Share India
You generate, we multiply

Share India Securities Limited
(CIN : L67120GJ1994PLC115132)
Member : NSE, BSE, MCX & NCDEX
Depository Participant with 'CDSL'
SEBI Registered Research Analyst & Portfolio Manager

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF SHARE INDIA SECURITIES LIMITED HELD ON MONDAY, MARCH 18, 2024 AT 05:00 PM THROUGH VIDEO CONFERENCING AT THE CORPORATE OFFICE OF THE COMPANY I.E., A-15, SECTOR-64, NOIDA DISTT., GAUTAM BUDDHA NAGAR, UTTAR PRADESH-201301 (DEEMED VENUE).

To consider and approve the draft Scheme of Amalgamation and other connected matters.

"**RESOLVED THAT** pursuant to the provisions of Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, together with Section 2(1B) of the Income Tax Act, 1961, and other applicable provisions, if any, and subject to the approvals of the members and creditors of the Company, to the extent required, accorded either by way of a resolution passed in duly convened meeting(s) or through written consent/NOC or otherwise; the Hon'ble National Company Law Tribunal, BSE Limited, National Stock Exchange of India Limited, the Securities and Exchange Board of India, and other competent authorities, if any, consent of the Board of Directors of the Company be and is hereby accorded for the proposed Amalgamation of Silverleaf Capital Services Private Limited with Share India Securities Limited and other connected matters, if any.

RESOLVED FURTHER THAT the Report on Valuation of Shares & Share Exchange Ratio issued by Ms Mallika Goel, a Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI); and Fairness Opinion Report on the Report on Valuation of Shares & Share Exchange Ratio issued by D&A Financial Services Private Limited, a SEBI Registered Category 1 Merchant Banker, placed before the meeting, be and are hereby received, considered and taken on record.

RESOLVED FURTHER THAT the respective Reports of the Audit Committee and the Committee of Independent Directors of Share India Securities Ltd recommending the draft Scheme of Amalgamation of Silverleaf Capital Services Private Limited with Share India Securities Limited and their respective Shareholders and Creditors as placed before the meeting, be and are hereby received, considered and taken on record.

RESOLVED FURTHER THAT the Share Exchange Ratio as recommended by the IBBI Registered Valuer for the proposed Scheme of Amalgamation, being fair and reasonable to the Shareholders and other stakeholders of both the Companies, be and is hereby considered, accepted and approved.

RESOLVED FURTHER THAT the salient features/terms and conditions of the proposed Scheme of Amalgamation which, inter-alia, include the following:

For Share India Securities Limited

Company Secretary

1.1 All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Company will be transferred to and vest in the Transferee Company.

1.2 All the employees of the Transferor Company in service on the Effective Date, shall become employees of the Transferee Company on such date without any break or interruption in their service and upon terms and conditions not less favorable than those applicable to them in the Transferor Company on the Effective Date.

1.3 The Share Exchange Ratio for Amalgamation will be as follows:

i.The Transferee Company-Share India Securities Ltd will issue ---- Equity Share of ₹10 each, credited as fully paid up, to the Equity Shareholders of the Transferor Company for every ---- Equity Shares of ₹10 each held in the Transferor Company-Silverleaf Capital Services Pvt Ltd.

1.4 Appointed Date for the Scheme will be 1st October, 2023, or such other date as may be mutually decided by the Board of Directors of the Transferor Company and the Transferee Company with the approval of the Hon'ble National Company Law Tribunal; or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.

1.5 BSE Limited will act as the Designated Stock Exchange for the purposes of the Scheme of Amalgamation.

be and are hereby approved in specific.

RESOLVED FURTHER THAT subject to the approval of the members and creditors of the Company, as the case may be, accorded either by way of a resolution passed in duly convened meeting(s) or through a written consent/NOC or otherwise, and subject to the approval of the Hon'ble National Company Law Tribunal and other competent authorities, if any, the draft Scheme of Amalgamation of Silverleaf Capital Services Private Limited with Share India Securities Limited; and their respective Shareholders and Creditors, as placed in the meeting, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, the draft Report/Statement explaining effect of the Scheme on Promoters, Directors, Key Managerial Personnel, Shareholders, Creditors, Employees, etc., and other material information, if any, placed before this Meeting, be and is hereby considered, approved and adopted; and contents of the same be incorporated in the Explanatory Statement to be issued in connection with the meeting(s) of Shareholders, Secured Creditors, Un-secured Creditors and other Stakeholders, as the case may be, which may be required or directed to be convened and held to consider and approve the proposed Scheme, under the supervision of the Hon'ble NCLT or any other authority or otherwise.

