

सत्यमेव जयते

INDIA NON JUDICIAL

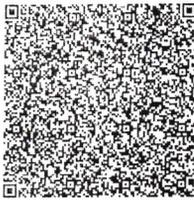
Government of National Capital Territory of Delhi

₹100

e-Stamp

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|---------------------------|--|
| Certificate No.           | : IN-DL97440095035434U                 |
| Certificate Issued Date   | : 28-Feb-2022 04:08 PM                 |
| Account Reference         | : IMPACC (IV)/ dl905203/ DELHI/ DL-DLH |
| Unique Doc. Reference     | : SUBIN-DL90520384188178441495U        |
| Purchased by              | : PLAZA WIRES PRIVATE LIMITED          |
| Description of Document   | : Article 5 General Agreement          |
| Property Description      | : Not Applicable                       |
| Consideration Price (Rs.) | : 0<br>(Zero)                          |
| First Party               | : PLAZA WIRES PRIVATE LIMITED          |
| Second Party              | : PLAZA CABLE ELECTRIC PVT LTD         |
| Stamp Duty Paid By        | : PLAZA WIRES PRIVATE LIMITED          |
| Stamp Duty Amount(Rs.)    | : 100<br>(One Hundred only)            |

सत्यमेव जयते



Please write or type below this line

IN-DL97440095035434U

This stamp paper is part and parcel of Non-Compete Agreement Executed between Plaza Wires Private limited (PWPL) and Plaza Cable Electric Private limited (PCEPL) on 02<sup>ND</sup> March, 2022.

For PLAZA WIRES PRIVATE LIMITED

For Plaza Cables Electric Pvt. L

*[Signature]*  
Director

*Aditya Gupta*  
Director

Statutory Alert:

1. The authenticity of this Stamp certificate should be verified at 'www.dhcestamp.com' or using e-Stamp Mobile App of Stock Holding. Any discrepancy in the details on this Certificate and as available on the website / Mobile App renders it invalid.
2. The onus of checking the legitimacy is on the users of the certificate.
3. In case of any discrepancy please inform the Competent Authority.

## NON-COMPETE AGREEMENT

THIS UNDERTAKING is executed on this 02<sup>nd</sup> day of March, 2022, between Plaza Wires Private Limited a company registered under the Companies Act, 1956 and having its registered office at A-74 Okhla Industrial Area, Phase-2 New Delhi, South Delhi, Delhi - 110020 INDIA. (Hereinafter referred to as "PWPL/ "the Company", which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the FIRST PART.

AND

Plaza Cable Electric Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at K-444 Burari Delhi, North Delhi, Delhi – 110084, India. (Hereinafter referred to as "PCEPL" which expression shall, unless it be repugnant to the context or meaning thereof, be deemed to mean and include its successors and permitted assigns) of the SECOND PART.

**NOW WHEREAS,**

**PWPL** is engaged in the business or profession of:

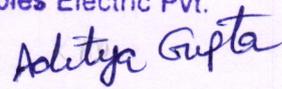
- (i) manufacturing, marketing, distribution, and sales of low voltage, single core, copper, PVC insulated building wire and any other wire product for domestic usage or otherwise.
- (ii) cable and wire drawers, and manufacturers, of wires of all ferrous and non-ferrous metals and their compounds, including PVC compounds and plastic materials made from any matter or substance and to cover these wires whenever necessary with rubber, plastic or any other non-conducting material, and to deal in all types of machinery, plant, tools jigs and fixtures or apparatus and things required for or capable of being used in connection with the manufacturers of the above or related businesses, working and acting as

**For PLAZA WIRES PRIVATE LIMITED**

  
Director

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**For Plaza Cables Electric Pvt.**

  
Director

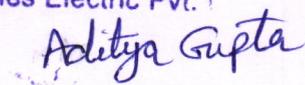
consultants, advisers, engineers, foundrymen, or work on commission basis for the above or related businesses.

