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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH**

**CA (CAA) NO. 85/NCLT/AHM/2019**

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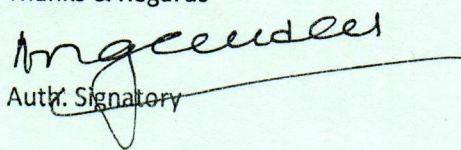
To,  
The Bench Officer  
National Company Law Tribunal,  
Ahmedabad Bench  
Anand House, Ground Floor,  
1st & 2nd Floor, Sarkhej –  
Gandhinagar Hwy, Thaltej,  
Ahmedabad, Gujarat 380059

**Subject: Submission of Chairman Report for the meeting of Equity Shareholders order dated  
26/07/2019 before National Company Law Tribunal.**

Dear Sir,

With this letter, we would like to submit Chairman Report for the meeting of Equity shareholders of Nalin Lease Finance Limited (Transferee Company) to Hon. National Company Law Tribunal as directed vide order dated 26<sup>th</sup> July, 2019. Please find attached Copy of Order of Hon'ble NCLT and Chairman Report for the meeting of Equity shareholders of Nalin Lease Finance Limited (Transferee Company).

Thanks & Regards

  
Auth. Signatory

Place: Ahmedabad  
Date:

Encl. - 1. Copy of order by Hon. NCLT dated 26.07.2019  
2. Chairman Report

03/10/19 Clerk,  
National Company Law Tribunal  
Ahmedabad Bench, Ahmedabad

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NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
AHMEDABAD

CA(CAA) No. 85 /NCLT/AHM/2019

Coram: Hon'ble Mr. HARIHAR PRAKASH CHATURVEDI, MEMBER JUDICIAL  
Hon'ble Ms. MANORAMA KUMARI, MEMBER JUDICIAL

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD BENCH  
OF THE NATIONAL COMPANY LAW TRIBUNAL ON 26.07.2019

Name of the Company: Amee Finance Ltd.  
Gandhi Shroff Services Pvt. Ltd.  
Nalin Services Ltd.  
Nalin Consultancy Services Ltd.  
Nalin Lease Finance Ltd.

Section of the Companies Act: Section 230-232 of the Companies Act, 2013

S.NO.	NAME (CAPITAL LETTERS)	DESIGNATION	REPRESENTATION	SIGNATURE
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1.	ISHAN SHAH	Adv.	Part Hower	<u>Pete</u>
2.	for PCS AMRISH GAUNDH			

ORDER

The Applicant is represented through learned counsel.

The Order is pronounced in the open court, vide separate sheet.

Manora  
MANORAMA KUMARI  
MEMBER JUDICIAL  
Dated this the 26th day of July, 2019

Harihar  
HARIHAR PRAKASH CHATURVEDI  
MEMBER JUDICIAL

NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
AHMEDABAD

CA (CAA) No. 85/NCLT/AHM/2019

In the matter of:

**Amee Finance Limited (AFL)**  
CIN: U65923GJ1996PLC028768  
Having its registered office at:  
Gandhi Nursing Home Building  
Dr. Nalinkant Gandhi Road,  
Himatnagar  
Gujarat- 383001

APPLICANT  
(TRANSFEROR COMPANY NO. 1)

**Gandhi Shroff Services Private Limited (GSSPL)**  
CIN: U74140GJ1992PTC018361  
Having its registered office at:  
Gandhi Nursing Home Building,  
Dr. Nalinkant Gandhi Road  
Himatnagar,  
Gujarat -383001

APPLICANT  
(TRANSFEROR COMPANY NO. 2)

**Nalin Services Limited (NSL)**  
CIN: U15118GJ1996PLC030871  
Having its registered office at:  
Gandhi Nursing Home Building,  
Dr Nalinkant Gandhi Road,  
Himatnagar  
Gujarat- 383001

APPLICANT  
(TRANSFEROR COMPANY NO. 3)

**Nalin Consultancy Services Limited (NCSL)**  
CIN: U93000GJ1998PLC033695  
Having its registered office at:  
Gandhi Nursing Home Building,  
Dr Nalinkant Gandhi Road,  
Himatnagar,  
Gujarat- 383001

APPLICANT  
(TRANSFEROR COMPANY NO. 4)

AND

*Chandra*

*[Signature]*

**Nalin Lease Finance Limited (NLFL)**

CIN: L65910GJ1990PLC014516

Having its registered office at:

Gandhi Nursing Home Building,

Dr.Nalinkant Gandhi Road

Himatnagar,

Gujarat-383001

APPLICANT

(TRANSFEREE COMPANY)

Order delivered on 26th July, 2019

**Coram: Hon'ble Mr. Harihar Prakash Chaturvedi, Member (Judicial)**  
**Hon'ble Ms. Manorama Kumari, Member (Judicial)**

**Appearance:** PCS Mr. Amrish Gandhi is present for the Applicant Companies

**ORDER**

1. The instant joint application is filed by the Applicant Companies under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 in the matter of Scheme of Arrangement in the nature of Amalgamation of Amee Finance Limited, Applicant Transferor Company No. 1, Gandhi Shroff Services Private Limited, Applicant Transferor Company No. 2, Nalin Services Limited, Applicant Transferor Company No. 3 and Nalin Consultancy Services Limited, Applicant Transferor Company No. 4 with Nalin Lease Finance Limited, Applicant Transferee Company.
2. The registered offices of all the Applicant Companies are situated in the State of Gujarat. Hence all the Applicant Companies are under the jurisdiction of the National Company Law Tribunal, Bench at Ahmedabad.
3. It is submitted that all the five Applicant Companies are empowered by their respective Memorandum of Association to enter into the Scheme of Arrangement. Copies of Memorandum of Association of all the Applicant Companies are annexed with the application and collectively marked as **Annexure -"A"**. The Audited Financial Statements of all the Applicant Companies as on 31<sup>st</sup> March, 2019 are annexed with the application and collectively marked as **Annexure-"D"**.

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*Handwritten signature*

4. It is stated that all the Applicant Companies belong to the same group of management and have some common directors. It is stated that the proposed amalgamation is in the interest of the shareholders, creditors, employees and other stakeholders of all the Applicant Companies.
5. It is further stated that Nalin Lease Finance Limited, the Applicant Transferee Company is a public limited company, listed on BSE Limited (BSE). The proposed Scheme of Arrangement in the nature of Amalgamation was first placed before the Board of Directors of all the Applicant Companies on 26<sup>th</sup> September, 2018. The Board of Directors of all the Applicant Companies thereafter passed resolutions for initiating the proceedings before this Tribunal for sanction of the Scheme of Arrangement in the nature of Amalgamation. Copies of board resolutions of all the Applicant Companies are annexed with the application and collectively marked as Annexure- "C". Pursuant to SEBI guidelines, prescribed under SEBI circular no. CFD/ DIL3/ CIR/ 2017/21 dated March 10, 2017, the Applicant Transferee Company submitted the draft Scheme to the BSE Limited and obtained prior approval in the form of Observation Letter dated 22<sup>nd</sup> March 2019 from BSE Limited. Copy of the Observation Letter dated 22<sup>nd</sup> March, 2019 received from BSE Limited is annexed with the application and is marked as Annexure- "H". It is submitted that the Applicant Transferee Company undertakes to include the said observations in the Explanatory Statement to be sent to all the Equity Shareholders of the Applicant Transferee Company with the notice for convening and holding the meeting of Equity Shareholders of the Applicant Transferee Company.
6. A copy of the Valuation Report for the proposed Exchange Ratio of Shares to be issued by the Applicant Transferee Company obtained from M/s. CA Dhelariya & Associates, Chartered Accountants, dated 05<sup>th</sup> November, 2018 is annexed with the application and is marked as Annexure- "F". Copy of the Scheme of Arrangement in the nature of Amalgamation is annexed with the application as Annexure- "E".
7. It is stated in the Application that there are no proceedings or investigations pending against any of the Applicant Companies under Sections 210-217, 219, 220, 223 to 227 of the Companies Act, 2013 and/or under Sections 235 to 251 of the Companies Act, 1956. It is further stated that there are no winding up petitions pending against any

*Chh...*

*[Signature]*

of the Applicant Companies. The Statutory Auditors of the Applicant Transferee Company have provided the certificate confirming the proposed accounting treatment being in conformity with the Applicable Accounting Standards for the Applicant Companies. The said certificate is annexed with the application and marked as Annexure-"G".

8. The following are some of the reliefs prayed by the Applicant Companies:
- (A) THAT meeting of Equity Shareholders of Amee Finance Limited, Applicant Transferor Company No. 1, Gandhi Shroff Services Private Limited, Applicant Transferor Company No. 2, Nalin Services Limited, Applicant Transferor Company No. 3 and Nalin Consultancy Services Limited, Applicant Transferor Company No. 4 be dispensed with.
  - (B) THAT meeting of Sole Secured Creditor – Dena Bank of Nalin Lease Finance Limited, the Applicant Transferee Company be directed to be convened and held.
  - (C) THAT meeting of Equity Shareholders of Nalin Lease Finance Limited, the Applicant Transferee Company, be directed to be convened and held.
9. It is stated that Amee Finance Limited, Applicant Transferor Company No. 1, Gandhi Shroff Services Private Limited, Applicant Transferor Company No. 2, Nalin Services Limited, Applicant Transferor Company No. 3 and Nalin Consultancy Services Limited, the Applicant Transferor Company No. 4 have no Secured Creditors as well as Unsecured Creditors. Hence, the Applicant Companies have prayed that there is no requirement to convene and hold the meetings of Secured Creditors and Unsecured Creditors of Amee Finance Limited, Applicant Transferor Company No. 1, Gandhi Shroff Services Private Limited, Applicant Transferor Company No. 2, Nalin Services Limited, Applicant Transferor Company No. 3 and Nalin Consultancy Services Limited, Applicant Transferor Company No. 4.
10. It is further stated that Applicant Transferee Company has no Unsecured Creditor. Hence, the Applicant Companies have prayed that there is no requirement to convene and hold the meeting of the Unsecured Creditors of the Applicant Transferee Company.

