HARITA FEHRER LTD.

UNO MINDA
DRIVING THE NEW

CERTIFIED TRUE COPY OF RESOLUTION PASSED IN THE 70TH MEETING OF BOARD OF DIRECTORS OF HARITA FEHRER LIMITED HELD ON TUESDAY, 24TH MAY, 2022 AT CORPORATE OFFICE OF UNO MINDA LIMITED (FORMERLY KNOWN AS MINDA INDUSTRIES LIMITED), VILLAGE NAWADA, FATEHPUR, P.O. SIKANDERPUR BADDA, GURUGRAM, HARYANA WITH FACILITY TO JOIN THROUGH VIDEO CONFERENCING (MICROSOFT TEAMS MEETINGS)

CONSIDERATION OF THE DRAFT SCHEME OF ARRANGEMENT AMONGST HARITA FEHRER LIMITED ('TRANSFEROR COMPANY'), MINDA STORAGE BATTERIES PRIVATE LIMITED ('DEMERGED COMPANY') AND MINDA INDUSTRIES LIMITED ('TRANSFEREE COMPANY'/'RESULTING COMPANY') AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 made thereunder, (including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force), the National Company Law Tribunal Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999 and rules, regulations, circulars, notifications, guidelines as may be issued under such applicable laws, the Memorandum and Articles of Association of the Company and subject to requisite approvals, sanctions, consents, objections, if any, and confirmations, permissions from the Hon'ble National Company Law Tribunal, Delhi Bench ('NCLT') or Hon'ble National Company Law Appellate Tribunal ('NCLAT') or such other competent authority as may be applicable, subject to requisite approval of the shareholders and/or creditors of the Company and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or NCLAT or by any regulatory or other authorities, while granting such consents, approvals and permissions, the draft Scheme of Arrangement amongst Harita Fehrer Limited ("Transferor Company") and Demerger of Minda Storage Batteries Private Limited ("Demerged Company/Company") with Minda Industries Limited ("Holding Company / Transferee Company/ Resulting Company") and their respective shareholders and creditors ("Scheme") as placed before the Board members which provides for amalgamation of the Transfer or company with the Transferee company, on a going concern basis and vesting of Demerged undertaking of Demerged Company (as defined in the Scheme) with the Resulting Company, with effect from Appointed date i.e. 1st April, 2022 or such other date as may be approved by the competent authority as may be applicable, be and is hereby approved.

RESOLVED FURTHER THAT as the Company is wholly-owned subsidiary of the Transferee Company and the entire share capital of the Company is held by the Transferee Company along with its nominee shareholders, the Transferee Company would not be required to issue and allot any shares to the shareholders of the Company on account of merger of wholly-owned subsidiary with the Transferee Company and the equity shares held by Transferee Company and its nominees in the Company shall stand cancelled upon the scheme becoming effective in the manner as mentioned in the Scheme.

For Harita Fehrer Limited

Authorised Signatory

RESOLVED FURTHER THAT the report of the Board on the effect of the Scheme on various stakeholders including the stakeholders referred to in Section 232(2)(c) of the Companies Act, 2013, as placed before the Board and duly initialled by Company Secretary for identification, be and is hereby approved.

RESOLVED FURTHER THAT Mr. Angarai Ganesan Giridharan (DIN: 07946418), Ms. Paridhi Minda (DIN: 00227250), Director, Mr. Naveen Agarwal, CFO and Company Secretary of the Company be and are hereby severally authorized to take all necessary steps as may be necessary for the purpose of giving effect to the aforesaid Scheme which shall include but not limited to following:

a. To oversee and monitor the process connected with the Scheme and to make such additions, alterations, rectifications and changes therein as may be expedient or necessary for satisfying the requirements or conditions imposed by the Shareholders, the Creditors, the Hon'ble NCLT or NCLAT and / or such other statutory authorities;

b. To file, execute, sign, deliver, certify all necessary e-forms, declaration, statement, notices, scheme of arrangement , applications/joint application, petitions, affidavits, rejoinder, undertaking, notices for summons, notices of general meetings, notices of meeting of creditors, reports, advertisements, letters and/or any other documents and pleadings or papers, as may be required to be signed for and on behalf of the Company and to represent the Company before the authority or any Government/regulatory authority in connection with the said arrangement;

c. To obtain necessary approvals/no objection certificates from shareholders and creditors and to decide and finalise the manner for obtaining requisite approval of the Shareholders/Creditors of the Company at a shareholders/ creditors meeting or otherwise as may be permissible, and for that purpose to finalise and approve the notice calling the respective meetings and do such acts, deeds and things as may be required in relation to and to give effect to the aforesaid;

d. To give no objection certificate/approvals, wherever the Company is a shareholder, secured/unsecured/trade creditors, if required;

e. To obtain various reports, certificates from the Statutory Auditors of the Company and to fix their remuneration for such services and to take all other necessary documents in this regard;

f. To make and agree to such alterations, conditions and changes to the Scheme as may be desirable or expedient or which may be necessary for satisfying the requirements or conditions prescribed by any other government/regulatory authority concerned, and to sign /execute all such applications, letters, writings, undertakings, certificates, confirmations and all other documents, deeds as may be necessary in this regard;

g. To take all steps necessary, in connection with the filing of scheme with the Hon'ble NCLT, Delhi Bench and such any other authorities as may be required;

h. To attend, vote and sign the attendance sheet of the general meeting of shareholders/creditors of the Transferee Company;

