

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE 2<sup>ND</sup> (FY 2025-26) MEETING OF THE BOARD OF DIRECTORS OF GABRIEL INDIA LIMITED HELD ON MONDAY, JUNE 30, 2025, AT 07:10 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, and based on the recommendation of the Committee of Independent Directors and Audit Committee of the Company, the consent of the Board of Directors of the Company (hereinafter referred to as "Board") be and is hereby accorded to the Composite Scheme of Arrangement between Anchemco India Private Limited (the "Transferor Company"), Asia Investments Private Limited (the "Transferee Company" for Part C of the Scheme and the "Demerged Company" for Part D of the Scheme) and the Company (the "Resulting Company") and their respective shareholders, providing, inter alia:

- Amalgamation of Transferor Company with and into the 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 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 is hereby approved.

**RESOLVED FURTHER THAT** Mr. Atul Jaggi, Managing Director of the Company and/or Mr. Mohit Srivastava, Chief Financial Officer of the Company and/or Mr. Nilesh Jain Company Secretary of the Company (the "Authorised Signatories"), be and are hereby authorised severally to take all the necessary steps, for and on behalf of the Board/Company, inter alia, in order to:

- a) Finalize and settle the draft Scheme, draft of the notices for convening / dispensing with the meetings of the shareholders and / or creditors of the Company and the draft of the explanatory statements under Sections 230 to 232 and other applicable provisions under the Act in terms of the directions of the Tribunal and / or any other statutory / regulatory authorities;
- b) Making or assenting to any alteration or modification to the Scheme as may be expedient or necessary or to satisfy any condition(s) / requirement imposed by the SEBI, the BSE Limited ("BSE"), the National Stock Exchange of India ("NSE"), the Tribunal, or any statutory or regulatory authorities, as the case may be and may give such directions, they may consider necessary and to settle any doubt, question, difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme in effect.
- c) Prepare, sign and file applications, petitions, documents, affidavits, vakalatnama undertakings, reports, pleadings and other documents relating to the Scheme to the Tribunal or any other appropriate authority under the applicable provisions of the Act;
- d) To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, merchant bankers, auditors, accountants, registrars, scrutinizers (for conducting voting at general meeting), advertising agencies or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalize their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favor of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;
- e) To avail certification services of Practicing Chartered Accountants, Practicing Company Secretaries, lawyers and / or valuers, Statutory Auditors as may be required;
- f) To co-ordinate and obtain approval from Registrar of Companies, Regional Director, Tribunal and any/all other statutory authorities and parties including the shareholders, lenders, financial institutions, creditors, as may be considered necessary for and on behalf of the Company and to give any oral and/ or written consent with regard to the same;
- g) To approve such actions as may be considered necessary for approval / sanction of the Scheme and the implementation of the Scheme after the same is sanctioned by the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable including but not limited to making filing with the concerned BSE Ltd, National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, Regional Directors, Income Tax authorities and, other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;



- h) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local or other regulatory authorities, including but not limited to the Sub-Registrar of Assurances, Stamp Duty related authorities, Customs authorities, Excise authorities, Income Tax authorities, Sales Tax authorities, Value Added Tax, Goods and Services Tax authorities and Entry Tax authorities, Employees' State Insurance and Provident Fund authorities, telephone authorities, electricity authorities, postal authorities, depositories and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- i) Settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper, subject to the approval of the Tribunal and / or any other statutory / regulatory authorities, as may be required;
- j) Withdraw the Scheme as may be expedient or necessary;
- k) To authenticate any document, instrument, proceeding and record of the Company for the purpose of and / or in relation to the Scheme and / or making the Scheme effective;
- l) To authorize appointment of stamp duty consultants in relation to carrying out stamp duty adjudication and to certify any such documents, representations, letters, forms, affidavits, undertakings, declarations or applications required to be submitted with the respective stamp duty authorities having jurisdiction over the Company in connection with stamp duty adjudication as may be directed by the Tribunal in its order in relation to the Scheme;
- m) Pay/authorise payments of stamp duties, taxes, charges, fees and such other payments as may be necessary;
- n) To file requisite forms with the Ministry of Corporate Affairs/ Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- o) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.
- p) Incur such other expenses as may be necessary with regard to the above;

**RESOLVED FURTHER THAT** Authorised Signatories be and are hereby severally authorised to delegate powers to the executive(s) of the Company and / or authorised persons, to sign / execute on behalf of the Company, all deeds, documents, agreements, notices, forms, writings and papers, as may be required, for any of the purpose as mentioned aforesaid and to revoke / modify all or any of the aforesaid powers so delegated to the executive(s) of the company and / or authorised persons, from time to time, as deem fit and proper in the best interest of the Company.



**RESOLVED FURTHER THAT** the Authorised Signatories be and are hereby severally authorised to give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may suo-motto be decided by the Board in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper, subject to the approval of the Tribunal.

**RESOLVED FURTHER THAT** the Board hereby appoints BSE to act as a designated stock exchange for the purpose of coordinating with Securities and Exchange Board of India ('SEBI') for the proposed Composite Scheme of Arrangement.

**RESOLVED FURTHER THAT** the Board take on record and approve for the purpose 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 appointment of KPMG Valuation Services LLP, Registered Valuer – Securities or Financial Assets (IBBI Registration No. IBBI/RV-E/06/2020/115) and BDO Valuation Advisory LLP, Registered Valuer – Securities or Financial Assets (IBBI Registration No. IBBI/RV-E/02/2019/103), independent registered valuers, be and are hereby ratified and approved for purposes of 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, placed before the Board, be and is hereby approved and adopted for the purposes of the Scheme.

**RESOLVED FURTHER THAT** that 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 Board, be and is hereby taken on record and approved 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 Board, be and is hereby taken on record and approved for the purposes of the Scheme.

**RESOLVED FURTHER THAT** the report from the Audit Committee dated June 30, 2025 recommending the Scheme, taking into consideration, inter-alia the valuation report, as placed before the Board, be and is hereby accepted and approved.

**RESOLVED FURTHER THAT** the report from the committee of Independent Directors dated June 30, 2025, recommending the Scheme, taking into consideration, inter alia that the scheme is not detrimental to the shareholders of the Company, as placed before the Board, be and is hereby accepted and approved.

**RESOLVED FURTHER THAT** the actions, if any, already taken by the Authorised Signatories in connection with the forgoing proposal or with the intent of achieving the objectives contemplated in the foregoing proposal, including any expenditure incurred, be and is hereby ratified, approved and taken on record by the Board.

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in terms of the Articles of Association of the Company.

**RESOLVED FURTHER THAT** Authorized Signatories of the Company, be and are hereby severally authorized to sign any of the documents as required to giving effect to the scheme including signing the certified true copy of this resolution and furnish the same to whomsoever concerned."

**//CERTIFIED TRUE COPY//**

**For Gabriel India Limited**

  
**Nilesin Jain**  
**Company Secretary**  
**FCS: 5113**

**E-mail:** [Secretarial@gabriel.co.in](mailto:Secretarial@gabriel.co.in)

**Address:** Flat no. I – 804, Park Astra, Village Marunji,  
Taluka Mulshi, Pune – 411057