WIDIA

WIDIA India Tooling Private Limited
CIN: U28110KA2018PTC119396
Survey No 11 I Nagasandra
Adjacent to Nagasandra Metro Station
Bengaluru-Pune National Highway
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RELEVENT EXTRACTS FROM THE RESOLUTION PASSED AT THE 12TH MEETING OF THE BOARD OF DIRECTORS OF WIDIA INDIA TOOLING PRIVATE LIMITED, HELD ON THURSDAY, DECEMBER 3, 2020 CONVENED THROUGH MICROSOFT TEAMS APPLICATION HOSTED BY MR. NAVEEN CHANDRA, GM – LEGAL & COMPANY SECRETARY AT 8/9TH MILE, TUMKUR ROAD, BENGALURU - 560 073

B. Approval to:

- **merge WIDIA India Tooling Private Limited with Kennametal India Limited effective 1st April 2021;**
- **the Scheme of amalgamation;**
- **the report to be adopted by the Board of Directors pursuant to the merger and**
- **appointment of BMP & Co**

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the requisite approval of the shareholders of WIDIA India Tooling Private Limited (the "**Transferor Company**"), the Board of Directors of Kennametal India Limited (the "**Transferee Company**"), the approval of jurisdictional National Company Law Tribunal ("**NCLT**") and other requisite approvals (as may be necessary) being obtained, the consent of the Board of Directors of the Transferor Company (the "**Board**") be and is hereby accorded to the Amalgamation/Merger of WIDIA India Tooling Private Limited/ Transferor Company with its Holding Company viz. Kennametal India Limited/ the Transferee Company as per the Scheme of Amalgamation/Merger (the "**Scheme**") placed before this Board.

RESOLVED FURTHER THAT the draft Scheme providing for Amalgamation/Merger of the Transferor Company with the Transferee Company, with effect from 1st April 2021 (the "**Appointed Date**") as defined in the Scheme and also providing for various other matters connected with and/or consequential and/or incidental thereof, submitted before the Board, be and is hereby approved, subject to such changes, alterations and amendments as may be required or considered necessary or expedient.

RESOLVED FURTHER THAT the draft of the Report under section 232(2)(c) of the Companies Act, 2013, as placed before the Board, be and is hereby approved and adopted.

RESOLVED FURTHER THAT the balance sheet and profit and loss account of Transferor Company & Transferee Company for the financial period September 30, 2020, as placed before the Board, be and is hereby noted.

RESOLVED FURTHER THAT BMP & Co. LLP, Company Secretaries, be and are hereby appointed as the legal advisors to advise and act for the Company in relation to the Scheme and Mr. Pramod S M and Mr. Biswajit Ghosh, Partners, be and are hereby severally authorized to

represent the Company before the National Company Law Tribunal and other such other regulatory authorities as may be required in connection with the Scheme at a negotiated fee of Rs. 6,00,000/- (Rupees Six Lakhs Only) which excludes out of pocket expenses and applicable taxes.

RESOLVED FURTHER THAT the approval of the Board, under section 144 of the Companies Act, 2013, be and is hereby accorded to avail certification & allied services, for the purpose of merging the Transferor Company in to the Transferee Company, from M/s. Walker Chandiok & Co LLP, (registration number 001076N/N500013) for a consolidated sum not exceeding INR 5,00,000 (Indian Rupees Five Lakhs), which sum excludes out of pocket expenses and applicable taxes).

RESOLVED FURTHER THAT the report on the merger as tabled before the Board be and is hereby approved and adopted.

RESOLVED FURTHER THAT all the Directors of the Company and Mr. Naveen Chandra P, authorized signatory be and are hereby jointly and severally authorized to do or cause to be done, all acts, deeds, matters and things, as may be necessary to give effect to the Scheme of Amalgamation/Merger, including without limitation the following:

(a) Make appropriate applications, filings (as applicable) and to notify, obtain no-objection or approval (as applicable) from and/or represent before the relevant offices of the concerned Registrar of Companies, relevant National Company Law Tribunal, offices of the relevant Regional Directors, Reserve Bank of India (RBI), Stock Exchanges, Securities and Exchange Board of India (SEBI), Competition Commission of India (CCI) and any other court, tribunal or authority (in India or elsewhere in the world), as required for the purposes of carrying into effect the Scheme.

(b) To finalize the Scheme and make and agree to such alterations and changes to the Scheme as may in their opinion be desirable or expedient including as may be necessary for satisfying the requirements or conditions imposed by the relevant National Company Law Tribunal, Stock Exchanges, SEBI, RBI or any other authority concerned.

(c) Filing of applications with the relevant National Company Law Tribunal or other competent authority seeking directions as to convening or dispensing with the meeting(s) of Equity Shareholders and/or creditors of the Company and where necessary, to take steps to convene and hold such meetings as per the directions of the National Company Law Tribunal.

(d) To seek approval of shareholders and/or creditors and to do all acts, deeds, matters and things as may be considered necessary and expedient in relation to the above, including approving the notice of meetings, convening and conduct of meetings of shareholders and/or creditors and/or such other classes of persons as may be directed by the relevant National

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(e) To Authenticate any document, instrument and record of the Company and to sign all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements etc. which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions (including but not limited to from the relevant National Company Law Tribunal) and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the National Company Law Tribunal or any other authority;

(f) Authorize any executive(s) of the Company to sign all the papers, documents, writings, applications, petitions, affidavits, representations, pleadings, public advertisements etc. which are required to be signed, executed, delivered for carrying into effect the said Scheme in all respects whatsoever and/or for obtaining directions (including but not limited to from the relevant National Company Law Tribunal) and to deliver a certified copy of this resolution to any concerned party or authorities and for this purpose, to appear in person and/or represent the Company before the Courts or any other authority.

(g) To do all acts, deeds, matters and things that may be required and to take all necessary actions and steps as are required for the implementation and consummation of the Scheme in all respects whatsoever and for obtaining the requisite approvals and orders from all concerned authorities (including relevant authorities in India) and the relevant National Company Law Tribunal respectively.

(h) To engage consultants, advocates, practicing Company Secretaries, legal experts, solicitors, valuers, merchant bankers, or any other professionals or other persons and counsels as may be considered necessary in connection with any aspect relating to the Scheme; and to execute authority letter's, power of attorney, vakalatnama, memorandum of appearance and any other documents with respect thereto.

(i) To settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to these resolutions.

(j) To do all such acts, deeds and things as may be considered necessary and incidental to give complete effect to the Scheme and to this resolution, including for the purposes of effectuating the intent and/or requirements of any of the provisions of the Scheme.

RESOLVED FURTHER THAT the documents, wherever required, be executed by affixing the Common Seal of the Company in the presence of any one of the Directors of the Company which shall be countersigned by Mr. Naveen Chandra P, authorized signatory.

RESOLVED FURTHER THAT any of the Directors of the Company and Mr. Naveen Chandra, authorized signatory be and are hereby severally authorized to issue certified copies of these resolutions."

Certified True Copy
For **WIDIA India Tooling Private Limited**

Prashant Ramesh Shetty
Director [DIN: 08302994]
Flat No. 2101, Savannah Vasanth Lawns,
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