

BLUE PEARL TEXSPIN LIMITED

(FORMERLY KNOWN AS E-WHA FOAM INDIA LIMITED)

Office No. 32, VyaparBhavan, 49, P.D'Mello Road, Mumbai 400 009 Maharashtra.

Tel 022 32997884 Fax 23487884

Email: bluepearltexspin@gmail.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF BLUE PEARL TEXSPIN LIMITED AT THEIR MEETING HELD ON MARCH 22, 2014 AT 12.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY

APPROVAL OF SCHEME OF AMALGAMATION BETWEEN THE COMPANY AND BLUE PEARL LIFESTYLE PRIVATE LIMITED

"RESOLVED THAT pursuant to the provisions of sections 391 to 395 read with Section 100 to 105 and other applicable provisions, if any of the Companies Act 1956 (or any amendment thereof) and subject to Memorandum and Articles of Association of the Company and also subject to requisite approval of the members, financial institutions, banks and other creditors if any to the Company and approval of the Hon'ble Bombay High Court, the Scheme of Amalgamation as placed before the Board be and is hereby approved.

FURTHER RESOLVED THAT July 1, 2013 be considered as appointed date for the purpose of above Scheme of Amalgamation.

FURTHER RESOLVED THAT following Directors of the Company be and are hereby authorized severally to make such alterations and changes in the amalgamation scheme as may be expedient or necessary for satisfying the requirements or conditions for compliance with the statutory requirements and procedures for the amalgamation and/or as may be imposed by the Hon'ble High Court of Bombay, provided that prior approval of the Board or Committee shall be obtained for making alterations, changes in the Scheme of Amalgamation:

1. Arun Kumar Sharma- Director
2. Ganeshbhai Sahebraobhai Sengadani-Director
3. Om Prakash Madhogarhia-Director

[Handwritten signatures and circular stamps of Blue Pearl Texspin Limited, Mumbai]

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FURTHER RESOLVED THAT aforesaid Directors of the Company be and are hereby severally authorized to take all steps necessary, in connection with the filling of:-

- (a) Scheme of Amalgamation with the concerned authorities and Hon'ble High Court;
- (b) Application to the Hon'ble High Court of Bombay for directions for holding meetings of the shareholders/creditors if any of the Company;
- (c) Petitions for confirmation of the Hon'ble High Court of Bombay; and
- (d) to do all acts and things as may be considered necessary and expedient in relation thereto and for that purpose to engage any counsel, advisor, consultant or such other agency as may be required for the said matter on such terms and conditions as they may deem fit in the interest of the Company.

FURTHER RESOLVED THAT Board be and is hereby authorised to constitute committee and delegate all aforesaid powers to the committee to implement the said resolution and proposal."

\\CERTIFIED TRUE COPY

**FOR AND ON BEHALF OF BLUE PEARL TEXSPIN LIMITED
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**ARUN KUMAR SHARMA
EXECUTIVE DIRECTOR**




