

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF ASIA INVESTMENTS PRIVATE LIMITED (THE "COMPANY") HELD ON MONDAY 30TH JUNE, 2025, AT THE REGISTERED OFFICE OF THE COMPANY AT ANAND BUSINESS CENTRE, 10 PRASAD CHAMBERS OPERA HOUSE, MUMBAI, MAHARASHTRA, INDIA - 400004. FROM 10:00 AM TO 11:00 AM.

Approval of draft Composite Scheme of Arrangement under Section 230-232 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, between Anchemco India Private Limited ("Transferor Company") and Asia Investments Private Limited ("Transferee Company" For Part C of the Scheme and "Demerged Company" for Part D of the Scheme or "the Company") and Gabriel India Limited ("Resulting Company") and their respective shareholders ("Scheme")

"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 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 Company and Gabriel India Limited and their respective shareholders, providing for, inter alia:

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

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in the present form or with such alterations / modifications as may be approved or imposed or directed by Tribunal, as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Director for the purposes of identification.”

“RESOLVED FURTHER THAT the draft Composite Scheme of Arrangement, as placed before this meeting, be and is hereby approved.”

“RESOLVED FURTHER THAT the Company be and is hereby authorized to make necessary applications to government, judicial, quasi-judicial and other statutory authorities or any regulatory authority or any other body or agency, in relation to seeking relevant regulatory approval(s) or sanction(s) for the Scheme and any other approvals required in connection with the Scheme.”

“RESOLVED FURTHER THAT Mr. Charanjit Singh or Mr. Anshul Bhargava or as well as all the Directors of the Company be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board/Company, inter alia, in order to:

- (a) File the Scheme and / or any other document / information / details / submissions with the government, judicial, quasi-judicial and other statutory authorities or regulatory authorities including the Tribunal, or any other body or agency to obtain their approval(s) or sanction(s) to the provisions of the Scheme or for giving effect thereto;
- (b) To make or assent to any alteration or modification to the Scheme as may be expedient or necessary or to satisfy any condition(s) / requirement(s) imposed by the SEBI, 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, as 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 into effect;



- (c) To provide consent, in form of affidavit or otherwise, for and on behalf of the Company as a shareholder or creditor of any other company, in connection with the Scheme;
- (d) To sign and file application(s) with the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable, seeking directions as to convening / dispensing with the meeting of the shareholders and / or creditors (if any) of the Company and other usual directions with respect to the Scheme, and where necessary, to take steps to convene and hold such meetings, as per such directions;
- (e) To finalize and settle the draft of the notices for convening the shareholders' and/or creditors' meetings as directed by the Tribunal or otherwise and to finalize and settle the draft of the explanatory statement with any modifications as they may deem fit;
- (f) Conducting the meetings of the shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting, if the Tribunal does not dispense with the meetings;
- (g) 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;
- (h) To engage / ratify appointment of Counsels, Advocates, Solicitors, Chartered Accountants, and other professionals/intermediaries and to determine the scope of their work and terms and conditions including remuneration thereof;
- (i) To avail certification services of Practicing Chartered Accountants, Practicing Company Secretaries, lawyers and / or valuers, Statutory Auditors as may be required;
- (j) To apply and obtain approval from Registrar of Companies, Regional Director, Tribunal and any/all other regulatory or statutory authorities or other authorities and parties including



the shareholders, lenders, financial institutions, creditors, as may be considered necessary, for implementation of the Scheme;

- (k) 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 Registrar of Companies, Regional Director, 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, matters and things as they may deem necessary and desirable in connection therewith and incidental thereto;
- (l) 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, Customs authorities, GST authorities, Income Tax authorities, Sales Tax authorities, Value Added Tax and Entry Tax authorities, Employees' State Insurance and Provident Fund authorities, telephone authorities, electricity authorities, postal authorities, bankers and lenders 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;
- (m) Settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;
- (n) Withdraw the Scheme as may be expedient or necessary;

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A handwritten signature in blue ink, appearing to be "A. Anand", with a long horizontal stroke extending to the right.

- (o) To authenticate any document, instrument, proceeding and record of the Company for the purpose of in relation to the Scheme and / or making the Scheme effective;
- (p) 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;
- (q) Pay / authorized payments of stamp duties, taxes, charges, fees and such other payments as may be necessary, as provided in the Scheme;
- (r) To file requisite forms with the Ministry of Corporate Affairs / Registrar of Companies in connection with the Scheme during the process of sanction thereof, during the implementation of the Scheme and post sanction of the Scheme;
- (s) 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."

"RESOLVED FURTHER THAT Mr. Charanjit Singh or Mr. Anshul Bhargava or as well as all the Directors of the Company, be and are hereby severally authorized 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 suo-moto in their 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 to take on record and approve for the purpose of the Scheme the draft certificate submitted by SCV & Co. LLP, statutory auditor of the Company, certifying the accounting treatment as outlined in the Scheme."

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“RESOLVED FURTHER THAT the appointment of BDO Valuation Advisory LLP, Registered Valuer – Securities or Financial Assets (IBBI Registration No. IBBI Regn No. IBBI/RV-E/02/2019/103), independent registered valuer, be and is hereby ratified and approved for purposes of the Scheme.”

“RESOLVED FURTHER THAT the Share Entitlement Report dated June 30, 2025, submitted by BDO Valuation Advisory LLP, 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 Report dated June 30th, 2025 submitted by ICICI Securities Ltd, a Category-I Merchant Banker, certifying the Share Exchange Ratio Report as placed before the Board, be and is hereby taken on record and approved for the purpose of the Scheme.”

“RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents, wherever deemed necessary, as per the Articles of Association of the Company.”

“RESOLVED FURTHER THAT all the Directors of the Company and above authorized persons be and are hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned with a request to act thereon.”

For Asia Investments Private Limited


Charanjit Singh
Director

DIN: 00017872

Place: New Delhi

Date: 30th June, 2025

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