- (iii) establishing, providing, maintaining, and conducting or otherwise, subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and the promotion of study and research of scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for awards, scholarships, prizes, grants and bursaries to students or independent students or otherwise, and to encourage, promote and award studies, researches, investigations, experiments, tests and invention of any kind that may be considered likely to assist any of the businesses which the PWPL is authorised to carry on.
- (iv) manufacturing, dealing in, and selling of all or any types of electronic components, their raw materials and equipments, instrumentation and industrial and professional grade electronic equipments.
- (v) mechanical engineers, iron founders, manufacturers of scientific materials and apparatus of all kinds, tool makers, assemblers, brass founders, metal workers, boiler makers, iron and steel converters, smiths, metallurgists, tube makers, galvanizers, electro-platers, water works engineers, gas generators, and to buy, sell, manufacture, repair, convert, alter, let-on-hire, and deal in machinery, implements, rolling stock, and hardware of all kinds.
- (vi) manufacturing, rolling and processing of all kinds of steel, ferrous and non-ferrous ingots, billets, and of all articles and things used in the manufacture, maintenance and working thereof.

For PLAZA WIRES PRIVATE LIMITED

  
Director

For Plaza Cables Electric Pvt. l

  
Director

- (vii) running trucks, trailers, tempos, motor lorries, motor taxis and conveyance of all types for carriage and transport of goods or passengers on routes that PWPL may deem fit, as well as the business of common carriers.
- (viii) sell, market, import, export and otherwise deal with all types of computer hardware and software and to render allied services in that behalf.
- (ix) act as principals, agents, contractors, trustees or otherwise and either by or through agents, trustees, sub-contractors or otherwise and either alone or in conjunction with other and to do all such things as are incidental or conducive to the attainment of the points (i) and (ii).

#### AND WHEREAS

PCEPL is engaged in the business of:

- (i) manufacturing, purchasing, selling, importing, exporting, repairing, and acting as an agent, stockist, representatives or otherwise deal in fans, fans stampings, fittings, wires, cables, lamps, meters, transformers, switchgears, heaters, geysers, heat convectors, juicers, grinders, mixers, PVC conduit pipe, ovens, refrigerators, domestic electrical appliances, goods and components.
- (ii) carrying on the business of electricians and electrical engineers and contractors and to buy, sell, manufacture, repair, recondition, alter, let on hire and deal in electric fans, electric motors, electrical appliances and goods of all kinds.
- (iii) entering into agreements with any company or persons for obtaining by grant of license or on other terms, formulae and other rights and benefits, technical information know-how and expert guidance and equipment and machinery for the production and manufacture in India of the articles and things mentioned herein above and to arrange facilities for training of technical personnel by them,

For PLAZA WIRES PRIVATE LIMITED

  
Director

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For Plaza Cables Electric Pvt. L

  
Director

- (iv) establishing, providing, maintaining, and conducting or otherwise subsidise research laboratories and experimental workshops for scientific and technical research and experiments and to undertake and carry on with all scientific and technical research, experiments and tests of all kinds and the promotion of study and research regarding scientific and technical investigation and invention by providing, subsidising, endowing or assisting laboratories, workshops, libraries, lectures, meetings and conferences and by providing the remuneration to scientific and technical professors and teachers and by providing for awards, scholarships, prizes, grants and busaries to students or independent students or otherwise and to encourage, promote and award studies, researches, investigations, experiments, tests and inventions of any kind that may be considered likely to assist any of the businesses which **PCEPL** is authorised to carry on.
- (v) acting as consultants in items being dealt with by **PCEPL** in the matter of manufacturing, buying, selling, importing and exporting of raw material in their finished, semi-finished or in their raw form.
- (vi) undertaking and executing any trusts, the undertaking of which may seem desirable, either gratuitously or otherwise, for the attainment of the points (i) and (ii).
- (vii) manufacturing, importing and exporting of and dealing in forging, press, structural and rolling works of all kinds and in particular (a) bolts and nuts, rivets, washers, wires, nails, screws, hinges, hooks, bolts, tower bolts, dogspikes, and press work of all kinds; (b) rods, bars, wires, sheets and all kinds of ferrous and non-ferrous rolling works; (c) hand and machine tools; (d) sanitary fittings and sanitary pipes; (e) utensils and cutlery of steel or aluminium; (f) electrical appliances, gadgets and (g) cycle parts.
- (viii) manufacturing, dealing in all kinds of natural and synthetic rubbers, elastomers, synthetic resin, latex and formulations thereof and of all types of rubber products and goods.

