



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF ADITYA BIRLA RETAIL LIMITED AT THEIR MEETING HELD ON THURSDAY, SEPTEMBER 03, 2009 AT BOARD ROOM, 5TH FLOOR, ADITYA BIRLA CENTRE, S K AHIRE MARG, WORLI, MUMBAI-400030

GIVING AUTHORISATION TO Mr GOPAL NAIK TO ACT ON BEHALF OF THE COMPANY

Chairman informed that the Board of Directors at their meeting held on November 14, 2007 authorised Mr Gopalkrishna M. Naik to appear before the High Court/ City Civil Court/ Magistrates court/Tribunal/ /District Court/Munsif Court or such other Court/ competent Authorities for and on behalf of the Company in respect of all the legal matters filed by and/or against the Company before the Honorable Courts on behalf of the Company

Chairman further informed that in view of the requirements, it is proposed that resolution be passed as detailed in the following resolution superseding the resolution dated: November 14, 2007

The Board after due deliberations, passed the following resolution:

"RESOLVED THAT in supersession to the resolution passed by the Board of Directors at their meeting held on November 14, 2007, consent of the Board be and is hereby accorded to authorize Mr Gopalkrishna M. Naik, Head-Legal, to do the following

- a) To examine all books, papers, documents or other records relating to the business of the Company in possession of any third party and where such books, papers, documents or other records is the property of the Company to take possession of the same.
- b) To commence, prosecute, enforce, defend, answer, oppose or appear or appeal in, and withdraw any Legal proceedings, all actions and other legal proceedings and demands whether civil, criminal, political, administrative or revenue, or proceedings relating to the customs or excise duties, sales tax, entry tax, income-tax, super tax, wealth tax, registered firms tax, professional tax and all taxes on income or otherwise and to accept service of notices or processes touching any of the matters aforesaid or any other matters in which the company is or hereafter be interested or concerned and also if thought fit to negotiate, compromise, refer to arbitration, submit to judgment, proceed to judgment and execute or become non-suited in any such action or proceedings as aforesaid and also to enforce by execution, attachment distress, suit or otherwise any decree or award in favour of the company and to defend or resist any such process issued against the company, in any such action or proceedings as aforesaid to retain, employ, engage and remunerate advocates, attorneys, vakils and pleaders and to sign and give warrants, vakalatnamas and other necessary authorities and to revoke such retainers and authorities from time to time at pleasure.
- c) To make, sign, execute, swear, declare, register and advertise all declarations, affidavits, applications, letters, papers, consent terms and writings and to do all acts, deeds or things whatsoever necessary or expedient for the business of the company and to appear on behalf of the company before any authority under laws, rules or notifications and to represent the company in all correspondence matters and proceedings before them of any nature whatsoever.
- d) To refer to Arbitration Tribunal before initiating judicial proceedings under the provisions of any of the contractual agreements on behalf of the company
- e) To refer and/or appear before every or any court or courts, Magistrates, Forums, Tribunals, Government or Public Officers, Customs, Excise, Abkari, Electricity Board, Revenue, Railway, Police, Improvement Trust, Income Tax, Sales Tax, Company Law Board, SEBI, Stock Exchanges, Reserve Bank of India, Import or Foreign Trade Control authorities and any other authorities whatsoever and to make applications and to answer defend and plead to all matters and things touching and concerning the company or wherein the company may be interested or concerned either solely or jointly with another or others and in any capacity whatsoever and to execute Indemnity Bond and to present and make applications and petitions to the said officers and authorities.

ADITYA BIRLA RETAIL LIMITED





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- f) To make, execute, swear, declare, register and advertise all declarations, affidavits, applications or writings and to do all acts, deeds and things whatsoever usual, necessary or expedient for the due registration and protection of any trade marks, patents, copyrights, service marks, trade names, designs, brands, labels or any other intellectual property rights belonging to or used by or hereafter to belong to or to be used by the company and to give evidence or attend to any proceedings before any competent authority under the relevant law for the time being in force.
- g) To appear before any Registrar or sub-Registrar or any other registering officer or authority and to present for registration any deed or document already executed or signed or which may hereafter be executed and signed on the company's behalf and to admit the execution of such document or documents and otherwise to do all acts deeds matters and things to get such deed or documents registered according to law.
- h) To receive or submit to arbitration any accounts, debts, claims, demands, or disputes touching any of the matters herein provided for or any other matters which are now subsisting or may hereafter arise between the company and any other person, firm, company or corporation.
- i) To execute any Bond or Bill for and on behalf of the company as required under any law or statute or rules or regulations of Central Government, State Government, Municipal, Semi-Government or any competent or concerned authority, body or association in the forms prescribed under any such law, statute, rules or regulations or otherwise.
- j) To apply for, in any State in India or to Government of India, and obtain and renew certificates, import licenses, sanctions of the Reserve Bank of India and / or the Government of India and in respect of all matters requiring the sanction of the Governments and in general all licenses, permits, agreements etc. of the Central or State Governments, Municipal Bodies and/or any other Semi-Government or any other Authorities that may be necessary for carrying on the company's business and to execute the required documents on behalf of the company.
- k) For better and more effectively doing, effectuating, executing and performing of the several matters and things as aforesaid, to delegate and appoint any officer or employee of the Company or any other person all or any of the powers and authorities and from time to time revoke every such delegation.
- l) To concur in doing any of the acts and things herein mentioned in conjunction with any other person or persons similarly authorised.

"RESOLVED FURTHER THAT a copy of the above resolution certified as true by any one of the Directors or Company Secretary of the Company be furnished to give effect to the above resolution"

// Certified True Copy //

For Aditya Birla Retail Limited

G Ranganathan
Company Secretary



Date: September 11, 2009

Place: Hyderabad