

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF MAN STRUCTURALS PRIVATE LIMITED HELD ON TUESDAY, 16TH SEPTEMBER 2025, AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NEAR LOCO COLONY, JAIPUR R.S., JAIPUR - 302006 (RAJASTHAN)

Approval of Revised Draft Scheme of Demerger and Withdrawal of Earlier Draft Scheme

RESOLVED THAT the Board hereby noted that the draft Scheme of Arrangement (Demerger), earlier approved by the Board vide resolution dated **2nd September, 2024**, with **1st April, 2024** as the Appointed Date, could not be filed owing to the delay in obtaining the requisite 'No Objection Certificates' from the secured lenders.

RESOLVED FURTHER THAT pursuant to the provisions of Sections **230 to 232** and other applicable provisions of the Companies Act, 2013, read with the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to the provisions of the Memorandum and Articles of Association of the Company, and further subject to the approval of the shareholders and creditors of the Company, the Hon'ble National Company Law Tribunal, Jaipur Bench ("NCLT"), and such other approvals, permissions and sanctions of regulatory and other authorities as may be necessary, the consent of the Board of Directors be and is hereby accorded to consider and approve a **Revised Scheme of Demerger**, with **1st April, 2025** as the Appointed Date.

RESOLVED FURTHER THAT the Board hereby takes note of and accepts the Report of the Registered Valuer on valuation and the determination of the share exchange ratio, as placed before the meeting and initialed by the Chairman for identification.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby severally authorised to take all necessary steps to implement the Scheme of Demerger, including but not limited to:

- a. obtaining approvals and consents from lender(s), if any;
- b. making applications and petitions to the Hon'ble NCLT and other authorities, as applicable;

MĀN Structural Private Ltd.

Director

- c. signing, verifying, executing and filing all applications, petitions, affidavits, forms, documents and papers, and making modifications or alterations to the Scheme of Arrangement, if required by the NCLT, regulatory authorities or otherwise deemed necessary;
- d. filing the proposed Scheme with the concerned authorities; and
- e. doing all such other acts, deeds, matters and things as may be necessary, proper or expedient in connection with or incidental to the implementation of the Scheme.

RESOLVED FURTHER THAT the Board hereby records that the earlier Draft Scheme approved on **2nd September, 2024** stands withdrawn and superseded by the **Revised Draft Scheme** approved herein.

For and on behalf of

Man Structurals Private Limited


Gaurav Kishore Rungta
Managing Director
(DIN: 00681676)

