



Imperial Martor Engine Tubes Private Limited

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 03rd MEETING OF THE F.Y. 2025-26 OF THE BOARD OF DIRECTORS OF IMPERIAL MARTOR ENGINE TUBES PRIVATE LIMITED HELD ON FRIDAY, OCTOBER 17, 2025, AT 2:45 P.M. (IST) THROUGH PHYSICAL MODE AT THE OFFICE OF IMPERIAL AUTO INDUSTRIES LIMITED SITUATED AT R&D CENTRE, PLOT NO. 8/8A, SECTOR 20B, FARIDABAD - 121001, HARYANA.

APPROVAL OF SCHEME OF AMALGAMATION OF IAI INDUSTRIES LIMITED ("TRANSFEROR COMPANY 1") AND IMPERIAL MARTOR ENGINE TUBES PRIVATE LIMITED ("TRANSFEROR COMPANY 2") WITH IMPERIAL AUTO INDUSTRIES LIMITED ("TRANSFEEE COMPANY").

"RESOLVED THAT pursuant to the provisions of Section 233 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable rules made there under (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), (collectively, the "Companies Act"), Section 2(1B) read with any other applicable provisions of the Income Tax Act, 1961 (as amended) ("IT Act") and the relevant provisions of Clause No. 22 of Memorandum and Articles of association of the Company and other applicable laws, rules, subject to requisite approval of the shareholders and / or the creditors (Secured and Unsecured) of the Company, as may be applicable, either by way of a resolution passed in duly convened meeting(s) or through necessary, consents, observations, no-objections, permissions and approvals of the statutory or regulatory or appropriate authorities and subject to the sanction of the Hon'ble Regional Director, Northern Region, New Delhi ("RD"), Official Liquidator ("OL") before whom the application would be filed, and subject to all such conditions and modifications as may be prescribed or imposed by any of the aforesaid authorities while granting such approvals, observations, no-objections, permissions and sanctions which may be agreed to by the Company, the consent of the Board of Directors of the Company (the "Board") be and is hereby accorded to the Scheme of Amalgamation of IAI Industries Limited having CIN: U74899DL1995PLC069837 being ("Transferor Company" 1) and Imperial Martor Engine Tubes Private Limited having CIN: U29299DL2008PTC453099 being ("Transferor Company" 2) with Imperial Auto Industries Limited having CIN: U74899DL1975PLC007737 being ("Transferee Company") their respective shareholders and creditors (hereinafter referred to as the "Scheme of Amalgamation"), as approved and recommended by the Audit Committee of the Board and a draft of which is placed before this meeting, as per the terms and conditions mentioned in the Scheme.

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CIN : U29299DL2008PTC453099

Registered Office : 202, Kusal Bazar, 32-33, Nehru Place, New Delhi - 110019.
Works at : Gat No. 347, Village - Nighoje, Tal. Khed, Dist. Pune - 410 501
Email : admin@imperialmartor.com

RESOLVED FURTHER THAT the terms and conditions of the amalgamation as set out in the draft Scheme of Amalgamation placed before the meeting, which, inter-alia, include the following:

- a. All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Companies, will be transferred to and vest in the Transferee Company.
- b. amalgamation of the Transferor Company into and with the Transferee Company in accordance with sections 233 of the Companies Act and other applicable laws with Section 2(1B) and other provisions of the IT Act.
- c. the entire Undertaking of the Transferor Company shall stand transferred to and vested in and / or deemed to have been and stand transferred to and vested in the Company to become undertaking of Transferee Company in accordance with Sections 233 of the Companies Act, the IT Act and other applicable laws.
- d. All the employees of the Transferor Companies in service on the Effective Date, if any, shall become the employees of the Transferee Company on and from such date without any break or interruption in service and upon terms and conditions not less favourable than those subsisting in the Transferor Companies on the said date.
- e. transfer of the authorized share capital of the Transferor Company to the Transferee Company and consequent increase in the authorized share capital of the Transferee Company.
- f. Appointed Date for amalgamation will be April 01, 2025 or such other date, as the Regional Director, Northern Region may approve.
- g. The Transferor Companies are wholly-owned subsidiary Companies of Transferee Company hence; in consideration the transferee company will not issue any shares under the scheme of amalgamation. The existing shareholding of Transferee Company in the Transferor Companies (held directly or through nominee) will get cancelled pursuant to the Scheme of Amalgamation.
- h. Effective Date shall be the date on which the certified copies of the order of the Regional Director, Northern Region sanction Scheme are filed by the Transferor Company and the Transferee Company with the Registrar of Companies, NCT of Delhi and Haryana.
- i. On the Scheme becoming effective, the Transferor Companies shall stand dissolved, without being wound-up by the order of the Appropriate Authority, pursuant to the provisions of Section 233 of the Act.
- j. If the Scheme is not approved by the Regional Director and does not come into effect, the Scheme shall become null and void.

