

DHRANGADHRA TRADING CO. PVT. LTD.
'NIRMAL', 3rd Floor, Nariman Point, Mumbai 400 021
CIN: U99999MH1942PTC010071
Email id: jntrivedi58@gmail.com

Certified True Copy of the Resolution passed at the meeting of the Board of Directors of the Dhrangadhara Trading Company Private Limited ('the Company') held on February 13, 2025, at the registered office of the Company at 3rd Floor, Nirmal, 241-Backbay Reclamation, Nariman Point, Mumbai, Maharashtra, India, 400021

Approval of draft Scheme of Amalgamation under Section 230-232 read with Section 66 of the Companies Act, 2013, for merger of the Dhrangadhara Trading Company Private Limited ("Transferor Company 1" or "DTCPL") and Sahu Brothers Private Limited ("Transferor Company 2" or "SBPL") with and into DCW Limited ("Transferee Company" or "DCW") and their respective shareholders ("Scheme")

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the rules and regulations made thereunder and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approval / consents / sanctions and permissions of the shareholders and / or creditors of the Company, sanction of the National Company Law Tribunal ("Tribunal") constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, and such other approvals / permissions including the relevant Securities Exchange of India ("SEBI") provisions, as may be required under applicable laws, regulations, and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as "Board") be and is hereby accorded to the Scheme of Amalgamation between Dhrangadhara Trading Company Private Limited ('DTCPL'), Sahu Brothers Private Limited ('SBPL') and DCW Limited and their respective shareholders, providing, inter alia, for the merger of DTCPL and SBPL with and into DCW, in the present form or with such alterations / modifications as may be approved or imposed or directed by National Company Law Tribunal, as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Director for the purposes of identification ("Scheme").

RESOLVED FURTHER THAT the Company be and is hereby authorized to make necessary applications to government, judicial, quasi-judicial and other statutory authorities or regulatory authority or any other body or agency, in relation to seeking relevant regulatory approval(s) or sanction(s) for the Scheme and any other approvals required in connection with the Scheme.

RESOLVED FURTHER THAT any of the directors of the Company, Mr. Sudarshan Ganapathy (DIN: 02353244), or Mr. Romu Malkani (DIN: 08482309) (collectively referred to as "Authorised Representatives") of the Company, be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board, *inter alia*, in order to:-

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- (a) 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;
- (b) To make or assent to any alteration or modification to the Scheme as may be expedient or necessary or to satisfy any condition(s) / requirement imposed by the SEBI, the BSE Limited ("BSE"), the National Stock Exchange of India ("NSE"), the NCLT, or any statutory or regulatory authorities, as the case may be and may give such directions, they may consider necessary and to settle any doubt, question, difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (c) Sign and File of application(s) with the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable, seeking directions as to convening / dispensing with the meeting of the shareholders and / or creditors (secured or unsecured) of the Company and other usual directions with respect to the scheme, and where necessary, to take steps to convene and hold such meetings as per such directions;
- (d) Finalise and settle the draft of the notices for convening the shareholders' and/or creditors' meetings as directed by the Tribunal or otherwise and the draft of the explanatory statement with any modifications as they may deem fit;
- (e) Approval of Notice of General Meeting of the Shareholders along with explanatory statement and the conduct of process for seeking approval of shareholders and / or creditors to the Scheme, as applicable;
- (f) Conducting the meetings of the shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting, if the Tribunal does not dispense with the meetings;
- (g) Prepare, sign and file applications, petitions, documents, affidavits, vakalatnama undertakings, reports, pleadings and other documents relating to the Scheme to the Tribunal or any other appropriate authority under the applicable provisions of the Act;
- (h) To engage Counsels, Advocates, Solicitors, Chartered Accountants, Statutory Auditor and other professionals/intermediaries and to determine terms and conditions including remuneration thereof;



