NUCLEUS
simplifying information

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF NUCLEUS IT ENABLED SERVICES LIMITED HELD ON TUESDAY, 13th APRIL, 2021 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NUCLEUS HOUSE, SAKI-VIHAR ROAD, ANDHERI (EAST), MUMBAI 400 072.

1. **TO CONSIDER THE SCHEME OF AMALGAMATION/MERGER OF WHOLLY-OWNED SUBSIDIARY M/S. NUCLEUS IT ENABLED SERVICES LIMITED INTO THE HOLDING COMPANY M/S. ASIT C MEHTA FINANCIAL SERVICES LIMITED.**

A draft scheme of Amalgamation & Merger between Wholly-Owned Subsidiary M/s. Nucleus IT Enabled Services Limited into its holding company M/s. Asit C Mehta Financial Services Limited (Holding Company); to enhance the consolidation of business is placed before the Board for its discussion.

Chairperson briefed the other directors' present, about merging the WOS **Nucleus IT Enabled Services Limited** (NITES) into the Holding Company M/s. **Asit C Mehta Financial Services Limited.**

"**Resolved that** pursuant to Section 230 to 234 of the Companies Act, 2013 and Rules made thereunder and subject to the approval of the members at the general meeting and/ or at the court convened members meeting and subject to the sanction of the National Company Law Tribunal (NCLT) of Mumbai Bench, the arrangement embodied in the scheme of arrangement/ amalgamation/ Merger hereto annexed between the Company (M/s. Asit C Mehta Financial Services Limited –Holding Company) and M/s. Nucleus IT Enabled Services Limited its Wholly-Owned Subsidiary and its members placed at the meeting and initiated by the Chairperson for the purpose of identification, be and is hereby approved.

Resolved further that all directors of the company Mrs. Purvi Ramesh Ambani (DIN: - 06546129), Director, Mr. Pankaj J Parmar (DIN: - 06547336), Director and Mr. Bharat Patel (DIN: - 08073612) Director, of the Company be and are hereby severally authorised to do all such acts, along with forwarding the same to holding company for its consideration, deeds, matters and things as may be considered necessary, and other desirable or expedient to give effect to this Resolution."

**\\ CERTIFIED TO BE TRUE **

FOR NUCLEUS IT ENABLED SERVICES LIMITED

PURVI AMBANI
DIRECTOR
DIN: 06546129

ADDRESS: Nucleus House, Saki-Vihar Road, Opp. L & T Gate No. 7, Andheri (east) Mumbai - 400072.

Date: - 15th April, 2021
Place: - Mumbai