RESOLVED FURTHER THAT the draft Scheme of Amalgamation (hereinafter referred to as the "Scheme of Amalgamation") proposing the amalgamation of IAI Industries Limited having CIN: U74899DL1995PLC069837 being "Transferor Company 1" and Imperial Martor Engine Tubes Private Limited having CIN:U29299DL2008PTC453099 being "Transferor Company 2" with Imperial Auto Industries Limited having CIN:U74899DL1975PLC007737 being "Transferee Company", a copy of which has been placed before the Board and initialled by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of Section 233 of the Companies Act, 2013, the draft auditors' certificate(s) to be issued by the statutory auditors of the Company, viz., M/s. Walker Chandiook & Co LLP, Chartered Accountants ('Auditor's Certificate'), certifying that the accounting treatment mentioned in the draft Scheme is in compliance with the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby accepted and taken on record.

RESOLVED FURTHER THAT Mr. Tarun Lamba (DIN: 01895353), Managing Director, Mr. Narinder Kumar Vedi (DIN: 00352645) Director, Mr. Jagjit Singh (DIN: 00109439) Director and/or Mr. Nishant, Company Secretary of the Company be and is/are hereby severally, authorized to sign/ digitally sign, submit the Scheme of Amalgamation to the Register of Companies, NCT of Delhi & Haryana / Regional Director, Northern Region,/ Official liquidator, New Delhi/ Income Tax Office/ Goods and Service Tax office/ Customs Office, and to make such alterations and changes in the scheme as may be expedient or necessary for satisfying any requirement(s) or condition(s) imposed by the Regional Director, Northern Region or as may be stipulated by other regulatory authorities or as may otherwise be considered necessary or desirable for setting any question or doubt or difficulty that may arise for implementing and/or carrying out the Scheme.

RESOLVED FURTHER THAT an application be made to the Regional Director, Northern Region, New Delhi ("RD") under the provisions of Section 233 and other applicable provisions of the Act and holding the meetings of the shareholders and the creditors (Secured and Unsecured) of the Company and for the purpose of considering and approving the draft Scheme, Mr. Tarun Lamba (DIN: 01895353), Managing Director, Mr. Narinder Kumar Vedi (DIN: 00352645), Director, Mr. Jagjit Singh (DIN: 00109439) Director and/or Mr. Nishant, Company Secretary of the Company be and are hereby severally, authorized to take all such necessary action and steps, in all matters relating to the Scheme and in implementation and with respect to all or any of the matters connected thereto with the Scheme and in particularly for:

- a. Filing necessary applications in the prescribed Form with the Regional Director, Northern Region seeking directions for obtaining the approval of the shareholders of the Company and/or for seeking dispensation from convening the said meetings and for approval of the creditors or dispensation of such approval.

- b. Filing necessary petitions seeking sanction for proposed scheme before the Regional Director, Northern Region in accordance with provisions of Section 233 of Companies Act, 2013.
- c. For the above purpose, finalise, sign and file on behalf of the Company and execute applications, petitions, scheme, affidavits, Memorandum of Appearance, confirmations, statements, reports, letters, forms, powers of attorney, pleadings, representations, public advertisements, notices, authority letters, deeds, documents and such other letters and papers in connection with the Scheme.
- d. file the Scheme and / or any other document/information / details / submissions with the government, judicial, quasi-judicial and other statutory authorities or regulatory authorities 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;
- e. finalise and settle the Scheme, draft of the notices for convening the shareholders' and / or creditors meetings and the draft of the explanatory statement with any modifications as they may deem fit;
- f. convene and conduct the meetings of the shareholders and / or the creditors, as the case may be;
- g. Obtaining requisite approvals from such regulatory authorities including creditors, if any as may be considered necessary,
- h. To liaise and co-ordinate with all authorities for obtaining necessary sanction for the Scheme;
- i. To make all necessary filing in relation to the Company including the order passed by the Regional Director, Northern Region sanctioning the scheme of Amalgamation;
- j. To do all such acts; deeds and things as may be considered necessary and expedient in relation thereto including appointment of stamp duty consultant(s), e-voting agency, lawyers/Advocate, Practicing Company Secretary, valuer / chartered accountant for certification, auditor for certification, scrutinizer, advertisement agency or any other professionals as may be required in connection with the transaction set out in the Scheme and to pay duties, charges, fees and such other taxes as may be necessary.
- k. 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 Regional Director 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 Directors, Official Liquidator, Income Tax authorities and other authorities as may be required and to approve all other actions

required for full and effective implementation of the proposed 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.

