

ANNEXURE - D1

260

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF NAPINO DIGITAL SOLUTIONS PRIVATE LIMITED (THE COMPANY) AT ITS MEETING HELD ON 6TH JULY, 2023 AT 2:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO 7, SECTOR 3, IMT MANESAR, GURUGRAM, GURGAON-122051, HARYANA, INDIA

APPROVAL OF DRAFT SCHEME OF AMALGAMATION BETWEEN NAPINO DIGITAL SOLUTIONS PRIVATE LIMITED AND NAPINO AUTO AND ELECTRONICS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (HEREINAFTER REFERRED TO AS 'SCHEME'):

The Chairman placed before the Board the draft Scheme of Amalgamation between Napino Digital Solutions Private Limited and Napino Auto and Electronics Limited and their respective shareholders and creditors ("Scheme"), for their approval. After deliberate discussions the following resolutions were passed by the Board:

RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (hereinafter referred to as the 'Act' and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals of the Central Government and other concerned authorities and agencies, wherever required, and subject to the approval of the National Company Law Tribunal, Chandigarh Bench ("NCLT"), or such other tribunal/authority as may be constituted and authorized for approving any scheme of amalgamation, compromise or reconstruction of companies under the provisions of the Act (hereinafter referred to as 'Competent Authority'), the Scheme of Amalgamation between Napino Digital Solutions Private Limited and Napino Auto and Electronics Limited and their respective shareholders and creditors as per the draft Scheme submitted to the Board, be and is hereby approved.

RESOLVED FURTHER THAT the Board do take on record the appointed date for the said Scheme as 1st October 2022.

RESOLVED FURTHER THAT the Board do take on record that upon coming into effect of this Scheme, all equity shares of the Company held by Napino Auto (directly and through nominees) shall stand cancelled without any further application, act or deed.



NAPINO DIGITAL SOLUTIONS¹PRIVATE LIMITED

Plot No. 441, Sector 8, IMT, Manesar, District Gurugram, Haryana 122 050, India

Registered Office: Plot No. 7, Sector 3, IMT, Manesar, District Gurugram, Haryana 122 050, India

Tel: +91 124 4177200, E-mail: info@napino.com, Corporate Identity Number (CIN): U31904HR2021PTC095310

261

RESOLVED FURTHER THAT M/s SK Attorneys, Advocates and Solicitors be appointed to act as advocates/counsel of the Company and the said advocates be and are hereby authorized to represent the Company before the NCLT or such other tribunal/authority and/or any Competent Authority for obtaining any order/report required for sanctioning the said Scheme, to give effect to the proposed Scheme and to comply with all other formalities, as may be required to be observed, for implementation of the said Scheme.

RESOLVED FURTHER THAT Mr. Vipin Raheja, Director, Mr. Vaibhav Raheja, Director and Mr. Hitesh Kumar, Company Secretary of the Company be and are hereby authorized to severally or jointly take all the necessary steps for:-

- a) Signing and filing of applications, petitions, affidavits or any other proceedings for seeking confirmation and sanction of the Scheme with the Competent Authority or such other appropriate authority;
- b) Engaging Advocates, Counsels, Solicitors, Chartered Accountants, Consultants and other professionals; and to sign and execute vakalatnama wherever necessary in relation to the proceedings/pleadings concerning the said Scheme, and to sign and issue reports, public advertisements and notices in relation to the said Scheme;
- c) To declare and file all affidavits, applications, petitions, pleadings, reports, and sign and issue public advertisements and notices in relation to the said Scheme;
- d) To respond to any queries asked, clarifications and/or information sought by any authority, whether judicial, quasi-judicial, governmental or administrative, and to correspond with such authorities in relation to the said Scheme;
- e) Making application along with Scheme and other relevant information/documents with the concerned regulatory authorities, shareholders, creditors, lenders or any other person to obtain prior approval/consent in relation to the said Scheme;
- f) Settling any question, difficulty, dispute or disagreement that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;