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- (i) To co-ordinate and obtain approval from Registrar of Companies, Regional Director, Official Liquidator, Tribunal and any/all other statutory authorities and parties including the shareholders, lenders, financial institutions, creditors, as may be considered necessary for and on behalf of the Company and to give any oral and/ or written consent with regard to the same;
- (j) To 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 Tribunal 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, Income Tax authorities and, other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned 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;
- (k) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local or other regulatory authorities, including but not limited to the Sub-Registrar of Assurances, Customs authorities, Excise authorities, Income Tax authorities, Sales Tax authorities, Value Added Tax, Goods and Services Tax authorities and Entry Tax authorities, Employees' State Insurance and Provident Fund authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- (l) 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 authenticate any document, instrument, proceeding and record of the Company for the purpose of and / or in relation to the Scheme and / or making the Scheme effective;
- (n) Pay/authorise payments of stamp duties, taxes, charges, fees and such other payments as may be necessary;



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- (o) To file requisite forms with the Ministry of Corporate Affairs/ Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- (p) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT authorised representatives be and are hereby severally authorised to delegate powers to the executive(s) of the company and / or authorised persons, 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 as mentioned aforesaid and to revoke / modify all or any of the aforesaid powers so delegated to the executive(s) of the company and / or authorised persons, from time to time, as deem fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT any one of the authorised representatives be and are hereby severally authorised to give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may suo-motto be decided by the Board in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper, subject to the approval of the Tribunal;

RESOLVED FURTHER THAT the Share Swap Report dated February 13, 2025 submitted by the independent registered valuer CA Harsh Chandrakant Ruparelia, (ICAI Membership No. 160171) on the Share Swap Ratio as set out in the Scheme, placed before the Board, is hereby approved and adopted for the purposes of the Scheme;

RESOLVED FURTHER THAT the Fairness Opinion dated February 13, 2025 of Seren Capital Private Limited, an independent merchant banker, certifying the Share Entitlement and Exchange Report as placed before the Board, be and is hereby taken on record and approved for the purposes of the Scheme;

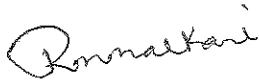
RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in terms of the Articles of Association of the Company.

RESOLVED FURTHER THAT authorised representatives of the Company, be and are hereby severally authorized to sign any of the documents as required to giving effect to the scheme

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including signing the certified true copy of this resolution and furnish the same to whomsoever concerned."

For Dhrangadhara Trading Company Private Limited



Romu Malkani

Director

Date: March 3, 2025

Place: Mumbai

SAHU BROTHERS PRIVATE LIMITED

Registered Office : MUMBAI

Niramal 3rd Floor,
Nariman Point, Mumbai - 400 021.

Ref. No. _____

Date _____

Certified True Copy of the Resolution passed at the meeting of the Board of Directors of the Sahu Brothers Private Limited ('the Company') held on February 13, 2025, at the registered office of the Company at 3rd Floor, Nirmal, Nariman Point, Mumbai City, Mumbai, Maharashtra, India, 400021.

Approval of draft Scheme of Amalgamation under Section 230-232 read with Section 66 of the Companies Act, 2013, for merger of the Dhrangadhara Trading Company Private Limited ("Transferor Company 1" or "DTCPL") and Sahu Brothers Private Limited ("Transferor Company 2" or "SBPL") with and into DCW Limited ("Transferee Company" or "DCW") and their respective shareholders ("Scheme")

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the rules and regulations made thereunder and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to necessary approval / consents / sanctions and permissions of the shareholders and / or creditors of the Company, sanction of the National Company Law Tribunal ("Tribunal") constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, and such other approvals / permissions including the relevant Securities Exchange of India ("SEBI") provisions, as may be required under applicable laws, regulations, and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as "Board") be and is hereby accorded to the Scheme of Amalgamation between Dhrangadhara Trading Company Private Limited ('DTCPL'), Sahu Brothers Private Limited ('SBPL') and DCW Limited and their respective shareholders, providing, inter alia, for the merger of DTCPL and SBPL with and into DCW, in the present form or with such alterations / modifications as may be approved or imposed or directed by National Company Law Tribunal, as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Director for the purposes of identification ("Scheme").

RESOLVED FURTHER THAT the Company be and is hereby authorized to make necessary applications to government, judicial, quasi-judicial and other statutory authorities or regulatory authority or any other body or agency, in relation to seeking relevant regulatory approval(s) or sanction(s) for the Scheme and any other approvals required in connection with the Scheme.