For Share India Securities Limited

Company Secretary

RESOLVED FURTHER THAT pursuant to the provisions of Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, necessary joint/separate application(s) and/or petition(s) be moved before the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, for approval of the proposed Scheme of Amalgamation and for such other directions as may be required for this purpose.

RESOLVED FURTHER THAT Mr. Parveen Gupta (Chairman & Managing Director), Mr. Sachin Gupta (CEO & Whole-time Director), Mr. Rajesh Gupta (Director), Mr. Vijay Kumar Rana (Chief Financial Officer) and Mr. Vikas Aggarwal (Company Secretary & Compliance Officer) be and are hereby authorized, jointly and severally, to take all the necessary steps which may be required to give effect to the proposed Scheme, including but not limited to, the following:

i. To modify/update the Scheme of Amalgamation to the extent of incorporating/updating any information.

ii. To execute, sign, file, submit or present necessary applications, petitions, supplementary applications/petitions, summons, deeds, affidavits, instruments, rejoinders, replies, forms, returns, undertaking or any other documents which may be required to be filed or submit before various competent authorities, government departments, regulators, agencies, or persons in connection with the aforesaid Scheme including but not limited to, the Hon'ble National Company Law Tribunal, Ministry of Corporate Affairs and its various offices, the Registrar of Companies, the Regional Director, the Official Liquidator, the Income Tax Department, the Reserve Bank of India, BSE Limited, National Stock Exchange of India Limited, the Securities and Exchange Board of India, etc.

iii. To agree to such conditions or modifications in the Scheme or any other paper [including the Appointed Date(s) and Share Exchange Ratio, as the case may be] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal or any other competent authorities or that may otherwise be deemed fit or proper by the Board of Directors of these Companies.

iv. To swear affidavits or execute bonds/undertakings on behalf of the Company for the above-mentioned Scheme.

v. To execute and sign NOC/Consent Affidavit(s) or any other documents which the Company may be required to provide, as a Shareholder/Creditor, to other Companies in the Scheme.

vi. To prepare, finalise, execute, sign and send Notice(s), Explanatory Statement, newspaper advertisements and other documents for the meeting(s) of Shareholders, Secured Creditors, Un-secured Creditors and other Stakeholders of the Company which may be required or directed to be held and convened under the supervision of the Hon'ble NCLT or any other authority or otherwise, to consider and approve the proposed Scheme. To appoint various agencies for the purpose of the aforesaid meetings; and to take such other steps which may be required for the aforesaid meetings.

vii. To appear (in person or through legal counsel or authorised representative) before various competent authorities, government departments, regulators, agencies, or persons in connection with the aforesaid Scheme including but not limited to, the Hon'ble National Company Law Tribunal, Ministry of Corporate Affairs and its various offices, the Registrar of Companies, the Regional Director, the Official Liquidator, the Income Tax Department, the Reserve Bank

For Share India Securities Limited

Company Secretary

of India, BSE Limited, National Stock Exchange of India Limited, the Securities and Exchange Board of India, etc.

viii. To execute, sign and verify vakalatnama, power of attorney or letter of authorization or any other papers in favour of any legal counsel, advocate, company secretary, consultant, advisor or any other person.

ix. To do other acts, deeds or things which may be ancillary or incidental to the above-mentioned matter or which may otherwise be required in connection with or for the effective implementation of the aforesaid Scheme.

RESOLVED FURTHER THAT the copy of this resolution certified to be true by any Director of the Company and/or Company Secretary of the Company be submitted to the concerned authorities, and they be requested to act thereon."

