

Napino Auto and Electronics Limited

Regd. Office: Plot No. 7, Sector 3, IMT Manesar, Gurugram (Haryana) 122050, INDIA

Tel: +91 124 4177200 e-mail: cs@napino.com website: www.napino.com

CIN: U34300HR1991PLC031470

NOTICE CONVENING MEETING OF THE UNSECURED CREDITORS OF NAPINO AUTO AND ELECTRONICS LIMITED ("THE COMPANY")

[convened pursuant to Order dated 21st December, 2023 read with Order dated 17th May, 2024 of
the National Company Law Tribunal, Chandigarh Bench, Chandigarh]

Day	Sunday
Date	7 July, 2023
Time	11:00 AM (IST)
Mode of Meeting	The meeting will be convened through videoconferencing.
Venue	Since the meeting is proposed to be held through Video Conferencing, physical venue of the meeting is not relevant/applicable

Schedule of remote e-voting, before the date of meeting

Commencement of remote e-voting	3 July, 2024 at 9:00 AM (IST)
End of remote e-voting	6 July, 2024 at 5:00 PM (IST)

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The Notice of the Meeting, Explanatory Statement under Sections 230 and 232 read with section 102 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Annexures A to F constitute a single and complete set of documents and should be read together as they form an integral part of this document.

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**THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH, CHANDIGARH
CA (CAA) NO. 36/CHD/HRY/2023**

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to Section 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016

And

In the matter of Scheme of Arrangement amongst Vraheja Trading Private Limited (“Vraheja/ Transferor Company”), Vishnu Vaibhav Industries Private Limited (“VVIPL/ Demerged Company”) and Napino Auto and Electronics Limited (“Napino Auto/Transferee Company”) and their respective shareholders and creditors (“Scheme”)

[Napino Auto, Vraheja and VVIPL are collectively referred to herein as ‘Applicant Companies’]

NAPINO AUTO AND ELECTRONICS

LIMITED, a company incorporated under the erstwhile provisions of the Companies Act, 1956, having its registered office at Plot No. 7, Sector 3 IMT Manesar, Gurugram - 122 051, Haryana, India.

CIN: U34300HR1991PLC031470

... Applicant Company No 1 / Napino Auto / Transferee Company

FORM NO. CAA. 2

[Pursuant to Section 230(3) and rule 6 and 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

**NOTICE OF THE MEETING OF UNSECURED CREDITORS
OF NAPINO AUTO AND ELECTRONICS LIMITED (“Napino Auto”)**

To,

The Unsecured Creditors of Napino Auto And Electronics Limited

NOTICE is hereby given that by an Order dated 21st December, 2023 and 17th May, 2024 (“Order”), the Chandigarh Bench, of the Hon’ble National Company Law Tribunal, Chandigarh (“NCLT” or “Tribunal”) has directed a meeting to be held of the Unsecured Creditors of the Company, for the

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purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement amongst Vraheja Trading Private Limited (“Vraheja/ Transferor Company”) and Vishnu Vaibhav Industries Private Limited (“VVIPL/Demerged Company”) and Napino Auto and Electronics Limited (“Napino Auto/Transferee Company”) and their respective shareholders and creditors (“Scheme”).

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of the Unsecured Creditors of the Company is scheduled to be held on Sunday, 7 July, 2024 at 11:00 AM (IST) through video conferencing (hereinafter referred to as the “Meeting”).

The following resolution will be submitted at the said meeting, to consider and, if thought fit, to pass the resolution with requisite majority:

RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (hereinafter referred to as the ‘Act’ and shall include any statutory modifications, re-enactment or amendments thereof for the time being in force), enabling provisions of the Memorandum and Articles of Association of the Company and subject to requisite approvals of the Central Government and other concerned authorities and agencies, wherever required, and subject to the approval of the National Company Law Tribunal, Chandigarh Bench (“NCLT”) or such other tribunal/authority as may be constituted and authorized for approving any scheme of arrangement, compromise or reconstruction of companies under the provisions of the Act (hereinafter referred to as ‘Competent Authority’), the Scheme of Arrangement amongst Vraheja Trading Private Limited (“Transferor Company”), Vishnu Vaibhav Industries Private Limited (“Demerged Company”) and Napino Auto and Electronics Limited (“Napino Auto”) and their respective shareholders and creditors as per the draft Scheme submitted to the Board, be and is hereby approved.

RESOLVED FURTHER THAT the Board do take on record the appointed date for the said Scheme as below:

- With respect to merger of Transferor Company into the Company -30th June, 2023; and
- With respect to demerger of Demerged Undertaking (as defined in the Scheme) from Demerged Company into Company – 1st October, 2022

RESOLVED FURTHER THAT Mr. Vipin Raheja, Managing Director, Mrs. Vandana Raheja, Whole Time Director and Mr. Inderneel Sethi, Company Secretary, of the Company be and are hereby authorised to severally or jointly take all the necessary steps for:–

- a) Signing and filing of applications, petitions, affidavits or any other proceedings for seeking confirmation and sanction of the Scheme with the Competent Authority or such other appropriate authority;
- b) Engaging Advocates, Counsels, Solicitors, Chartered Accountants, Consultants and other professionals, and to sign and execute vakalatnama wherever necessary in relation to the

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proceedings/pleadings concerning the said Scheme, and to sign and issue reports, public advertisements and notices in relation to the said Scheme;

- c) To declare and file all affidavits, applications, petitions, pleadings, reports, and sign and issue public advertisements and notices in relation to the said Scheme;*
- d) To respond to any queries asked, clarifications and/or information sought by any authority, whether judicial, quasi-judicial, governmental or administrative, and to correspond with such authorities in relation to the said Scheme;*
- e) Making application along with Scheme and other relevant information/documents with the concerned regulatory authorities, shareholders, creditors, lenders or any other person to obtain prior approval/consent in relation to the said Scheme;*
- f) Settling any question, difficulty, dispute or disagreement that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;*
- g) Making any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme; particularly for satisfying the requirements or conditions imposed by the Central Government or the Competent Authority;*
- h) Signing, filing and executing all applications, petitions, affidavits, documents, relating to the Scheme or delegate such authority to another person by a valid power of attorney;*
- i) Doing all acts and things as may be considered necessary and expedient in relation thereto and make any such modifications to the application, petition and/or Scheme as and when required, which do not materially change the substance of the Scheme and as they may deem fit and/or accept such conditions, if any, which they may deem fit or as may be required and/or imposed by the Competent Authority and/or any authority during the implementation process for approving/sanctioning the Scheme;*
- j) Representing the Company before the Competent Authority and other regulatory authorities including Central or State Government, Income Tax, Official Liquidator, Regional Director, Reserve Bank of India, Registrar of Companies and before all Courts of law or tribunals for the purpose of the proposed Scheme, signing and filing of all documents, deeds, applications, notices, petitions, affidavits and letters, to finalize and execute all necessary applications/documents/papers for and behalf of the Company and to do all such acts, deeds, matters and things necessary and convenient for all or any of the purposes aforesaid;*
- k) For obtaining the certified copy of order passed by the jurisdictional Tribunal, and file the same with the concerned Registrar of Companies, respective offices of Collector of Stamps for adjudication of stamp duty at applicable rates in force, and other statutory authorities;*
- l) To file intimations/e-forms and any other forms, as may be required with jurisdictional Tribunal, Registrar of Companies and with any other government/quasi- government/judicial authority for and on behalf of the Company.*