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*[Signature]*

11. Heard the submissions made in this regard by Mr. Amrish Gandhi PCS for the Applicant Companies.

11.1 It is stated that Amee Finance Limited, Applicant Transferor Company No. 1, NBFC and Public Company, has only 8 Equity Shareholders. Gandhi Shroff Services Private Limited, Applicant Transferor Company No. 2, NBFC and Private Company, has only 7 Equity Shareholders. Nalin Services Limited, Applicant Transferor Company No.3, a Public Company, has only 7 Equity Shareholders, Nalin Consultancy Services Limited, Applicant Transferor Company No. 4 is a Public Company and has only 7 Equity Shareholders. All the Equity Shareholders of the Applicant Transferor Companies have given their consent affidavits approving the proposed Scheme and the said affidavits are annexed with the application. The certificates from the Practicing Company Secretary confirming the number of Equity Shareholders of all the Applicant Companies are annexed with the application and collectively marked as Annexure-"B". In view of the consent affidavits from the Equity Shareholders of all the Applicant Transferor Companies, it is prayed that meeting of the Equity Shareholders of all the Applicant Transferor Companies be dispensed with.

11.2 It is further stated by the Applicant Transferor Companies that as on 20th May, 2019, the Applicant Transferor Companies have no Secured as well as Unsecured Creditors. Similarly, it is further stated that Applicant Transferee Company has no Unsecured Creditors. A copy of Certificate issued by the Chartered Accountant, Paresh Thothawala & Co., Ahmedabad, certifying the status of the Secured Creditors and Unsecured Creditors of all the Applicant Companies is annexed with the application and marked as Annexure-"J".

11.3 It is stated that Nalin Lease Finance Limited, the Applicant Transferee Company is a listed public limited company and has 979 Equity Shareholders as at 31<sup>st</sup> March, 2019. The Applicant Transferee Company has large size of operations. As per the books of the Applicant Transferee Company as on 20<sup>th</sup> May 2019, the Applicant Transferee Company has only 1 Secured Creditor and value of the Secured Debt is about Rs.7.25 Crores. Further, the Applicant Transferee Company has no Unsecured Creditors. Statements indicating the summary of Shareholding Pattern of the Applicant Transferee Company as on 31<sup>st</sup>

*Chhanna*

*[Signature]*

March, 2019 issued by Practicing Company Secretary and brief summary of the Secured Creditors of the Applicant Transferee Company as on 22<sup>nd</sup> May, 2019, as certified by Chartered Accountant, are annexed with the application and marked respectively as Annexure-"B" AND Annexure- "J". The Applicant Transferee Company has sought separate meetings of the Equity Shareholders and sole Secured Creditor of the Applicant Transferee Company to be convened and held to obtain the approval of the Equity Shareholders and Secured Creditors of the Applicant Transferee Company to the proposed Scheme.

12. Having perused the application and the documents annexed therewith, this Tribunal passes the following order:
- i. Meetings of Equity Shareholders of all the Applicant Transferor Companies are hereby dispensed with.
  - ii. There is no requirement to convene and hold the meetings of Secured Creditors and Unsecured Creditors of all the Applicant Transferor Companies.
  - iii. There is no requirement to convene and hold the meeting of Unsecured Creditors of the Applicant Transferee Company.
  - iv. Meeting of the sole Secured Creditor of Nalin Lease Finance Limited, the Applicant Transferee Company, shall be convened and held at the registered office of Nalin Lease Finance Limited, Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar, Gujarat-383001, in the state of Gujarat, on Saturday, the 14<sup>th</sup> day of September, 2019 at 2:00 p.m; for the purpose of considering and, if thought fit, approving the proposed Scheme of Arrangement in the nature of Amalgamation, with or without modification(s).
  - v. Meeting of Equity Shareholders of Nalin Lease Finance Limited, the Applicant Transferee Company, shall be convened and held at its registered office at Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar, Gujarat-383001, in the State of Gujarat on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. for the purpose of considering and, if thought fit, approving the proposed Scheme of Arrangement in the nature of Amalgamation, with or without modification(s).
  - vi. Nalin Lease Finance Limited, the Applicant Transferee Company, being a listed public limited company, is required to provide facility for Postal Ballot and remote e-voting to its Equity Shareholders.

*Chhanna*

The Applicant Transferee Company is directed to carryout voting through (i) Postal Ballot (ii) remote e-voting, and (iii) Ballot Paper at the venue of the meeting of Equity Shareholders of the Applicant Transferee Company to be held on Saturday, the 14<sup>th</sup> September, 2019. Voting in the case of meetings of Secured Creditors shall be carried out through ballot/ polling paper at the venue of the meeting.

- vii. At least one month before the date of the meetings, a notice in Form No. CAA 2 convening the said meetings indicating the day, the date, the place and the time as aforesaid, together with a copy of the Scheme of Arrangement in the nature of Amalgamation, copy of the Explanatory Statement required to be sent under Section 102 of the Act, read with Sections 230 and 232 of the Act and Rule 6 of the Companies (CAA) Rules, 2016 and the prescribed Form of Proxy shall be sent to the sole Secured Creditor of Nalin Lease Finance Limited, the Applicant Transferee Company and to each of the Equity Shareholders, at their last known addresses either by Registered Post/ Speed Post or by Courier or by e- mail. The aforesaid notice and other documents shall also be placed on the website of the Applicant Company, if any. The notices shall be sent to all the concerned Equity Shareholders and Secured Creditors of the Applicant Companies, as applicable, with reference to the said lists as on 20<sup>th</sup> May, 2019.
- viii. At least one month before the date of meetings, publication about convening and holding of the aforesaid meetings, indicating the day, the date, the place and the time as aforesaid, shall be made once in English Daily 'DNA', Ahmedabad Edition having circulation in Ahmedabad and Gujarati translation thereof in Gujarati daily 'Sandesh' Sabarkantha Edition. The publication shall also indicate that the statement required to be furnished pursuant to Section 102 of the Act, read with Sections 230 and 232 of the Act and the prescribed proxy can be obtained free of charge at the Registered Office of the Applicant Company in accordance with second proviso to sub-section (3) of Section 230 and Rule 7 of the Companies (CAA) Rules, 2016.
- ix. Mr. Samsad Alam Khan, having CP: 13972, Independent Practicing Company Secretary, shall be the Chairman of the said meetings of the Equity Shareholders and the sole Secured Creditor of the Applicant Transferee Company to be held at Himatnagar on 14<sup>th</sup>

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*[Signature]*

September, 2019, and in respect of any adjournment or adjournments thereof.

- x. Ms. Bharati Tyagi, having CP: 13425, Proprietor of M/s. Bharati Tyagi & Associates, Practicing Company Secretaries, shall act as the scrutiniser for the said meetings.
- xi. The Chairman appointed for the aforesaid meetings shall make publication and issuance of notices of the aforesaid meetings. The Chairman is free to avail the services of the Applicant Companies or any agency for carrying out the aforesaid directions. The Chairman of the aforesaid meetings shall have all the powers, under the Articles of Association of the respective Applicant Companies and also under applicable rules, including for deciding any procedural questions, that may arise at the aforesaid meetings or adjournment(s) thereof, proposed at the said meetings, amendment(s) to the aforesaid Scheme or resolution, if any, proposed at the aforesaid meetings by any person(s), and to ascertain the decision of the respective meetings through e-voting, postal ballot or on a poll i.e. by polling paper/ ballot.
- xii. The quorum for the meetings of the meetings of Equity Shareholders and Secured Creditors of Nalin lease Finance Limited, the Applicant Transferee Company, shall be 5 (Five) Equity Shareholders for Equity Shareholders meeting and 1 (One) Secured Creditor for Secured Creditors meetings respectively, present in person or by authorized representative or by proxy.
- xiii. Voting by proxy/ authorized representative is permitted provided that the proxy in the prescribed form/ authorization duly signed by the person entitled to attend and vote at the aforesaid meetings, is filed with the respective Applicant Company at the registered office of the Applicant Company not later than 48 hours before the aforesaid meetings.
- xiv. The number and value of the vote of each Equity Shareholder and the value of debt of the Secured Creditors of the Applicant Transferee Company, as the case may be, shall be in accordance with the register or records of the Applicant Transferee Company for Equity Shareholders and as per the entries in the books of accounts of the Applicant Company for Secured Creditors and where the entries in the records are disputed, the Chairman of the meetings shall determine the value for the purpose(s) of the meetings.

*Chandra*

*[Signature]*

- xv. The Chairman shall file an affidavit not less than 7(seven) days before the date fixed for holding of the aforesaid meetings and to report to this Tribunal that the directions regarding publication and issuance of notices of the aforesaid meetings have been duly complied with as per Rule 12 of the Companies (CAA) Rules, 2016.
- xvi. It is further ordered that the Chairman shall report to this Tribunal on the result of the aforesaid meetings in Form No CAA 4, verified by his affidavit, as per Rule 14 of the Companies (CAA) Rules, 2016 within 20 (Twenty) days of the conclusion of the meetings.
- xvii. In compliance of sub—section (5) of Section 230 of the Act and Rule 8 of the Companies (CAA) Rules, the Applicant Companies shall send a Notice of meeting in Form No. CAA 3 with a copy of the Scheme of Arrangement, the Explanatory Statement and the disclosures mentioned under Rule 6 (to the extent applicable) to:
- i.
    - (a) Central Government through the Regional Director, North Western Region,
    - (b) the Registrar of Companies, Gujarat; and
    - (c) the Income Tax Authorities; for all the Applicant Companies;
  - ii.
    - (a) Reserve Bank of India;
    - (b) BSE Limited;
    - (c) Securities and Exchange Board of India; for the Applicant Transferee Company;
  - iii.
    - (a) Official Liquidator for all the Applicant Transferor Companies only;


stating that representations, if any, to be made by them shall be made within a period of 30 (Thirty) days from the date of receipt of such notice, failing which it will be deemed that they have no objection to make on the proposed Scheme of Arrangement in the nature of Amalgamation. The said notices shall be sent forthwith after the notice for the meetings are sent to the Equity Shareholders and the Secured Creditors of the Applicant Transferee Company, either by Registered Post or by Speed Post or by Courier or by Hand Delivery at the offices of the aforesaid statutory authorities as required by sub-rule (2) of Rule 8 of the Companies (CAA) Rules, 2016. The aforesaid statutory authorities, who desire to make any representation under sub-section (5) of Section 230 shall

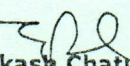
*Chairman*

*[Signature]*

send the same to this Tribunal with a copy of the same to be supplied to the Applicant Company within a period of 30 (Thirty) days from the date of such service.