SAHU BROTHERS PRIVATE LIMITED

Registered Office : MUMBAI

Niramal 3rd Floor,
Nariman Point, Mumbai - 400 021.

Ref. No. _____

Date _____

RESOLVED FURTHER THAT any of the directors of the Company, Mr. Bakul Jain (DIN: 00380256) or, Mr. Vivek Jain (DIN: 00502027) or Mr. Mudit Jain (DIN: 00647298), or Mr. Ashish Jain (DIN: 00866676) (collectively referred to as "Authorised Representatives") of the Company, be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board, *inter alia*, in order to:-

- (a) 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;
- (b) To make or assent to any alteration or modification to the Scheme as may be expedient or necessary or to satisfy any condition(s) / requirement imposed by the SEBI, the BSE Limited ("BSE"), the National Stock Exchange of India ("NSE"), the NCLT, or any statutory or regulatory authorities, as the case may be and may give such directions, they may consider necessary and to settle any doubt, question, difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (c) Sign and File of application(s) with the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable, seeking directions as to convening / dispensing with the meeting of the shareholders and / or creditors (secured or unsecured) of the Company and other usual directions with respect to the scheme, and where necessary, to take steps to convene and hold such meetings as per such directions;
- (d) Finalise and settle the draft of the notices for convening the shareholders' and/or creditors' meetings as directed by the Tribunal or otherwise and the draft of the explanatory statement with any modifications as they may deem fit;
- (e) Approval of Notice of General Meeting of the Shareholders along with explanatory statement and the conduct of process for seeking approval of shareholders and / or creditors to the Scheme, as applicable;



SAHU BROTHERS PRIVATE LIMITED

Registered Office : MUMBAI

Niramal 3rd Floor,
Nariman Point, Mumbai - 400 021.

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- (f) Conducting the meetings of the shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting, if the Tribunal does not dispense with the meetings;
- (g) Prepare, sign and file applications, petitions, documents, affidavits, vakalatnama undertakings, reports, pleadings and other documents relating to the Scheme to the Tribunal or any other appropriate authority under the applicable provisions of the Act;
- (h) To engage Counsels, Advocates, Solicitors, Chartered Accountants, Statutory Auditor and other professionals/intermediaries and to determine terms and conditions including remuneration thereof;
- (i) To co-ordinate and obtain approval from Registrar of Companies, Regional Director, Official Liquidator, Tribunal and any/all other statutory authorities and parties including the shareholders, lenders, financial institutions, creditors, as may be considered necessary for and on behalf of the Company and to give any oral and/ or written consent with regard to the same;
- (j) To 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 Tribunal 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, Income Tax authorities and, other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned 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;
- (k) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local or other regulatory authorities, including but not limited to the Sub-Registrar of Assurances, Customs authorities, Excise authorities, Income Tax authorities, Sales Tax authorities, Value Added Tax, Goods and Services Tax authorities and Entry Tax authorities, Employees' State Insurance and Provident Fund authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such



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Registered Office : MUMBAI

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applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;

- (l) 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 authenticate any document, instrument, proceeding and record of the Company for the purpose of and / or in relation to the Scheme and / or making the Scheme effective;
- (n) Pay/authorise payments of stamp duties, taxes, charges, fees and such other payments as may be necessary;
- (o) To file requisite forms with the Ministry of Corporate Affairs/ Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- (p) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT authorised representatives be and are hereby severally authorised to delegate powers to the executive(s) of the company and / or authorised persons, 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 as mentioned aforesaid and to revoke / modify all or any of the aforesaid powers so delegated to the executive(s) of the company and / or authorised persons, from time to time, as deem fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT any one of the authorised representatives be and are hereby severally authorized to give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may suo-motto be decided by the Board in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in



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Registered Office : MUMBAI

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Nariman Point, Mumbai - 400 021.

