

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SINTEX INDUSTRIES LIMITED ('THE COMPANY') IN THEIR MEETING HELD ON 29th SEPTEMBER 2016 AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 7TH FLOOR, ABHIJEET BUILDING, MITHAHALI SIX ROADS, ELLISBRIDGE, AHMEDABAD
- 380 006

Approval of draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their Respective Shareholders and Creditors ('the Scheme')

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 1956 and that of the Companies Act, 2013, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals from Stock Exchanges, SEBI, Shareholders, Lenders, Creditors of the Company, if required and subject to the sanction of the Hon'ble High Court of Gujarat ('the Court'), or such other competent authority as may be applicable, consent and approval of the Board of Directors be and is hereby accorded for transfer and vesting of "Custom Moulding Undertaking" and "Prefab Undertaking" (as defined in the Scheme) of the Company into Sintex-BAPL Limited and Sintex Infra Projects Limited, respectively as per the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme') approved by the Audit Committee, placed before the Board and initialled by the Chairman of the Meeting for the purpose of identification.

RESOLVED FURTHER THAT, the Board of Directors hereby approves the share entitlement ratio for the Scheme based on the recommendation of the Audit Committee and based on the valuation report of an independent valuer, **B S R and Associates LLP** dated 29th September 2016 and Fairness Opinion of **Investec Capital Services (India) Private Limited**, Category I Merchant Bankers dated 29th September 2016, as under:

"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Custom Moulding Undertaking to Sintex-BAPL Limited"

SINTEX INDUSTRIES LIMITED

Regd. Office : Kalol-382 721, Dist. Gandhinagar, Gujarat, India.

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CIN : L17110GJ1931PLC000454



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"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Prefab Undertaking to Sintex Infra Projects Limited."

"If any equity shareholders of Sintex Industries Limited becomes entitled to any fractional shares pursuant to the above, the Board of Directors of Sintex Plastics Technology Limited shall consolidate such fractions to whole number, and thereupon shall issue, the equity shares of Sintex Plastics Technology Limited to the concerned equity shareholders of Sintex Industries Limited."

RESOLVED FURTHER THAT a Committee of the Board of Directors known as the "Reorganization Committee" comprising of Mr. Rahul A. Patel, the Managing Director (Group), Mr. Amit D. Patel, the Managing Director (Group), Mr. S.B. Dangayach, the Managing Director, Mr. Ashwin Lalbhai Shah, Director, Dr. Rajesh B. Parikh, Director of the Company, be and is hereby constituted and that the said committee be authorized to:

- i) To carry out all acts, deeds, matters and things as may be individually required in connection with and to give effect to the Scheme including finalization of the Scheme
- ii) to finalize the Scheme for submission to the Stock Exchange(s), the High Court of Gujarat, other authorities, as may be necessary and /or to accept and approve such changes and modifications/alterations in the Scheme as may be expedient or necessary for satisfying the requirement or condition imposed by the Stock exchange(s), the High Court of Gujarat; and
- iii) further to do all such acts, deeds and things as the Committee may deem it expedient and necessary, in its discretion, in this connection

RESOLVED FURTHER THAT the quorum for the meeting of the above Reorganization Committee of the Company shall be any two members present in person and the Reorganization Committee shall elect one of its member to be the Chairman of the meeting.

RESOLVED FURTHER THAT the contents of the details of assets and liabilities of the Custom Moulding Undertaking and the Prefab Undertaking that are being transferred a copy of which is tabled in the meeting, duly initialed by the Chairman, is hereby taken on record and approved.

RESOLVED FURTHER THAT the undertaking certified by **Shah & Shah Associates, Chartered Accountants**, dated 29th September 2016, clearly stating the reasons for non-applicability of Para 9(a) relating to Postal Ballot of SEBI Circular No. CIR/CFD/CMD/16/2015 dated 30 November 2015, be and is hereby noted and approved.