- l. finalise and bring into effect the Scheme and make and give effect to any modifications, changes variations, alterations or revision in the Scheme from time to time or to suspend, withdraw, transfer revive the Scheme from time to time as may be specified by any statutory authority or as may suo moto be decided by the Board in its absolute discretion;
- m. delegate powers to the executive(s) of the Company and/or such other representative(s), 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 related to the proposed Scheme and to revoke/ modify all or any of the aforesaid powers so delegated to the executive(s) of the Company and / or representative(s), from time to time, as deem fit and proper in the best interest of the Company;
- n. make such alterations or modifications or amendments to the Scheme as may be expedient or necessary particularly to comply with any requirements, conditions or limitations, the Regional Director or any other statutory authority(ies) may deem fit to direct or impose or for any other reason;
- o. obtain approval from and/or represent before the Registrar of Companies. Regional Director, Ministry of Corporate Affairs, Income Tax authorities and such other statutory and other governmental body(ies) including the shareholders and / or creditors as may be considered necessary;

RESOLVED FURTHER THAT Mr. Vikas Gera, proprietor of M/s. Vikas Gera and Associates, Practicing Company Secretary, having membership No F-5248 and Certificate of Practice No. 4500 having office situated at 417, 4th Floor, Suneja Tower I, District Centre, New Delhi-110058, be and is hereby appointed as legal counsel and advisors of the Company to advise and implement the proposed Scheme of Amalgamation of IAI Industries Limited ("Transferor Company 1") and Imperial Martor Engine Tubes Private Limited ("Transferor Company 2") with Imperial Auto Industries Limited ("Transferee Company"); to prepare and finalize necessary applications, petitions, and other related documents to be filed in the Regional Director, Northern Region and other competent authorities, if any, to appear and plead in the Regional Director, Northern Region and to take all such steps that may be required to give effect to the aforesaid amalgamation at a remuneration to be mutually decided.

RESOLVED FURTHER THAT Mr. Vikas Gera, proprietor of M/s. Vikas Gera and Associates, Practicing Company Secretary, be and is hereby authorized, to represent the Company in the Regional Director, Northern Region, or at the offices of the Registrar of Companies, NCT of Delhi & Haryana, Ministry of Corporate Affairs at New Delhi and the Official Liquidator(s), Ministry of Corporate Affairs or any other authority or person in

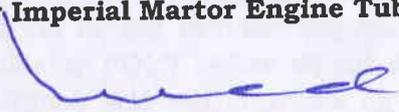
connection with the aforesaid amalgamation, to sign and submit necessary application, documents, papers, replies, etc., with the aforesaid authorities, to make any correction, changes or modification in any documents already submitted or to be submitted, to collect any letter, report or other documents for resubmission of the same or otherwise and to act for every purpose connected with the proceedings of the said amalgamation and to take such other steps as may be required by the concerned authorities or otherwise become necessary or desirable in this regard.

RESOLVED FURTHER THAT Mr. Tarun Lamba (DIN: 01895353), Managing Director, Mr. Narinder Kumar Vedi (DIN: 00352645), Director, Mr. Jagjit Singh (DIN: 00109439) Director and/or Mr. Nishant, Company Secretary of the Company be and is/are hereby severally authorised to do all such acts, deeds, matters and things including engaging Mr. Vikas Gera, Proprietor of M/s Vikas Gera and Associates, Company Secretary in practice, and / or any other professional for certification of necessary forms, filing necessary forms, statements, intimations, letters and such other papers and for the purpose to sign and execute forms, declarations, returns, letters and such other papers as may be necessary, desirable and expedient.

RESOLVED FURTHER THAT Mr. Tarun Lamba (DIN: 01895353), Managing Director, Mr. Narinder Kumar Vedi (DIN: 00352645) Director, Mr. Jagjit Singh (DIN: 00109439) Director and/or Mr. Nishant, Company Secretary of the Company be and are/is hereby severally authorized to file the necessary e-forms with the Registrar of Companies and to sign the certified true copy of this resolution for all purposes and be submitted to the Regional Director, Northern Region, Registrar of Companies, NCT of Delhi & Haryana, the Official Liquidator(s), New Delhi or any other department or office/authorities as may be necessary and to sign any undertaking of the declaration and to do all such acts, deeds, things as may be necessary for implementation of this resolution”

Certified True Copy

For Imperial Martor Engine Tubes Private Limited


Narinder Kumar Vedi

Director

DIN: 00352645

**Address: H. No- 69A, Eastern Avenue,
Sainik Farms, Khanpur, New Delhi 110062**