For Harita Fehrer Limited

i. To appoint, engage, renew or terminate any counsels, advocates, solicitors, practicing chartered accountants, practicing company secretaries, consultants and any other professionals for the implementation of the Scheme or the said arrangement and to fix their remuneration and to sign and execute engagement letters / authorizations/ vakalatnama/ power of attorney, wherever necessary, in their favour and do all acts and things as may be considered necessary in relation thereto;

j. To pay such requisite & statutory fee, charge to various departments, authorities as may be necessary;

k. To appear before Registrar of Companies, Regional Director, Official Liquidator, Income Tax Authority/Department, Revenue Department and any other regulatory/ statutory authorities as may be required in person or through any authorized person;

l. To settle any question or difficulty that may arise with regard to the implementation of the Scheme, and to give effect to the above resolution;

m. To suspend, withdraw or review the Scheme from time to time as may be specified by any statutory authority or as may be suo-moto decided by the Board in its absolute discretion;

n. To file on behalf of the Company, applications before the Hon'ble NCLT, Delhi Bench, for directions or holding separate meetings of the shareholders/creditors, if necessary, of the Company, or to seek directions for exemption from holding the meetings of the shareholders and creditors of the Company and other usual directions with respect to the Scheme;

o. To finalize and sign the unaudited financial statements as may be required to be prepared in terms of applicable provisions or upon direction of Hon'ble NCLT for purpose of the said arrangement;

p. To affix and carry the common seal of the Company to such other place as deem necessary in accordance with the provisions of Articles of Association of the Company;

q. To delegate all or any of the above said powers in favour of any other officer of the Company or any lawyer or counsel or professional as may be deemed necessary or prudent, any or all of their powers in connection therewith; and

r. To do all such acts, deeds, matters and things as may be deemed necessary, expedient, incidental or consequential in connection with the above said arrangement.

RESOLVED FURTHER THAT pursuant to the Scheme of Arrangement, there will be no issuance of equity shares from the Transferee Company as Transferee Company is the holding Company and holds along with its nominees whole of the equity share capital of Transferor Company and there will be no valuation exercise required to be undertaken to determine the share exchange ratio and thus, no valuation report is required to be prepared regarding the same.

S Rivastava

HARITA FEHRER LTD.

UNO MINDA
DRIVING THE NEW

RESOLVED FURTHER THAT pursuant to Section 144 of the Companies Act, 2013, the approval of the committee be and is hereby accorded to avail the necessary services other than audit and prohibited services from M/s. S.R. Batliboi & Co. LLP (ICAI Firm Registration 301003E/E300005), Statutory Auditors of the Company, as may be required in connection with said Scheme of Arrangement and also severally authorized Mr. Angarai Ganesan Giridharan (DIN: 07946418), Ms. Paridhi Minda (DIN: 00227250), Director, Mr. Naveen Agarwal, CFO and Company Secretary of the Company to fix the professional fee of the auditors for availing such services, to sign engagement letter and such other documents and to do all such acts and deeds as may be required for the above said purpose.

RESOLVED FURTHER THAT this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board of Directors.

RESOLVED FURTHER THAT a certified true extract of the above resolutions duly signed by any one of the Directors or the Company Secretary, be sent to the concerned authorities / regulatory bodies to enable them to give effect to the above resolutions."

For Harita Fehrer Limited
For Harita Fehrer Limited

Srivastava

Tarun Kumar Srivastava Authorised Signatory
Company Secretary
M. No. 11994

Date: 03/02/2023
Place: Gurugram

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE (2/2022-23) MEETING OF THE BOARD OF DIRECTORS OF MINDA STORAGE BATTERY PRIVATE LIMITED HELD ON TUESDAY, MAY 24, 2022 AT 09:30 A.M. (IST) THROUGH VIDEO CONFERENCING (VC) VIA MICROSOFT TEAM MEETING AT MINDA CORPORATE OFFICE AT MANESAR

