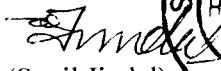


**CERTIFIED TRUE COPY OF RESOLUTION PASSED IN MEETING OF BOARD OF DIRECTORS OF SRS LIMITED HELD ON WEDNESDAY, 4<sup>TH</sup> SEPTEMBER, 2013 AT 4:30 P.M. AT THE CORPORATE OFFICE OF THE COMPANY AT SRS TOWER, 3<sup>RD</sup> FLOOR, NEAR METRO STATION MEWLA MAHARAJPUR, G.T. ROAD, FARIDABAD (NCR DELHI)**

“RESOLVED THAT pursuant to the provisions of Section 291 and other applicable provision(s) of Companies Act, 1956 (“the Act”), if any, and pursuant to the relevant provision(s) of Articles of Association of the Company, if any, and in accordance with Para 5.16(b) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 04, 2013, the Board hereby considers and approve the undertaking, as tabled in this meeting, declaring that the proposed scheme of arrangement among SRS Limited and SRS Cinemas & Entertainment Limited and SRS Modern Retail Limited and their respective shareholders does not fall under the purview of any of the cases as mentioned under Para 5.16(a) of the abovementioned circular.”

Certified True Copy  
For SRS Limited



(Sunil Jindal)  
Managing Director

