



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF CORPORATE COURIER AND CARGO LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 19, PARSİ PANCHAYAT ROAD, ANDHERI EAST, MUMBAI 400068, ON 2nd JUNE 2017 AT 4.45 PM

“RESOLVED THAT pursuant to the provisions of Sections 230 and other applicable provisions, of the Companies Act, 2013 and 1956 if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum of Association read with the Articles of Association of the Company and subject to the requisite sanction of the High Court of Judicature at Bombay/ National Company Law Tribunal Mumbai (NCLT), as the case may be, and such other statutory/regulatory authority(ies), as may be applicable, consent of the Board of Directors (hereinafter referred to as the ‘**Board**’) be and is hereby accorded for approving the Composite Scheme of Arrangement (“**Scheme**”) between **Corporate Courier And Cargo Limited**, Harish Textile Engineers Private Limited, and Mahesh Developers Private Limited with respect to Demerger of 2 Divisions i.e Undertaking 1 relating to Engineering Services , Undertaking 2 relating to Real Estate of **Corporate Courier And Cargo Limited (Demerged Company)** into Harish Textile Engineers Private Limited (HTEPL), and Mahesh Developers Private Limited (MDPL) respectively (**Resulting Companies**) and their respective shareholders and creditors providing for the demerger of the demerged undertakings of the Demerged Company to the resulting Companies (which are under the process of conversion from Private Limited Companies to Public Companies) with effect from April 1st, 2017 (“**Appointed Date**”), as per the terms and conditions mentioned in the draft scheme submitted, be and is hereby approved.

RESOLVED FURTHER THAT upon the Scheme being sanctioned and demerger of the Demerged Undertakings to the Resulting Companies becoming effective the Resulting Companies shall, subject to approval from relevant authorities and other stakeholders as applicable, issue and allot equity shares in the Resulting Companies as per agreed swap ratio to the equity shareholders of the Demerged Company whose names appear in the Register of Members as on the Record Date for every 100 (Hundred) equity share of nominal value of Rs.10/- each fully paid up in the Resulting Company;

- a. 4 (Four) equity share of nominal value of Re. 10/- credited as fully paid up in HTEPL;
- b. 16 (Sixteen) equity share of nominal value of Re. 10/- credited as fully paid up in MDPL

RESOLVED FURTHER THAT post demerger of the above 2 Divisions in the resulting companies the Demerged Company will continue its daily operations and operate as a going concern to create shareholder value and shareholders of the demerged company get the shares of HTEPL and MDPL in addition to the shares of the demerged company already held by them as on Record Date.



RESOLVED FURTHER THAT any Directors of the Company or the Company Secretary of the Company (referred to as Authorised Representative(s) of the Company) be and are hereby authorized to carry out or assent to any modifications/ amendments to the Scheme or to any conditions or limitations that the High Court/NCLT and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate.”

“RESOLVED FURTHER THAT any of the Authorised Representative(s) be and hereby jointly or severally authorized to take all actions and decide all matters relating to and/or incidental to the aforesaid scheme, including but not limited to:

- a) Preparing and signing the scheme of arrangement, applications, petitions, affidavits, undertakings, vakalatnamas, declarations, letters, notices, documents, papers and the like on behalf of the Company in consultation with the advocates appointed for the purpose of giving effect to the said composite scheme of arrangement;
- b) Filing applications with the High Court of Judicature at Bombay/NCLT Mumbai or such other appropriate authority seeking directions as to convening or dispensing with the meeting of the shareholders or creditors of the Company and where necessary to take steps to convene and hold such meetings as per the directions of the High Court/NCLT;
- c) Signing and issuing public advertisements and to issue notices to the members or any other class of persons, as per directions of the Hon’ble High Court of Judicature at Bombay or the NCLT Mumbai, as the case may be;
- d) Filing and submitting the scheme of arrangement, necessary petitions, affidavits, letters, documents, papers and the like with the High Court of Judicature at Bombay/NCLT Mumbai, Registrar of Companies, Regional Director and/or any other authority as may be required pursuant to the relevant provisions of applicable laws, rules or regulations;
- e) Engaging Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and signing and executing vakalatnama wherever necessary, and signing and issuing public advertisements and notices;
- f) Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;
- g) To communicate and correspond with the stock exchanges, banks, institutions, investors, government authorities, local authorities and other authorities where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions;
- h) Making any modifications/alterations/changes therein as may be suggested, prescribed, expedient or necessary for satisfying the requirement or conditions imposed by the High



