Mr.Vinod Raina, CFO and Ms. Tanya Sethi, Company Secretary of the Company be and are hereby severally authorized to make such alteration(s) and change(s) in Scheme as may be expedient or necessary to effectively implement Scheme, as they deem fit or which may be expedient or necessary for satisfying the requirement or condition imposed by the Tribunal and/or Concerned Authority and/or creditors and/or members of Company, provided that prior approval of Board shall be obtained for making any material changes in Scheme as approved in this meeting.

RESOLVED FURTHER THAT the Board do hereby approve the from M/s.. D P Bhardwaj and Associates, Chartered Accountants, (Firm Registration No. 021878C) regarding compliance of the Accounting Treatment with the accounting standards

prescribed by the Central Government under section 133 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Yogen Khosla, Managing Director and Mr.Vinod Raina, CFO and Ms. Tanya Sethi, Company Secretary of the Company, be and are hereby severally authorized:

a) to make, prepare, sign and file applications, petitions, affidavits and such other documents as may be necessary with Tribunal;

b) to obtain waiver/directions for holding meetings of the members and creditors of the Company and to sign and issue public advertisements and notices in connection with Scheme;

c) to make any amendment(s), alteration(s) and modification(s) in the said Scheme as may be suggested by members and creditors of the Company, Transferor/ Transferee Company and/or by Tribunal or Concerned Authority;

d) to engage, hire, appoint and remove one or more counsel/advocate/pleader to represent and act on behalf of the Company in the proceedings before Tribunal, Concerned Authority and/or any other authority in any matter related to Scheme;

e) to affix the common seal of the Company, in accordance with articles of association of the Company, on such documents and papers as may be necessary in this regard;

f) to do such things and to take such steps as may be necessary for getting Scheme approved by members and creditors of the Company and sanctioned by Tribunal and/or Concerned Authority;

g) to do all such things and to take all such steps as may be necessary for the purpose of ensuring compliance with the directions that may be given by Tribunal and/or Concerned Authority;

h) to furnish certified true copies of this resolution as and when necessary; and

i) to delegate all or any of the aforesaid powers to any other person by way of a valid power of attorney.

RESOLVED FURTHER THAT all acts, deeds, matters and things done by the authorized signatories/ representatives for the aforementioned purpose shall have the same effect as if done by the Board and the Board hereby ratifies/ agrees to ratify any acts, deeds and things done/caused to be done by any authorized signatories pursuant to the foregoing resolution."

For Capital Trust Limited

Tanya Sethi
Company Secretary
M.No. ACS-31566
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Shahdara. Delhi-32