



**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 SCHEME OF ARRANGEMENT AMONGST NAPINO AUTO AND ELECTRONICS LTD AND NAPINO TECH VENTURES PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS ('THE SCHEME'):**

The Chairman placed before the Board the draft Scheme of Arrangement amongst Napino Auto and Electronics Ltd ("Napino Auto") and Napino Tech Ventures Private Limited ("Napino Tech") and their respective shareholders and creditors ("The 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 read with Section 66 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, where ever 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 arrangement, compromise or reconstruction of companies under the provisions of the Act (hereinafter referred to as 'Competent Authority'), the Scheme of Arrangement amongst Napino Auto And Electronics Limited ("Napino Auto") and Napino Tech Ventures Private Limited ("Napino Tech") and their respective shareholders as per the draft Scheme submitted to the Board, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board with respect to demerger of Demerged Undertaking (as defined in the Scheme) from Napino Auto into Napino Tech do take on record the appointed date for the said Scheme as 1<sup>st</sup> April 2023

**RESOLVED FURTHER THAT** the valuation report issued by Mr. Aashay Hasmukh Dedhia, Registered Valuer (registration no. IBB/RV/07/2021/13796) dated 6th July 2023 recommending the share exchange ratio for issue of equity Shares to the members of Napino Auto and Electronics Ltd. by Napino Tech Ventures Private Limited pursuant to approval of the Scheme of Arrangement

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Registered Office: Plot No. 7, Sector 3, IMT, Manesar 122 050, District Gurugram, Haryana, India  
Tel: +91 124 4177200, E-mail: info@napino.com, Website: www.napino.com  
Corporate Identity Number (CIN): U34300HR1991PLC031470



between Napino Auto and Electronics Ltd. and Napino Tech Ventures Private Limited and their respective shareholders, placed before the Board and as set out below be and is hereby approved and adopted.

*"1 (One) fully paid up equity share of INR 10/- each of Napino Tech Ventures Private Limited shall be issued and allotted for every 100 (One hundred) equity shares of INR 10/- each held in Napino Auto and Electronics Limited"*

**RESOLVED FURTHER THAT** M/s SK Attorneys Advocates & Solicitors be appointed to act as advocates/counsel of the Company and the said advocates be and are hereby authorised 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, 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) 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;
- 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,



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 Chandiook & 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 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  
 Place: Gurugram  
 Date: 7th July 2023

  
**Vandana Raheja**  
 Whole Time Director  
 DIN: 00053398  
 Director



**NAPINO TECH VENTURES PRIVATE LIMITED**

Registered Office: Plot 7, Sector 3, IMT Manesar Gurugram Haryana 122051  
Tel: 0124 417200, e-mail: cs@napino.com CIN: U34300HR2023PTC109353

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF NAPINO TECH VENTURES PRIVATE LIMITED (THE COMPANY) AT ITS MEETING HELD ON 6<sup>TH</sup> JULY, 2023 AT 3:30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. 7, SECTOR 3, IMT MANESAR, GURGAON, HARYANA - 122 051.**

**APPROVAL OF SCHEME OF ARRANGEMENT AMONGST NAPINO AUTO AND ELECTRONICS LTD AND NAPINO TECH VENTURES PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS ('THE SCHEME'):**

The Chairman placed before the Board the draft Scheme of Arrangement amongst Napino Auto and Electronics Ltd ("Napino Auto") and Napino Tech Ventures Private Limited ("Napino Tech") and their respective shareholders ("The 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 read with Section 66 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, where 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 arrangement, compromise or reconstruction of companies under the provisions of the Act (hereinafter referred to as 'Competent Authority'), the Scheme of Arrangement amongst Napino Auto And Electronics Ltd ("Napino Auto") and Napino Tech Ventures Private Limited ("Napino Tech") and their respective shareholders as per the draft Scheme submitted to the Board, be and is hereby approved.

**RESOLVED FURTHER THAT** the Board with respect to demerger of Demerged Undertaking (as defined in the Scheme) from Napino Auto into Napino Tech do take on record the appointed date for the said Scheme as 1<sup>st</sup> April 2023.

Vandana R. J.



# NAPINO TECH VENTURES PRIVATE LIMITED

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**RESOLVED FURTHER THAT** upon the scheme becoming effective, the existing paid up share capital of Napino Tech amounting to Rs. 1,00,000 comprising of 10,000 equity shares of Rs. 10 each fully paid up shall stand cancelled without any consideration and accordingly, the paid up share capital of Napino Tech shall stand reduced to the extent of the face value of such equity shares cancelled.

**RESOLVED FURTHER THAT** the valuation report issued by Mr. Aashay Hasmukh Dedhia, Registered Valuers (registration no. IBB/RV/07/2021/13796) dated 6<sup>th</sup> July 2023 recommending the share exchange ratio for issue of equity shares to the members of Napino Auto and Electronics Ltd by Napino Tech Ventures Private Limited pursuant to approval of the Scheme of Arrangement between Napino Auto and Electronics Ltd and Napino Tech Ventures Private Limited and their respective shareholders, placed before the Board and as set out below be and is hereby approved and adopted.

*"1 (One) fully paid up equity share of INR 10/- each of Napino Tech Ventures Private Limited shall be issued and allotted for every 100 (One hundred) equity shares of INR 10/- each held in Napino Auto and Electronics Limited"*

**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 authorised 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 and Mrs. Vandana Raheja Directors, 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

Vandana Rja



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- 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;
  - 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) 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;
  - i) 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;
  - 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

*Vasudev Rj*



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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;

- 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 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 Janesh Nagpal & Associates (FRN. 018144N), 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 and Mrs. Vandana Raheja Directors 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.

Vandana Raheja





# NAPINO TECH VENTURES PRIVATE LIMITED

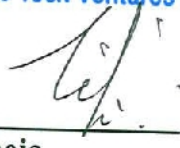
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**RESOLVED FURTHER THAT** Mr. Vipin Raheja and Mrs. Vandana Raheja Directors of the Company be and are hereby severally authorized to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned.

**CERTIFIED TRUE COPY**  
For Vraheja Trading Private Limited

For Napino Tech Ventures Private Limited

For Napino Tech Ventures Private Limited



Director



Director

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

Vandana Raheja  
Director  
DIN: 00053398