13. This Company Application is disposed of accordingly.

  
Ms. Manorama Kumari,  
Member (Judicial)

  
Harihar Prakash Chaturvedi,  
Member (Judicial)

LCT

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD

BENCH

CA (CAA) NO. 85 OF 2019

In the matter of Section 230 and 232 of the Companies Act, 2013;

AND

In the matter of Scheme of Arrangement in the nature of AMALGAMATION of  
Amees Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services  
Limited and Nalin Consultancy Services Limited with Nalin Lease Finance  
Limited

AND

In the matter of -----

Amees Finance Limited (AFL)

CIN: U65923GJ1996PLC028768

Regis. Office: Gandhi Nursing Home Building

Dr. Nalinkant Gandhi Road Himatnagar

Gujarat- 383001

-----APPLICANT

(TRANSFEROR COMPANY NO. 1)

Gandhi Shroff Services Private Limited (GSSPL)

CIN: U74140GJ1992PTC018361

Regis. Office: Gandhi Nursing Home Building,

First Floor, Dr N G Road Himatnagar,

Gujarat -383001

-----APPLICANT

(TRANSFEROR COMPANY NO. 2)

Nalin Services Limited (NSL)

CIN: U15118GJ1996PLC030871

Regis. Office: Gandhi Nursing Home Bldg

Dr Nr Gandhi Road Himatnagar

Gujarat- 383001

-----APPLICANT

(TRANSFEROR COMPANY NO. 3)

Nalin Consultancy Services Limited (NCSL)

CIN: U93000GJ1998PLC033695

Regis. Office: Ground Floor Gandhi Nursing home Bldg

Dr Nalinkant Gandhi Road Himatnagar,

Gujarat- 383001

-----APPLICANT

(TRANSFEROR COMPANY NO. 4)

AND

Nalin Lease Finance Limited (NLFL)

CIN: L65910GJ1990PLC014516

Regis. Office: Gandhi Nursing Home Bldg

Dr.Nalinkant Gandhi Road

Himatnagar Gujarat-383001

-----APPLICANT

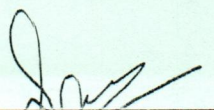
(TRANSFeree COMPANY)

**REPORT OF RESULT BY CHAIRMAN OF MEETING OF EQUITY  
SHAREHOLDERS OF TRANSFeree COMPANY**

I, Samsad Alam Khan, having been duly appointed vide order dated 26<sup>th</sup> July, 2019 by this Hon'ble National Company Law Tribunal (For brevity "NCLT"), to act as the Chairman appointed for the meeting of Equity shareholders of the Transferee Company, summoned by notice served upon them on 14<sup>th</sup> August, 2019 and by advertisement published in newspapers - English Daily - 'DNA', Ahmedabad Edition as well as "'Sandesh' Sabarkantha Edition on 18<sup>th</sup> August, 2019 and held on 14<sup>th</sup> September, 2019 at 4:00 p.m., at Gandhi Nursing Home Bldg Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001 hereby report to this Hon'ble National Company Law Tribunal (NCLT) as follows:



1. That the said meeting was attended by total 27 (Twenty Seven) Equity Shareholders present in person or through proxy, representing the shareholding value of aggregating to 19,27,044 No. of shares which amounts to Rs. 1,92,70,440/- (Rupees One Crore Ninety Two Lakhs Seventy Thousand Four Hundred And Forty ) being the amount of shareholding as on the date of the meeting.
2. That as directed by Hon'ble NCLT in the order dated 26.07.2019, the Transferee Company had provided the voting facility through (i) Postal Ballot (ii) Remote E-Voting, and (iii) Ballot paper at the Venue of the meeting of equity shareholders of the Transferee Company.
3. That as per the above order of Hon'ble NCLT; the quorum fixed for the meeting of Equity Shareholders is 5 (Five) in Number. The requisite quorum was present in the meeting.
4. That the Scheme of Arrangement in the nature of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited, was taken as read with the permission of Members present at the meeting. The salient features were explained by me to the meeting. Detailed deliberations were made over the proposed scheme and then the question submitted to the said meeting was whether the Equity Shareholders of the Transferee Company approved the said scheme of Amalgamation submitted to the meeting and agreed thereto.
5. That no amendments in the Scheme were proposed by Equity Shareholders.
6. That thereupon the aforesaid resolution on the Scheme was put to vote. The ballot papers were duly distributed to the Equity Shareholders and the procedure to fill the ballot papers was further explained to them. The Equity Shareholders were requested to cast their votes by way of ballot papers "For" and "Against" the Scheme of Amalgamation. The ballot papers were cast by the Equity Shareholders in my presence in the empty ballot box, which was before the commencement of the poll, shown to the Equity Shareholders, locked before casting of the votes.
7. That Ms. Bharati Tyagi, Practicing Company Secretary, appointed by the Hon'ble Tribunal as Scrutinizer to scrutinize the ballot papers was asked to report the result of the meeting. After the Equity Shareholders present in person cast their votes in the ballot box, the scrutinizer took charge of the ballot box and verified the ballot papers. The voting in terms of the Order dated 26.07.2019 was also done through E-voting and the report relating to the same was also given and tendered by the appointed Scrutinizer.
8. That the final result of the voting worked out under my supervision along with the help of the scrutinizer is as under:-
  - 1) Total 27 Equity Shareholders were present in the meeting in person or through proxy.
  - 2) The Equity Shareholders of Transferee Company participated in the meeting through remote e-voting and voting through ballot papers.
  - 3) Voting facility through Postal Ballot was not exercised/ opted by any Equity Shareholder of Transferee Company.



- 4) In the meeting of the Equity Shareholders, total No. of votes cast by 7 Equity Shareholders, holding 1,27,653 no. of shares, present in person, through ballot paper were 1,27,653.
- 5) Total No. of votes cast by 41 Equity Shareholders, holding 24,01,673 no. of shares, through e-voting were 24,01,673.
- 6) Following is the Summary of the Results of voting:

Sr. No.	Particulars	Total no. of Valid Votes		Total no. of votes cast in favour of the resolution			
		Members	No. of Votes	Members	% of No. of members in favour	No. of Votes	% of no. of votes in favour
1	Voting by Postal Ballot	0	0	0	0	0	0
2	Voting by Remote E-voting	32	11,91,059	32	100%	11,91,059	100%
3	Voting by Ballot Paper at the meeting	02	4,106	02	100%	4,106	100%

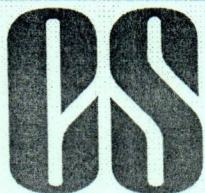
None of the Equity Shareholders voted against the proposed Scheme of arrangement. The valid votes cast by the Equity Shareholders of Transferee Company through e-voting /present at the meeting indicate clearly that they have voted 100% in favour of the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited.

The documents pertaining to the said meeting viz. the attendance Register, proxy forms and the ballot papers (all in original), along with the scrutinizer's report for the meeting are annexed herewith as **Annexure 1, 2, 3 and 4** respectively.

Dated this \_\_\_\_\_, 2019

Place: Ahmedabad

  
 CS Samsad Alam Khan  
 Chairman of the Meeting



## Bharati Tyagi & Associates

Practicing Company Secretaries

(M) 88024 12347

E-mail: [tyagi.csbharati@gmail.com](mailto:tyagi.csbharati@gmail.com)

### Report of Scrutinizer

To,

**CS Samsad Alam Khan**

**The Chairman**

**NCLT Convened Meeting of the Equity Shareholders of Nalin Lease Finance Limited,**  
Ground Floor, Gandhi Nursing Home Building, Dr. Gandhi Road, Sabarkantha, Himatnagar ,  
Gujarat, 383001

Sub: NCLT Convened Meeting of the Equity Shareholders of **Nalin Lease Finance Limited**  
("**the Meeting**") duly held on Saturday , 14<sup>th</sup> September, 2019 at 04.00 P.M. at Ground  
Floor, Gandhi Nursing Home Building, Dr. Gandhi Road, Sabarkantha, Himatnagar , Gujarat,  
383001

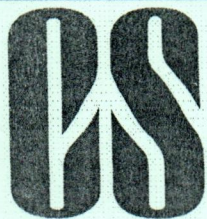
Dear Sir,

I, Bharati Tyagi, Practicing Company Secretary having office at 504, Shivalik Abaise, Nr. Tapan Hospital, Opp. Shell Petrol Pump, Anand Nagar Road, Satellite, Ahmedabad-380015, appointed as Scrutinizer for the purpose of scrutinizing the voting done on the resolution as mentioned below, entailing the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited ("Scheme") under Sections 230 to 232 of the Companies Act, 2013, submit my report as under:

1. In terms of the directions contained in the Order dated 26.07.2019, passed by the Hon'ble National Company Law Tribunal, Ahmedabad Bench ("NCLT"); the quorum for the meeting was fixed as 5 (Five) equity shareholders.
2. The Chairman commenced the Meeting at 04:00 p.m.
3. The Chairman confirmed the requisite quorum present in the meeting which was duly noted by me.
4. After the Chairman ordered the voting through Ballot paper, I had demonstrated the Ballot Box in the presence of the Members, who were present in the meeting.