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Copies of the Scheme and the Explanatory Statement along with all annexures as indicated in the Index are enclosed with this Notice and can be obtained free of charge from the registered office of the Company at Plot no. 7 Sector 3, IMT Manesar, Gurugram, Haryana 122051, between 10:00 a.m. (IST) and 12:00 noon (IST) on all working days (except Saturdays, Sundays and Public Holidays), upto the date of the Meeting.

Facility of remote e-voting will be available during the prescribed period before the meeting. Accordingly, Unsecured Creditors can vote through remote electronic means (without attending the meeting), instead of voting in the meeting.

The Hon'ble Tribunal has appointed Mr. Vaibhav Sahni, advocate, as chairperson of the meeting and Mr. Mohit Uppal, advocate, as alternate chairperson of the meeting, including any adjournment(s) thereof. The Hon'ble Tribunal has appointed Mr. Vishawjeet Gupta, Practicing Company Secretary as a Scrutinizer for the Meeting, including for any adjournment(s) thereof. The abovementioned Scheme if approved at the Meeting by the Unsecured Creditors, will be subject to the subsequent approval of the NCLT.

The Notice and Explanatory Statement is also uploaded on the website of the Company at <https://napino.com/news-&-events>. The Unsecured Creditors may refer to the notes to this notice for further details for voting at such meeting.

Sd/-

Inderneel Sethi

Authorised Representative of the Company

Registered Office:

Plot No. 7, Sector 3 IMT Manesar Gurugram - 122 051, Haryana, India.

CIN: U34300HR1991PLC031470

e-mail: cs@napino.com

5 June, 2024

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NOTES:

1. An explanatory statement with material facts for the proposed resolution along with applicable annexures pursuant to Sections 230 to Section 232 read with section 102 of the Companies Act 2013 (hereinafter referred to as “Act”) along with applicable rules thereunder setting out material facts forms part of this Notice booklet annexed hereto.
2. The present meeting is proposed to be convened through Video Conferencing in terms of the Order passed by the Hon’ble National Company Law Tribunal, Chandigarh Bench, the Guidelines issued by the Ministry of Corporate Affairs and the relevant provisions of the Companies Act, 2013, if any. Facility of remote e-voting will be available during the prescribed period before the meeting and through e-voting platform which will also be available during the meeting.
3. Central Depository Securities Limited (CDSL) has been appointed to provide remote e-voting facility before the meeting and to provide evoting platform during the meeting, in a secured manner; as well as to provide platform for convening the meeting through Video Conferencing. Whereas _Beetal Financial Computer Services Pvt. Ltd, a SEBI registered Registrar and Transfer Agent (RTA) is appointed to handle and supervise the entire process of holding the meeting through Video Conferencing, e-voting and processing of data relating to the meeting and voting, etc.
4. Notice of the meeting will be sent to all Un-secured Creditors of the Company through approved mode(s).
5. Unsecured Creditors who have not registered their e-mail id, can get the same registered by sending the request to the Company Secretary of the Company at cs@napino.com.
6. In case of any difficulty in registering the e-mail id; Remote evoting e-voting or attending the meeting through Video Conferencing, etc., the following persons may be contacted:

Punit Kumar Mittal Beetal Financial Computer Services Pvt. Ltd	9810276579 beetalrta@gmail.com
Mr. Inderneel Sethi Company Secretary Napino Auto and Electronics Limited	98187 87690 cs@napino.com

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7. Only Unsecured Creditors of the Company as on 17th May, 2024 may attend the meeting of Unsecured Creditors through Video Conferencing and vote through evoting system
8. Institutional/Corporate Un-secured Creditors (i.e., other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation, etc., authorising its representative to attend the meeting and vote on its behalf. The said Resolution/Authorization may be sent to the Scrutinizer at vishawjeetgupta@gmail.com and Company at cs@napino.com.

The Performa of board resolution/ Letter of Authorization has been enclosed herewith as Annexure A to C.

9. Please take note that since the meeting is proposed to be held through Video Conferencing, option of attending the meeting through proxy is not applicable/available.
10. Instructions for attending the meeting through Video Conferencing and voting through e-voting system are given at the end of this notice.
11. Voting may be made through remote e-voting which will be available during the prescribed period before the meeting (as given below); and through e-voting platform which will be available during the meeting:

Commencement of remote e-voting	3 July, 2024 at 9:00 AM (IST)
End of remote e-voting	6 July, 2024 at 5:00 PM (IST)

The remote e-voting module shall be disabled by CDSL for voting thereafter. The Unsecured Creditors, whose names appear in the creditors list as on cut-off date i.e. 17th May, 2024, may cast their vote electronically. The voting right of creditors shall be in proportion to their respective amount.

12. All the Unsecured Creditors will be entitled to attend the meeting through Video Conferencing. The facility for e-voting shall also be made available at the meeting. However, the Unsecured Creditors who have already voted through the remote e-voting process before the meeting, will not be entitled to vote again at the meeting.

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13. Unsecured Creditors attending the meeting through video conferencing shall be counted for the purposes of reckoning the quorum.
14. A copy each of the Explanatory Statement [under Sections 230 & 232 of the Companies Act, 2013, read with Section 66 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions, if any], setting out the material facts/details with respect to Scheme, as required under the law, is annexed hereto.
15. Notice of the meeting, Explanatory Statement and other documents are available for inspection as per the instructions mentioned in the Explanatory Statement.
16. Notice of the meeting, Explanatory Statement and other documents are also being placed on the Company website at <https://napino.com/news-&-events>.
17. The Notice convening the aforesaid NCLT convened Meeting will be published through advertisement in 'Financial Express' (English) and translation thereof in 'Dainik Bhaskar' (Hindi) having wide circulation in Haryana, where the registered office of the Company is situated.