APPROVAL OF THE DRAFT SCHEME OF ARRANGEMENT AMONG HARITA FEHRER LIMITED ('TRANSFEROR COMPANY'), MINDA STORAGE BATTERIES PRIVATE LIMITED ('DEMERGED COMPANY') WHOLLY OWNED SUBSIDIARIES OF MINDA INDUSTRIES LIMITED AND MINDA INDUSTRIES LIMITED ('TRANSFEREE COMPANY'/'RESULTING COMPANY') AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and any other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Compromises, Arrangements and amalgamation) Rules, 2016 made thereunder, (including any statutory modification(s), amendment(s), re-enactment(s) thereof for the time being in force), the National Company Law Tribunal Rules, 2016, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999 and rules, regulations, circulars, notifications, guidelines as may be issued under such applicable laws, the Memorandum and Articles of Association of the Company and subject to requisite approvals, sanctions, consents, objections, if any, and confirmations, permissions from the Hon'ble National Company Law Tribunal, Delhi Bench ('NCLT') or Hon'ble National Company Law Appellate Tribunal ('NCLAT') or such other competent authority as may be applicable, subject to requisite approval of the shareholders and/ or creditors of the Company or such other competent authority as may be directed by the NCLT, the draft Scheme of Arrangement amongst Harita Fehrer Limited ("Wholly Owned Subsidiary /Transferor Company") and Demerger of Minda Storage Batteries Private Limited ("Wholly Owned Subsidiary/Demerged Company") with Minda Industries Limited ("Holding Company / Transferee Company/ Resulting Company") and their respective shareholders and creditors ("Scheme"), as placed before the Board members which provides for amalgamation of the Transferor company with the Transferee company, on a going concern basis and vesting of Demerged undertaking of Demerged Company (as defined in the Scheme) with the Resulting Company, with effect from Appointed date i.e. 01st April, 2022 or such other date as may be approved by the competent authority as may be applicable, be and is hereby approved.

RESOLVED FURTHER THAT the Transferor Companies being wholly owned subsidiary of the Transferee Company in terms of the Scheme, the equity shares held by Transferee Company and its nominees in the Transferor Companies shall stand cancelled upon the scheme becoming effective.

RESOLVED FURTHER THAT the report of the Board on the effect of the Scheme on various stakeholders including the stakeholders referred to in Section 232(2)(c) of the Companies Act, 2013, as placed before the board, be and is hereby approved.

Minda Storage Batteries Pvt. Ltd.

RESOLVED FURTHER THAT as the Demerged Company is wholly-owned subsidiary of the Resulting Company and the entire share capital of the Demerged Company is held by the Resulting Company along with its nominee shareholders, the Resulting Company would not be required to issue and allot any shares to the shareholders of the Demerged Company on account of demerger of Demerged Undertaking (as defined in the Scheme) and vesting of same with the Resulting Company and the proportionate equity share paid up capital worth Rs. 6,98,67,880 (Rupees Six Crores Ninety Eight Lakhs Sixty Seven Thousand Eight Hundred Eighty Only) divided into 69,86,788 Equity Shares of Rs. 10/- each fully paid-up pertaining to the Demerged Undertaking of the Demerged Company shall stand reduced from the total issued, subscribed and paid up capital of the Demerged Company, as an integral part of the Scheme.

RESOLVED FURTHER THAT Mr. Sanjay Jain, Ms. Paridhi Minda, Mr. Rajeev Gandotra, Directors of the Company and Mr. Tarun Kumar Srivastava, Authorised Signatory be and are hereby severally authorized to oversee and monitor the process connected with the Scheme and to make such additions, alterations, rectifications and changes therein as may be expedient or necessary for satisfying the requirements or conditions imposed by the Shareholders, the Creditors, Stock Exchange, SEBI, the Hon'ble NCLT and / or such other statutory authority/ies as may be required and to take all such steps as may be necessary for the purpose of giving effect to the aforesaid Scheme of Arrangement which shall include:

1. To oversee and monitor the process connected with the Scheme and to make such additions, alterations, rectifications and changes therein as may be expedient or necessary for satisfying the requirements or conditions imposed by the Shareholders, the Creditors, the Hon'ble NCLT or NCLAT and / or such other statutory authorities;

2. To sign, finalize and file all application(s) before the Hon'ble NCLT for seeking directions as to convening/ dispensing with the requirements of the meetings of the shareholders and/or the creditors of the Company as the Hon'ble NCLT may direct and to file all other necessary documents, forms, applications, affidavits, vakalatnama, petitions, memorandum of appearance, undertaking and other documents and writings as may be necessary from time to time for the said purposes and to undertake the follow up action required thereafter;

3. To file any incidental application/ petition as is necessary for the implementation of the Scheme;

4. where the Hon'ble NCLT has directed the any of the Company to convene the meeting of Shareholders and/or Creditors of the Company, finalize the draft of the Notice for convening the meeting of Shareholders and/or Creditors of Company and drafts of explanatory Statements under Section 230 of the Companies Act, 2013 as they may deem fit;

5. To make such alterations/ changes, in the Scheme as may be required, suggested, instructed or directed by any of the statutory authority/ies including but not limited to stock exchanges, Hon'ble NCLT, Shareholders, Creditors and/ or any other statutory or regulatory authority/ies;

6. To file petition for sanction/confirmation of the Scheme by the Hon'ble NCLT or any other Competent Authority along with requisite documents and to do all that may be necessary and incidental in this behalf;

7. To settle any question or difficulty that may arise with regards to the implementation of the Scheme and to give effect to the resolution;

Middle Storage Batteries Pvt. Ltd.