Office:- A/4, Sharavaknagar, Ashram Road, Usmanpura, Ahmedabad, Gujarat, India - 380014  
504, Shivalik Abaise, Opp. Shell Petrol Pump, Anandnagar Road, Ahmedabad, Gujarat, India - 380015



**Bharati Tyagi & Associates**  
**Practicing Company Secretaries**

(M) 88024 12347

E-mail: [tyagi.csbharati@gmail.com](mailto:tyagi.csbharati@gmail.com)

5. The Chairman asked all members and proxy holders to cast their votes. The Members then cast their votes one by one.
6. The Members completed their voting and the meeting was concluded by the Chairman with Vote of Thanks at 05:15 p.m.

7. After the conclusion of the meeting, I had obtained permission of the Chairman to unlock the Ballot box in the presence of following two witnesses (public shareholders):

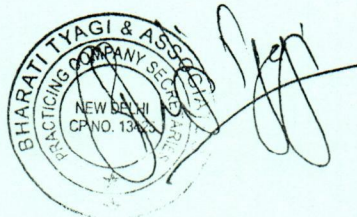
(1) Mr. Nikul Patel, Gokal pura, Dharapur Idar 383001 (2) Mr. Mayur Thakar, D/35, Umiya Nagar, Berna Road, New Balvantpura, Himatnagar, Sabarkantha.

I had checked and verified all ballot papers (votes) put in Ballot Box by the voters. Thereafter, all the Ballot papers (votes) were placed before the Chairman.

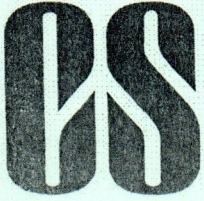
8. The Ballot papers (votes) were duly opened in my presence and the same were arranged and diligently scrutinized.
9. The voting was also done by e-voting in terms of the above order of Hon'ble NCLT and as per Companies Act, 2013 & rules made thereunder. The data as retrieved from the Linkintime India Pvt. Ltd.-Instavote (Registrar & share Transfer Agent) has been taken out and the result of the same has also been collated.

10. The Ballot paper, which was found defective have been treated as invalid and kept separately.

11. The following resolution to approve the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited ("Transferor Companies") with Nalin Lease Finance Limited ("Transferee Company") was put to vote:-



Office:- A/4, Sharavaknagar, Ashram Road, Usmanpura, Ahmedabad, Gujarat, India – 380014  
504, Shivalik Abaise, Opp. Shell Petrol Pump, Anandnagar Road, Ahmedabad, Gujarat, India - 380015



## Bharati Tyagi & Associates

Practicing Company Secretaries

(M) 88024 12347

E-mail: [tyagi.csbharati@gmail.com](mailto:tyagi.csbharati@gmail.com)

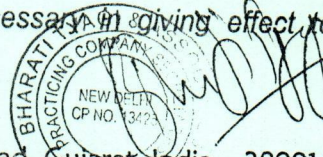
*"RESOLVED THAT pursuant to the provisions of section 230-232 and other applicable provisions, if any, Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactments thereof) as may be applicable, the Securities Exchange Board of India Circular No. CFD/\*DIL3/CIR/2017/21 dated 10<sup>th</sup> March, 2017, the Observation Letter issued by BSE Limited dated 22<sup>nd</sup> March, 2019 to Nalin Lease Finance Limited and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Ahmedabad Bench (**"Hon'ble NCLT"**) and subject to such other approvals, consents, permissions or sanctions of regulatory and other authorities, as may be necessary and subject to conditions and modification(s), if any, as may be prescribed, stipulated or imposed by the Hon'ble NCLT or by any regulatory or other authorities, from time to time, while granting such approvals, consents, permissions or sanctions and which may be agreed to the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution) the arrangement embodied in the Scheme of amalgamation between Amee Finance Limited (**"Transferor Company"**), Gandhi Shroff Services Private Limited (**"Transferor Company"**), Nalin Services Limited (**"Transferor Company"**), and Nalin Consultancy Services Limited (**"Transferor Company"**), with Nalin Lease Finance Limited (**"Transferee Company"**) (**"scheme"**) placed before the meeting and initialed by the Chairman of the meeting for the purpose of identification, be and hereby approved."*

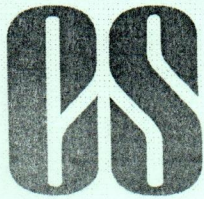
*"FURTHER RESOLVED THAT the Board be and is hereby authorized to do all the acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and or/conditions, if any, which may be required and/or imposed by the Hon'ble NCLT while sanctioning the arrangement embodied in the Scheme or any authority under any law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit proper."*

Office:-

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504, Shivalik Abaise, Opp. Shell Petrol Pump, Anandnagar Road, Ahmedabad, Gujarat, India - 380015





## Bharati Tyagi & Associates

Practicing Company Secretaries

(M) 88024 12347

E-mail: [tyagi.csbharati@gmail.com](mailto:tyagi.csbharati@gmail.com)

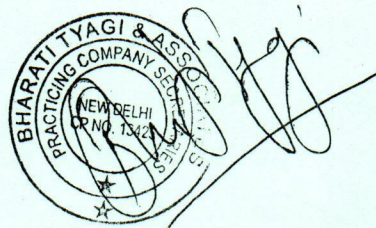
### SUMMARY OF VOTES CAST IS AS UNDER

PARTICULARS	No of Valid Votes			Total	Percentage
	Voting through ballot paper at meeting	E voting	Postal ballot		
For	4106	1191059	0	1195165	100
Against	0	0	0	0	0
Total	4106	1191059	0	1195165	100

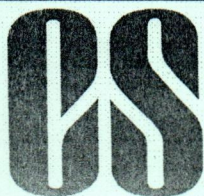
Details of Voting through ballot paper at meeting, E-voting and postal ballot, separately are given below:

I. Voting through ballot papers at the meeting:

Particulars	No. Of Voters	No. Of Equity shares
Total votes received	07	127653
Less: invalid votes	05	123547
Net valid votes cast	02	4106
Votes with assent	02	4106
Votes with dissent	00	00



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## **Bharati Tyagi & Associates**

Practicing Company Secretaries

(M) 88024 12347

E-mail: [tyagi.csbharati@gmail.com](mailto:tyagi.csbharati@gmail.com)

### II. Voting through e-voting:

Particulars	No. Of Voters	No. Of Equity shares
Total votes received	41	2401673
Less: invalid votes	9	1210614
Net valid votes cast	32	1191059
Votes with assent	32	1191059
Votes with dissent	0	0

### III. Voting through postal ballot:

Particulars	No. Of Voters	No. Of Equity shares
Total votes received	0	0
Less: invalid votes	0	0
Net valid votes cast	0	0
Votes with assent	0	0
Votes with dissent	0	0

12. Accordingly the proposed resolution for approving the scheme has been approved at the said meeting.

13. The ballot papers and all other relevant records/data were sealed and handed over to the chairman of the meeting along with this report.

Thanking you,

Yours truly,

**CS BHARATI TYAGI**

Practising Company Secretary

(M. No. ACS 36234)

(CP No.13425)

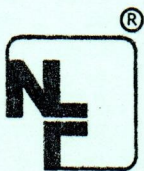
E-mail Id: [tyagi.csbharati@gmail.com](mailto:tyagi.csbharati@gmail.com)

Place: Ahmedabad

Date: 19.09.2019



Office:- A/4, Sharavaknagar, Ashram Road, Usmanpura, Ahmedabad, Gujarat, India – 380014  
504, Shivalik Abaise, Opp. Shell Petrol Pump, Anandnagar Road, Ahmedabad, Gujarat, India - 380015



SUBJECT TO HIMMATNAGAR JURISDICTION ONLY

# NALIN LEASE FINANCE LIMITED

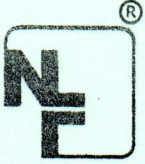
CIN : L65910GJ1990PLCO14516

ATTENDANCE REGISTER FOR THE MEETING OF SHAREHOLDERS OF NALIN LEASE FINANCE LIMITED  
HELD ON SATURDAY, 14<sup>TH</sup> SEPTEMBER, 2019 AT 04:00 P.M AT GANDHI NURSING HOME BLDG  
DR.NALINKANT GANDHI ROAD HIMATNAGAR GUJARAT-383001

## A) FOR SHAREHOLDERS PRESENT IN PERSON/PROXY

SR. NO	NAME OF SHAREHOLDER	NAME OF PROXY, IF ANY	No. of Shares	SIGNATURE
1.	Harsh D. Gandhi		68117	
2.	Narendra D. Shah		2500	
3.	Dilipkumar N. Gandhi		728899	
4.	Pallavi D. Gandhi		225177	
5.	Manali K. Gandhi		93921	
6.	Vishal N. Shah For Usha N. Shah	proxy	9000	
7.	Keshabhaji Preijapati		300	
8.	Vijay M. Modi		3806	
9.	Jaswatsingh		15071	
10.	Pratulbhai Thalwar		38300	
11.	Ismaelbhai K. Kheradiya		49600	

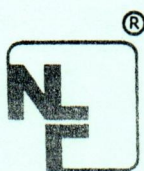
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SUBJECT TO HIMMATNAGAR JURISDICTION ONLY

**NALIN<sup>®</sup> LEASE FINANCE LIMITED**  
CIN : L65910GJ1990PLCO14516

12.	Mayur Thakur		5473	<i>[Signature]</i>
13.	Rameshbhai Bhatnagar		15103	<i>[Signature]</i>
14.	Dr. NIKUL K PATEL		49500	<i>[Signature]</i>
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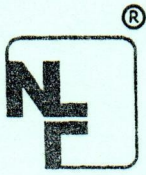
# NALIN LEASE FINANCE LIMITED

CIN : L65910GJ1990PLCO14516

ATTENDANCE REGISTER FOR THE MEETING OF SHAREHOLDERS OF NALIN LEASE FINANCE LIMITED  
HELD ON SATURDAY, 14<sup>TH</sup> SEPTEMBER, 2019 AT 04:00 P.M AT GANDHI NURSING HOME BLDG  
DR.NALINKANT GANDHI ROAD HIMATNAGAR GUJARAT-383001

