

## CONSENT FROM THE SELLING SHAREHOLDER

Date: 15<sup>th</sup> December 2021

To,

**Campus Activewear Limited**  
D-1, Udyog Nagar  
Main Rohtak Road  
New Delhi 110 041  
Delhi, India  
(the "Company")

Dear Sirs,

**Sub:** Proposed initial public offering of equity shares bearing face value of Rs. 5 each (the "Equity Shares") of Campus Activewear Limited (the "Company") comprising an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale"/ the "Offer")

### Personal Information

I, Rajesh Kumar Gupta, s/o Late Shri Phool Chand Gupta, a resident of India, residing at 4A, Under Hill Lane, Civil Lines, Delhi – 110054 do confirm that I hold 3,66,996 Equity Shares, representing 0.1% of the pre-Offer equity share capital of the Company.

The information in **Exhibit I** is true and correct.

I have not acquired any Equity Shares in the Company in the last one year.

The average cost of acquisition of Equity Shares held by me is ₹ 54.64 per share

### Consents

I hereby consent to the inclusion of up to 200,000 Equity Shares (the "Offered Shares") held by me in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and together with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.

I hereby consent to the inclusion of my name as a selling shareholder and any other information contained in this certificate (in part or full) as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "RoC") and thereafter file with SEBI and the Stock Exchanges.

I authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory or statutory authority as may be required.

I confirm that I will immediately communicate any changes in writing in the above information to the Company and the book running lead managers (the "BRLMs") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

**THIS SIGNATURE PAGE FORMS AN INTEGRAL PART OF THE CONSENT FROM THE SELLING SHAREHOLDER DATED 15<sup>TH</sup> DECEMBER 2021**

Yours faithfully,

Signed by  
Rajesh Kumar Gupta



Encl.: As above

cc:

**JM Financial Limited**  
7<sup>th</sup> Floor, Cnergy  
Appasaheb Marathe Marg  
Prabhadevi, Mumbai 400 025  
Maharashtra, India

**CLSA India Private Limited**  
8/F Dalamal House  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**Domestic Legal Counsel to the Book Running  
Lead Managers**

**Shardul Amarchand Mangaldas & Co.**  
24<sup>th</sup> floor, Express Towers  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**International Legal Counsel to the Offer**

**White & Case Pte. Ltd.**  
8 Marina View #27-01  
Asia Square Tower 1  
Singapore 018 960

**BofA Securities India Limited**  
Ground Floor, A Wing, One BKC  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Kotak Mahindra Capital Company Limited**  
1<sup>st</sup> Floor, 27 BKC, Plot No. 27,  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Domestic Legal Counsel to the Company**

**Khaitan & Co**  
Max Towers  
7<sup>th</sup> & 8<sup>th</sup> Floors  
Sector 16B Noida  
Gautam Budh Nagar 201 301  
Uttar Pradesh, India

**Exhibit I**

<b>Name of Selling Shareholder</b>	Rajesh Kumar Gupta
<b>Address of the Selling Shareholder</b>	4A, Under Hill Lane, Civil Lines, Delhi -110054
<b>Telephone number</b>	(0120) 333 1011
<b>Fax number</b>	(0120) 333 2000
<b>PAN</b>	AAAPG2139E

# ***TPG Growth III SF Pte. Ltd.***

*83 Clemenceau Avenue, #11-01 UE Square, Singapore 239920*

## **CONSENT FROM THE SELLING SHAREHOLDER**

Date: April 7, 2022

To,

**Campus Activewear Limited**

D-1, Udyog Nagar  
Main Rohtak Road  
New Delhi 110 041  
Delhi, India  
(the “Company”)

Dear Sirs,

**Sub: Proposed initial public offering of equity shares bearing face value of Rs. 5 each (the “Equity Shares”) of the Company comprising an offer for sale of the Equity Shares by certain existing shareholders of the Company (“Offer for Sale” or the “Offer”)**

### **Corporate Information**

We, TPG Growth III SF Pte. Ltd., a private limited company incorporated under the laws of Singapore, having our office at 83 Clemenceau Avenue, #11-01 UE Square, Singapore 239920, do confirm that we hold 52,307,692 Equity Shares, representing 17.19% of the pre-Offer equity share capital of the Company.