Court/NCLT, Registrar of Companies, Regional Director, Income Tax Authorities, other Governmental Authorities and/or any other authority;

i) Withdrawing the scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the Court/NCLT and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto;

j) Settling any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;

k) Obtaining the order of the Hon'ble High Court of Judicature at Bombay/NCLT Mumbai, as the case may be, approving the scheme and filing the same with the Registrar of Companies, Mumbai, Maharashtra, so as to make the sanctioned scheme effective;

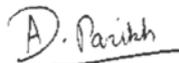
l) Doing all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the scheme and for matters connected therewith or incidental thereto; and

m) Filing a copy of the resolution duly certified and forward to the concerned authorities including the Hon'ble High Court of Judicature at Bombay/NCLT, as the case may be

“RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in the presence of any Directors of the Company or the Company Secretary of the Company.”

“RESOLVED FURTHER THAT any one Directors or the Company Secretary of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

For Corporate Courier and Cargo Limited



Darshit Parikh
Director
(Din: 03492803)
Place: Mumbai
Date: 02.06.2017





CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF MAHESH DEVELOPERS PRIVATE LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT UMA SHIKHAR, 13TH ROAD BEHIND KHAR TELEPHONE EXCHANGE, KHAR (WEST) MUMBAI :400052, MAHARASHTRA ON 2nd JUNE, 2017 AT 4.15 PM.

“RESOLVED THAT pursuant to the provisions of Sections 230 and other applicable provisions, of the Companies Act, 2013 and 1956 if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum of Association read with the Articles of Association of the Company and subject to the requisite sanction of the High Court of Judicature at Bombay/ National Company Law Tribunal Mumbai (NCLT), as the case may be, and such other statutory/regulatory authority(ies), as may be applicable, consent of the Board of Directors (hereinafter referred to as the **‘Board’**) be and is hereby accorded for approving the Composite Scheme of Arrangement (**“Scheme”**) between **Corporate Courier And Cargo Limited**, Harish Textile Engineers Private Limited, and Mahesh Developers Private Limited with respect to Demerger of 2 Divisions i.e Undertaking 1 relating to Engineering Services , Undertaking 2 relating to Real Estate of **Corporate Courier And Cargo Limited (Demerged Company)** into Harish Textile Engineers Private Limited (HTEPL), and Mahesh Developers Private Limited (MDPL) respectively (**Resulting Companies**) and their respective shareholders and creditors providing for the demerger of the demerged undertakings of the Demerged Company to the resulting Companies (which are under the process of conversion from Private Limited Companies to Public Companies) with effect from April 1st, 2017 (**“Appointed Date”**), as per the terms and conditions mentioned in the draft scheme submitted, be and is hereby approved.

RESOLVED FURTHER THAT upon the Scheme being sanctioned and demerger of the Demerged Undertaking to the Resulting Company becoming effective the Resulting Company shall, subject to approval from relevant authorities and other stakeholders as applicable, issue and allot equity shares in the Resulting Company as per agreed swap ratio to the equity shareholders of the Demerged Company whose names appear in the Register of Members as on the Record Date for every 100 (Hundred) equity share of nominal value of Rs.10/- each fully paid up in the Demerged Company;

16 (Four) equity share of nominal value of Re. 10/- credited as fully paid up in MDPL;

RESOLVED FURTHER THAT post demerger of the above Business Undertaking in the resulting company the Resulting Company will apply to relevant authorities for Listing of the

Shares of the Company to create shareholder value for the Demerged Company and its and shareholders.

RESOLVED FURTHER THAT any Directors of the Company or the Company Secretary of the Company (referred to as Authorised Representative(s) of the Company) be and are hereby authorized to carry out or assent to any modifications/ amendments to the Scheme or to any conditions or limitations that the High Court/NCLT and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate.”