A) FOR SHAREHOLDERS PRESENT ~~IN PERSON~~ / PROXY

SR. NO	NAME OF SHAREHOLDER	NAME OF PROXY, IF ANY	No. of Shares	SIGNATURE OF PROXY
1.	KALPESHKUMAR M PATEL FOLIO: IN30154938371561	SHANJAYKUMAR SHAMALBHAI PATEL	50500	Shanjay S. Patel
2.	PATEL HEMANTKUMAR KIRANBHAI FOLIO: IN30154938546279	RAGHAV PRAFULBHAI BHRAHMBHATT	48100	Raghav P. Brahmbhatt
3.	PATEL INDIRABEN KIRANBHAI FOLIO: IN30154938388979	VINAYGIRI JAGDISHGIRI GOSWAMI	48900	Goswami Vinay
4.	PATEL KIRANKUMAR RAMJIBHAI FOLIO: IN30154938370034	ARJUNSINH GOPALSINH RATHOD	49200	Arjunsinh Gopalsinh Rathod
5.	PATEL REKHABEN HEMANTKUMAR FOLIO: IN30154938545462	JASWANTSINH NAVALSINH PARMAR	53000	Jaswantsinh Navalsinh Parmar
6.	PATEL VARSHABEN KETANKUMAR FOLIO: IN30154938369956	RONAKPURI PANKAJPURI GOSWAMI	51900	Ronakpuri Pankajpuri Goswami
7.	PATEL KETAN KIRANBHAI FOLIO: IN30154938425023	PATEL VIPULKUMAR BABUBHAI	43400	Vipulkumar Babubhai Patel
8.	PATEL KUNDAN MUKESHBHAI FOLIO: IN30154938546158	AMAR SHAILESHBHAI PANDYA	53200	K.N. Patel Amar Shaileshbhai Pandya
9.	PATEL MANJULABEN MUKESHBHAI FOLIO: IN30154938581587	SURESHCHANDRA SHANKARLAL SONI	48400	Sureshchandra Shankarlal Soni
10.	PATEL MUKESHBHAI RAMJIBHAI FOLIO: IN30154938581579	KISMATSINH ISHWARSINH VAGHELA	51400	Kismatsinh Ishwarsinh Vaghela

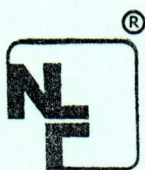


SUBJECT TO HIMMATNAGAR JURISDICTION ONLY

# NALIN LEASE FINANCE LIMITED

CIN : L65910GJ1990PLCO14516

11.	MUKESHKUMAR AMICHANDBHAI PRAJAPATI FOLIO: IN30154938648799	RANJITSINH JAGATSINH CHAUHAN	17689	Ranjitsinh Jagatsinh Chauhan
12.	PRAJAPATI KAUSHIK A FOLIO: IN30154938508353	ANKITSINH JAGATSINH CHAUHAN	37601	Chauhan Ankit Jagatsinh
13.	PRAJAPATI AMRITBHAI R FOLIO: IN30154938616726	NEPALSINH RAJENDRASINH BHIHOLA	27782	Bihola Nepalsinh Rajendrasinh
14.	PRAJAPATI RAMILABEN K FOLIO: IN30154938529288	SANJAYSINH JORAVARSINH UDAVAT	50205	<u>S.J. Udvat</u>
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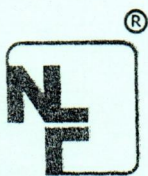
# NALIN<sup>®</sup> LEASE FINANCE LIMITED

CIN : L65910GJ1990PLCO14516

ATTENDANCE REGISTER FOR THE MEETING OF SHAREHOLDERS OF NALIN LEASE FINANCE LIMITED  
HELD ON SATURDAY, 14<sup>TH</sup> SEPTEMBER, 2019 AT 04:00 P.M AT GANDHI NURSING HOME BLDG  
DR.NALINKANT GANDHI ROAD HIMATNAGAR GUJARAT-383001

B) FOR DIRECTORS PRESENT

SR.NO.	DIRECTOR NAME	SIGNATORY
1	NARENDRAKUMAR DALSUKHDAS SHAH	<i>N. Shah</i>
2	DILIPKUMAR NALINKANT GANDHI	<i>D. Gandhi</i>
3	PALLAVIBEN DILIPKUMAR GANDHI	<i>P. D. Gandhi.</i>
4	HARSH DILIPKUMAR GANDHI	<i>Harsh Gandhi</i>
5	SAMIR KANTILAL SHAH	
6	NAVinchandra Chandulal Soni	<i>P. Soni</i>

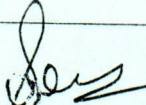
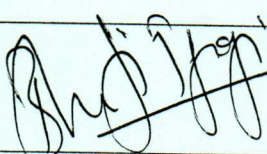


SUBJECT TO HIMMATNAGAR JURISDICTION ONLY

**NALIN<sup>®</sup> LEASE FINANCE LIMITED**  
CIN : L65910GJ1990PLCO14516

ATTENDANCE REGISTER FOR THE MEETING OF SHAREHOLDERS OF NALIN LEASE FINANCE LIMITED  
HELD ON SATURDAY, 14<sup>TH</sup> SEPTEMBER, 2019 AT 04:00 P.M AT GANDHI NURSING HOME BLDG  
DR.NALINKANT GANDHI ROAD HIMATNAGAR GUJARAT-383001

IN PRESENCE OF-

SR.NO.	NAME	SIGNATORY
1	CS SAMSDAD ALAM KHAN (CHAIRMAN)	
2	CS BHARATI TYAGI (SCRUTINIZER)	 14/09/2019



①

# NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR.NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516,Website: [nalinfin.co.in](http://nalinfin.co.in)  
E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

## EQUITY SHAREHOLDERS

### FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	KALPESHKUMAR M. PATEL
Registered Address	HARIPURAKMPA, HADIYOL, HIMATNAGAR S.K.
E - mail ID	KRPATEL6363@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938371561

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 50500 Shares of the above named Applicant Company, hereby appoint:

1. Name : SANJAYKUMAR SHAMARBHAI PATEL

Address : AT: SHERPUR, TA. IDAR, S.K.

E-mail ID : Patel.Sanjay.18889@gmail.com Signature: Sanjay S. Patel, or failing him;

2. Name :

Address :

E-mail ID : Signature: , or failing him;

3. Name :

Address :

E-mail ID: Signature: , or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s) X Sanjay S. Patel



(Signature across the stamp)



02

# NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516, Website: nalinfin.co.in  
E-mail: nalinlease@yahoo.co.in

## EQUITY SHAREHOLDERS

### FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	PATEL HEMANTILKUMAR KIRANBHAI
Registered Address	AT: HARIPURA TA HIMATNAGAR SK. 383001
E - mail ID	KRPATEL6363@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938546274

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 48100 Shares of the above named Applicant Company, hereby appoint:

1. Name : RAGHAV PRAFULBHAI BRAHMBHATT

Address : 35, SURYODAY SOCIETY, TALARAMMANDIR ROAD, GOKULNAGAR  
E-mail ID : brahmbhatt.raghav@gmail.com Signature: Raghav Prafulbhai Brahmbhatt HIMATNAGAR

2. Name : , or failing him;

Address :

E-mail ID : Signature: , or failing him;

3. Name :

Address :

E-mail ID : Signature: , or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September, 2019

Signature of Shareholder (s) Raghav Prafulbhai Brahmbhatt

Signature of Proxy Holder (s)



K. Patel

(Signature across the stamp)



3

NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR.NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516,Website: nalinfin.co.in  
E-mail: nalinlease@yahoo.co.in

EQUITY SHAREHOLDERS

FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	PATEL INDIRABEN KIRANBHAI
Registered Address	AT. HARIPURA KAMPA, HADIYOL, HIMATNAGAR
E - mail ID	KRPATEL6363@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938388979

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 48900 Shares of the above named Applicant Company, hereby appoint:

1. Name : VINAYGIRI JAGDISHGIRI GOSWAMI

Address : 4-C-1 GUHA COLONY, CHHAPARIYA, HIMATNAGAR 383501.

E-mail ID : Vinay.girishgiri@gmail.com Signature: (Goswami, Vinay) or failing him;

2. Name :

Address :

E-mail ID : Signature: or failing him;

3. Name :

Address :

E-mail ID : Signature: or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September, 2019

Signature of Shareholder (s) Goswami

Signature of Proxy Holder (s) Goswami Vinay



(Signature across the stamp)



(4)

## NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001

Tel No: (02772)241264, 242264

CIN: L65910GJ1990PLC014516, Website: [nalinfin.co.in](http://nalinfin.co.in)

E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

### EQUITY SHAREHOLDERS

#### FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	PATEL KIRANKUMAR RAMJISHAH
Registered Address	HARIPURAKAMPA, HADIYDL, HIMATNAGAR -383001.
E - mail ID	KRPATEL6363@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938370034

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 49200 Shares of the above named Applicant Company, hereby appoint:

1. Name : ARJUNSINH GOPALSINH RATHOD,

Address : AT. HNL, TA. HIMATNAGAR -383001, S.K.

Address :

E-mail ID : Signature: , or failing him;

3. Name :

Address :

E-mail ID : Signature: , or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September, 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s) Arjunsinh Gopal Singh Rathod



(Signature across the stamp)



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NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR.NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001

Tel No: (02772)241264, 242264

CIN: L65910GJ1990PLC014516, Website: [nalinfm.co.in](http://nalinfm.co.in)

E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

EQUITY SHAREHOLDERS

FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	PATEL REKHAREN HEMANTKUMAR
Registered Address	HARIPURA KAMP, HADIYOL, HIMATNAGAR -383001.
E - mail ID	KRIATEL6363@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938545462

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 53000 Shares of the above named Applicant Company, hereby appoint:

1. Name : JASWANTSINH NAVALSINH PARMAR

Address : AT: PRATAPPURA, PO: JAMBUDI TA HIMATNAGAR -383001.