The certified true copy of resolutions of our board of directors dated December 15, 2021 authorizing the proposed offer and sale of up to 30,000,000 Equity Shares in the Offer is attached as **Exhibit I**. The information in **Exhibit II** is true and correct.

We have not acquired any Equity Shares in the Company in the last one year.

### **Consents**

We hereby consent to the inclusion of up to 29,100,000 Equity Shares (the “Offered Shares”) held by us in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the red herring prospectus (the “RHP”), the prospectus (the “Prospectus” and together with the RHP, the “Offer Documents”) and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.

We hereby consent to the inclusion of our name as a selling shareholder and any other information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and other applicable laws in the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the “RoC”) and thereafter file with SEBI and the Stock Exchanges.

We hereby consent that our entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory or statutory authority as may be required.

# ***TPG Growth III SF Pte. Ltd.***

*83 Clemenceau Avenue, #11-01 UE Square, Singapore 239920*

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We confirm that we will, at the earliest, communicate any changes in writing in the above information to the Company and the book running lead managers (the “BRLMs”) until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

# ***TPG Growth III SF Pte. Ltd.***

*83 Clemenceau Avenue, #11-01 UE Square, Singapore 239920*

Yours faithfully,

For and on behalf of



**TPG Growth III SF Pte. Ltd.**

Authorised Signatory

Name: *Nader Karim*

Designation: *Director*

Encl.: As above

cc:

**JM Financial Limited**

7<sup>th</sup> Floor, Cnergy  
Appasaheb Marathe Marg  
Prabhadevi, Mumbai 400 025  
Maharashtra, India

**BofA Securities India Limited**

Ground Floor, A Wing, One BKC  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**CLSA India Private Limited**

8/F Dalamal House  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**Kotak Mahindra Capital Company Limited**

1<sup>st</sup> Floor, 27 BKC, Plot No. 27,  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Domestic Legal Counsel to the Book Running Lead Managers**

**Shardul Amarchand Mangaldas & Co.**

24<sup>th</sup> floor, Express Towers  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**Domestic Legal Counsel to the Company**

**Khaitan & Co**

Max Towers  
7<sup>th</sup> & 8<sup>th</sup> Floors  
Sector 16B Noida  
Gautam Budh Nagar 201 301  
Uttar Pradesh, India

# ***TPG Growth III SF Pte. Ltd.***

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*83 Clemenceau Avenue, #11-01 UE Square, Singapore 239920*

## **International Legal Counsel to the Offer**

**White & Case Pte. Ltd.**  
8 Marina View #27-01  
Asia Square Tower 1  
Singapore 018 960

# ***TPG Growth III SF Pte. Ltd.***

*83 Clemenceau Avenue, #11-01 UE Square, Singapore 239920*

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## **Exhibit I**

**CERTIFIED EXTRACT FROM THE MINUTES OF A DULY CONVENED AND CONSTITUTED  
MEETING OF THE BOARD OF DIRECTORS OF TPG Growth III SF Pte. Ltd. HELD AT 83  
CLEMENCEAU AVENUE #11-01, UE SQUARE, SINGAPORE 239920 ON WENESDAY, 15  
DECEMBER 2021**

**TPG Growth III SF Pte. Ltd**  
(Company Registration No.: 201509100D)  
(Incorporated in the Republic of Singapore)  
(the "**Company**")

CERTIFIED EXTRACT FROM THE MINUTES OF A DULY CONVENED AND CONSTITUTED MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD AT 83 CLEMENCEAU AVENUE #11-01, UE SQUARE, SINGAPORE 239920 ON WENESDAY, 15 DECEMBER 2021 (THE "**MEETING**").