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Date _____

its absolute discretion consider necessary, expedient, fit and proper, subject to the approval of the Tribunal;

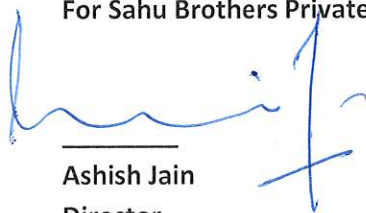
RESOLVED FURTHER THAT the Share Swap Report dated February 13, 2025 submitted by the independent registered valuer CA Harsh Chandrakant Ruparelia, (ICAI Membership No. 160171) on the Share Swap Ratio as set out in the Scheme, placed before the Board, is hereby approved and adopted for the purposes of the Scheme;

RESOLVED FURTHER THAT the Fairness Opinion dated February 13, 2025 of Seren Capital Private Limited, an independent merchant banker, certifying the Share Entitlement and Exchange Report as placed before the Board, be and is hereby taken on record and approved for the purposes of the Scheme;

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in terms of the Articles of Association of the Company.

RESOLVED FURTHER THAT authorized representatives of the Company, be and are hereby severally authorized to sign any of the documents as required to giving effect to the scheme including signing the certified true copy of this resolution and furnish the same to whomsoever concerned."

For Sahu Brothers Private Limited



Ashish Jain
Director

DIN: 00866676

Date: March 3, 2025

Place: Mumbai





CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF DCW LIMITED ("THE COMPANY") AT THEIR MEETING HELD ON FEBRUARY 13, 2025 AT ITS HEAD OFFICE SITUATED AT NIRMAL, 3RD FLOOR, NARIMAN POINT, MUMBAI - 400021

Approval of draft Scheme of Amalgamation under Section 230-232 read with Section 66 of the Companies Act, 2013, for merger of the Dhrangadhara Trading Company Private Limited ("Transferor Company 1" or "DTCPL") and Sahu Brothers Private Limited ("Transferor Company 2" or "SBPL") with and into DCW Limited ("Transferee Company" or "DCW") and their respective shareholders ("Scheme")

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the rules and regulations made thereunder and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and on the recommendation of the Audit Committee, Independent Director's Committee and subject to necessary approval / consents / sanctions and permissions of the shareholders and / or creditors of the Company, sanction of the National Company Law Tribunal ("Tribunal" or "NCLT") constituted under the provisions of the Companies Act, 2013, as the case may be or such other competent authority, as may be applicable or any other appropriate authority under the applicable provisions of the Act, as may be applicable, and such other approvals / permissions including the relevant Securities Exchange of India ("SEBI") provisions read with Securities and Exchange Board of India Master Circular bearing No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, or any other provisions as may be required under applicable laws, regulations, and guidelines issued by the regulatory authorities, the consent of the Board of Directors of the Company (hereinafter referred to as "Board") be and is hereby accorded to the Scheme of Amalgamation between Dhrangadhara Trading Company Private Limited ('DTCPL'), Sahu Brothers Private Limited ('SBPL') and DCW Limited ('DCW') and their respective shareholders, providing, inter alia, for the merger of DTCPL and SBPL with and into DCW, in the present form or with such alterations / modifications as may be approved or imposed or directed by National Company Law Tribunal, as per the terms and conditions mentioned in the Scheme placed before the Board and initialed by the Director for the purposes of identification ("Scheme").

DCW LIMITED

HEAD OFFICE :

"NIRMAL" 3RD FLOOR, NARIMAN POINT, MUMBAI-400 021

TEL : 4957 3000, 4957 3001

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

Email ho@dcwlimited.com, Website: www.dcwlimited.com, CIN-L24110GJ1939PLC000748





RESOLVED FURTHER THAT the Company be and is hereby authorized to make necessary applications to government, judicial, quasi-judicial and other statutory authorities or regulatory authority or any other body or agency, in relation to seeking relevant regulatory approval(s) or sanction(s) for the Scheme and any other approvals required in connection with the Scheme.

