

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 1<sup>ST</sup> (FY 2025-26) MEETING OF THE INDEPENDENT DIRECTORS OF GABRIEL INDIA LIMITED HELD ON MONDAY, JUNE 30, 2025, AT 07:00 PM AT THE CONFERENCE HALL, CHAIRPERSON'S BLOCK, 1 SRI AUROBINDO MARG, NEW DELHI – 110016**

**APPROVAL OF THE COMPOSITE SCHEME OF ARRANGEMENT AND RELATED MATTERS**

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the rules and regulations made thereunder and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approval / consents / sanctions and permissions of the shareholders and / or creditors of the Company, sanction of the National Company Law Tribunal (“Tribunal”) constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, and such other approvals / permissions including the relevant Securities and Exchange Board of India (“SEBI”) provisions, as may be required under applicable laws, regulations, and guidelines issued by the regulatory authorities the Independent Directors be and hereby recommend to the Board of Directors of the Company (hereinafter referred to as “Board”) the Composite Scheme of Arrangement between Anchemco India Private Limited, Asia Investments Private Limited and the Company and their respective shareholders, providing, inter alia:

- Amalgamation of Transferor Company with and into Transferee Company in Part C of the Scheme;
- Demerger of Automotive Components Undertaking of Demerged Company into the Company in Part D of the Scheme;

in the present form or with such alterations / modifications as may be approved or imposed or directed by National Company Law Tribunal or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, as per the terms and conditions mentioned in the Scheme to be placed before the Board and initialed by the Director for the purposes of identification provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme as approved in this meeting.

**RESOLVED FURTHER THAT** the draft Composite Scheme of Arrangement, as placed before this meeting, be and hereby approved and recommended to the Board.

**RESOLVED FURTHER THAT** the Independent Directors take on record and approve for the purposes of the Scheme, the draft certificate submitted by Price Waterhouse Chartered Accountants LLP, statutory auditor of the Company, certifying the accounting treatment as outlined in the Scheme.



**RESOLVED FURTHER THAT** the Share Exchange Report dated June 30, 2025, submitted by KPMG Valuation Services LLP and BDO Valuation Advisory LLP, the independent registered valuers, on the share entitlement ratio as set out in the Scheme, be and is hereby approved and recommended to the Board for the purposes of the Scheme.

**RESOLVED FURTHER THAT** the pricing certificate dated June 28, 2025 as required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 prepared and submitted by ARCH and Associates, Chartered Accountants, as placed before the Independent Directors, be and is hereby taken on record, approved and recommended to the Board for the purposes of the Scheme.

**RESOLVED FURTHER THAT** the Fairness Opinion dated June 30, 2025, submitted by ICICI Securities Ltd, a Category-I Merchant Banker, certifying the Share Exchange Report as placed before the Independent Directors, be and is hereby taken on record, approved and recommended to the Board for the purposes of the Scheme.

**RESOLVED FURTHER THAT** the report from the committee of Independent Director dated June 30, 2025, recommending the Scheme, taking into consideration, inter alia that the scheme is not detrimental to the shareholders of the listed entity, be and is hereby approved and recommended to the Board.”

**//CERTIFIED TRUE COPY//**

**For Gabriel India Limited**



**Nilesh Jain**  
**Company Secretary**  
**FCS: 5113**

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