Vaibhav Raheja



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262

- g) Making any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Central Government or the Competent Authority;
- h) Signing, filing and executing all applications, petitions, affidavits, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;
- i) Doing all acts and things as may be considered necessary and expedient in relation thereto and make any such modifications to the application, petition and/or Scheme as and when required, which do not materially change the substance of the Scheme and as they may deem fit and/or accept such conditions, if any, which they may deem fit or as may be required and/or imposed by the Competent Authority and/or any authority during the implementation process for approving/sanctioning the Scheme;
- j) Representing the Company before the Competent Authority and other regulatory authorities including Central or State Government, Income Tax, Official Liquidator, Regional Director, Reserve Bank of India, Registrar of Companies and before all Courts of law or tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions, affidavits and letters, to finalize and execute all necessary applications/documents/papers for and behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid;
- k) For obtaining the certified copy of order passed by the jurisdictional Tribunal, and file the same with the concerned Registrar of Companies, respective offices of Collector of Stamps for adjudication of stamp duty at applicable rates in force, and other statutory authorities;
- l) To file intimations/e-forms and any other forms, as may be required with jurisdictional Tribunal, Registrar of Companies and with any other government/quasi- government/judicial authority for and on behalf of the Company.

RESOLVED FURTHER THAT the Board Report, required under Section 232(2)(c) of the Companies Act, 2013 as tabled before the Board, explaining the effect of the Scheme on each class of shareholders, key managerial personnel,

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263

promoters and non-promoter shareholders and laying out the share exchange ratio specifying any special valuation difficulties required to be circulated to the shareholders of the Company, be and is hereby approved.

RESOLVED FURTHER THAT the Certificate of statutory auditor of the Company M/s Sehgal Mehta & Co., (FR No. 003330N), Chartered Accountants to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted.

RESOLVED FURTHER THAT Mr. Vipin Raheja, Director, Mr. Vaibhav Raheja, Director and Mr. Hitesh Kumar, Company Secretary of the Company be and are hereby severally authorized to do all such act, deeds, things and matters as may be required in connection with, relating to, or ancillary to this resolution.

RESOLVED FURTHER THAT Mr. Vipin Raheja, Director, Mr. Vaibhav Raheja, Director and Mr. Hitesh Kumar, Company Secretary of the Company 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.

CERTIFIED TRUE COPY

For Napino Digital Solutions Private Limited

For Napino Digital Solutions Pvt. Ltd.

For Napino Digital Solutions Pvt. Ltd.


Director



Director

Vipin Raheja
Director
DIN: 00032931
Place: Gurugram
Date: 7th July 2023

Vaibhav Raheja
Director
DIN: 00053672





NAPINO DIGITAL SOLUTIONS PRIVATE LIMITED

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ANNEXURE - D2

264

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF NAPINO AUTO AND ELECTRONICS LIMITED (THE COMPANY) AT ITS MEETING HELD ON 6TH DAY OF JULY 2023 AT 12:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE AT PLOT NO. 7, SECTOR 3 IMT MANESAR GURUGRAM - 122 050, HARYANA, INDIA

APPROVAL OF DRAFT SCHEME OF AMALGAMATION BETWEEN NAPINO DIGITAL SOLUTIONS PRIVATE LIMITED AND NAPINO AUTO AND ELECTRONICS LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS (HEREINAFTER REFERRED TO AS 'SCHEME'):

The Chairman placed before the Board the draft Scheme of Amalgamation between Napino Digital Solutions Private Limited and Napino Auto and Electronics Limited and their respective shareholders and creditors ("Scheme"), for their approval. After deliberate discussions the following resolutions were passed by the Board:

RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (hereinafter referred to as the 'Act' and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals of the Central Government and other concerned authorities and agencies, wherever required, and subject to the approval of the National Company Law Tribunal, Chandigarh Bench ("NCLT") or such other tribunal/authority as may be constituted and authorized for approving any scheme of amalgamation, compromise or reconstruction of companies under the provisions of the Act (hereinafter referred to as 'Competent Authority'), the Scheme of Amalgamation between Napino Digital Solutions Private Limited ("NDS") and Napino Auto and Electronics Limited ("Napino Auto") and their respective shareholders and creditors as per the draft Scheme submitted to the Board, be and is hereby approved.

RESOLVED FURTHER THAT the Board do take on record the appointed date for the said Scheme as 1st October 2022.

RESOLVED FURTHER THAT the Board do take on record that upon coming into effect of this Scheme, all equity shares of NDS held by the Company (directly and through nominees) shall stand cancelled without any further application, act or deed.

RESOLVED FURTHER THAT M/s SK Attorneys, Advocates and Solicitors be appointed to act as advocates/counsel of the Company and the said advocates be and are hereby authorized to represent the Company before the NCLT or such other tribunal/authority and/or any Competent Authority for obtaining any order/report



265

required for sanctioning the said Scheme, to give effect to the proposed Scheme and to comply with all other formalities, as may be required to be observed, for implementation of the said Scheme.

