

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTOR OF HARDWYN INDIA LIMITED AT THE BOARD MEETING HELD ON FRIDAY, 21<sup>ST</sup>OCTOBER, 2022 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT B-101, PHASE-1, MAYAPURI, NEW DELHI 110064 AT 11:00 AM.**

**APPROVAL OF SCHEME OF AMALGAMATION**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (*Compromise, Arrangement and Amalgamation*) Rules, 2016 and other applicable statutory regulations and subject to applicable provisions of the Memorandum and Articles of Association of the Company, sanction of the NCLT at Delhi having jurisdiction in relation to Fiba Hardwyn Locks Limited "**FHLL**" and Hardwyn India Limited "**HIL**", requisite approvals of the Securities Exchange Board of India ("**SEBI**"), Bombay Stock Exchange Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") or such other authorities and such other requisite approval and other consent, permissions and/or sanction of any appropriate authority(ies), body(ies) (collectively the "**Concerned Authority**") if applicable and subject to the approval of the shareholders and creditor of Company through postal ballot (including e-voting) as prescribed in terms of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 approval of the respective shareholders / members and creditors of the Company, through NCLT convened meetings (unless the same are dispensed with), the Composite Scheme of Amalgamation of FHLL with the Company, and their respective shareholders, creditors on the terms and conditions as stated in the Scheme be and is hereby accepted and approved.

**RESOLVED FURTHER THAT** in the opinion of the Board, the proposed amalgamation will be advantageous and beneficial to the Company and its shareholders, creditors and all other stakeholders of the Company and that the terms thereof are fair and reasonable.

**RESOLVED FURTHER THAT** the meeting(s) of the shareholders and/ or creditors of the Company, if directed by the National Company Law Tribunal, be convened on a day and at a time as may be directed by the National Company Law Tribunal for the purpose of approving the Scheme of Amalgamation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and provisions of SEBI Listing Regulation, approval of the Board be and is hereby accorded to conduct a E-Voting / Postal Ballot to seek the approval of the Members and Shareholders of the Company for approval of the Scheme.

**RESOLVED FURTHER THAT** BSE Limited be and is hereby designated as the "Designated Stock Exchange" for coordinating with SEBI for obtaining approval of SEBI in accordance with SEBI Listing Regulation.

For Hardwyn India Limited

  
Director

**RESOLVED FURTHER THAT** without affecting the generality of the authorities given and in addition to the authorities given by the Board (SEBI) to the Company's directors / officers / authorised person(s) elsewhere in these resolutions, the Board be and is hereby authorised, empowered and deemed to have been authorised and empowered to exercise all powers and discharge all functions which the Board is authorised for the purpose of implementing the Scheme, including the following:

- a. to finalise the Scheme in consultation with the Legal Consultants, on the broad terms approved by the Board;
- b. to do and to perform and to authorise the performance of all such acts and deeds which are necessary or advisable for the implementation of the Scheme and upon sanction of the Scheme by, amongst others, the NCLT(s) and/or SEBI and/or any other regulatory/ Government authorities, to implement and to make the Scheme effective, without any further approval of the Board;
- c. to assent to and approve any alteration or modification to the Scheme which the NCLT(s) and / or the SEBI and / or any other regulatory/ Government authorities may require or suggest or deem fit to impose;
- d. to settle any question or difficulty arising under the Scheme or with regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those (to the extent permissible under law);
- e. to make any modifications as the Board may consider necessary in relation to the procedure and modalities of effecting the transactions contemplated in the Scheme;
- f. to give such directions as the Board may consider necessary or advisable to settle any question or difficulty arising under the Scheme or in regard to the meaning or interpretation of the Scheme or implementation thereof or in any manner whatsoever connected therewith or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those {to the extent permissible under law};
- g. to approve and authorise execution of any agreements, deeds, documents, declarations, affidavits, writings, etc., (including any alterations or modifications in the documents executed or to be executed), whether or not under the Common Seal of the Company, as may be required from time to time, in connection with the Scheme;
- h. to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage in case any change and / or modification are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder, creditor's. SEBI, the NCLT (s), and / or any other authority, are in its view not acceptable to the Company, and / or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto;
- i. to authorise the Directors/ Officers of the Company to discuss, negotiate, finalise, execute, sign, submit and file all required documents, deeds of assignment / conveyance and any other deeds, documents, schemes, agreements, forms, returns, applications, letters, etc. including any modifications thereto, in each case as may be approved by such directors and / or officers, whether or not under the Common Seal of the Company, as may be required from time to time, and to do all such acts, deeds, matters and things as they may deem necessary and expedient at their absolute discretion in the above matters, without any further approval of the Board.

For Hardwyn India Limited

  
Director

**RESOLVED FURTHER THAT** Mr. Rubaljeet Singh Sayal, Mr. Swaran Jeet Singh Sayal, Ms. Tanya Sayal, Directors and Mr. Sandeep Singh Solanki, Company Secretary of the Company be and are hereby jointly and/ or severally authorized to do all such acts, deeds and things as may be required to give effect to the said Scheme of Amalgamation and to carry out such alterations in the said Scheme of Amalgamation and assent or consent to such conditions as may be imposed by the shareholders and creditors of the Company and/or the National Company Law Tribunal or other regulatory authorities, while sanctioning the said Scheme of Amalgamation.”

//Certified True Copy//  
For Hardwyn India Limited

For Hardwyn India Limited



Rubaljeet Singh Sayal  
Managing Director  
DIN: 00280624