E-mail ID : [jswarnthparmar14@gmail.com](mailto:jswarnthparmar14@gmail.com) Signature: [jswarnthparmar14@gmail.com](mailto:jswarnthparmar14@gmail.com) or failing him;

2. Name :

Address :

E-mail ID : Signature: or failing him;

3. Name :

Address :

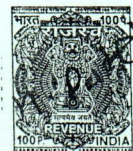
E-mail ID : Signature: or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s) Yashwanth Parmar



(Signature across the stamp)



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## NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001

Tel No: (02772)241264, 242264

CIN: L65910GJ1990PLC014516, Website: [nalinfin.co.in](http://nalinfin.co.in)

E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

### EQUITY SHAREHOLDERS

#### FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	PATEL VARSHABEN KETANIKUMAR
Registered Address	AT HARIPURAKAMPA, HADIYOL, TA. HIMATNAGAR.
E - mail ID	KRPATEL6363@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938369956.

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 51950 Shares of the above named Applicant Company, hereby appoint:

1. Name : RONAKPURI PANKATPURI GOJWAMI

Address : 111 RAJTIATH TOWN SHIP, HADIYOL ROAD, KANIKHOL, HIMATNAGAR

E-mail ID : Ronakgojwami.03@Gmail.com Signature: Ronak Puri Gojwami, or failing him;

2. Name : @gmail.com

Address :

E-mail ID : Signature: , or failing him;

3. Name :

Address :

E-mail ID : Signature: , or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr. Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September, 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s) Ronak Puri Gojwami



(Signature across the stamp)



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**NALIN LEASE FINANCE LIMITED**

**Registered office:** GANDHI NURSING HOME BUILDING,  
DR.NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001

**Tel No:** (02772)241264, 242264

**CIN:** L65910GJ1990PLC014516, **Website:** nalinfin.co.in

**E-mail:** nalinlease@yahoo.co.in

**EQUITY SHAREHOLDERS**

**FORM OF PROXY**

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	PATEL KETAN KIRANBHAI
Registered Address	A-T: HARIPURAKAMPA, HADIYU, TA, HIMATNAGAR
E - mail ID	KRPATEL6363@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938425023

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 43400 Shares of the above named Applicant Company, hereby appoint:

1. Name : PATEL VIPULKUMAR BABUBHAI

Address : A-T: KAPODA, TA IDAR DIST: SABARKANTHA

E-mail ID : Vipul.patel.1890@gmail.com Signature: Vipulkumar Babubhai Patel, or failing him;

2. Name :

Address :

E-mail ID : Signature: , or failing him;

3. Name :

Address :

E-mail ID: Signature: , or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) For (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September, 2019

Signature of Shareholder (s) \_\_\_\_\_

Signature of Proxy Holder (s) Vipulkumar Babubhai Patel



(Signature across the stamp)



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# NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR.NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516, Website: [nalinfin.co.in](http://nalinfin.co.in)  
E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

## EQUITY SHAREHOLDERS

### FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	PATEL KUNDAN MUKESHBHAI
Registered Address	HARI PURA 1 CAMP, HADIYOL, TA. HIMATNAGAR.
E - mail ID	KRPATEL6363@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938546158

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 53200 Shares of the above named Applicant Company, hereby appoint:

1. Name : AMAR SHAILESHBHAI PANDYA

Address : AT : KADOLI, TA HIMATNAGAR.

E-mail ID : [Amrshaleshk@Gmail.com](mailto:Amrshaleshk@Gmail.com) Signature: *Amrshaleshk Pandya* failing him;

2. Name :

Address :

E-mail ID : Signature: , or failing him;

3. Name :

Address :

E-mail ID : Signature: , or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s) *Amrshaleshk Pandya*

(Signature across the stamp)





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**NALIN LEASE FINANCE LIMITED**

**Registered office:** GANDHI NURSING HOME BUILDING,  
DR.NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001  
**Tel No:** (02772)241264, 242264  
**CIN:** L65910GJ1990PLC014516, **Website:** nalinfin.co.in  
**E-mail:** nalinlease@yahoo.co.in

**EQUITY SHAREHOLDERS**

**FORM OF PROXY**

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	PATEL MANJULABEN MUKESH SHAH
Registered Address	HARIPURAKAMPA, HADIXOL, TA. HIMATNAGAR SK.
E - mail ID	KRPATEL6363@gmail.com
Folio No./ DPID and Client ID*	IN30154938581587

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 48400 Shares of the above named Applicant Company, hereby appoint:

1. Name : SURESHCHANDRA SATANIKAPLAL SONI

Address : JAY YOGTESHWAR SOCIETY, GAYATHI MANDIR ROAD, MAHAVIRNAGAR

E-mail ID : soni.sureshchandra04@gmail.com Signature: [Signature] or failing him; HIMATNAGAR

2. Name :

Address :

E-mail ID :

3. Name : Signature: , or failing him;

Address :

E-mail ID: Signature: , or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of SEP, 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s) [Signature]



(Signature across the stamp)



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## NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001

Tel No: (02772)241264, 242264

CIN: L65910GJ1990PLC014516, Website: [nalinfin.co.in](http://nalinfin.co.in)

E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

### EQUITY SHAREHOLDERS

#### FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	MUKESHBHAI RAMJIBHAI PATEL
Registered Address	HARIPURAILCAMP, HADIMOL, HIMATNAGAR SK
E - mail ID	KRPATEL6363@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938581579.

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 51400 Shares of the above named Applicant Company, hereby appoint:

1. Name : KISMATSINH ISHWARSINH VAGHELA

Address : RASULPUR, SALAL, TA. PRATI, SK

E-mail ID : vaghele.kismatsinh@gmail.com Signature: Kismatsinh Vaghela, or failing him;

2. Name : \_\_\_\_\_  
Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him;

3. Name : \_\_\_\_\_  
Address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September, 2019

Signature of Shareholder (s) \_\_\_\_\_

Signature of Proxy Holder (s) Kismatsinh. Ishwarsinh Vaghela



(Signature across the stamp)



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## NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001

Tel No: (02772)241264, 242264

CIN: L65910GJ1990PLC014516, Website: [nalinfin.co.in](http://nalinfin.co.in)

E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

### EQUITY SHAREHOLDERS

#### FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	MUKESHBHAI AMICHANDBHAI PRAJAPATI
Registered Address	HANSAPUR, TAHIMATNAGAR DIST. SABARKANTHA
E - mail ID	MUKESHPRAJAPATI1285@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938648799

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 17689 Shares of the above named Applicant Company, hereby appoint:

1. Name : RANJITSINH JAGATSINH CHAUHAN

Address : RASULPUR, SALAL TA. PRANTIJ S.K.

E-mail ID : ranjitchauhan384@gmail.com Signature: Ranjitsinh Jagatsinh Chauhan

2. Name : Signature: or failing him; chauhan

Address :

E-mail ID : Signature: or failing him;

3. Name : Address :

E-mail ID :

Signature: or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September, 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s) Ranjitsinh Jagatsinh Chauhan



(Signature across the stamp)



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# NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR.NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516,Website: [nalinfin.co.in](http://nalinfin.co.in)  
E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

## EQUITY SHAREHOLDERS

### FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	PRAJAPATI KAUSHIK A.
Registered Address	AT. KANIKUL, HIMATNAGAR S.K. 383001
E - mail ID	KAUSHIK.PRAJAPATI.25791@GMAIL.COM
Folio No./ DPID and Client ID*	IN30154938508353.

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 37601 Shares of the above named Applicant Company, hereby appoint:

1. Name : ANKITSINH JAGATSINH CHAUHAN

Address : RASULPUR, SALAL, TA. HIMATNAGAR SIK

E-mail ID : ~~chauhansinh.jagatsinh@gmail.com~~ Signature: ~~Chauhan Ankitsinh~~ or failing him;

2. Name : ~~Chauhan Ankitsinh~~ Signature: ~~Chauhan Ankitsinh~~ or failing him;

Address : ~~Chauhan Ankitsinh~~

E-mail ID : ~~Chauhan Ankitsinh~~ Signature: ~~Chauhan Ankitsinh~~ or failing him;

3. Name : ~~Chauhan Ankitsinh~~ Signature: ~~Chauhan Ankitsinh~~ or failing him;

Address : ~~Chauhan Ankitsinh~~

E-mail ID : ~~Chauhan Ankitsinh~~ Signature: ~~Chauhan Ankitsinh~~ or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September 2019

Signature of Shareholder (s) \_\_\_\_\_

Signature of Proxy Holder (s) Chauhan Ankitsinh Jagatsinh



(Signature across the stamp)



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## NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001

Tel No: (02772)241264, 242264

CIN: L65910GJ1990PLC014516, Website: [nalinfin.co.in](http://nalinfin.co.in)

E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

### EQUITY SHAREHOLDERS

#### FORM OF PROXY

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	PRAJAPATI AMPITBHAI R.
Registered Address	AT. <del>OLD</del> KANKNUL TA. HIMATNAGAR SIK.
E - mail ID	94kunchodprajapati@gmail.com
Folio No./ DPID and Client ID*	IN30154938616726.