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Campus Activewear Limited

"The purpose of the meeting was to consider and, if thought fit, approve the offer of the equity shares of Rs. 5 each held by the Company in Campus Activewear Limited ("**Campus**") through an initial public offering (the "**Offer**"), for cash, through a book building process in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**"), as amended and the Companies Act, 2013, as amended and other applicable provisions of law as may be applicable from time to time.

...  
After due and careful consideration, and having made all reasonable and foreseeable enquiries, it was **resolved** that subject to the approval of the Securities and Exchange Board of India ("**SEBI**") and / or such other approvals, permissions and sanctions of all other concerned authorities and departments as required under applicable laws, if and to the extent necessary, and subject to such conditions and modifications as may be prescribed in granting such approvals, permissions and sanctions which may be agreed to by the Board or an authorised signatory of the Board (which shall be deemed to include any committee of the Board, the Investment Manager or authorised signatory of the Board (the "**Authorised Signatory**")), the Board hereby grants its consent to the offer of up to 30,000,000 equity shares ("**Offered Shares**"), in the proposed initial public offer of the equity shares of Campus for cash, at such price (including premium) per equity share as may be fixed and determined by Campus and the selling shareholders in consultation with the book running lead managers to the Offer (the "**BRLMs**"), within the price band as determined by Campus and the selling shareholders in consultation with the BRLMs, to investors in accordance with the SEBI ICDR Regulations or other applicable provisions of law as may be prevailing at that time and in such manner as may be determined by the Board, the Investment Manager or Authorised Signatory (including by means of the book building process as prescribed by SEBI).

It was further **resolved** that, for the purposes of giving effect to the sale of Offered Shares for cash, the Board appoints and severally authorises any one of Nadia Karkar, Chalothorn Vashirakovit, Nicholas Kay and David Reintjes (each acting singly) to take the following steps on behalf of the Company:

- (a) to participate in the Offer and undertake such actions in relation to the Offer and to approve any modifications, variations and alterations thereto;
- (b) to approve the appointment and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the issue, brokers to the issue, escrow bankers to the issue, public offer banker(s), sponsor banks to the issue, refund banker(s) to the issue, registrar, accountants, legal advisors and any other agencies or persons;
- (c) to sign, execute and amend the Offer agreement, registrar agreement, syndicate agreement, escrow agreements, underwriting agreement, engagement letter of the

BRLMs, the draft red herring prospectus, the red herring prospectus and the prospectus and any other document and consents required in relation to the Offer;

- (d) in relation to the transfer of the Offered Shares, to approve the timing and all the terms and conditions and to accept any amendments, modifications, variations or alterations thereto;
- (e) to delegate any of the authorities set out herein and do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary or desirable for such purpose, including without limitation, transfer of the Offered Shares as permissible in accordance with the relevant rules and laws; and
- (f) to execute, sign, deliver, perfect, amend and perform all such other instruments, acts, deeds, matters and things in relation to the aforesaid offer for sale as fully and effectually in all respects as could be done by law.

It was further **resolved** that Nadia Karkar, Chalothorn Vashirakovit, Nicholas Kay and David Reintjes be and are severally authorised to give effect to and complete the foregoing transaction and enter into the Offer and authorised to negotiate, finalise, execute and amend various agreements as also deeds, documents, undertakings, etc., as may be required, to make the necessary submissions to the concerned statutory and regulatory authorities and do all such acts, deeds and things as may be necessary and incidental for giving effect to the above."

I, Nicholas Kay, a Director of the Company and Chairman of the Meeting, certify that the above resolution was adopted at the Meeting of the Directors of the Company and that the foregoing is a true and correct extract from the minutes of the Meeting.



