

## ANNEXURE IV: BOARD RESOLUTIONS

*(On the letter head of the Prospective Bidder)*

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE BOARD OF DIRECTORS (“**BOARD**”) OF *[Insert name of the Prospective Bidder]* (“**COMPANY**”) IN THE MEETING HELD ON *[Insert Date]*, AT *[Insert Time]* AT *[Insert Place]*

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**WHEREAS** pursuant to public announcement dated [●] and detailed invitation to submit expression of interest dated [●] (“**Invitation For EOI**”) issued by the Liquidator of Lanco Kondapalli Power Limited (“**LKPL**”), in relation to submission of expression of interest for purchase of LKPL as a going concern, or Phase I as a going concern, and/or assets of Phase I in parcel, and/or assets of Phase II in parcel, and/or assets of Phase III in parcel, the Company, being the Prospective Bidder, is desirous of submitting an expression of interest for LKPL in accordance with the requirements of the Invitation For EOI.

In view of the above, the Board has resolved as follows:

**“RESOLVED THAT [insert]**, of the Company, be and is hereby authorized to take all the steps required to be taken by the Company for the submission of the expression of interest in accordance with the terms of the Expression of Interest and the Updated Process Document.

- (a) submit the and other requisite documents, in accordance with the terms of detailed invitation to submit expression of interest dated [●] (“**Invitation For EOI**”).
- (b) execute all other agreements, deeds, writings and powers of attorney as may be required in relation to the Invitation For EOI including any amendments or modifications as may be suggested by the Liquidator of LKPL to any of such executed agreements, documents or other writings and in general to do all such acts, deeds and all things as may be required or considered necessary under or in respect of the Invitation For EOI;
- (c) submit necessary clarifications or information in relation to the expression of interest, as may be required in accordance with the Invitation For EOI;
- (d) to generally do or cause to be done all such acts, matters, deeds and things as may be necessary or desirable in connection with or incidental or for the purpose of implementation and giving effect to the above resolutions for and on behalf of the Company, and to comply with all other requirements in this regard.”

**“RESOLVED FURTHER THAT** in addition to the foregoing resolution, *[insert name of Managing Director]* of the Company be and is hereby authorized to execute a power of attorney in favour of *[insert]* appointing the aforesaid *[insert name]*, to exercise all or any of the powers set out under this resolution”

**“RESOLVED FURTHER THAT** a certified copy of the foregoing resolution be furnished as may be required, under the signature of *[insert]*.

Certified to be true

**For the Company**

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**[insert]**

Notes:

- 1) The contents of the format may be suitably re-worded indicating the identity of the entity passing the resolution.
- 2) In case of the Board Resolution being provided by a company incorporated in India, the Board Resolution shall to be notarized by a notified notary. In the event the Board resolution is from a company incorporated outside India, the same shall be duly notarized/consularised in the jurisdiction of incorporation of the company.
- 3) In case the Board Resolution is alone not adequate for authorizations of the actions contemplated in the Board Resolution, then in addition to the Board Resolution, all other corporate and other authorizations, as are required to give effect to the aforesaid authorizations (e.g., necessary shareholders resolution, if required) would also be submitted and the copy of the same shall be authenticated in the same manner as Board Resolution. Such authorizations should meet the expectation of the Liquidator and Liquidator may not accept such authorizations if it/they does/do not meet the requirement of the Liquidator.
- 4) This format may be modified only to the limited extent required to comply with the local regulations and laws applicable to a foreign entity submitting this resolution. For example, reference to Companies Act, 2013 may be suitably modified to refer to the law applicable to the entity submitting the resolution. However, in such case, the foreign entity shall submit an opinion issued by the legal counsel of such foreign entity, stating that the board resolutions are in compliance with the applicable laws of the respective jurisdictions of the issuing company and the authorizations granted therein are true and valid.
- 5) The Board Resolution is to be certified in accordance with applicable law and the constitutional documents of the Company.