For **Share India Securities Limited**

For Share India Securities Limited

Company Secretary

Vikas Aggarwal
Company Secretary & Compliance Officer
M. No. FCS 5512
Add: B-44, UGF, Mohan Park, Naveen Shahdara,
Delhi-110092

SILVERLEAF CAPITAL SERVICES PRIVATE LIMITED

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Mumbai, Maharashtra - 400078

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Web: www.silverleafcaps.com

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SILVERLEAF CAPITAL SERVICES PRIVATE LIMITED HELD ON MONDAY, 18TH MARCH, 2024 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 615, 6TH FLOOR, DAMJI SHAMJI BUSINESS GALLERIA, LBS MARG, KANJURMARG WEST, MUMBAI - 400078 AND CONCLUDED AT 11.30 A.M.

TO CONSIDER AND APPROVE THE DRAFT SCHEME OF AMALGAMATION AND OTHER CONNECTED MATTERS.

"**RESOLVED THAT** pursuant to the provisions of Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, together with Section 2(1B) of the Income Tax Act, 1961, and other applicable provisions, if any, and subject to the approvals of the members and creditors of the Company, to the extent required, accorded either by way of a resolution passed in duly convened meeting(s) or through written consent/NOC or otherwise; the Hon'ble National Company Law Tribunal, BSE Limited, National Stock Exchange of India Limited, the Securities and Exchange Board of India, and other competent authorities, if any, consent of the Board of Directors of the Company be and is hereby accorded for the proposed Amalgamation of Silverleaf Capital Services Private Limited with Share India Securities Limited and other connected matters, if any.

RESOLVED FURTHER THAT the Report on Valuation of Shares & Share Exchange Ratio issued by Ms Mallika Goel, a Registered Valuer in respect of Securities or Financial Assets, registered with the Insolvency and Bankruptcy Board of India (IBBI); and Fairness Opinion Report on the Report on Valuation of Shares & Share Exchange Ratio issued by D&A Financial Services Private Limited, a SEBI Registered Category 1 Merchant Banker, placed before the meeting, be and are hereby received, considered and taken on record.

RESOLVED FURTHER THAT the Share Exchange Ratio as recommended by the IBBI Registered Valuer for the proposed Scheme of Amalgamation, being fair and reasonable to the Shareholders and other stakeholders of both the Companies, be and is hereby considered, accepted and approved.

RESOLVED FURTHER THAT the salient features/terms and conditions of the proposed Scheme of Amalgamation which, inter-alia, include the following:

1.1 All assets and liabilities including Income Tax and all other statutory liabilities, if any, of the Transferor Company will be transferred to and vest in the Transferee Company.

1.2 All the employees of the Transferor Company in service on the Effective Date, shall become employees of the Transferee Company on such date without any break or interruption in their service and upon terms and conditions not less favorable than those applicable to them in the Transferor Company on the Effective Date.

1.3 The Share Exchange Ratio for Amalgamation will be as follows:

i. The Transferee Company-Share India Securities Ltd will issue 100 Equity Share of ₹10 each, credited as fully paid up, to the Equity Shareholders of the Transferor

Company for every 1 Equity Share of ₹10 each held in the Transferor Company-Silverleaf Capital Services Pvt Ltd.

1.4 Appointed Date for the Scheme will be 1st October, 2023, or such other date as may be mutually decided by the Board of Directors of the Transferor Company and the Transferee Company with the approval of the Hon'ble National Company Law Tribunal; or such other date as the Hon'ble National Company Law Tribunal or any other competent authority may approve.

RESOLVED FURTHER THAT subject to the approval of the members and creditors of the Company, as the case may be, accorded either by way of a resolution passed in duly convened meeting(s) or through a written consent/NOC or otherwise, and subject to the approval of the Hon'ble National Company Law Tribunal and other competent authorities, if any, the draft Scheme of Amalgamation of Silverleaf Capital Services Private Limited with Share India Securities Limited; and their respective Shareholders and Creditors, as placed in the meeting, be and is hereby approved.

RESOLVED FURTHER THAT pursuant to the provisions of Section 232(2)(c) of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions, if any, the draft Report/Statement explaining effect of the Scheme on Promoters, Directors, Key Managerial Personnel, Shareholders, Creditors, Employees, etc., and other material information, if any, placed before this Meeting, be and is hereby considered, approved and adopted; and contents of the same be incorporated in the Explanatory Statement to be issued in connection with the meeting(s) of Shareholders, Secured Creditors, Un-secured Creditors and other Stakeholders, as the case may be, which may be required or directed to be convened and held to consider and approve the proposed Scheme, under the supervision of the Hon'ble NCLT or any other authority or otherwise.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 230 & 232 of the Companies Act, 2013, the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions, if any, necessary joint/separate application(s) and/or petition(s) be moved before the Hon'ble National Company Law Tribunal and/or other competent authorities, if any, for approval of the proposed Scheme of Amalgamation and for such other directions as may be required for this purpose.

RESOLVED FURTHER THAT Mr. Vikash Vikram Singh (DIN: 02299598), Mr. Piyush Govind Kedia (DIN: 02937093) & Mr. Dhananjay Sahasrabudhe (DIN: 06487216) be and are hereby authorized, jointly and severally, to take all the necessary steps which may be required to give effect to the proposed Scheme, including but not limited to, the following:

i. To modify/update the Scheme of Amalgamation to the extent of incorporating/updating any information.

ii. To execute, sign, file, submit or present necessary applications, petitions, supplementary applications/petitions, summons, deeds, affidavits, instruments, rejoinders, replies, forms, returns, undertaking or any other documents which may be required to be filed or submit before various competent authorities, government departments, regulators, agencies, or persons in connection with the aforesaid Scheme including but not limited to, the Hon'ble National Company Law Tribunal, Ministry of Corporate Affairs and its various offices, the Registrar of Companies, the Regional Director, the Official Liquidator, the Income Tax Department, the Reserve Bank of India, BSE Limited, National Stock Exchange of India Limited, the Securities and Exchange Board of India, etc.

iii. To agree to such conditions or modifications in the Scheme or any other paper [including the Appointed Date(s) and Share Exchange Ratio, as the case may be] that may be imposed, required or suggested by the Hon'ble National Company Law Tribunal or any other competent authorities or that may otherwise be deemed fit or proper by the Board of Directors of these Companies.

iv. To swear affidavits or execute bonds/undertakings on behalf of the Company for the above-mentioned Scheme.

v. To execute and sign NOC/Consent Affidavit(s) or any other documents which the Company may be required to provide, as a Shareholder/Creditor, to other Companies in the Scheme.

vi. To prepare, finalise, execute, sign and send Notice(s), Explanatory Statement, newspaper advertisements and other documents for the meeting(s) of Shareholders, Secured Creditors, Un-secured Creditors and other Stakeholders of the Company which may be required or directed to be held and convened under the supervision of the Hon'ble NCLT or any other authority or otherwise, to consider and approve the proposed Scheme. To appoint various agencies for the purpose of the aforesaid meetings; and to take such other steps which may be required for the aforesaid meetings.

vii. To appear (in person or through legal counsel or authorised representative) before various competent authorities, government departments, regulators, agencies, or persons in connection with the aforesaid Scheme including but not limited to, the Hon'ble National Company Law Tribunal, Ministry of Corporate Affairs and its various offices, the Registrar of Companies, the Regional Director, the Official Liquidator, the Income Tax Department, the Reserve Bank of India, BSE Limited, National Stock Exchange of India Limited, the Securities and Exchange Board of India, etc.

viii. To execute, sign and verify vakalatnama, power of attorney or letter of authorization or any other papers in favour of any legal counsel, advocate, company secretary, consultant, advisor or any other person.

ix. To do other acts, deeds or things which may be ancillary or incidental to the above-mentioned matter or which may otherwise be required in connection with or for the effective implementation of the aforesaid Scheme.

RESOLVED FURTHER THAT the copy of this resolution certified to be true by any Director of the Company and/or Company Secretary of the Company be submitted to the concerned authorities, and they be requested to act thereon."

CERTIFIED TRUE COPY

For **SILVERLEAF CAPITAL SERVICES PRIVATE LIMITED**

For Silverleaf Capital Services Private Limited

Director

DHANANJAY SAHASRABUDHE
DIRECTOR
DIN: 06487216