8. To engage any counsel, consultant firms, advocates, attorneys, pleaders, solicitors, valuers, auditors, accountants, registrars, merchant banker, scrutinizers (for conducting voting at general meeting) or any other one or more agencies, as may be required in relation to or in connection with the Scheme, on such terms and conditions as they may deem fit, finalize their fees, terms and conditions of their appointment, issue appointment letter(s), furnish such information as may be required by them and also to sign, execute and deliver all documents, letters, advertisements, announcements, disclosures, affidavits, undertakings and other related documents in favour of the concerned authorities, advocates or any one or more persons or firms as they may deem fit and to do all such acts, deeds and things as they may deem fit and as may be necessary in this regard;

9. To sign, execute and certify all resolutions, declarations, affidavits, statements, notices, applications, petitions, reports, vakalatnama, notices of general meetings, notices of meeting of creditors, reports, advertisements, letters and other papers or documents relating to the Scheme and to file, submit, furnish all or any of such documents as mentioned hereinbefore with the respective authorities including but not limited to Hon'ble NCLT, Stock Exchanges, the respective Registrar of Companies, the respective Regional Director, the respective superintendent of stamps etc.;

10. To obtain necessary approvals/no objection certificates from shareholders and creditors and to decide and finalise the manner for obtaining requisite approval of the Shareholders/Creditors of the Company at a shareholders/ creditors meeting or otherwise as may be permissible, and for that purpose to finalise and approve the notice calling the respective meetings and do such acts, deeds and things as may be required in relation to and to give effect to the aforesaid;

11. To give no objection certificate/approvals, wherever the Company is a shareholder, secured/unsecured creditors, if required;

12. To attend, vote (including through e-voting) and sign the attendance sheet of the general meeting of shareholders/creditors of the Transferee Company;

13. to co-ordinate with such other statutory or regulatory authorities as may be considered necessary, for the Scheme;

14. to ratify the action already taken by the executives/ officers of the Company in this regard;

15. to delegate authority to another person(s) by a valid power of attorney or other appropriate authorizations;

16. to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo-moto decided by the Board of Directors of the Company;

17. to do all acts and things as may be considered necessary and expedient in relation to the implementation of the Scheme; and

18. to carry out and execute such additional and ancillary documents and formalities as may be deemed necessary.

RESOLVED FURTHER THAT pursuant to the Scheme of Arrangement, there will be no issuance of equity shares from the Resulting Company to the shareholders of Demerged Companies as Resulting Company is the holding Company and holds along with its nominees whole of the equity

Amara Storage Batteries Pvt. Ltd.

share capital of Demerged Companies and there will be no valuation exercise required to be undertaken to determine the share exchange ratio and thus, no valuation report is required to be prepared regarding the same.

RESOLVED FURTHER THAT pursuant to Section 144 of the Companies Act, 2013, the approval of the committee be and is hereby accorded to avail the necessary services other than audit and prohibited services from M/s S. R. Batliboi & Co. LLP, Statutory Auditors of the Company , as may be required in connection with said Scheme of Arrangement and also severally authorized Mr. Sanjay Jain, Ms. Paridhi Minda, Mr. Rajeev Gandotra, Directors of the Company, Mr. Tarun Kumar Srivastava, Authorised Signatory and Mr. Vaibhav Panwar, Authorized signatory to fix the professional fee of the auditors for availing such services, to sign engagement letter and such other documents and to do all such acts and deeds as may be required for the above said purpose.

RESOLVED FURTHER THAT in accordance with the provisions of Articles of Association of the Company, Common seal of the Company, if required, be affixed on any document(s) executed in connection with the above resolution in presence of any one director of the Company and any one from Mr. Sanjeev Shah, CFO of the Company and Mr. Tarun Kumar Srivastava, Authorised Signatory be and are hereby authorized to sign the same in token thereof."

//Certified True Copy//
For MINDA STORAGE BATTERIES PRIVATE LIMITED

Minda Storage Batteries Pvt. Ltd.

Sanjay Jain
Director
DIN:03364405

Date: 01/06/2022
Place: Gurgaon