For PLAZA WIRES PRIVATE LIMITED

  
Director

For Plaza Cables Electric Pvt. Ltd.

  
Director

- (ix) manufacturing of and dealing in all types of plastics and plastic products, furniture, fancy goods, stationery, provisions, drugs, chemicals, paints, and articles of household use and consumption.
- (x) manufacturing and dealing in, and selling of all or any types of electronic components, their raw materials and equipment and audio products, electronic calculators, digital products, micro-processor based systems, mini computers, communication equipment instrumentation and industrial and professional grade electronic equipments.
- (xi) mechanical engineers, iron founders, manufacturers of surgical and scientific materials and apparatus of all kinds, tool-makers, assemblers, brass founders, metal workers, boiler makers, mill-wrights, iron and steel converters, smiths, metallurgists, tube makers, galvanizers, electro-platers, water works engineers, gas generators, and to buy, sell, manufacture, repair, convert, alter, let-on-hire, and deal in machinery, implements, rolling stock, and hardware of all kinds.
- (xii) manufacturing, rolling and processing of all kinds of steel, ferrous and non-ferrous ingots, billets, and of all articles and things used in the manufacture, maintenance and working thereof.
- (xiii) running trucks, trailers, tempos, motor lorries, motor taxis and conveyance of all types for carriage/transport of goods or passengers on such routes that PCEPL may deem fit, as well as the business of common carriers.
- (xiv) acting as principals, agents, contractors, trustees or otherwise and by or through trustees, agents or otherwise and either alone or in conjunction with others and to do all such things as are incidental or as PCEPL may think conducive to the attainment of the abovementioned.

**AND WHEREAS**

PWPL is promoted by Mr. Sanjay Gupta and Mrs. Sonia Gupta.

For PLAZA WIRES PRIVATE LIMITED

  
Director

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For Plaza Cables Electric Pvt. .

  
Director

**PCEPL** is promoted by Mr. Sanjay Gupta, Mrs. Sonia Gupta and Mr. Aditya Gupta.

**PWPL** is exploring an initial public offer of its equity shares ("**IPO**") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**").

In relation to the **IPO**, **PWPL** intends to file a draft red herring prospectus with Securities and Exchange Board of India ("**SEBI**") and the stock exchanges where the Equity Shares are proposed to be listed (the "**Stock Exchanges**"); and the red herring prospectus, prospectus, abridged prospectus, preliminary offering memorandum and international wrap to be filed with SEBI, Registrar of Companies ("**RoC**") and the Stock Exchanges (together, the "**Offer Documents**"). In addition, **PWPL** also intends to issue presentations in relation to its business and operations.

**PCEPL** is considered as a group company of **PWPL** in terms of the SEBI ICDR Regulations and will be disclosed as such in the Offer Documents. Further, for the purpose of disclosures in the Offer Documents, **PWPL** is required to disclose common pursuits amongst **PWPL** and its group company with **PWPL**.

**PCEPL** has been pursuing its own business plans and there have been no known and/or recorded cases of any conflicts with regards to business & customers of **PWPL** and those of **PCEPL**.