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INSTRUCTIONS FOR THE CREDITORS FOR REMOTE E-VOTING AND JOINING THE MEETING ARE AS UNDER:

The remote e-voting period begins on 3 July, 2024 at 9:00 AM (IST) and ends on 6 July, 2024 at 5:00 PM (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter. The Unsecured Creditors, whose names appear in the creditors list as on cut-off date i.e., 17th May, 2024, may cast their vote electronically. The voting right of creditors shall be in proportion to their respective amount.

LOGIN METHOD FOR UNSECURED CREDITORS:

- i Voters should log on to the e-voting website www.evotingindia.com during the voting period.
- ii Click on Shareholders/ Members.
- iii Enter your User ID as *{as provided in email}*
- iv Next enter the Image Verification as displayed and Click on Login.
- v Enter your password as *{as provided in email}*
- vi After entering these details appropriately, click on “SUBMIT” tab.
- vii Select the EVSN of Napino Auto and Electronics Limited - **240604013** on which you choose to vote.
- viii On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- ix Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- x After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xi Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xii You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

INSTRUCTIONS FOR CREDITORS ATTENDING THE MEETING THROUGH VC/OAVM ARE AS UNDER:

1. Creditors will be provided with a facility to attend the meeting through VC/OAVM through the CDSL e-Voting system. Creditors may access the same using Remote voting credential & process mentioned above. The link for VC/OAVM will be available after successful login where the EVSN of Company will be displayed.

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2. Creditors are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further creditors will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Creditors who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, email id, mobile number at cs@napino.com. The Creditors who do not wish to speak during the meeting but have queries may send their queries in advance 10 days prior to meeting mentioning their name, mobile number at cs@napino.com . These queries will be replied to by the Company suitably by email.
6. Those Creditors who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR CREDITORS FOR E-VOTING DURING THE MEETING ARE AS UNDER:-

1. The procedure for e-Voting on the day of the meeting is same as the instructions mentioned above for Remote e-voting.
2. Only those creditors, who are present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the meeting.
3. If any Votes are cast by the creditors through the e-voting available during the meeting and if the same creditors have not participated in the meeting through VC/OAVM facility, then the votes cast by such creditors shall be considered invalid as the facility of e-voting during the meeting is available only to the creditors attending the meeting.

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4. Creditors who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.

5. If you have any queries or issues regarding attending the meeting & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33

Or

For any other queries., contact company at contact no. 9818787690 & email cs@napino.com.

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**THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH, CHANDIGARH
CA (CAA) NO. 36/CHD/HRY/2023**

In the matter of the Companies Act, 2013

And

In the matter of Sections 230 to Section 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation)

Rules, 2016

And

In the matter of Scheme of Arrangement amongst Vraheja Trading Private Limited (“Vraheja / Transferor Company”), Vishnu Vaibhav Industries Private Limited (“VVIPL/ Demerged Company”) and Napino Auto and Electronics Limited (“Napino Auto/Transferee Company”) and their respective shareholders and creditors (“Scheme”)

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LIMITED, a company incorporated under the erstwhile provisions of the Companies Act, 1956, having its registered office at Plot No. 7, Sector 3 IMT Manesar Gurugram - 122 051, Haryana, India.

CIN: U34300HR1991PLC031470

... Applicant Company No 1 / Napino Auto / Transferee Company

EXPLANATORY STATEMENT UNDER SECTIONS 230(3) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS OF NAPINO AUTO AND ELECTRONICS LIMITED (“COMPANY”).

1. Pursuant to the Order dated 21st December, 2023 and 17th May, 2024 passed by the National Company Law Tribunal, Chandigarh Bench, Chandigarh (“NCLT” or “Tribunal”), in Company Scheme Application No. CA (CAA) NO.36/CHD/HRY/2023 (“Order”), the Meeting of the Unsecured Creditors of the Company is being convened on 7 July, 2024 at 11:00 a.m. (IST) through video conferencing for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Arrangement amongst Vraheja Trading Private Limited (“Vraheja/ Transferor Company”), Vishnu Vaibhav Industries Private Limited (“VVIPL/ Demerged Company”) and Napino Auto and Electronics Limited (“Napino Auto/Transferee Company”) and

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their respective shareholders and creditors (“the Scheme” / “Scheme of Arrangement”) pursuant to provisions of Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). Vraheja Trading Private Limited, Vishnu Vaibhav Industries Private Limited and Napino Auto and Electronics Limited are together referred to as the (“Applicant Companies”). A copy of the Scheme, which has been, inter alia, approved by the Board of Directors of the Company at its meeting held on 6th July 2023, is enclosed herewith as “**Annexure D**”.

2. A Copy of Share Entitlement Ratio Report issued by Mr. Aashay Hasmukh Dedhia dated July 6, 2023 is enclosed herewith as “**Annexure E**”. A Copy of the Board Resolutions dated 6th July 2023 passed by the Board of Directors of the Company approving the Scheme is enclosed herewith as “**Annexure F**”.
3. In terms of the said Order, the quorum for the aforesaid Meeting of the Unsecured Creditors of the Company shall be 210 in number or 40% in value of the Unsecured Creditors. Further in terms of the said Order, NCLT has appointed Mr. Vaibhav Sahni, advocate, to be the Chairperson of the said Meeting and Mr. Mohit Uppal, advocate, as an alternate Chairperson of the Meeting including for any adjournment(s) thereof and Mr. Vishawjeet Gupta is appointed as the Scrutinizer.
4. This statement is being furnished as required under Sections 230(3) and 102 of the Act, read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
5. The Scrutinizer appointed for conducting the voting process will submit their separate report to the Chairperson appointed for the Meeting after completion of the scrutiny of voting so as to announce the results of the voting exercised by the Unsecured Creditors of the Company.
6. In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be acted upon only if a majority of persons representing 3/4th in value of the Unsecured Creditors of the Company present and voting at the Meeting, agree to the Scheme.
7. The draft Scheme was placed before the Board of Directors of the Company at their meeting held on 6th July 2023. The Scheme was approved by the Board of Directors of the Company, inter-alia taking into account the following:
 - a) Draft Scheme of Arrangement;

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- b) Share Entitlement Ratio Report as on 31st March 2023 issued by Mr. Aashay Hasmukh Dedhia dated 6th July 2023, Registered Valuer – Securities or Financial Assets (IBBI Regn. No. - IBBI/RV/07/2021/13796).
 - c) Certificate dated 6th July 2023 issued by the Statutory Auditor of the Company in relation to Accounting Treatment proposed in the Scheme.
8. Board of Directors of Company has also concluded that the Scheme is in the interest of the Company and their shareholders.