Nicholas Kay  
Director & Chairman of the Meeting  
Date: 15 December 2021

# ***TPG Growth III SF Pte. Ltd.***

*83 Clemenceau Avenue, #11-01 UE Square, Singapore 239920*

## **Exhibit II**

<b>Name of Selling Shareholder</b>	TPG Growth III SF Pte. Ltd.
<b>Registered Address of the Selling Shareholder</b>	83 Clemenceau Avenue, #11-01 UE Square, Singapore 239920
<b>Date and Place of incorporation</b>	Date of incorporation: April 6, 2015 Place of incorporation: Singapore.
<b>Telephone number</b>	65 63905000
<b>Company registration number</b>	201509100D
<b>Nature of entity</b>	Private Limited Company

## CONSENT FROM THE SELLING SHAREHOLDER

Date: 15<sup>th</sup> December 2021

To,

**Campus Activewear Limited**  
D-1, Udyog Nagar  
Main Rohtak Road  
New Delhi 110 041  
Delhi, India  
(the "Company")

Dear Sirs,

**Sub: Proposed initial public offering of equity shares bearing face value of Rs. 5 each (the "Equity Shares") of Campus Activewear Limited (the "Company") comprising an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale"/ the "Offer")**

### Personal Information

I, Rajiv Goel, s/o Shri Hirdey Kumar Goel, a resident of India, residing at 4GF1, Ground Floor, ATS One Hamlet, Noida, Gautam Budh Nagar – 201304, Uttar Pradesh do confirm that I hold 1,85,040 Equity Shares, representing 0.1% of the pre-Offer equity share capital of the Company.

The information in **Exhibit I** is true and correct.

I have not acquired any Equity Shares in the Company in the last one year.

The average cost of acquisition of Equity Shares held by me is ₹ 54.64 per share.

### Consents

I hereby consent to the inclusion of up to 1,00,000 Equity Shares (the "Offered Shares") held by me in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus") and together with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.

I hereby consent to the inclusion of my name as a selling shareholder and any other information contained in this certificate (in part or full) as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "RoC") and thereafter file with SEBI and the Stock Exchanges.

I authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory or statutory authority as may be required.

I confirm that I will immediately communicate any changes in writing in the above information to the Company and the book running lead managers (the "BRLMs") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

**THIS SIGNATURE PAGE FORMS AN INTEGRAL PART OF THE CONSENT FROM THE SELLING SHAREHOLDER DATED 15<sup>TH</sup> DECEMBER 2021**

Yours faithfully,

Signed by  
Rajiv Goel



Encl.: As above

cc:

**JM Financial Limited**  
7<sup>th</sup> Floor, Cnergy  
Appasaheb Marathe Marg  
Prabhadevi, Mumbai 400 025  
Maharashtra, India

**CLSA India Private Limited**  
8/F Dalamal House  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**Domestic Legal Counsel to the Book Running  
Lead Managers**

**Shardul Amarchand Mangaldas & Co.**  
24<sup>th</sup> floor, Express Towers  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**International Legal Counsel to the Offer**

**White & Case Pte. Ltd.**  
8 Marina View #27-01  
Asia Square Tower 1  
Singapore 018 960

**BofA Securities India Limited**  
Ground Floor, A Wing, One BKC  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Kotak Mahindra Capital Company Limited**  
1<sup>st</sup> Floor, 27 BKC, Plot No. 27,  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Domestic Legal Counsel to the Company**

**Khaitan & Co**  
Max Towers  
7<sup>th</sup> & 8<sup>th</sup> Floors  
Sector 16B Noida  
Gautam Budh Nagar 201 301  
Uttar Pradesh, India

### Exhibit I

<b>Name of Selling Shareholder</b>	Rajiv Goel
<b>Address of the Selling Shareholder</b>	4GF1, Ground Floor, ATS One Hamlet, Noida, Gautam Budh Nagar -201304, Uttar Pradesh
<b>Telephone number</b>	(0120)333 1011
<b>Fax number</b>	(0120)333 2000
<b>PAN</b>	AAEPGI498C