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RESOLVED FURTHER THAT Mr. Dinesh B. Patel, the Chairman, Mr. Arun P. Patel, the Vice Chairman, Mr. Rahul A. Patel, the Managing Director (Group), Mr. Amit D. Patel, the Managing Director (Group), Mr. S.B. Dangayach, the Managing Director, Mr. Prashant D. Shah, the Head – Accounts, Audit & CFO, Mr. Hitesh T. Mehta, Company Secretary, Mr. Chetan H. Joshi, Joint CFO (Plastic) and Mr. J. K. Baid, Joint CFO (Textile) be and are hereby severally authorized on behalf of the Board, *inter alia*, to:

- (a) do all such acts as may be required to be complied with under the Companies (Court) Rules, 1959, including but not limited to finalise and sending of Notice and Explanatory Statement under Section 102 of the Companies Act, 2013, advertisement, appointment of Scrutinizer etc.;
- (b) make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by Central Government and / or the Stock Exchange(s) and / or SEBI and / or the High Court and / or any such authority as may be required for approving the Scheme;
- (c) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- (d) file the said Scheme and / or any other information / details with the concerned stock exchange(s) for approval in terms of SEBI provisions;
- (e) file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, solicitors, Consultants, chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary;
- (f) sign and file applications / petitions with the High Court or such other competent authority of relevant jurisdiction for directions for holding / dispensing with a meeting of the members and or creditors and for confirmation of the Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the High Court or such other competent authority and to sign, issue and dispatch the Notice convening such meeting(s) to the shareholders and / or other concerned persons;

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- (g) obtain approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- (h) for the above purpose file all pleadings, reports and sign and issue public advertisements and notices;
- (i) do all further acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to the Scheme and for matters connected therewith or incidental thereto and to issue a copy of this resolution duly certified as true and furnish the same to whomsoever concerned; and
- (j) 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.

RESOLVED FURTHER THAT the BSE Limited, be and is hereby chosen as the Designated Stock Exchange ('DSE') for coordinating with Securities and Exchange Board of India with regard to this Scheme.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, if necessary, on all the necessary documents, papers etc., in connection with the matter, in presence of any one of the aforesaid Directors/Company Secretary of the Company, who shall sign the same in token thereof, as required by the Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are/is hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

FOR SINTEX INDUSTRIES LIMITED

COMPANY SECRETARY



DATE - 29th SEPTEMBER 2016

PLACE - AHMEDABAD

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SINTEX-BAPL LTD.

(Formerly known as BRIGHT AUTOPLAST LIMITED)

2011, 2nd Floor, Farena Corporate Park, Hadapsar - Khairadi bypass Road, Hadapsar, Pune - 411013.

Tel: +91 20 71055600 E-mail: info@brightautoplast.com

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**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS
OF SINTEX-BAPL LIMITED ('THE COMPANY') IN THEIR MEETING HELD ON 29TH
SEPTEMBER 2016 AT 7TH FLOOR, ABHIJEET BUILDING, MITHAKHALI SIX ROADS,
ELLISBRIDGE, AHMEDABAD – 380 006**

Approval of draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex
Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their
Respective Shareholders and Creditors ('the Scheme')

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 1956 and that of the Companies Act, 2013, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals from Stock Exchanges, SEBI, Shareholders, Creditors of the Company, if required and subject to the sanction of the Hon'ble High Court of Gujarat ('the Court'), or such other competent authority as may be applicable, consent and approval of the Board of Directors be and is hereby accorded for transfer and vesting of “Custom Moulding Undertaking” (as defined in the Scheme) of Sintex Industries Limited into the Company as per the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme') placed before the Board and initialled by the Chairman of the Meeting for the purpose of identification.

RESOLVED FURTHER THAT, the Board of Directors hereby notes the share entitlement ratio for the Scheme based on the valuation report of an independent valuer, **B S R and Associates LLP** dated 29th September 2016 as under:

- “1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Custom Moulding Undertaking to Sintex-BAPL Limited”
- “1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Prefab Undertaking to Sintex Infra Projects Limited”



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"If any equity shareholders of Sintex Industries Limited becomes entitled to any fractional shares pursuant to the above, the Board of Directors of Sintex Plastics Technology Limited shall consolidate such fractions to whole number, and thereupon shall issue, the equity shares of Sintex Plastics Technology Limited to the concerned equity shareholders of Sintex Industries Limited."