PARTICULARS OF VRAHEJA TRADING PRIVATE LIMITED (“VRAHEJA”)

9. Vraheja Trading Private Limited (“Vraheja”) having CIN: U45300HR2023PTC109520 and PAN: AAJCV2279E, was incorporated under the provisions of Companies Act, 2013 on February 19, 2023. The registered office of Vraheja is situated at Plot No. 7, Sector 3 IMT Manesar, Gurugram - 122 051, Haryana, India. Vraheja is primarily engaged in the business of manufacturing and supplying of automotive electronic products.
10. The objects for which Vraheja has been established are set out in its Memorandum of Association. The main objects are, inter alia, as follows:
- “(A) THE OBJECTS PURSUED BY THE COMPANY ON ITS INCORPORATION:*
- 1. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing or supplying, trading, assembling, repairing, dealing in any manner whatsoever in of products and parts for two wheelers/ three wheelers / four wheelers/ commercial vehicles, other electrical and electronic goods, products related to internet of things / digital solutions, industrial and consumer durable products.*
 - 2. To carry on the business of research, design and development of products and parts for two wheelers/ three wheelers / four wheelers/ commercial vehicles, other electrical and electronic goods, products related to internet of things / digital solutions on retail as well as on wholesale basis in India or elsewhere and to acquire and offer expertise, know how, license and/or services of any kind and advise new avenues in business activity relating and to acquire all kinds of industrial and commercial enterprises engaged in similar kind of trade, business and commercial activities for exponential growth and also entered into Joint ventures with other companies engaged in similar business activity.*
 - 3. To carry on trading of packing of any kind packaging material including board, paper, foil, rexine, glue etc. and engage in similar kind of trade.”*
11. The authorised, issued, subscribed and paid-up share capital of Vraheja as on 31st March 2024 is as under:

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CIN: U34300HR1991PLC031470

Share Capital	Amount (in Rs.)
Authorized share capital	
10,000 equity shares of Rs.10/-each	1,00,000
Total	1,00,000
Issued, subscribed and paid-up share capital	
10,000 equity shares of Rs.10/-each fully paid up	1,00,000
Total	1,00,000

Subsequent to the above, there is no change in the authorised, issued, subscribed and paid-up share capital of Vraheja.

PARTICULARS OF VISHNU VAIBHAV INDUSTRIES PRIVATE LIMITED (“VVIPL”)

12. Vishnu Vaibhav Industries Private Limited (“VVIPL”) having CIN: U35990HR2011PTC043800 and PAN: AADCV7788E, was incorporated under the provisions of the erstwhile Companies Act, 1956 on 6th September 2011. The registered office of Demerged Company is at Plot no. 371, Phase-2, Udyog Vihar, Gurgaon, Haryana 122015. The Demerged Company is primarily engaged in the business of manufacturing of switches for the automotive sector and providing design and development services related to automotive sector mainly for automotive switches.

13. The objects for which Demerged Company has been established are set out in its Memorandum of Association. The main objects are, inter alia, as follows:

“(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

- 1. To carry on the business of manufacturers, traders, dealers, importers, exporters, consultants, job workers, distributors, repairers, hirers and commission agent of all type of auto electric & electronic parts, auto & parts, tractor parts, cycle parts etc. used in automobiles such as light motor vehicles, heavy motor vehicles, tractors, motor cars, motor cycles, scooters, mopeds, cycles and things used in manufacturing, maintenance and working thereof.*
- 2. To carry on business of manufacturers, traders, dealers, importers, exporters, consultants distributors, job workers, repairers, hirers and commission agent of all kind of mechanical electrical, electromechanical and electronic goods, systems, equipments, appliances, devices, apparatus, instruments, parts and components thereof, electronic games and toys, electronic gadgets, electronic circuits, controls, computers, business machines, lighting equipments, and all other electronic and electrical goods, components, parts and accessories thereof for industrial, agriculture, defense, railway, communication, aviation, transport, medical, research, recreational educational or for domestic purpose.*
- 3. To carry on the business of research, design and development for items mentioned in para (1) and (2) above.*

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4. To carry on the business of electricians and electrical engineers and to provide technical knowhow for items mentioned in para (1) and (2) above.

5. To carry on the business as estate agents, housing and land agents, property dealers and estate managers for the purpose to advertise and assist for sale or purchase, to find out or introduce purchasers and vendors of land, buildings, flats and other properties and to collect rents, repair, look after and manage immovable properties of or for any persons, firms and companies, governments and states, to give, take, let and sublet and to carry out under taking, supervising, building, constructing, altering, improving, demolishing and repairing operations and all other works and operations in connection with immovable estates and properties.

14. The authorised, issued, subscribed and paid-up share capital of VVIPL as on 31st March 2024 is as under:

Share Capital	Amount (in Rs.)
Authorized share capital	
10,00,000 equity shares of Rs.10/-each	1,00,00,000
Total	1,00,00,000
Issued, subscribed and paid-up share capital	
1,10,000 equity shares of Rs.10/-each fully paid-up	11,00,000
Total	11,00,000

Subsequent to the above, there is no change in the authorised, issued, subscribed and paid-up share capital of the Demerged Company.

PARTICULARS OF NAPINO AUTO AND ELECTRONICS LIMITED (“NAPINO AUTO”/ “TRANSFEEE COMPANY”)

15. Napino Auto and Electronics Limited (“Napino Auto” or “Transferee Company”) having CIN: U35990HR2011PTC043800 and PAN: AAACN4973G, was incorporated under the erstwhile provisions of the Companies Act, 1956, on 14th November 1991. The registered office of the Company is situated at Plot No. 7, Sector 3 IMT Manesar Gurugram - 122 051, Haryana, India. The Company is primarily engaged in the business of manufacturing and supplying of automotive electronic products.