RESOLVED FURTHER THAT any one of Mr. Bakul Jain (DIN:00380256), Chairman and Managing Director; or Mr. Vivek Jain (DIN:00502027), Managing Director; or Mr. Ashish Jain (DIN: 00866676) Managing Director; or Mr. Saatvik Jain, President or Mr. Amitabh Gupta, Chief Executive Officer or Mr. Pradipta Mukherjee, Chief Financial Officer or Mr. Dilip Darji, Sr. General Manager (Legal) & Company Secretary of the Company (the "Authorized Representatives") of the Company, be and are hereby severally authorised to take all the necessary steps, for and on behalf of the Board, inter alia, in order to:-

- (a) 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;
- (b) To make or assent to any alteration or modification to the Scheme as may be expedient or necessary or to satisfy any condition(s) / requirement imposed by the SEBI, the BSE Limited ("BSE"), the National Stock Exchange of India Limited ("NSE"), the Tribunal, or any statutory or regulatory authorities, as the case may be and may give such directions, they may consider necessary and to settle any doubt, question, difficulty arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do all such acts, deeds, matters and things for putting the Scheme into effect;
- (c) Sign and File of application(s) with the Tribunal or any other appropriate authority under the applicable provisions of the Act, as may be applicable, seeking directions as to convening / dispensing with the meeting of the shareholders and / or creditors (secured or unsecured) of the Company and other usual directions with respect to the scheme, and were necessary, to take steps to convene and hold such meetings as per such directions;

DCW LIMITED

HEAD OFFICE :

"NIRMAL" 3RD FLOOR, NARIMAN POINT, MUMBAI-400 021

TEL : 4957 3000, 4957 3001

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

Email ho@dcwltd.com, Website: www.dcwltd.com. CIN-L24110GJ1939PLC000748





- (d) Finalise and settle the draft of the notices for convening the shareholders' and/or creditors' meetings as directed by the Tribunal or otherwise and the draft of the explanatory statement with any modifications as they may deem fit;
- (e) Approval of Postal Ballot / E-voting Notice along with explanatory statement and the conduct of process for seeking approval of shareholders and / or creditors to the Scheme, as applicable;
- (f) Conducting the meetings of the shareholders and/or the creditors, signing and sending the notices and carry all such other activities in relation to the meeting, if the Tribunal does not dispense with the meetings;
- (g) Prepare, sign and file applications, petitions, documents, affidavits, vakalatnama undertakings, reports, pleadings and other documents relating to the Scheme to the Tribunal or any other appropriate authority under the applicable provisions of the Act;
- (h) To engage Counsels, Advocates, Solicitors, Chartered Accountants, Statutory Auditor and other professionals/intermediaries and to determine terms and conditions including remuneration thereof;
- (i) To co-ordinate and obtain approval from Registrar of Companies, Regional Director, Official Liquidator, Tribunal and any/all other statutory authorities and parties including the shareholders, lenders, financial institutions, creditors, as may be considered necessary for and on behalf of the Company and to give any oral and/ or written consent with regard to the same;
- (j) To 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 Tribunal 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, Income Tax authorities and, other authorities as may be required and to approve all other actions required for full and effective implementation of the sanctioned Scheme and to remove and resolve all doubts and difficulties

DCW LIMITED

HEAD OFFICE :

"NIRMAL" 3RD FLOOR, NARIMAN POINT, MUMBAI-400 021.

TEL : 4957 3000, 4957 3001

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

Email : ho@dcwlimited.com. Website: www.dcwlimited.com. CIN-L24110GJ1939PLC000768





and to do all such acts, deeds and things as they may deem necessary and desirable in connection therewith and incidental thereto;

- (k) Suitably inform, apply and/or represent to the Central and/or State Government(s) and/or local or other regulatory authorities, including but not limited to the Sub-Registrar of Assurances, Customs authorities, Excise authorities, Income Tax authorities, Goods and Services Tax authorities and Entry Tax authorities, Employees' State Insurance and Provident Fund authorities, telephone authorities, electricity authorities, postal authorities, and all other applicable authorities, agencies, etc., and/or to represent the Company before the said authorities and agencies and to sign and submit such applications, letters, forms, returns, memoranda, undertakings, declarations, deeds or documents and to take all required necessary steps and actions from time to time in the above connection, including registration of documents with the concerned Sub-Registrar of Assurances;
- (l) 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 authenticate any document, instrument, proceeding and record of the Company for the purpose of and / or in relation to the Scheme and / or making the Scheme effective;
- (n) Pay/authorise payments of stamp duties, taxes, charges, fees and such other payments as may be necessary;
- (o) To file requisite forms with the Ministry of Corporate Affairs/ Registrar of Companies in connection with the Scheme during the process of sanction thereof and during the implementation of the Scheme;
- (p) To File application for Stamp Duty adjudication post Amalgamation with the General Stamp Office, at relevant states, and
- (q) To do all further acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto.

