



Certified True Copy of the resolution passed at the meeting of the Board of Directors of Orient Ceramics And Industries Ltd. held on Friday, the 13th day of May, 2011 at 2.00 p.m. at the Corporate Office of the Company at Iris House, 16, Business Centre, Nangal Raya, New Delhi-110 046

"RESOLVED that pursuant to the provisions of Sections 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956, Listing Agreement with Stock exchanges and subject to the approval of the shareholders, creditors, Stock Exchanges where the shares of the Company are listed, Hon'ble High Court of Judicature at Allahabad, Hon'ble High Court of Gujarat at Ahmadabad or National Company Law Tribunal (NCLT) as the case may be or any other appropriate authority, Scheme of Arrangement under which Bcll Ceramics Limited (Transferor Company) is amalgamated with Orient Ceramics And Industries Limited (Transferee Company) (herein after referred to as "Scheme") as circulated and placed before the meeting and duly initiated by the Chairman for the purpose of identification be and is hereby approved.

"RESOLVED FURTHER that Mr. Madhur Daga, Executive Director, Mr. Vijay Shankar Sharma, Chief Executive Officer and Mr. Yogesh Mendiratta, Company Secretary of the company be and are hereby severally authorized for and on behalf of the Company:

- (i) to sign the Scheme of Amalgamation as above including all documents and papers which are required to be signed for carrying into effect the said Scheme;
- (ii) to file and submit the Scheme of Amalgamation, deal with and represent in connection thereto before the Hon'ble High Court of Judicature at Allahabad and Hon'ble High Court of Gujarat, or National Company Law Tribunal or any other appropriate Authority;
- (iii) to make such alterations/amendments/changes therein as may be expedient or necessary for satisfying the requirements or conditions imposed by the Hon'ble High Court of Judicature at Allahabad and Hon'ble High Court of Gujarat, or National Company Law Tribunal or any other appropriate Authority including but not limited to the Stock Exchanges where the shares of the Company are listed, office of Regional Director, Registrar of Companies, State / Central Government of Judicature;
- (iv) to make applications to the Hon'ble High Court of Judicature at Allahabad and Hon'ble High Court of Gujarat or National Company Law Tribunal or any other appropriate Authority for giving directions for holding the meeting(s) of the shareholders/creditors of the Company;
- (v) to make petition(s)/affidavit(s)/undertaking(s) etc., for sanction of the Scheme by the Hon'ble High Court of Judicature at Allahabad and Hon'ble High Court of Gujarat or National Company Law Tribunal or any other appropriate Authority and
- (vi) to do all acts, deeds and things and to sign all such documents, undertakings, affidavits as are considered necessary and expedient in relation thereto and for that purpose to appoint/engage any counsel/advocate/ attorney/representative(s)."

For Orient Ceramics And Industries Limited

Yogesh Mendiratta
Company Secretary

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