16. The objects for which the Company has been established are set out in its Memorandum of Association. The main objects are, inter alia, as follows:

“(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

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1. To carry on the business of manufacturers, traders, dealers, importers, exporters, consultants, job workers, distributors, repairers, hirers and commission agent of all type of auto electric parts, auto & parts, tractor parts, cycle parts etc. used in automobiles such as motor cars, motor cycles, scooters, mopeds, cycles and things used in manufacturing, maintenance and working thereof.
2. To carry on business of manufacturers, traders, dealers, importers, exporters, consultants, distributors, job workers, repairers, hirers and commission agent of all kind of electricals, electromechanical and electronic goods, systems, equipments, appliances, devices, apparatus, instruments, part and components thereof, electronic games and toys, electronic gadgets, electronic circuits, controls, computers, business machines, lighting equipment, and all other electronic and electrical goods, components, parts and accessories thereof for industrial agriculture, defense, railway, communication, aviation, transport, medical, research, recreational educational or for domestic purpose.
3. To carry on the business of electricians and electrical engineers and to provide technical know how for items mentioned in para (1) and (2) above.”

17. The authorised, issued, subscribed and paid-up share capital of Napino Auto as on 31st March 2024 is as under:

Share Capital	Amount (in Rs.)
Authorized share capital	
1,35,13,000 equity shares of Rs. 10/- each	13,51,30,000
4,87,000 equity shares of Rs.10 /- each	48,70,000
Total	14,00,00,000
Issued, subscribed and paid-up share capital	
97,46,960 equity shares of Rs.10 /- each, fully paid up	9,74,69,600
Total	9,74,69,600

Subsequent to the above, there is no change in the authorised, issued, subscribed and paid-up share capital of the Company.

18. RATIONALE FOR THE SCHEME:

Pursuant to the proposed arrangement, the management of the respective companies foresee the following benefits:

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- i. Greater integration and financial strength for the merged entity, which would result in maximizing overall shareholder value and will improve the financial position of the merged entity;
- ii. The amalgamation and demerger would lead to greater and efficient use of the available resources;
- iii. Reduction of number of entities and administrative cost;
- iv. Simplification of group structure.

19. SALIENT FEATURES OF THE SCHEME

1. The appointed date for the merger of Transferor Company into the Company as 30.06.2023 (defined in the Scheme as 'Merger Appointed Date') and for demerger from Demerged Company into the Company been fixed as 01.10.2022 (defined in the Scheme as 'Demerger Appointed Date') as mentioned in the Part A of the Scheme.
2. The Scheme duly approved by the NCLT, with or without modification(s), shall be effective from Merger Appointed Date and Demerger Appointed Date but shall be operative from the Effective Date.
3. Upon coming into effect of the Scheme and with effect from the Merger Appointed Date and subject to the provisions of the Scheme, the entire business and whole of the undertaking of the Transferor Company including all their properties and assets (whether movable or immovable, tangible or intangible, real or corporeal, in possession or reversion, present or contingent, of whatsoever nature), land and building, leasehold assets, all the debts, liabilities, duties and obligations of the Transferor Company, of every description and also including, without limitation, all the movable and immovable properties and assets of the Transferor Company comprising amongst others all plant and machinery, investments, business licenses, permits, authorizations, rights and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits, approvals, advance and other truces paid to the authorities, brand names, trademarks, copy rights, lease, tenancy rights, statutory permissions, consents and registrations, approvals or powers of every kind and description, agreements shall, pursuant to the order of the NCLT, without any further act, instrument or deed, but subject to the charges affecting the same be transferred and/or deemed to be transferred to and vested in the Company on a going concern basis so as to become the assets and liabilities of the Transferee Company.
4. Upon coming into effect of this Scheme and with effect from Demerger Appointed Date and subject to the terms of the Scheme, Demerged Undertaking shall stand transferred to and vested in or deemed to be transferred to and vested in the Company as a going concern and all the properties whether moveable or immovable, real or personal, corporeal or incorporeal,

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present or contingent including but without being limited to all fixed assets, spares, development rights, work in progress, pending customer contracts, current assets, deposits, investments, reserves, provisions, funds, licenses, registrations, patents, trade names, trademarks, leases, tenancy rights, warehouses, apartments, commercial space / office, lands (including leasehold land), buildings, premises, telephones, telexes, facsimile, connections, email connections, internet connections, installations and utilities, benefits of agreements and arrangements, powers, authorities, permits, allotments, approvals, permissions, sanctions, consents, privileges, liberties, easements and all the rights, titles, interests, other benefits (including tax benefits), tax holiday benefit, incentives, credits (including tax credits, if any), tax losses (including book losses, if any) and advantages of whatsoever nature and wheresoever situated belonging to or in possession of or granted in favor of or enjoyed by Demerged Undertaking shall be transferred to and vested in or deemed to be transferred to and vested in the Company.

5. Consideration:

Merger:

Upon this Scheme becoming effective and upon amalgamation of the Transferor Company into the Company in terms of the Scheme, the Company shall, without any further application, act, instrument or deed, issue and allot equity shares, credited as fully paid up, to the extent and as indicated below, to the shareholders of the Transferor Company whose name appear in the register of members as on the Record Date, or to their respective heirs, executors, administrators or other legal representatives or the successors-in-title, as the case may be :

“93,245 (Ninety Three Thousand Two Hundred and Forty Five) fully paid up equity share of Rs. 10 /- each of Napino Auto and Electronics Limited shall be issued and allotted as fully paid up for every 1,000 (One thousand) fully paid up equity shares of Rs. 10 /- each of Vraheja Trading Private Limited”

Demerger:

Upon the Scheme becoming effective and upon vesting of the Demerged Undertaking into the Company, the Company shall, without any further application, act, instrument or deed, issue and allot following number of equity shares to the equity shareholders of Demerged Company whose name appears in the register of members as on the Record Date or to their respective heirs, executors, administrators, legal representatives or the successors in title, as the case may be as may be:

“1,000 (One Thousand) fully paid up Equity Shares of Rs. 10 each of Napino Auto and Electronics Limited shall be issued and allotted as fully paid for every 793 (Seven

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Hundred and Ninety Three) fully paid up equity shares of Rs. 10 each of Vishnu Vaibhav Industries Private Limited.”