“RESOLVED FURTHER THAT any of the Authorised Representative(s) be and hereby jointly or severally authorized to take all actions and decide all matters relating to and/or incidental to the aforesaid scheme, including but not limited to:

a) Preparing and signing the scheme of arrangement, applications, petitions, affidavits, undertakings, vakalatnamas, declarations, letters, notices, documents, papers and the like on behalf of the Company in consultation with the advocates appointed for the purpose of giving effect to the said composite scheme of arrangement;

b) Filing applications with the High Court of Judicature at Bombay/NCLT Mumbai or such other appropriate authority seeking directions as to convening or dispensing with the meeting of the shareholders or creditors of the Company and where necessary to take steps to convene and hold such meetings as per the directions of the High Court/NCLT;

c) Signing and issuing public advertisements and to issue notices to the members or any other class of persons, as per directions of the Hon’ble High Court of Judicature at Bombay or the NCLT Mumbai, as the case may be;

d) Filing and submitting the scheme of arrangement, necessary petitions, affidavits, letters, documents, papers and the like with the High Court of Judicature at Bombay/NCLT Mumbai, Registrar of Companies, Regional Director and/or any other authority as may be required pursuant to the relevant provisions of applicable laws, rules or regulations;

e) Engaging Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and signing and executing vakalatnama wherever necessary, and signing and issuing public advertisements and notices;

f) Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;

g) To communicate and correspond with the stock exchanges, banks, institutions, investors, government authorities, local authorities and other authorities where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions;

h) Making any modifications/alterations/changes therein as may be suggested, prescribed, expedient or necessary for satisfying the requirement or conditions imposed by the High

Court/NCLT, Registrar of Companies, Regional Director, Income Tax Authorities, other Governmental Authorities and/or any other authority;

i) Withdrawing the scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the Court/NCLT and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto;

j) Settling any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;

k) Obtaining the order of the Hon'ble High Court of Judicature at Bombay/NCLT Mumbai, as the case may be, approving the scheme and filing the same with the Registrar of Companies, Mumbai, Maharashtra, so as to make the sanctioned scheme effective;

l) Doing 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; and

m) Filing a copy of the resolution duly certified and forward to the concerned authorities including the Hon'ble High Court of Judicature at Bombay/NCLT, as the case may be

“RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in the presence of any Directors of the Company or the Company Secretary of the Company.”

“RESOLVED FURTHER THAT any one Directors or the Company Secretary of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

For Mahesh Developers Private Limited



Director

Place: Mumbai

Date: 02.06.2017



Harish Textile Engineers Pvt. Ltd.

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF HARISH TEXTILE ENGINEERS PRIVATE LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 19, PARS PANCHAYAT ROAD, ANDHERI EAST, MUMBAI 400068, ON 2nd JUNE 2017 AT 4.30 PM

“RESOLVED THAT pursuant to the provisions of Sections 230 and other applicable provisions, of the Companies Act, 2013 and 1956 if any (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Memorandum of Association read with the Articles of Association of the Company and subject to the requisite sanction of the High Court of Judicature at Bombay/ National Company Law Tribunal Mumbai (NCLT), as the case may be, and such other statutory/regulatory authority(ies), as may be applicable, consent of the Board of Directors (hereinafter referred to as the **‘Board’**) be and is hereby accorded for approving the Composite Scheme of Arrangement (**“Scheme”**) between **Corporate Courier And Cargo Limited**, Harish Textile Engineers Private Limited, and Mahesh Developers Private Limited with respect to Demerger of 2 Divisions i.e Undertaking 1 relating to Engineering Services , Undertaking 2 relating to Real Estate of **Corporate Courier And Cargo Limited (Demerged Company)** into Harish Textile Engineers Private Limited (HTEPL), and Mahesh Developers Private Limited (MDPL) respectively (**Resulting Companies**) and their respective shareholders and creditors providing for the demerger of the demerged undertakings of the Demerged Company to the resulting Companies (which are under the process of conversion from Private Limited Companies to Public Companies) with effect from April 1st, 2017 (**“Appointed Date”**), as per the terms and conditions mentioned in the draft scheme submitted, be and is hereby approved.

RESOLVED FURTHER THAT upon the Scheme being sanctioned and demerger of the Demerged Undertaking to the Resulting Company becoming effective the Resulting Company shall, subject to approval from relevant authorities and other stakeholders as applicable, issue and allot equity shares in the Resulting Company as per agreed swap ratio to the equity shareholders of the Demerged Company whose names appear in the Register of Members as on the Record Date for every 100 (Hundred) equity share of nominal value of Rs.10/- each fully paid up in the Demerged Company;

4 (Four) equity share of nominal value of Re. 10/- credited as fully paid up in HTEPL;

RESOLVED FURTHER THAT post demerger of the above Business Undertaking in the resulting company the Resulting Company will apply to relevant authorities for Listing of the Shares of the Company to create shareholder value for the Demerged Company and its and shareholders.

RESOLVED FURTHER THAT any Directors of the Company or the Company Secretary of the Company (referred to as Authorised Representative(s) of the Company) be and are hereby authorized to carry out or assent to any modifications/ amendments to the Scheme or to any conditions or limitations that the High Court/NCLT and/ or any other authority may deem fit to direct or impose, or which may otherwise be considered necessary, desirable or appropriate.”

“RESOLVED FURTHER THAT any of the Authorised Representative(s) be and hereby jointly or severally authorized to take all actions and decide all matters relating to and/or incidental to the aforesaid scheme, including but not limited to:

a) Preparing and signing the scheme of arrangement, applications, petitions, affidavits, undertakings, vakalatnamas, declarations, letters, notices, documents, papers and the like on behalf of the Company in consultation with the advocates appointed for the purpose of giving effect to the said composite scheme of arrangement;

b) Filing applications with the High Court of Judicature at Bombay/NCLT Mumbai or such other appropriate authority seeking directions as to convening or dispensing with the meeting of the shareholders or creditors of the Company and where necessary to take steps to convene and hold such meetings as per the directions of the High Court/NCLT;

c) Signing and issuing public advertisements and to issue notices to the members or any other class of persons, as per directions of the Hon’ble High Court of Judicature at Bombay or the NCLT Mumbai, as the case may be;

d) Filing and submitting the scheme of arrangement, necessary petitions, affidavits, letters, documents, papers and the like with the High Court of Judicature at Bombay/NCLT Mumbai, Registrar of Companies, Regional Director and/or any other authority as may be required pursuant to the relevant provisions of applicable laws, rules or regulations;

e) Engaging Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and signing and executing vakalatnama wherever necessary, and signing and issuing public advertisements and notices;

f) Obtaining approval from such other authorities and parties including the shareholders, creditors, lenders as may be considered necessary, to the said Scheme;

g) To communicate and correspond with the stock exchanges, banks, institutions, investors, government authorities, local authorities and other authorities where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper for the purpose of giving effect to the above resolutions;

h) Making any modifications/alterations/changes therein as may be suggested, prescribed, expedient or necessary for satisfying the requirement or conditions imposed by the High Court/NCLT, Registrar of Companies, Regional Director, Income Tax Authorities, other Governmental Authorities and/or any other authority;

i) Withdrawing the scheme at any stage in case the changes or modifications required in this Scheme or the conditions imposed by the Court/NCLT and/or any other authority, are not acceptable, and if the Scheme cannot be implemented otherwise and to do all such acts, deeds and things considered necessary in connection therewith or incidental thereto;

j) Settling any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;

k) Obtaining the order of the Hon'ble High Court of Judicature at Bombay/NCLT Mumbai, as the case may be, approving the scheme and filing the same with the Registrar of Companies, Mumbai, Maharashtra, so as to make the sanctioned scheme effective;

l) Doing 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; and

m) Filing a copy of the resolution duly certified and forward to the concerned authorities including the Hon'ble High Court of Judicature at Bombay/NCLT, as the case may be

“RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in the presence of any Directors of the Company or the Company Secretary of the Company.”

“RESOLVED FURTHER THAT any one Directors or the Company Secretary of the Company be and are hereby authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.”

For Harish Textile Engineers Private Limited



Director
Place: Mumbai
Date: 02.06.2017

