ASIT C. MEHTA FINANCIAL SERVICES LTD.

Registered Office: 'Nucleus House', Saki Vihar Road, Andheri (East), Mumbai 400072.• Tel.: 022 - 28570781 / 28583333
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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING (1/2021-22) OF THE BOARD OF DIRECTORS OF ASIT C. MEHTA FINANCIAL SERVICES LIMITED (THE COMPANY) FOR THE FINANCIAL YEAR 2021-22, HELD ON FRIDAY, APRIL 16, 2021 AT NUCLEUS HOUSE, SAKI-VIHAR ROAD, ANDHERI (EAST), MUMBAI 400072.

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 M/s. Asit C Mehta Financial Services Limited (Holding Company) and its Wholly-Owned Subsidiary M/s. Nucleus IT Enabled Services Limited; to enhance the consolidation of business is placed before the Board for its discussion.

The Board members may discuss and approve the following resolution;

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 read with regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Reg, 2015 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 the Chief Financial Officer Mr. Ashok P Gupta (PAN: - AJDPG0492L), Mr. Pankaj Jeevanlal Parmar, Manager (PAN:- 00168992), Mr. Asit C Mehta (DIN: - 00169048), Director, Mrs. Deena A Mehta (DIN: - 00168992), Director and Mr. Kirit H. Vora, (DIN: - 00168907), Director, of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

\\ CERTIFIED TRUE COPY

For Asit C. Mehta Financial Services Limited

Deena Mehta
Director
DIN: - 00168992

Asit C. Mehta Financial Services Ltd. Mumbai

Address: - Nucleus House Saki-Vihar Rd., Andheri (e), Mumbai - MH 400072 IN.
Date: - 16th April, 2021.

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