RESOLVED FURTHER THAT Mr. Vipin Raheja, Managing Director, Mr. Vaibhav Raheja, Joint Managing Director, Mrs. Vandana Raheja Whole Time Director and Mr. Inderneel Sethi, Company Secretary, of the Company be and are hereby authorised to severally or jointly take all the necessary steps for:-

- a) Signing and filing of applications, petitions, affidavits or any other proceedings for seeking confirmation and sanction of the Scheme with the Competent Authority or such other appropriate authority;
- b) Engaging Advocates, Counsels, Solicitors, Chartered Accountants, Consultants and other professionals, and to sign and execute vakalatnama wherever necessary in relation to the proceedings/pleadings concerning the said Scheme, and to sign and issue reports, public advertisements and notices in relation to the said Scheme;
- c) To declare and file all affidavits, applications, petitions, pleadings, reports, and sign and issue public advertisements and notices in relation to the said Scheme;
- d) To respond to any queries asked, clarifications and/or information sought by any authority, whether judicial, quasi-judicial, governmental or administrative, and to correspond with such authorities in relation to the said Scheme;
- e) Execute any consent affidavits to grant dispensation from convening the meeting of the shareholders for approval of the Scheme;
- f) Making application along with Scheme and other relevant information/documents with the concerned regulatory authorities, shareholders, creditors, lenders or any other person to obtain prior approval/consent in relation to the said Scheme;
- g) Settling any question, difficulty, dispute or disagreement that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- h) Making any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Central Government or the Competent Authority;
- i) Doing all acts and things as may be considered necessary and expedient in relation thereto and make any such modifications to the application, petition and/or Scheme as and when required, which do not materially change the substance of the Scheme



266

- and as they may deem fit and/or accept such conditions, if any, which they may deem fit or as may be required and/or imposed by the Competent Authority and/or any authority during the implementation process for approving/sanctioning the Scheme;
- j) Signing, filing and executing all applications, petitions, affidavits, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;
- k) Representing the Company before the Competent Authority and other regulatory authorities including Central or State Government, Income Tax, Official Liquidator, Regional Director, Reserve Bank of India, Registrar of Companies and before all Courts of law or tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions, affidavits and letters, to finalize and execute all necessary applications/documents/papers for and on behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid;
- l) For obtaining the certified copy of order passed by the jurisdictional Tribunal, and file the same with the concerned Registrar of Companies, respective offices of Collector of Stamps for adjudication of stamp duty at applicable rates in force, and other statutory authorities;
- m) To file intimations/e-forms and any other forms, as may be required with jurisdictional Tribunal, Registrar of Companies and with any other government/quasi-government/judicial authority for and on behalf of the Company in relation to the said Scheme.

RESOLVED FURTHER THAT the Board Report, required under Section 232(2)(c) of the Companies Act, 2013 as tabled before the Board, explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and laying out the share exchange ratio specifying any special valuation difficulties required to be circulated to the shareholders of the Company, be and is hereby approved.

RESOLVED FURTHER THAT the Certificate of statutory auditor of the Company M/s Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No. 001076N/N500013) to the effect that the Scheme is in compliance with applicable Accounting Standards specified by the Central Government under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby noted and accepted.

RESOLVED FURTHER THAT Mr. Vipin Raheja, Managing Director, Mr. Vaibhav Raheja, Joint Managing Director, Mrs. Vandana Raheja Whole Time Director and Mr. Inderneel Sethi, Company Secretary of the Company be and are hereby severally



267

authorized to do all such act, deeds, things and matters as may be required in connection with, relating to, or ancillary to this resolution.

RESOLVED FURTHER THAT Mr. Vipin Raheja, Managing Director, Mr. Vaibhav Raheja, Joint Managing Director, Mrs. Vandana Raheja Whole Time Director and Mr. Inderneel Sethi, Company Secretary of the Company 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.

CERTIFIED TRUE COPY

For Napino Auto and Electronics Limited

For Napino Auto & Electronics Ltd.

For Napino Auto & Electronics Ltd.


Vipin Raheja
Managing Director
DIN : 00032931

Vipin Raheja
Managing Director
DIN: 00032931
Place: Gurugram
Date: 7th July 2023


Vandana Raheja
Whole Time Director
DIN: 00053398

Director