DCW LIMITED

HEAD OFFICE :

"NIRMAL" 3RD FLOOR, NARIMAN POINT, MUMBAI-400 021.

TEL : 4957 3000, 4957 3001

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

Email: ho@dcwlimited.com, Website: www.dcwlimited.com, CIN-L24110GJ1939PLC000748





RESOLVED FURTHER THAT any one of the Authorised Representatives of the Company be and are hereby severally authorised to delegate powers to the executive(s) of the company and / or authorised persons, 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 as mentioned aforesaid and to revoke / modify all or any of the aforesaid powers so delegated to the executive(s) of the company and / or authorised persons, from time to time, as deem fit and proper in the best interest of the Company.

RESOLVED FURTHER THAT any one of the Authorised Representatives of the Company be and are hereby severally authorised to give effect to any modifications, changes, variations, alterations or revision in the Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may suo-motto be decided by the Board in its absolute discretion and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulty that may arise with regard to or in relation to the Scheme as it may in its absolute discretion consider necessary, expedient, fit and proper, subject to the approval of the Tribunal;

RESOLVED FURTHER THAT the draft Auditor's Certificate certifying that the accounting treatment contained in the Scheme is in compliance with applicable Accounting Standards, specified by the Central Government under Section 133 of the Act and rules made thereunder as placed before the Board, be and is hereby approved and taken on record.

RESOLVED FURTHER THAT the Board hereby appoints BSE to act as a designated stock exchange for the purpose of coordinating with Securities and Exchange Board of India ('SEBI') for the proposed Scheme;

RESOLVED FURTHER THAT the Share Swap Report dated February 13, 2025 submitted by the independent registered valuer CA Harsh Chandrakant Ruparelia, (ICAI Membership No. 160171) on the Share Swap Ratio as set out in the Scheme, placed before the Board, is hereby approved and adopted for the purposes of the Scheme;

RESOLVED FURTHER THAT the Fairness Opinion dated February 13, 2025 of Seren Capital Private Limited, an independent merchant banker, certifying the

DCW LIMITED

HEAD OFFICE :

"NIRMAL" 3RD FLOOR, NARIMAN POINT, MUMBAI-400 021

TEL : 4957 3000, 4957 3001

REGISTERED OFFICE : DHRANGADHRA - 363 315 (GUJRAT STATE)

Email ho@dcw ltd.com, Website: www.dcw ltd.com, CIN-L24110GJ1939PLC000748





Share Entitlement and Exchange Report as placed before the Board, be and is hereby taken on record and approved for the purposes of the Scheme;

RESOLVED FURTHER THAT the report from the audit committee dated February 13, 2025 recommending the Scheme, taking into consideration, inter-alia the Share Entitlement and Exchange Report and the Fairness Opinion as placed before the Board, be and is hereby accepted and approved;

RESOLVED FURTHER THAT the report from the committee of Independent Director dated February 13, 2025, recommending the Scheme, taking into consideration, inter alia the Share Entitlement and Exchange Report and Fairness Opinion placed before the Board, be and is hereby accepted and approved.

RESOLVED FURTHER THAT the Common Seal of the Company, if required, be affixed to relevant documents wherever deemed necessary in terms of the Articles of Association of the Company.

RESOLVED FURTHER THAT authorised representatives of the Company, be and are hereby severally authorized to sign any of the documents as required to giving effect to the scheme including signing the certified true copy of this resolution and furnish the same to whomsoever concerned

CERTIFIED TRUE COPY

For DCW Limited

Dilip Darji

Sr. General Manager (Legal) & Company Secretary

Membership No. ACS-22527

Address: Nirmal, 3rd Floor, Nariman Point, Mumbai - 400021



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