RESOLVED FURTHER THAT the contents of the details of assets and liabilities of the Custom Moulding Undertaking that is being transferred a copy of which is tabled in the meeting, duly initiated by the Chairman, is hereby taken on record and approved.

RESOLVED FURTHER THAT Mr. Amit D. Patel, Mr. Rahul A. Patel and Mr. Ashoke Kumar Maitra, Directors of the Company, Mr. J. K. Baid and Mr. Chetan Joshi, the Authorised Signatories of the Company be and are hereby severally authorized on behalf of the Board, *inter alia*, to:

- (a) do all such acts as may be required to be complied with under the Companies (Court) Rules, 1959, including but not limited to finalise and sending of Notice and Explanatory Statement under Section 102 of the Companies Act, 2013, advertisement, appointment of Scrutinizer etc.;
- (b) make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by Central Government and / or the Stock Exchange(s) and / or SEBI and / or the High Court and / or any such authority as may be required for approving the Scheme;
- (c) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- (d) file the said Scheme and / or any other information / details with the concerned stock exchange(s) for approval in terms of SEBI provisions;
- (e) file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, solicitors, Consultants, chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary;



Regd Office : Abhijeet-I, 7th Floor, Mithakhali Six Roads, Ellisbridge, Ahmedabad-380006, Gujarat, India

Location : Pune | Sohra | Chennai | Nashik | Pithampur

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CIN No.: U25199GJ2007PLC051364

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- (f) sign and file applications / petitions with the High Court or such other competent authority of relevant jurisdiction for directions for holding / dispensing with a meeting of the members and or creditors and for confirmation of the Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the High Court or such other competent authority and to sign, issue and dispatch the Notice convening such meeting(s) to the shareholders and / or other concerned persons;
- (g) obtain approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- (h) for the above purpose file all pleadings, reports and sign and issue public advertisements and notices;
- (i) do all further acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to the Scheme and for matters connected therewith or incidental thereto and to issue a copy of this resolution duly certified as true and furnish the same to whomsoever concerned; and
- (j) 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.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, if necessary, on all the necessary documents, papers etc., in connection with the matter, in presence of any one of the aforesaid Directors/Company Secretary of the Company, who shall sign the same in token thereof, as required by the Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are/is hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.

FOR SINTEX BAPL LIMITED

DIRECTOR



DATE - 29TH SEPTEMBER 2016

PLACE - AHMEDABAD

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SINTEX INFRA PROJECTS LIMITED ('THE COMPANY') IN THEIR MEETING HELD ON 29TH SEPTEMBER 2016 AT 7TH FLOOR, ABHIJEET BUILDING, MITHAKHALI SIX ROADS, ELLISBRIDGE, AHMEDABAD - 380 006

Approval of draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their Respective Shareholders and Creditors ('the Scheme')

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 1956 and that of the Companies Act, 2013, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals from Stock Exchanges, SEBI, Shareholders, Creditors of the Company, if required and subject to the sanction of the Hon'ble High Court of Gujarat ('the Court'), or such other competent authority as may be applicable, consent and approval of the Board of Directors be and is hereby accorded for transfer of "Prefab Undertaking" (as defined in the Scheme) of Sintex Industries Limited to the Company as per the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme') placed before the Board and initialled by the Chairman of the Meeting for the purpose of identification.

RESOLVED FURTHER THAT, the Board of Directors hereby notes the share entitlement ratio for the Scheme based on the valuation report of an independent valuer, **B S R and Associates LLP** dated 29th September 2016 as under:

"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Custom Moulding Undertaking to Sintex-BAPL Limited"

"1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Prefab Undertaking to Sintex Infra Projects Limited"

SINTEX INFRA PROJECTS LIMITED

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CIN U45201GJ2009PLC058702



"If any equity shareholders of Sintex Industries Limited becomes entitled to any fractional shares pursuant to the above, the Board of Directors of Sintex Plastics Technology Limited shall consolidate such fractions to whole number, and thereupon shall issue, the equity shares of Sintex Plastics Technology Limited to the concerned equity shareholders of Sintex Industries Limited."