6. The Scheme shall be effective, subject to approvals of Regional Director, Registrar of Companies, Official Liquidator and NCLT.
7. The Transferor Company and Demerged Company have received consent Affidavits from all their respective shareholders approving the Scheme. Further, the Transferee Company / Company has received consent Affidavits from 10 out of 11 shareholders amounting for consent of 99.99% in value approving the Scheme.
8. This Scheme may be subject to requisite approvals from the concerned Secured and Unsecured Creditors of the Applicant Companies as may be directed by NCLT.
9. In the event, any of the sanctions and approvals referred to in the Scheme is not being obtained, the Scheme shall stand cancelled and be of no effect.
10. The Scheme is in compliance with the conditions relating to “Amalgamation” as specified under Section 2(1B) of the Income-tax Act, 1961 and also in compliance with the conditions relating to “Demerger” as specified under Section 2(19AA) of the Income-tax Act, 1961.
11. The costs, charges, expenses, taxes including duties, levies in connection with the Scheme would be borne by the Company.

20. DETAILS OF DIRECTORS AND PROMOTERS

(a) Names and Addresses of the Directors and Promoters of Transferor Company as on 31.05.2024

Sr. No	Name of Directors	Address	DIN
1.	Mr. Vaibhav Raheja	C-5/6, Vasant Vihar, New Delhi – 110057	00053672
2.	Mrs. Vandana Raheja	C-5/6, Vasant Vihar, New Delhi – 110057	00053398

Sr. No	Name of Promoters	Address
1	Mrs. Vandana Raheja	C-5/6, Vasant Vihar, New Delhi – 110057
2	Mr. Vaibhav Raheja	C-5/6, Vasant Vihar, New Delhi – 110057

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(b) Names and Addresses of the Directors and Promoters of Demerged Company as on 31.05.2024

Sr. No	Name of Directors	Address	DIN
1.	Mr. Vipin Raheja	C-5/6, Vasant Vihar, New Delhi – 110057	00032931
2.	Mrs. Vandana Raheja	C-5/6, Vasant Vihar, New Delhi – 110057	00053398
3.	Mr. Vaibhav Raheja	C-5/6, Vasant Vihar, New Delhi - 110057	00053672
4.	Mr. Naveen Kumar	8/42, Primrose Gardenia Street, Vatika Street, Sector 49, Sohna Road, Gurugram, Haryana – 122018	06546364

Sr. No	Name of Promoters	Address
1	Mrs. Vandana Raheja	C-5/6, Vasant Vihar, New Delhi – 110057
2	Mr. Vaibhav Raheja	C-5/6, Vasant Vihar, New Delhi – 110057
3	Ms. Vani Raheja Kapur	C-5/6, Vasant Vihar, New Delhi – 110057

(c) Names and Addresses of the Directors and Promoters of the Company as on 31.05.2024

Sr. No	Name of Directors	Address	DIN
1.	Mr. Vipin Raheja	C-5/6, Vasant Vihar, New Delhi – 110057	00032931
2.	Mrs. Vandana Raheja	C-5/6, Vasant Vihar, New Delhi – 110057	00053398
3.	Ms. Vani Raheja Kapur	C-5/6, Vasant Vihar, New Delhi – 110057	00053343
4.	Mr. Vaibhav Raheja	C-5/6, Vasant Vihar, New Delhi - 110057	00053672
5.	Mr. Navin Raheja	A-195A, Sushant Lok Phase I, Gurugram, Haryana- 122002	00227685
6.	Mr. Shyam Arora	C-781, SECTER-C, Mahanagar Lucknow, Uttar Pradesh, India - 226006	00742924
7.	Mr. Sandeep Kumar Sachdeva	C-3/704, Hari Ganga Society, Alandi Road, Opp Vishrantwadi R.T.O, Yerwada, Pune City, Maharashtra 411006	09634673

* Appointed w.e.f. 7th September 2023

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CIN: U34300HR1991PLC031470

Sr. No	Name of Promoters	Address
1	Mr. Vipin Raheja	C-5/6, Vasant Vihar, New Delhi – 110057
2	Mrs. Vandana Raheja	C-5/6, Vasant Vihar, New Delhi – 110057
3	Ms. Vani Raheja Kapur	C-5/6, Vasant Vihar, New Delhi – 110057
4	Mr. Vaibhav Raheja	C-5/6, Vasant Vihar, New Delhi – 110057

21. Amount due to Unsecured Creditors of the Applicant Companies as on 17.05.2024 are as under:

Particulars	Unsecured Creditors
Vraheja Trading Private Limited (Transferor Company)	40,00,000
Vishnu Vaibhav Industries Private Limited (Demerged Company)	23,15,29,033
Napino Auto and Electronics Limited (Transferee Company)	1,85,84,71,397

22. CORPORATE APPROVALS

- a. The Scheme was placed before the Board of Directors of the respective Applicant Companies, at its meeting held on 6th July 2023. The meeting was attended by all the Directors of the respective Applicant Companies. None of the Directors of Applicant Companies who attended the meeting voted against the Scheme. Thus, the Scheme was approved unanimously by the Directors of respective Applicant Companies who attended and voted at the meeting.

Details of Directors of Vraheja Trading Private Limited (Vraheja) who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors are given below:

Sr. No.	Names of Directors	Votes for the Resolution/ Votes Against the Resolution/ Did not Vote or Participate
1.	Mr. Vaibhav Raheja	Voted in favour
2.	Mrs. Vandana Raheja	Voted in favour

Details of Directors of Vishnu Vaibhav Industries Private Limited (Demerged Company) who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors are given below:

Sr. No.	Names of Directors	Votes for the Resolution/ Votes Against the Resolution/ Did not Vote or Participate
1.	Mr. Vipin Raheja	Voted in favour
2.	Mrs. Vandana Raheja	Voted in favour
3.	Mr. Vaibhav Raheja	Voted in favour
4.	Mr. Naveen Kumar	Voted in favour

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Details of Directors of Napino Auto and Electronics Limited (The Company) who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors are given below:

Sr. No.	Names of Directors	Votes for the Resolution/ Votes Against the Resolution/ Did not Vote or Participate
1.	Mr. Vipin Raheja	Voted in favour
2.	Mrs. Vandana Raheja	Voted in favour
3.	Ms. Vani Raheja Kapur	Voted in favour
4.	Mr. Vaibhav Raheja	Voted in favour
5.	Mr. Navin Raheja	Voted in favour
6.	Mr. Shyam Arora	Voted in favour

23. APPROVALS AND ACTIONS TAKEN IN RELATION TO THE SCHEME

1. The Companies involved in the Scheme would obtain any such necessary approvals/ sanctions/ no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, if so required.
2. The joint Application along with the relevant Annexures thereto (which includes the Scheme) was filed by the Applicant Companies with the NCLT on 19th July 2023.

