



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 39TH EXECUTIVE COMMITTEE MEETING OF THE BOARD OF DIRECTORS OF QRG ENTERPRISES LIMITED HELD ON WEDNESDAY, DECEMBER 15, 2021 AT QRG TOWERS, 2D, SECTOR-126, EXPRESSWAY, NOIDA (U.P.)-201304 AT 04:30 P.M.**

**APPROVAL OF 'OFFERING FOR SALE' FOR SHARES HELD IN CAMPUS ACTIVEWEAR LIMITED**

**"RESOLVED AS FOLLOWS:**

1. **THAT** the Company's participation in the proposed initial public offering (the "IPO") of equity shares of face value of INR 5 ("Equity Shares") of Campus Activewear Limited (Campus Activewear Limited including any successor entity is hereinafter referred as the "Issuer"), by way of offering for sale, up to 67,00,000 Equity Shares of the Issuer (the "Company's Offered Shares") together with the other shareholders who would offer (these shareholders and the Company are collectively hereinafter referred as the "Selling Shareholders" and individually as a "Selling Shareholder") their Equity Shares of the Issuer for sale, as part of the offer for sale of Equity Shares (the "Offer") which would make up the IPO and subject to such flexibility as may be permitted under applicable law, and subject to pricing, timing and other IPO considerations, be and is hereby approved.
2. **THAT** the remaining pre-IPO equity shareholding of the Company in the Issuer (including any of the Company's Offered Shares not sold in the IPO) shall be locked in for a period of one year from the date of transfer of Equity Shares in the IPO, or for such period, as may be required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
3. **THAT** the: drafts of (i) contents of the draft red herring prospectus (only to the extent of statements, disclosures and undertakings about or in relation to the Company, the offer for sale of the Company's Offered Shares under the Offer and the Company's declaration page), (ii) consents and certificates to be issued by the Company as a Selling Shareholder in the Offer, (iii) the Offer agreement to be entered into by the Company, the Issuer, the book running lead managers and the other Selling Shareholders; (iv) the engagement letter / fee letter with the Issuer, the book running lead managers and other Selling Shareholders; (v) the amendment agreement to the shareholders' agreement; and (vi) the agreement to be entered into with the registrar, the Issuer and the Selling Shareholders, be and are hereby approved.
4. **THAT** any one of Shri Anil Rai Gupta, Shri Surjit Kumar Gupta and Shri Ameet Kumar Gupta, be and are hereby authorised to: (i) negotiate, finalise, execute and deliver in the name and on behalf of the Company: (a) the aforesaid documentation, substantially in the form approved or with such amendments as may be deemed necessary or desirable; and (b) any other related documents, deeds, contracts and/or arrangements, in relation thereto; and (ii) take all actions as may be required or necessary in the context of the Offer, the offer for sale of the Company's Offered Shares under the Offer and any other matters in connection therewith or ancillary thereto.
5. **THAT** a certified copy of this resolution be furnished, as may be required, under the signature of any one director of the Company."

**CERTIFIED TRUE COPY  
For QRG ENTERPRISES LIMITED**

**(SURJIT KUMAR GUPTA)  
DIRECTOR**

**QRG Enterprises Ltd.**

Corporate Office: QRG Towers, 2D, Sector 126, Expressway, Noida - 201304, (INDIA)

Tel: +91-120-3331000, Fax: +91-120-3332000

E-mail: [marketing@havells.com](mailto:marketing@havells.com), [www.havells.com](http://www.havells.com)

Registered Office: Plot No.1, Sector-16, Faridabad, Haryana - 121002

For CARE 360, Call us: for Havells: 09045771313, for Lloyd: 08045775666

CIN: U31900HR1991PLC097548