## CONSENT FROM THE SELLING SHAREHOLDER

Date: April 6<sup>th</sup>, 2022

To,

**Campus Activewear Limited**  
D-1, Udyog Nagar  
Main Rohtak Road  
New Delhi 110 041  
Delhi, India  
(the "Company")

Dear Sirs,

**Sub:** Proposed initial public offering of equity shares bearing face value of Rs. 5 each (the "Equity Shares") of Campus Activewear Limited (the "Company") comprising an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale"/ the "Offer")

### Corporate Information

We, QRG Enterprises Limited, a company incorporated under the Companies Act 1956, having our registered office at 14/3, Mathura Road, Faridabad, Haryana - 121003, do confirm that we hold 1,17,59,292 Equity Shares, representing 3.86% of the pre-Offer equity share capital of the Company.

The certified true copy of resolutions of our board of directors dated 15<sup>th</sup> December, 2021 authorizing the proposed offer and sale of up to 67,00,000 Equity Shares in the Offer is attached as **Exhibit I**. The information in **Exhibit II** is true and correct.

We have not acquired any Equity Shares in the Company in the last one year.

The average cost of acquisition of Equity Shares held by us is ₹ 54.64 per share

### Consents

We hereby consent to the inclusion of up to 60,50,000 Equity Shares (the "Offered Shares") held by us in the Company as part of the Offer, subject to the terms of the Offer, the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and together with the RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.

**For QRG Enterprises Limited**

  
**Director**

**QRG Enterprises Ltd.**

Corporate Office: QRG Towers, 2D, Sector 128, Expressway, Noida - 201304, (INDIA)

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

E-mail: marketing@havells.com, www.havells.com

Registered Office: 14/3, Mathura Road, Faridabad, Haryana - 121003

For CARE 360, Call us: for Havells: 08045771313, for Lloyd: 08045775666

CIN: U31900HR1991PLC097548



We hereby consent to the inclusion of our name as a selling shareholder and any other information contained in this certificate (in part or full) as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("**SEBI**") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"), the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "**RoC**") and thereafter file with SEBI and the Stock Exchanges.

We authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory or statutory authority as may be required.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the book running lead managers (the "**BRLMs**") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

**For QRG Enterprises Limited**

  
**Director**



THIS SIGNATURE PAGE FORMS AN INTEGRAL PART OF THE CONSENT FROM THE SELLING SHAREHOLDER DATED APRIL 16<sup>TH</sup> 2022

Yours faithfully,

Signed by  
For and on behalf of

**QRG Enterprises Limited**

**For QRG Enterprises Limited**

Authorised Signatory

Name: Surjit Kumar Gupta **Director**

Designation: Director

Encl.: As above

cc:

**JM Financial Limited**  
7<sup>th</sup> Floor, Cnergy  
Appasaheb Marathe Marg  
Prabhadevi, Mumbai 400 025  
Maharashtra, India

**CLSA India Private Limited**  
8/F Dalamal House  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**Domestic Legal Counsel to the Book  
Running Lead Managers**

**Shardul Amarchand Mangaldas & Co.**  
24<sup>th</sup> floor, Express Towers  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**BofA Securities India Limited**  
Ground Floor, A Wing, One BKC  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Kotak Mahindra Capital Company  
Limited**  
1<sup>st</sup> Floor, 27 BKC, Plot No. 27,  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Domestic Legal Counsel to the Company**

**Khaitan & Co**  
Max Towers  
7<sup>th</sup> & 8<sup>th</sup> Floors  
Sector 16B Noida  
Gautam Budh Nagar 201 301  
Uttar Pradesh, India