24. CAPITAL STRUCTURE PRE AND POST ARRANGEMENT

The present capital structure of the respective Applicant Companies is mentioned in paragraph 10, 13 and 16 above, respectively.

The capital structure of VVIPL post approval of Scheme shall be as follows:

Share Capital	Amount (in Rs.)
Authorized share capital	
10,00,000 equity shares of Rs.10/-each	1,00,00,000
Total	1,00,00,000
Issued, subscribed and paid-up share capital	
1,10,000 equity shares of Rs.10/-each fully paid-up	11,00,000
Total	11,00,000

The capital structure of Vraheja post approval of Scheme shall be as follows:

Share Capital	Amount (in Rs.)
Authorized share capital	Nil
Issued, subscribed and paid-up share capital	Nil

The capital structure of Napino Auto post approval of Scheme shall be as follows:

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Share Capital	Amount (in Rs.)
Authorized share capital	
1,35,23,000 equity shares of Rs. 10/- each	13,52,30,000
4,87,000 equity shares of Rs.10/- each	48,70,000
Total	14,01,00,000
Issued, subscribed and paid-up share capital	
86,18,124 equity shares of Rs.10/- each, fully paid up	8,61,81,240
Total	8,61,81,240

25. PRE AND POST ARRANGEMENT SHAREHOLDING PATTERN OF THE APPLICANT COMPANIES:

The Pre and Post arrangement Equity Shareholding pattern of Vraheja Trading Private Limited (Vraheja) is as follows:

Sr. No.	Name of Shareholders	Pre		Post	
		No. of shares	%	No. of shares	%
1.	Mrs. Vandana Raheja	5000	50	-----	----
2.	Mr. Vaibhav Raheja	5000	50	-----	----
Total		10000	100	-----	----

The Pre and Post arrangement Equity Shareholding pattern of Vishnu Vaibhav Industries Private Limited (Demerged Company) is as follows:

Sr. No.	Name of Shareholders	Pre		Post	
		No. of shares	%	No. of shares	%
1.	Mrs. Vandana Raheja	50000	45	50000	45
2.	Mr. Vaibhav Raheja	50000	45	50000	45
3.	Ms. Vani Raheja Kapur	10000	10	10000	10
Total		110000	100	110000	100

The Pre and Post arrangement Equity Shareholding pattern of Napino Auto and Electronics Limited (Company) is as follows:

Sr. No.	Name of Shareholders	Pre		Post	
		No. of shares	%	No. of shares	%

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1.	Mr. Vipin Raheja	2555055	26.21	2555055	29.65
2.	Mrs. Vandana Raheja	2530560	25.96	3059837	35.50
3.	Mr. Navin Raheja	973000	9.98	973000	11.29
4.	Ms. Vani Raheja Kapur	683800	7.02	696410	8.08
5.	Mr. Vaibhav Raheja	683825	7.02	1213102	14.08
6.	Mr. Kunal Raheja	120400	1.24	120400	1.40
7.	Vraheja Trading Private Ltd	2200000	22.57	0	0.00
8.	Mr. Pawan Munjal	80	0	80	0.00
9.	Vinod Ahuja HUF	80	0	80	0.00
10.	Mr. Verinder Kumar Chhabra	80	0	80	0.00
11.	Mr. Jatender Kumar Mehta	80	0	80	0.00
Total		9746960	100.00	8618124	100.00

26. EXTENT OF SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (“KMP”)

The Directors and Key Managerial Personnel of the respective Applicant Companies may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the respective companies forming part of the Scheme, and/or to the extent the said Directors are common Directors in the said companies, and/or to the extent said Director(s) and/or Key Managerial Personnel are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust, that hold shares in any of the said Companies.

The details of the present Directors of Vraheja Trading Private Limited (Vraheja) and their respective shareholdings in Applicant Companies as on the date of this notice are as follows:

Names of Director/KMP	Designation	Equity Shares in Vraheja	Equity Shares in VVIPL	Equity Shares in Napino Auto
Mr. Vaibhav Raheja	Director	5000	50000	683825
Mrs. Vandana Raheja	Director	5000	50000	2530560

The details of the present Directors of Vishnu Vaibhav Industries Private Limited (VVIPL) and their respective shareholdings in Applicant Companies as on the date of this notice are as follows:

Names of Director/KMP	Designation	Equity Shares in Vraheja	Equity Shares in VVIPL	Equity Shares in Napino Auto
Mr. Vipin Raheja	Director	-	-	2555055
Mrs. Vandana Raheja	Director	5000	50000	2530560

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Mr. Vaibhav Raheja	Director	5000	50000	683825
Mr. Naveen Kumar	Director	-	-	-

The details of the present Directors of Napino Auto and Electronics Limited (Company) and their respective shareholdings in Applicant Companies as on the date of this notice are as follows:

Names of Director/KMP	Designation	Equity Shares in Vraheja	Equity Shares in VVIPL	Equity Shares in Napino Auto
Mr. Vipin Raheja	Director	-	-	2555055
Mrs. Vandana Raheja	Director	5000	50000	2530560
Ms. Vani Raheja Kapur	Director	-	10000	683800
Mr. Vaibhav Raheja	Director	5000	50000	683825
Mr. Navin Raheja	Director	-	-	973000
Mr. Shyam Arora	Director	-	-	-
Mr. Sandeep Kumar Sachdeva	Director	-	-	-
Mr. Rajat Jain	Chief Finance Officer	-	-	-
Mr. Inderneel Sethi	Company Secretary	-	-	-

27. GENERAL

1. The Applicant Companies have made a joint application before the Hon'ble NCLT Chandigarh Bench for the sanction of the Scheme under Sections 230 to 232 read with Section 66 and other applicable provisions of the Act and other relevant rules thereunder.
2. The Scheme is an arrangement between the Companies and their respective shareholders as contemplated under Section 230(1)(b) of the Companies Act, 2013 and not in accordance with the provisions of Section 230(1)(a) of the Companies Act 2013, as there is no Compromise and/or Arrangement with the creditors, as no sacrifice is called for. The rights of the creditors will not be affected as the assets of the Company post sanctioning the Scheme will be sufficient to pay off all the creditors in the ordinary course of business.
3. There are no winding up proceedings pending against the Company as on date.
4. There are no proceedings/investigation pending against the Company under Sections 210 – 217, 219, 220, 223, 224, 225, 226 & 227 of the Companies Act, 2013.
5. A copy of the proposed Scheme to be filed by the respective Applicant Companies with the concerned Registrar of Companies before the meeting.
6. The Applicant Companies are required to intimate/seek no objections, where applicable from certain regulatory and governmental authorities for the approval of the Scheme, such as the

Napino Auto and Electronics Limited

Regd. Office: Plot No. 7, Sector 3, IMT Manesar, Gurugram (Haryana) 122050, INDIA

Tel: +91 124 4177200 e-mail: cs@napino.com website: www.napino.com

CIN: U34300HR1991PLC031470

Registrar of Companies, Regional Director, Official Liquidator and Income-tax authorities.
These approvals will be obtained at the relevant time in the due course.

7. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and become null and void.
8. As far as the Equity Shareholders of the Applicant Companies are concerned (promoter shareholders as well as non-promoter shareholders), their rights and interests would not be prejudicially affected by the Scheme. The Scheme is not expected to have any adverse effect on the KMPs, Directors, Promoters, Non-Promoter Members, Creditors and Employees of the respective Applicant Companies.

In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Applicant Companies, in their respective board meeting held on 6th July 2023, have adopted a report, inter alia, explaining effect of the Scheme on each class of shareholders, KMP, promoters and non-promoter shareholders. The Applicant Companies do not have any depositors and deposit trustee.

9. The following documents will be open for inspection by the Unsecured Creditors of the Company at its Registered Office at Plot no. 7 Sector 3, IMT Manesar, Gurugram, Haryana 122051, during normal business hours (8:30 am to 5:00 pm) on all working days (except Saturdays, Sundays and Public Holidays), upto the date of the Meeting.
 - i. Copy of the Order passed by NCLT in Company Scheme Application No. CA (CAA) NO. 36/CHD/HRY/2023 dated 21st December 2023 and Order dated 17th May 2024 directing the Company to, inter alia, convene the meeting of its concerned Secured and Unsecured Creditors;
 - ii. Copy of Scheme of Arrangement
 - iii. Copy of the Board Resolutions dated 6th July 2023 passed by the Board of Directors of Vraheja, VVIPL and Napino Auto approving the Scheme;
 - iv. A copy of Share Entitlement Ratio Report issued by Mr. Aashay Hasmukh Dedhia dated July 6, 2023;
 - v. Copy of Certificate dated 6th July 2023 issued by the Statutory Auditor of Napino Auto in relation to Accounting Treatment proposed in the Scheme of Arrangement.
 - vi. Copy of Certificate dated 6th July 2023 issued by the Statutory Auditor of VVIPL in relation to Accounting Treatment proposed in the Scheme of Arrangement;
 - vii. Copy of Form No. GNL-1 filed by the Company with the concerned Registrar of Companies along with challan evidencing filing of the Scheme with the concerned Registrar of Companies;
 - viii. Copy of the Memorandum and Articles of Association of respective Applicant Companies;

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- ix. Copy of the audited financial statement of the Applicant Companies for the financial year ended 31st March 2023; and
- x. Copy of provisional financial statement of the Applicant Companies for the financial year ended 31st March 2024;

This statement may be treated as an Explanatory Statement under Sections 230(3) and 102 and any other applicable provisions of the Act read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.

Sd/-

Inderneel Sethi

Authorised Representative of the Company

Dated: 5 June, 2024

Place: Gurugram

Napino Auto and Electronics Limited

Regd. Office: Plot No. 7, Sector 3, IMT Manesar, Gurugram (Haryana) 122050, INDIA

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Annexure A – Board Resolution

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF _____ HELD ON _____ DAY OF _____ 2024 AT _____ OF _____ (“COMPANY”).

AUTHORISATION FOR REPRESENTATION

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (the Act) and any other applicable provisions of the Act read with Rules thereunder consent of the board be and is hereby accorded to authorize Mr./Ms. _____, to act as representative of our organization and to attend and vote in respect of all items of business at the Unsecured Creditors meeting to be held via video conferencing on Sunday, 7 July, 2024 at 11:00 a.m. IST or any adjournment(s) thereof.”

RESOLVED FUTHER that representative is hereby authorized to sign and submit all the necessary papers, letters, forms, etc. to be submitted by the company in connection with the meeting. The acts done and documents shall be binding on the company.”

For _____

Name of the director _____

Designation _____

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Annexure B – Letter of Authorization

AUTHORIZATION LETTER

To,
Chairperson
Unsecured Creditor meeting,
NAPINO AUTO AND ELECTRONICS LIMITED
Plot No. 7, Sector 3 IMT Manesar,
Gurugram - 122 051, Haryana, India.

Sub: Authorization letter to attend and vote in the Unsecured Creditors Meeting.

Dear Sir,

We M/s _____, do hereby authorize _____ to represent us to attend and vote at the meeting of Unsecured Creditors to be held via video conferencing on Sunday, 7 July, 2024 at 11:00 a.m. IST and exercise any rights and the powers in the same manner as we could exercise as a Unsecured creditor of Napino Auto and Electronics Limited and any adjournment(s) thereof.

Signature: _____

Name: _____

Designation: _____

Place:

Date:

Napino Auto and Electronics Limited

Regd. Office: Plot No. 7, Sector 3, IMT Manesar, Gurugram (Haryana) 122050, INDIA

Tel: +91 124 4177200 e-mail: cs@napino.com website: www.napino.com

CIN: U34300HR1991PLC031470

Annexure C – Letter of Authorization

AUTHORIZATION LETTER (for sole proprietorship)

To,
Chairperson
Unsecured Creditor meeting,
NAPINO AUTO AND ELECTRONICS LIMITED
Plot No. 7, Sector 3 IMT Manesar,
Gurugram - 122 051, Haryana, India.

Sub: Authorization letter to attend and vote in the Unsecured Creditors Meeting.

Dear Sir,

I undersigned _____ do hereby authorize _____ to represent me to attend and vote at the meeting of Unsecured Creditors to be held via video conferencing on Sunday, 7 July, 2024 at 11:00 a.m. IST and exercise any rights and the powers in the same manner as I could exercise as an unsecured creditor of Napino Auto and Electronics Limited and any adjournment(s) thereof.

Signature: _____

Name: _____

Designation: _____

Place:

Date: