

GOLKONDA ALUMINIUM EXTRUSIONS LIMITED
(Formerly known as Alumeco India Extrusion Limited)

CIN: L74999DL1988PLC330668

Regd. Office: A-2/78-B, Keshav Puram, New Delhi - 110 035, India

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ANNEXURE - I

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF GOLKONDA ALUMINIUM EXTRUSIONS LIMITED ("THE COMPANY") HELD ON MONDAY, THE 19TH MARCH, 2018 AT 03:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-2/78-B KESHAV PURAM, NEW DELHI - 110035

TO APPROVE THE SCHEME FOR REDUCTION OF SHARE CAPITAL OF THE COMPANY:

"RESOLVED THAT pursuant to the provisions of Section 66, Section 55 and Section 52 and other applicable provisions of the Companies Act, 2013 read along with National Company Law Tribunal (Procedure for Reduction of Share Capital) Rules, 2016, including any amendment or reconstitution thereof ("hereinafter referred as the Act"), the relevant provisions of the Memorandum and Articles of Association of the Company and the other applicable laws, rules, regulations, bye-laws as the case may be; and subject to the requisite approvals of the shareholders of the Company and to the necessary consents, permissions and approvals of the Securities and Exchange Board of India (SEBI), Stock Exchange(s) where the securities of the Company are listed and any other statutory or regulatory authorities and subject to the sanction of the Hon'ble National Company Law Tribunal ("NCLT") of appropriate Jurisdiction and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the consent of the Board be and is hereby accorded to the Draft Scheme for Reduction of Share Capital ("the Application") of the Company, whereby 70% of its Paid-up Equity Share Capital and 55% of its Preference Share Capital is proposed to be reduced on proportionate basis and remaining Accumulated Losses would be reduced from the Securities Premium Reserves of the Company.

RESOLVED FURTHER THAT Audit Committee, at its meeting held on 19th March, 2018 at 02:30 P.M., have considered and has recommended the Draft Scheme under Section 66, Section 55 and Section 52 of the Companies, Act, 2013 involving Reduction of Share Capital to the extent of 70% of its Paid-up Equity Share Capital and 55% of its Preference Share Capital is proposed to be reduced on proportionate basis and remaining Accumulated Losses would be reduced from the Securities Premium Reserves of the Company.

RESOLVED FURTHER THAT in compliance with the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017, for the purpose of approval under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and coordinating with SEBI, the Board of Directors of the Company be and are hereby designate "BSE Limited" ("BSE") as the Designated Stock Exchange for the purpose of Reduction of Share Capital.

RESOLVED FURTHER THAT, the Board approves the Auditor Certificate obtained for the non-applicability of Para 9 under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.



Grand Bharad

RESOLVED FURTHER THAT Mrs. Utpal Agarwal and Mr. Anand Bharti, Directors of the Company be and are hereby severally authorized to take all necessary steps:

- a) Filing of application to the Stock Exchange(s) for seeking their No Objection to the Scheme and to do all such acts, deeds and things incidental thereto;
- b) Obtaining approval/consent from such other authorities and parties including but not limited to the shareholders, term loan lenders, financial institutions, if any, as may be considered necessary, to the said Scheme;
- c) Filing of petition for confirmation of the petition by the Hon'ble National Company Law Tribunal of appropriate jurisdiction;
- d) To make any alterations/changes to the Scheme as may be expedient or necessary for satisfying the requirements or conditions imposed by the Hon'ble National Company Law Tribunal of appropriate jurisdiction which does not materially change the substance of the Scheme;
- e) To sign all applications, petitions, documents, relating to the Scheme or delegate such authority to another person by a way of execution of a Power of Attorney;
- f) To swear and depose affidavits;
- g) To engage advocates and if considered necessary, also engage services of counsel(s) declare and file all pleadings, reports, and sign and issue public advertisements, notices for the above purposes and to do all acts incidental and necessary thereto;
- h) To settle any question/issue or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- i) To do all acts and things as may be considered necessary and expedient in relation thereto including the necessary application to Registrar of Companies (ROC), Regional Director, SEBI and such other authorities as may be required".

Certified True Copy

For and on behalf of

Golkonda Aluminium Extrusions Limited

Anand Bharti



Anand Bharti

Whole Time Director

DIN: 02469989

Address: A-2/78-B, Keshav Puram, New Delhi – 110035

Date: 19th March, 2018

Place: New Delhi