**International Legal Counsel to the Offer**

**White & Case Pte. Ltd.**  
8 Marina View #27-01  
Asia Square Tower 1  
Singapore 018 960

## Exhibit I

**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**

**For QRG Enterprises Limited**

**(SURJIT KUMAR GUPTA)  
DIRECTOR**

**Director**

**Exhibit II**

<b>Name of Selling Shareholder</b>	QRG Enterprises Limited
<b>Registered Address of the Selling Shareholder</b>	14/3, Mathura Road, Faridabad, Haryana - 121003
<b>Date and Place of incorporation</b>	16 <sup>th</sup> April 1991, Delhi
<b>Telephone number</b>	(0120) 3331011
<b>Fax number</b>	(0120) 3332000
<b>Company registration number</b>	U31900HR1991PLC097548
<b>Nature of entity</b>	Public Limited Company incorporated under the Companies Act, 1956
<b>Members of the Board of Directors</b>	<ol style="list-style-type: none"> <li>1. Sh. Anil Rai Gupta, DIN: 00011892</li> <li>2. Sh. Surjit Kumar Gupta, DIN: 00002810</li> <li>3. Smt. Vinod Gupta, DIN: 00401139</li> <li>4. Sh. Ameet Kumar Gupta, DIN: 00002838</li> <li>5. Smt. Sangeeta Rai Gupta, DIN: 01780014</li> <li>6. Sh. Avinash Parkash Gandhi, DIN: 00161107</li> <li>7. Sh. Sunil Behari Mathur, DIN: 00013239</li> <li>8. Sh. Surender Kumar Tuteja, DIN:</li> </ol>

**For QRG Enterprises Limited**

**Director**

To,

Date: 06/09/2022

**Campus Activewear Limited**

D-1, Udyog Nagar  
Main Rohtak Road  
New Delhi 110 041  
Delhi, India  
(the "Company")

Dear Sirs,

**Sub: Proposed initial public offering of equity shares bearing face value of Rs. 5 each (the "Equity Shares") of Campus Activewear Limited (the "Company") comprising an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale" / the "Offer")**

**Corporate Information**

I, Nikhil Aggarwal, aged 36 years, a resident of India, having my permanent residence at 42/42, West Punjabi Bagh, New Delhi-110026 and holding a permanent account number (PAN) AFRPA2426A, do confirm that I hold 4,12,67,004 Equity Shares representing 13.56% of the pre-Offer equity share capital of the Company.

I have not acquired any Equity Shares in the Company in the last one year.

The average cost of acquisition of equity shares held by us is **Rs. 0.0032** per share.

**Consents**

I hereby consent to the inclusion of up to 45,00,000 Equity Shares (the "Offered Shares") held by me in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and together with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.

I hereby consent to the inclusion of my name as a selling shareholder and any other information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "RoC") and thereafter file with SEBI and the Stock Exchanges.

I hereby consent that my entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 16 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations and or as agreed to by me contractually in relation to the Offer, in each case to the extent applicable.

I authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory or statutory authority as may be required.

I confirm that I will immediately communicate any changes in the above information in writing to the Company and the book running lead managers (the "BRLMs") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

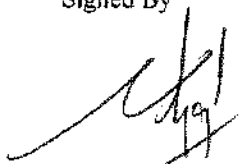


This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

Yours faithfully,

Signed By



**Nikhil Aggarwal**

Encl.: As above

cc:

**JM Financial Limited**  
7<sup>th</sup> Floor, Chenergy  
Appasaheb Marathe Marg  
Prabhadevi, Mumbai 400 025  
Maharashtra, India

**CLSA India Private Limited**  
8/F Dalamal House  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**Domestic Legal Counsel to the Book Running  
Lead Managers**

**Shardul Amarchand Mangaldas & Co.**  
24<sup>th</sup> floor, Express Towers  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

**International Legal Counsel to the Offer**

**White & Case Pte. Ltd.**  
8 Marina View #27-01  
Asia Square Tower 1  
Singapore 018 960

**BofA Securities India Limited**  
Ground Floor, A Wing, One BKC  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Kotak Mahindra Capital Company Limited**  
1<sup>st</sup> Floor, 27 BKC, Plot No. 27,  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Domestic Legal Counsel to the Company**