RESOLVED FURTHER THAT the contents of the details of assets and liabilities of the Prefab Undertaking that is being transferred a copy of which is tabled in the meeting, duly initiated by the Chairman, is hereby taken on record and approved.

RESOLVED FURTHER THAT Mr. Amit D. Patel, Mr. Rahul A. Patel and Mr. S. B. Dangayach, Directors of the Company, Mr. J. K. Baid and Mr. Chetan Joshi, the Authorised Signatories of the Company be and are hereby severally authorized on behalf of the Board, *inter alia*, to:

- (a) do all such acts as may be required to be complied with under the Companies (Court) Rules, 1959, including but not limited to finalise and sending of Notice and Explanatory Statement under Section 102 of the Companies Act, 2013, advertisement, appointment of Scrutinizer etc.;
- (b) make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by Central Government and / or the Stock Exchange(s) and / or SEBI and / or the High Court and / or any such authority as may be required for approving the Scheme;
- (c) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;
- (d) file the said Scheme and / or any other information / details with the concerned stock exchange(s) for approval in terms of SEBI provisions;
- (e) file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, solicitors, Consultants, chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary;



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CIN U45201GJ2009PLC058702

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- (f) sign and file applications / petitions with the High Court or such other competent authority of relevant jurisdiction for directions for holding / dispensing with a meeting of the members and or creditors and for confirmation of the Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the High Court or such other competent authority and to sign, issue and dispatch the Notice convening such meeting(s) to the shareholders and / or other concerned persons;
- (g) obtain approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- (h) for the above purpose file all pleadings, reports and sign and issue public advertisements and notices;
- (i) do all further acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to the Scheme and for matters connected therewith or incidental thereto and to issue a copy of this resolution duly certified as true and furnish the same to whomsoever concerned; and
- (j) 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.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, if necessary, on all the necessary documents, papers etc., in connection with the matter, in presence of any one of the aforesaid Directors/above mentioned Authorised Signatories of the Company, who shall sign the same in token thereof, as required by the Articles of Association of the Company.

RESOLVED FURTHER THAT any of the Directors of the Company be and are/ is hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.

FOR SINTEX INFRA PROJECTS LIMITED

[Signature]
DIRECTOR



DATE - 29TH SEPTEMBER 2016

PLACE - AHMEDABAD

SINTEX INFRA PROJECTS LIMITED

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SINTEX PLASTICS TECHNOLOGY LIMITED

(Formerly known as NEEV EDUCARE LIMITED)

CIN : U74120GJ2015PLC084071

Registered Office : Abhijeet 7th Floor, Mithakhali Six Road
Ellisbridge, Ahmedabad – 380 009, Gujarat, India.

Phone : +91-79-26403446



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF SINTEX PLASTICS TECHNOLOGY LIMITED ('THE COMPANY') IN THEIR MEETING HELD ON 29TH SEPTEMBER 2016 AT 7TH FLOOR, ABHIJEET BUILDING, MITHAKHALI SIX ROADS, ELLISBRIDGE, AHMEDABAD – 380 006

Approval of draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their Respective Shareholders and Creditors ('the Scheme')

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and Sections 100 to 103 of the Companies Act, 1956 and Section 52 of the Companies Act, 2013 and other relevant provisions of the Companies Act, 1956 and that of the Companies Act, 2013, and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals from Stock Exchanges, SEBI, Shareholders, Creditors of the Company, if required and subject to the sanction of the Hon'ble High Court of Gujarat ('the Court'), or such other competent authority as may be applicable, consent and approval of the Board of Directors be and is hereby accorded for transfer and vesting of “Custom Moulding Undertaking” and “Prefab Undertaking” (as defined in the Scheme) of Sintex Industries to Sintex-BAPL Limited and Sintex Infra Projects Limited, respectively, wholly owned subsidiaries of Sintex Plastics Technology Limited, as per the draft Composite Scheme of Arrangement between Sintex Industries Limited and Sintex Plastics Technology Limited and Sintex-BAPL Limited and Sintex Infra Projects Limited and their respective shareholders and creditors ('the Scheme') placed before the Board and initialled by the Chairman of the Meeting for the purpose of identification.