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 27782 Shares of the above named Applicant Company, hereby appoint:

1. Name : NEPALSINH RAJENDRA SINH BIHOLA

Address : VANKATIMBA, GALI SEMBRO, TA BHILODA, ARVALLI

E-mail ID : biholanilesh7@gmail.com Signature: Nepalsinh Rajendrasinh Bihola, or failing him;

2. Name : Signature: Nepalsinh Rajendrasinh Bihola, or failing him;

Address : Signature: Nepalsinh Rajendrasinh Bihola, or failing him;

E-mail ID : Signature: Nepalsinh Rajendrasinh Bihola, or failing him;

3. Name : Signature: Nepalsinh Rajendrasinh Bihola, or failing him;

Address : Signature: Nepalsinh Rajendrasinh Bihola, or failing him;

E-mail ID : Signature: Nepalsinh Rajendrasinh Bihola, or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September, 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s) Nepalsinh Rajendrasinh Bihola

(Signature across the stamp)





14

**NALIN LEASE FINANCE LIMITED**

Registered office: GANDHI NURSING HOME BUILDING,  
DR.NALINKANT GANDHI ROAD, HIMATNAGAR,  
GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516, Website: [nalinfin.co.in](http://nalinfin.co.in)  
E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

**EQUITY SHAREHOLDERS**

**FORM OF PROXY**

[As per Form MGT -11 and pursuant to Section 105(7) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	RAMLABEN K PRATAPATI
Registered Address	KANIKNOL, HIMATNAGAR, SABARIKANTHA
E - mail ID	Kanvbbhaipratapatti1820@gmail.com
Folio No./ DPID and Client ID*	IN30154938529288

\*applicable in case of shares held in electronic form

I / We, being the member (s) of 50205 Shares of the above named Applicant Company, hereby appoint:

1. Name : UDAVAT SANJOYSINH JORAVARSINH

Address : SUNDI, TA BHILODA SL.

E-mail ID : udavatsumjagshah1357@gmail.com Signature: S. J. UDAVAT, or failing him;

2. Name :

Address :

E-mail ID : Signature: , or failing him;

3. Name :

Address :

E-mail ID : Signature: , or failing him;

as my/our proxy, to act for me/us at the meeting of the Equity Shareholders of the Applicant Company to be held at Gandhi Nursing Home Building, Dr.Nalinkant Gandhi Road Himatnagar Gujarat-383001, India, on Saturday, the 14<sup>th</sup> September, 2019 at 4:00 p.m. (1600 hours) for the purpose of considering and, if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited (the "Scheme") and at such meeting, and at any adjournment or adjournments thereof, to vote, for me/us and in my/our name(s) FOR (here, if 'for', insert 'FOR', if 'against', insert 'AGAINST', and in the later case, strike out the words below after 'the Scheme') the said arrangement Embodied in the Scheme, either with or without modification(s)\*, as my/our proxy may approve. (\*Strike out whatever is not applicable)

Signed this 11 day of September, 2019

Signature of Shareholder (s)

Signature of Proxy Holder (s) S. J. UDAVAT



(Signature across the stamp)



Valid (7)

**NALIN LEASE FINANCE LIMITED**

Registered office: GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR, GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516  
Website: [nalinfm.co.in](http://nalinfm.co.in), E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

**BALLOT FORM**

Member

(Please read carefully the instructions before completing the Form)

**SERIAL NO:**

1.	Name & Registered address of the Sole/First named Shareholder:	Keshabhkeshi Prayalali
2.	Name(s) of the joint Shareholder(s), if any:	—
3.	Registered Folio Number/ DP ID No. & Client ID No* (*Applicable to Shareholders holding shares in dematerialized form)	001833
4.	Number of Equity Share(s) held: (as on the cut-off date i.e. 9 <sup>th</sup> August, 2019)	300

I/We hereby exercise my/our vote in respect of the Resolution proposed in the Notice dated 07<sup>th</sup> August, 2019 of the Meeting of Equity Shareholders of Nalin Lease Finance Limited convened as per directions of Ahmedabad Bench of Hon'ble National Company Law Tribunal to be held on Saturday, 14<sup>th</sup> September, 2019 at 04:00 p.m. at the Registered Office of the Company at Gandhi Nursing Home Building, Dr. Nalinkant Gandhi Road Himatnagar Gujarat-383001, India by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Resolution(s)	Number of Equity shares (1)	I/We assent to the resolution(s) (FOR) (2)	I/We dissent to the resolution(s) (AGAINST) (3)
1.	Resolution approving Scheme of Amalgamation under Sections 230 to 232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and the clauses of the Memorandum and Articles of Association of Nalin Lease Finance Limited to the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited.	300	✓	

Place : Himatnagar  
Date : 04/09/2019

Signature of the Shareholder/ Proxy holder/  
Authorised Representative



Valid

81

### NALIN LEASE FINANCE LIMITED

**Registered office:** GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR, GUJARAT- 383001  
**Tel No:** (02772)241264, 242264  
**CIN:** L65910GJ1990PLC014516  
**Website:** [nalinfin.co.in](http://nalinfin.co.in), **E-mail:** [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

#### BALLOT FORM

Member

(Please read carefully the instructions before completing the Form)

**SERIAL NO:**

1.	Name & Registered address of the Sole/First named Shareholder:	Vijaybhai Mohanlal more
2.	Name(s) of the joint Shareholder(s), if any:	3806
3.	Registered Folio Number/ DP ID No. & Client ID No* (*Applicable to Shareholders holding shares in dematerialized form)	10128767
4.	Number of Equity Share(s) held: (as on the cut-off date i.e. 9 <sup>th</sup> August, 2019)	

I/We hereby exercise my/our vote in respect of the Resolution proposed in the Notice dated 07<sup>th</sup> August, 2019 of the Meeting of Equity Shareholders of Nalin Lease Finance Limited convened as per directions of Ahmedabad Bench of Hon'ble National Company Law Tribunal to be held on Saturday, 14<sup>th</sup> September, 2019 at 04:00 p.m. at the Registered Office of the Company at Gandhi Nursing Home Building, Dr. Nalinkant Gandhi Road Himatnagar Gujarat-383001, India by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Resolution(s)	Number of Equity shares (1)	I/We assent to the resolution(s) (FOR) (2)	I/We dissent to the resolution(s) (AGAINST) (3)
1.	Resolution approving Scheme of Amalgamation under Sections 230 to 232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and the clauses of the Memorandum and Articles of Association of Nalin Lease Finance Limited to the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited.	3806	✓	

Place : Himmatnagar  
Date : 14/09/2019

Signature of the Shareholder/ Proxy holder/  
Authorised Representative



Ballot  
Invalid  
(Already  
e-voted)  
(9)

# NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR, GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516  
Website: [nalinfin.co.in](http://nalinfin.co.in), E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

## BALLOT FORM

Member

(Please read carefully the instructions before completing the Form)

SERIAL NO:

1.	Name & Registered address of the Sole/First named Shareholder:	Jaswantsingh K. Solanki
2.	Name(s) of the joint Shareholder(s), if any:	
3.	Registered Folio Number/ DP ID No. & Client ID No* (*Applicable to Shareholders holding shares in dematerialized form)	
4.	Number of Equity Share(s) held: (as on the cut-off date i.e. 9 <sup>th</sup> August, 2019)	

I/We hereby exercise my/our vote in respect of the Resolution proposed in the Notice dated 07<sup>th</sup> August, 2019 of the Meeting of Equity Shareholders of Nalin Lease Finance Limited convened as per directions of Ahmedabad Bench of Hon'ble National Company Law Tribunal to be held on Saturday, 14<sup>th</sup> September, 2019 at 04:00 p.m. at the Registered Office of the Company at Gandhi Nursing Home Building, Dr. Nalinkant Gandhi Road Himatnagar Gujarat-383001, India by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Resolution(s)	Number of Equity shares (1)	I/We assent to the resolution(s) (FOR) (2)	I/We dissent to the resolution(s) (AGAINST) (3)
1.	Resolution approving Scheme of Amalgamation under Sections 230 to 232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and the clauses of the Memorandum and Articles of Association of Nalin Lease Finance Limited to the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited.	✓		

Place :  
Date :

Signature of the Shareholder/ Proxy holder/  
Authorised Representative



Baker  
(Invalid)  
Attested  
e-voted) 10

### NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR, GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516  
Website: [nalinfin.co.in](http://nalinfin.co.in), E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

#### BALLOT FORM

Member

(Please read carefully the instructions before completing the Form)

SERIAL NO:

1.	Name & Registered address of the Sole/First named Shareholder:	Baker & Thakur
2.	Name(s) of the joint Shareholder(s), if any:	
3.	Registered Folio Number/ DP ID No. & Client ID No* (*Applicable to Shareholders holding shares in dematerialized form)	
4.	Number of Equity Share(s) held: (as on the cut-off date i.e. 9 <sup>th</sup> August, 2019)	

I/We hereby exercise my/our vote in respect of the Resolution proposed in the Notice dated 07<sup>th</sup> August, 2019 of the Meeting of Equity Shareholders of Nalin Lease Finance Limited convened as per directions of Ahmedabad Bench of Hon'ble National Company Law Tribunal to be held on Saturday, 14<sup>th</sup> September, 2019 at 04:00 p.m. at the Registered Office of the Company at Gandhi Nursing Home Building, Dr. Nalinkant Gandhi Road Himatnagar Gujarat-383001, India by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Resolution(s)	Number of Equity shares (1)	I/We assent to the resolution(s) (FOR) (2)	I/We dissent to the resolution(s) (AGAINST) (3)
1.	Resolution approving Scheme of Amalgamation under Sections 230 to 232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and the clauses of the Memorandum and Articles of Association of Nalin Lease Finance Limited to the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited.	✓		

Place :  
Date :

Signature of the Shareholder/ Proxy holder/  
Authorised Representative



Invalid  
(e-voting) 11

### NALIN LEASE FINANCE LIMITED

**Registered office:** GANDHI NURSING HOME BUILDING,  
DR.NALINKANT GANDHI ROAD, HIMATNAGAR, GUJARAT- 383001  
**Tel No:** (02772)241264, 242264  
**CIN:** L65910GJ1990PLC014516  
**Website:** [nalinfin.co.in](http://nalinfin.co.in), **E-mail:** [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

### BALLOT FORM

Member

(Please read carefully the instructions before completing the Form)

**SERIAL NO:**

1.	Name & Registered address of the Sole/First named Shareholder:	Dr. Nalin Kant Gandhi
2.	Name(s) of the joint Shareholder(s), if any:	
3.	Registered Folio Number/ DP ID No. & Client ID No* (*Applicable to Shareholders holding shares in dematerialized form)	
4.	Number of Equity Share(s) held: (as on the cut-off date i.e. 9 <sup>th</sup> August, 2019)	