However, since **PCEPL** is involved in activities similar to those conducted by **PWPL**, in order to avoid any conflict of interest, which may be envisaged on account of the above and in interest of all the Parties, it is considered & deemed necessary that a Non-Compete Agreement between the Parties be executed which would inter-alia explicitly state the nature of businesses of each party and bring on record the non-compete arrangement to be put in place.

**PWPL** and **PCEPL**, are hereinafter collectively referred to as the Parties.

NOW THEREFORE IN CONSIDERATION OF THE FOREGOING PREMISES AND THE MUTUAL COVENANTS HEREIN CONTAINED, AND FOR OTHER GOOD AND VALUABLE CONSIDERATION THE RECEIPT AND SUFFICIENCY OF WHICH ARE

For PLAZA WIRES PRIVATE LIMITED

  
Director

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For Plaza Cables Electric Pvt. Ltd.

  
Director

HEREBY ACKNOWLEDGED, THE PARTIES HEREBY AGREE AND UNDERTAKE AS GIVEN HEREUNDER:

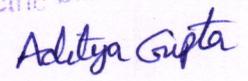
- 1) That Sanjay Gupta, Sonia Gupta and Aditya Gupta, promoters of PCEPL are also directors of PWPL and in consideration of the position of directorship being held by Sanjay Gupta, Sonia Gupta and Aditya Gupta in PWPL and the remuneration paid to them by PWPL, PCEPL undertakes that from the date hereof, it shall not carry on the business of Wires and Cables in any other State of India other than the State of West Bengal.
- 2) **PCEPL** agrees and undertakes that from the date hereof, it shall divert all business opportunities that it can no longer undertake in pursuance of this Agreement to **PWPL**.
- 3) **PCEPL** is aware that any breach or non-observance of this Agreement by **PCEPL** will cause considerable damage to **PWPL** and accordingly, agrees that for every such breach or non-observance **PWPL** may recover from **PCEPL** as liquidated and ascertained damages a sum being 5 times the revenue generated by PCEPL in respect of the business undertaken in breach of the non-compete provisions hereunder, it being agreed that this sum will be the loss suffered by **PWPL** on account of such breach by **PCEPL**.
- 4) **PCEPL** acknowledges, agrees and undertakes to ensure that it shall execute and deliver necessary and essential documents and instruments and to do any other necessary and essential acts required to effectuate the purposes of this undertaking.
- 5) **PCEPL** hereby authorizes **PWPL** to disclose this Agreement in Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Abridged Prospectus, Preliminary Offering Memorandum, International Wrap and any documents, materials and presentations ("**IPO Material**") issued and prepared by PWPL in relation to the proposed IPO.

for PLAZA WIRES PRIVATE LIMITED

  
Director

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For Plaza Cables Electric

  
Director

- 6) PCEPL also authorizes PWPL to share a copy of this Agreement with the Securities and Exchange Board of India, the Stock Exchanges, the Registrar of Companies or any other government or statutory or regulatory authority, if so required by them
- 7) In case of any disputes, this Agreement shall supersede any previous agreement between the Parties and shall be considered as the only and final Agreement.
- 8) This agreement shall be governed by the laws of India. Any disputes arising out of or in connection with this undertaking shall be settled by arbitration in accordance with the provisions of the Arbitration and Conciliation Act, 1996. The place of arbitration shall be Delhi and the arbitration proceedings shall be conducted in English. The arbitration award shall be final and binding on the parties to the arbitration.

SIGNED AND DELIVERED BY

Plaza Wires Private Limited

Through its authorised signatory

for **PLAZA WIRES PRIVATE LIMITED**

Sanjay Gupta



Director

Director

Witness

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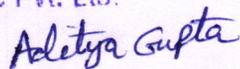
SIGNED AND DELIVERED BY

Plaza Cable Electric Private Limited

Through its authorised signatory

For **Plaza Cables Electric Pvt. Ltd.**

Aditya Gupta



Director

Director

Witness

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