**Khaitan & Co**  
Max Towers  
7<sup>th</sup> & 8<sup>th</sup> Floors  
Sector 16B Noida  
Gautam Budh Nagar 201 301  
Uttar Pradesh, India

To,

Date: 06/04/2022

**Campus Activewear Limited**

D-1, Udyog Nagar  
Main Rohtak Road  
New Delhi 110 041  
Delhi, India  
(the "Company")

Dear Sirs,

**Sub: Proposed initial public offering of equity shares bearing face value of Rs. 5 each (the "Equity Shares") of Campus Activewear Limited (the "Company") comprising an offer for sale of the Equity Shares by certain existing shareholders of the Company ("Offer for Sale"/ the "Offer")**

**Corporate Information**

I, Hari Krishan Agarwal, aged 66 years, a resident of India, having my permanent residence at 42/42, West Punjabi Bagh, New Delhi-110026 and holding a permanent account number (PAN) AANPA8268P, do confirm that I hold 18,36,75,892 Equity Shares representing 60.35% of the pre-Offer equity share capital of the Company.

I have not acquired any Equity Shares in the Company in the last one year.

The average cost of acquisition of equity shares held by us is N.A.

**Consents**

I hereby consent to the inclusion of up to 80,00,000 Equity Shares (the "Offered Shares") held by me in the Company as part of the Offer, subject to the terms of the Offer, as mentioned in the draft red herring prospectus (the "DRHP"), the red herring prospectus (the "RHP"), the prospectus (the "Prospectus" and together with the DRHP and RHP, the "Offer Documents") and transaction agreements executed in relation to the Offer and the approval of any other regulatory or statutory authority, if required.

I hereby consent to the inclusion of my name as a selling shareholder and any other information as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and other applicable laws in the DRHP to be filed by the Company with the Securities and Exchange Board of India ("SEBI") and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the "Stock Exchanges"), the RHP and the Prospectus which the Company intends to register with the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi (the "RoC") and thereafter file with SEBI and the Stock Exchanges.

I hereby consent that my entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 16 of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations and/or as agreed to by me contractually in relation to the Offer, in each case to the extent applicable.

I authorize the Company to deliver a copy of this letter of consent to the RoC, pursuant to Section 26 and 32 of the Companies Act, 2013, and the rules and regulations thereunder, each as amended, the Stock Exchanges and any other regulatory or statutory authority as may be required.

I confirm that I will immediately communicate any changes in the above information in writing to the Company and the book running lead managers (the "BRLMs") until the date when the Equity Shares sold pursuant to the Offer are listed and commence trading on the Stock Exchanges. In the absence of any such communication it may be assumed that there is no change to the above information until the Equity Shares sold pursuant to the Offer commence trading on the Stock Exchanges.

He

This consent letter may be relied upon by the Company, BRLMs and the legal advisors to each of the Company and the BRLMs in respect of the Offer.

The terms capitalized but not defined herein, shall have the meaning ascribed to them in the Offer Documents.

Yours faithfully,

Signed By



**Hari Krishan Agarwal**

Encl.: As above

cc:

**JM Financial Limited**  
7<sup>th</sup> Floor, Cnergy  
Appasaheb Marathe Marg  
Prabhadevi, Mumbai 400 025  
Maharashtra, India

**CLSA India Private Limited**  
8/F Dalamal House  
Nariman Point  
Mumbai 400 021  
Maharashtra, India

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Nariman Point  
Mumbai 400 021  
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**International Legal Counsel to the Offer**

**White & Case Pte. Ltd.**  
8 Marina View #27-01  
Asia Square Tower 1  
Singapore 018 960

**BofA Securities India Limited**  
Ground Floor, A Wing, One BKC  
G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
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1<sup>st</sup> Floor, 27 BKC, Plot No. 27,  
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7<sup>th</sup> & 8<sup>th</sup> Floors  
Sector 16B Noida  
Gautam Budh Nagar 201 301  
Uttar Pradesh, India