RESOLVED FURTHER THAT, the Board of Directors hereby notes the share entitlement ratio for the Scheme based on the valuation report of an independent valuer, **B S R and Associates LLP,** dated 29th September 2016 as under:



SINTEX PLASTICS TECHNOLOGY LIMITED

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“1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Custom Moulding Undertaking to Sintex-BAPL Limited”

“1 (one) fully paid-up equity share of INR 1/- each of Sintex Plastics Technology Limited for every 2 (two) fully paid-up equity share of INR 1/- each held by the equity shareholders in Sintex Industries Limited for transfer and vesting of Prefab Undertaking to Sintex Infra Projects Limited”

“If any equity shareholders of Sintex Industries Limited becomes entitled to any fractional shares pursuant to the above, the Board of Directors of Sintex Plastics Technology Limited shall consolidate such fractions to whole number, and thereupon shall issue, the equity shares of Sintex Plastics Technology Limited to the concerned equity shareholders of Sintex Industries Limited.”

RESOLVED FURTHER THAT the contents of the details of assets and liabilities of the Custom Moulding Undertaking and the Prefab Undertaking that are being transferred a copy of which is tabled in the meeting, duly initialed by the Chairman, is hereby taken on record and approved.

RESOLVED FURTHER THAT Mr. Dinesh B. Patel, Mr. Arun P. Patel, Mr. Rahul A. Patel, Mr. Amit D. Patel, Directors, Mr. Chetan H. Joshi and Mr. J. K. Baid, the Authorised Signatories of the Company be and are hereby severally authorized on behalf of the Board, *inter alia*, to:

- (a) do all such acts as may be required to be complied with under the Companies (Court) Rules, 1959, including but not limited to finalise and sending of Notice and Explanatory Statement under Section 102 of the Companies Act, 2013, advertisement, appointment of Scrutinizer etc.;
- (b) make such alterations and changes to the aforesaid Scheme as may be expedient or necessary, particularly for satisfying the requirements or conditions imposed by Central Government and / or the Stock Exchange(s) and / or SEBI and / or the High Court and / or any such authority as may be required for approving the Scheme;
- (c) evolve, decide upon and bring into effect the Scheme and make and give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as the Board of Directors may suo moto decide in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper;



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- (d) file the said Scheme and / or any other information / details with the concerned stock exchange(s) for approval in terms of SEBI provisions;
- (e) file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, solicitors, Consultants, chartered Accountants and other professionals and to remunerate them and to sign and execute vakalatnama wherever necessary;
- (f) sign and file applications / petitions with the High Court or such other competent authority of relevant jurisdiction for directions for holding / dispensing with a meeting of the members and or creditors and for confirmation of the Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the High Court or such other competent authority and to sign, issue and dispatch the Notice convening such meeting(s) to the shareholders and / or other concerned persons;
- (g) obtain approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- (h) for the above purpose file all pleadings, reports and sign and issue public advertisements and notices;
- (i) do all further acts, deeds, matters and things as may be considered necessary (including listing of Company's shares post approval of the Scheme), proper and expedient to give effect to the Scheme and for matters connected therewith or incidental thereto and to issue a copy of this resolution duly certified as true and furnish the same to whomsoever concerned; and
- (j) 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.

RESOLVED FURTHER THAT the Common Seal of the Company be affixed, if necessary, on all the necessary documents, papers etc., in connection with the matter, in presence of any one of the aforesaid Directors/above mentioned Authorised Signatories of the Company, who shall sign the same in token thereof, as required by the Articles of Association of the Company.



SINTEX PLASTICS TECHNOLOGY LIMITED

(Formerly known as NEEV EDUCARE LIMITED)

CIN : U74120GJ2015PLC084071

Registered Office : Abhijeet 7th Floor, Mithakhali Six Road
Ellisbridge, Ahmedabad – 380 009, Gujarat, India.

Phone : +91-79-26403446



RESOLVED FURTHER THAT any of the Directors of the Company be and are / is hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

FOR SINTEX PLASTICS TECHNOLOGY LIMITED


DIRECTOR

DATE – 29TH SEPTEMBER 2016

PLACE – AHMEDABAD