I/We hereby exercise my/our vote in respect of the Resolution proposed in the Notice dated 07<sup>th</sup> August, 2019 of the Meeting of Equity Shareholders of Nalin Lease Finance Limited convened as per directions of Ahmedabad Bench of Hon'ble National Company Law Tribunal to be held on Saturday, 14<sup>th</sup> September, 2019 at 04:00 p.m. at the Registered Office of the Company at Gandhi Nursing Home Building, Dr. Nalinkant Gandhi Road Himatnagar Gujarat-383001, India by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Resolution(s)	Number of Equity shares (1)	I/We assent to the resolution(s) (FOR) (2)	I/We dissent to the resolution(s) (AGAINST) (3)
1.	Resolution approving Scheme of Amalgamation under Sections 230 to 232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and the clauses of the Memorandum and Articles of Association of Nalin Lease Finance Limited to the arrangement embodied in the Scheme of Amalgamation of Ameer Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited.	✓		

Place :  
Date :

Signature of the Shareholder/ Proxy holder/  
Authorised Representative



Invalid  
(e-voting done) (12)

# NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR. NALINKANT GANDHI ROAD, HIMATNAGAR, GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516  
Website: [nalinfin.co.in](http://nalinfin.co.in), E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

## BALLOT FORM

Member

(Please read carefully the instructions before completing the Form)

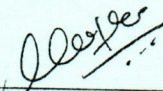
SERIAL NO:

1.	Name & Registered address of the Sole/First named Shareholder:	Mayur Thakur
2.	Name(s) of the joint Shareholder(s), if any:	
3.	Registered Folio Number/ DP ID No. & Client ID No* (*Applicable to Shareholders holding shares in dematerialized form)	
4.	Number of Equity Share(s) held: (as on the cut-off date i.e. 9 <sup>th</sup> August, 2019)	

I/We hereby exercise my/our vote in respect of the Resolution proposed in the Notice dated 07<sup>th</sup> August, 2019 of the Meeting of Equity Shareholders of Nalin Lease Finance Limited convened as per directions of Ahmedabad Bench of Hon'ble National Company Law Tribunal to be held on Saturday, 14<sup>th</sup> September, 2019 at 04:00 p.m. at the Registered Office of the Company at Gandhi Nursing Home Building, Dr. Nalinkant Gandhi Road Himatnagar Gujarat-383001, India by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Resolution(s)	Number of Equity shares (1)	I/We assent to the resolution(s) (FOR) (2)	I/We dissent to the resolution(s) (AGAINST) (3)
1.	Resolution approving Scheme of Amalgamation under Sections 230 to 232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and the clauses of the Memorandum and Articles of Association of Nalin Lease Finance Limited to the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited.	✓		

Place : Himatnagar  
Date : 14.9.2019

  
Signature of the Shareholder/ Proxy holder/  
Authorised Representative



Invalid  
(e-voting  
done) 13

# NALIN LEASE FINANCE LIMITED

Registered office: GANDHI NURSING HOME BUILDING,  
DR.NALINKANT GANDHI ROAD, HIMATNAGAR, GUJARAT- 383001  
Tel No: (02772)241264, 242264  
CIN: L65910GJ1990PLC014516  
Website: [nalinfm.co.in](http://nalinfm.co.in), E-mail: [nalinlease@yahoo.co.in](mailto:nalinlease@yahoo.co.in)

## BALLOT FORM

Member

(Please read carefully the instructions before completing the Form)

### SERIAL NO:

1.	Name & Registered address of the Sole/First named Shareholder:	Rameshbhai Prajapati
2.	Name(s) of the joint Shareholder(s), if any:	
3.	Registered Folio Number/ DP ID No. & Client ID No* (*Applicable to Shareholders holding shares in dematerialized form)	
4.	Number of Equity Share(s) held: (as on the cut-off date i.e. 9 <sup>th</sup> August, 2019)	

I/We hereby exercise my/our vote in respect of the Resolution proposed in the Notice dated 07<sup>th</sup> August, 2019 of the Meeting of Equity Shareholders of Nalin Lease Finance Limited convened as per directions of Ahmedabad Bench of Hon'ble National Company Law Tribunal to be held on Saturday, 14<sup>th</sup> September, 2019 at 04:00 p.m. at the Registered Office of the Company at Gandhi Nursing Home Building, Dr. Nalinkant Gandhi Road Himatnagar Gujarat-383001, India by sending my/our assent or dissent to the said Resolution by placing a tick mark (✓) in the appropriate box below:

Item No.	Resolution(s)	Number of Equity shares (1)	I/We assent to the resolution(s) (FOR) (2)	I/We dissent to the resolution(s) (AGAINST) (3)
1.	Resolution approving Scheme of Amalgamation under Sections 230 to 232 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and the clauses of the Memorandum and Articles of Association of Nalin Lease Finance Limited to the arrangement embodied in the Scheme of Amalgamation of Amee Finance Limited, Gandhi Shroff Services Private Limited, Nalin Services Limited and Nalin Consultancy Services Limited with Nalin Lease Finance Limited.	✓		

Place :  
Date :

Signature of the Shareholder/ Proxy holder/  
Authorised Representative

CA (CAA) NO. 85 OF 2019

AND

AND

In the matter of -----

Amee Finance Limited (AFL)

CIN: U65923GJ1996PLC028768

Regis. Office: Gandhi Nursing Home Building

Dr. Nalinkant Gandhi Road Himatnagar

Gujarat- 383001

-----APPLICANT

(TRANSFEROR COMPANY NO. 1)

Gandhi Shroff Services Private Limited (GSSPL)

CIN: U74140GJ1992PTC018361

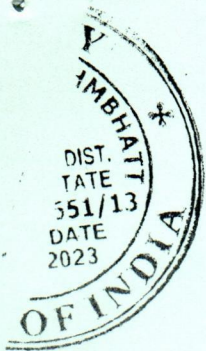
Regis. Office: Gandhi Nursing Home Building,

First Floor, Dr N G Road Himatnagar,

Gujarat -383001

-----APPLICANT

(TRANSFEROR COMPANY NO. 2) 3099 8326754



Nalin Services Limited (NSL)

CIN: U15118GJ1996PLC030871

Regis. Office: Gandhi Nursing Home Bldg

Dr Nr Gandhi Road Himatnagar

Gujarat- 383001



-----APPLICANT

(TRANSFEROR COMPANY NO. 3)

Nalin Consultancy Services Limited (NCSL)

CIN: U93000GJ1998PLC033695

Regis. Office: Ground Floor Gandhi Nursing home Bldg

Dr Nalinkant Gandhi Road Himatnagar,

Gujarat- 383001

-----APPLICANT

(TRANSFEROR COMPANY NO. 4)

AND

Nalin Lease Finance Limited (NLFL)

CIN: L65910GJ1990PLC014516

Regis. Office: Gandhi Nursing Home Bldg

Dr.Nalinkant Gandhi Road

Himatnagar Gujarat-383001

-----APPLICANT

(TRANSFeree COMPANY)

SR. No. 2008-1 OCT 2019

KIMALAXI G. BRAHMBHATT  
NOTARY  
GOVT. OF INDIA

AFFIDAVIT VERIFYING THE CHAIRMAN'S REPORT

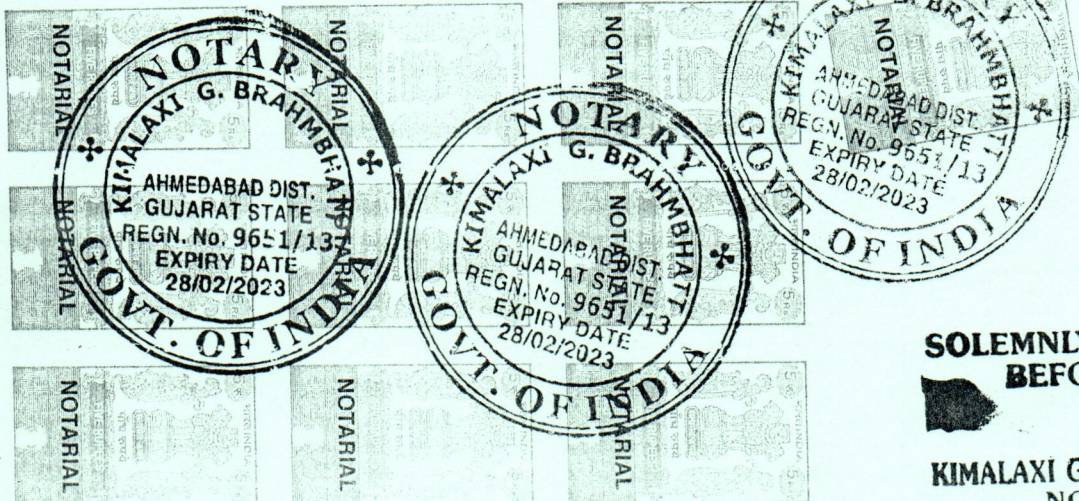
I, Samsad Alam Khan, Practicing Company Secretary (Mem. No. A28799), 1 OCT 2019  
residing at Ahmedabad, solemnly affirm as follows:

That *vide* Orders dated 26<sup>th</sup> July, 2019, I was appointed by the Hon'ble NCLT  
Ahmedabad Bench, Ahmedabad, Gujarat to act as the Chairman of the  
meeting of the Equity Shareholders of the Transferee Company. The said  
meeting was duly convened on 14<sup>th</sup> September, 2019 at 04:00 p.m. The report  
submitted herewith for proceedings of the said meeting is true to my  
knowledge, information, and belief and I believe the same to be true.

Solemnly affirmed at Ahmedabad on 1 OCT 2019 day of 1 OCT 2019, 2019.

Identified by me

(CS SAMSD ALAM KHAN)  
Chairman  
Deponent



SOLEMNLY AFFIRMED  
BEFORE ME

KIMALAXI G. BRAHMBHATT  
NOTARY  
GOVT. OF INDIA

1 OCT 2019