



SUBJECT TO HIMMATNAGAR JURISDICTION ONLY

NALIN LEASE FINANCE LIMITED

CIN : L65910GJ1990PLCO14516

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY NALIN LEASE FINANCE LIMITED HELD ON TUESDAY 26th DAY OF SEPTEMBER, 2018 AT GANDHI NURSING HOME BLDG DR.NALINKANT GANDHI ROAD HIMATNAGAR -383001, REGISTERED OFFICE OF THE COMPANY AT 11:00 A.M.

RESOLUTION NO: 01 RESOLUTION FOR APPROVING THE SCHEME OF AMALGAMATION

"RESOLVED THAT pursuant to the provisions of Section 230-232 and other applicable provisions, if any, of the Companies Act, 1956/2013 and subject to the requisite approval of the shareholders of the Company and the Sanction of the Hon'ble National Company Law Tribunal, Ahmedabad Bench, Gujarat or such other Competent Authority, as may be applicable and after considering the recommendations of the Audit Committee, consent of the Board be and is hereby accorded for the Amalgamation of AMEE FINANCE LIMITED (AFL), GANDHI SHROFF SERVICES PRIVATE LIMITED (GSSPL), NALIN SERVICES LIMITED (NSL) and NALIN CONSULTANCY SERVICES LIMITED (NCSL) (Transferor Companies), with NALIN LEASE FINANCE LIMITED (NLFL) (Transferee Company) with effect from April 01, 2018."

"RESOLVED FURTHER THAT

a) The draft Scheme placed before the Board initialled by the Chairman of the meeting for the purpose of the identification be and is hereby approved;

b) As per the draft scheme of Amalgamation the shares of NALIN LEASE FINANCE LIMITED which are proposed to be issued to AFL, GSSPL, NSL and NCSL in Consideration of Amalgamation of AFL, GSSPL, NSL and NCSL with NLFL as on "Record Date" are as under:-

- I. 5 Equity Shares of Rs.10/- each credited as fully Paid up of the Transferee Company i.e. NLFL shall be issued and allotted at par against 7 Equity Shares of Rs. 10/-each to the Equity Shareholders of the First Transferor Company (AFL).
- II. 29 Equity Shares of Rs.10/- each credited as fully Paid up of the Transferee Company i.e. NLFL shall be issued and allotted at par against 4 Equity Shares of Rs. 100/-each to the Equity Shareholders of the Second Transferor Company GSSPL).
- III. 50 Equity Shares of Rs.10/- each credited as fully Paid up of the Transferee Company i.e. NLFL shall be issued and allotted at par against 13 Equity Shares of Rs. 10/-each to the Equity Shareholders of the Third Transferor Company (NSL).
- IV. 18 Equity Shares of Rs.10/- each credited as fully Paid up of the Transferee Company i.e. NLFL shall be issued and allotted at par against 4 Equity Shares of Rs. 10/-each to the Equity Shareholders of the Fourth Transferor Company (NCSL).

c) All the Directors of the Company are authorized severally to take all necessary steps for:-

1. Seeking regulatory approvals, consents/permissions as may be required for implementation of the said scheme.

Regd Office : Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, HIMATNAGAR - 383 001
Ph : (02772) 241264, 242264, Email : nalinlease@yahoo.co.in





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2. Filing Application with the Hon'ble National Company Law Tribunal, Ahmedabad Bench or such other competent authority and holding meeting of the Shareholders of the Company and Creditors of the Company, if required as directed by the Hon'ble NCLT to give effect to the scheme.
3. Filing Application/Petition for confirmation of the Scheme by the Hon'ble NCLT, Ahmedabad Bench, Gujarat or such other competent authority.
4. To engage Practising Company Secretaries for the above purpose if necessary, and also avail the services of advocates & counsel, prepare and file all pleadings, Reports and sign and issue Public Advertisement and Notices if required.
5. Obtaining approvals from such other Authorities and Parties including the Shareholders, Lenders, Financial Institutions, as may be consider necessary from implementing the scheme.
6. To settle any Question or Issue that may arise in implementation of the above scheme and to give effect to the above resolution.
7. To make any alteration /modification to the scheme as may be required.
8. To sign petition, Application, Documents or any paper relating to the Scheme and
9. To do all acts and things as may be considered and expedient in relation thereto.

"RESOLVED FURTHER THAT a certified true copy of these resolutions be forwarded to all such authorities as may be necessary."

For, NALIN LEASE FINANCE LIMITED


Dilipkumar M Gandhi
Managing Director
DIN: 00339595
Date: 26/09/2018
Place: HIMATNAGAR



NALIN SERVICES LIMITED

Ground Floor, Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road, Himatnagar-383001. Sabarkantha, Gujarat
(CIN: U15118GJ1996PLC030871)
E-mail : nalinlease@yahoo.co.in

CIN: U15118GJ1996PLC030871

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY NALIN SERVICES LIMITED HELD ON WENESDAY 26th DAY OF SEPTEMBER, 2018 AT GANDHI NURSING HOME BLDG DR.NALINKANT GANDHI ROAD HIMATNAGAR -383001, REGISTERED OFFICE OF THE COMPANY AT 03:00 P.M.

RESOLUTION NO: RESOLUTION FOR APPROVING THE SCHEME OF AMALGAMATION

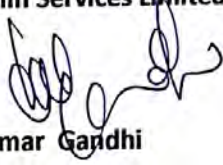
"RESOLVED THAT pursuant to the provisions of Section 230-232 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the requisite approval of the Board of Directors of the Company and the Sanction of the Hon'ble National Company Law Tribunal, Ahmedabad Bench, Gujarat or such other Competent Authority, as may be applicable and after considering the approval of the Board of director, consent of the Board be and is hereby accorded for the Amalgamation of Nalin Service Limited, (Transferor Companie), with Nalin Lease Finance Limited (Transferee Company) with effect from April 01, 2018."

"RESOLVED FURTHER THAT The draft Scheme placed before the Board initialled by the Chairman of the meeting for the purpose of the identification be and is hereby approved; As per the draft scheme of Amalgamation the shares of NALIN LEASE FINANCE LIMITED which are proposed to be issued to Nalin Service Limited, in Consideration of Amalgamation of Nalin Service Limited, with NALIN LEASE FINANCE LIMITED as on "Record Date".

"RESOLVED FURTHER THAT 50 Equity Shares of Rs.10/- each credited as fully Paid up of the Transferee Company i.e. NLFL shall be issued and allotted at par against 13 Equity Shares of Rs. 10/- each to the Equity Shareholders of Nalin Service Limited. All the Directors of the Company are authorized severally to take all necessary steps for amalgamation.

Certified true copy of these resolutions be forwarded to all such authorities as may be necessary.

For, Nalin Services Limited



Dilipkumar Gandhi
Director
DIN: 00339595
Date: 26/09/2018
Place: HIMATNAGAR



GANDHI SHROFF SERVICES PRIVATE LIMITED

Ground Floor, Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road,
Himatnagar-383001. Sabarkantha, Gujarat
(CIN: U74140GJ1992PTC018361
E-mail : nallnlease@yahoo.co.in

CIN: U74140GJ1992PTC018361

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY GANDHI SHROFF SERVICES PRIVATE LIMITED HELD ON WENESDAY 26th DAY OF SEPTEMBER, 2018 AT GANDHI NURSING HOME BLDG DR.NALINKANT GANDHI ROAD HIMATNAGAR -383001, REGISTERED OFFICE OF THE COMPANY AT 04:00 P.M.

RESOLUTION NO: RESOLUTION FOR APPROVING THE SCHEME OF AMALGAMATION

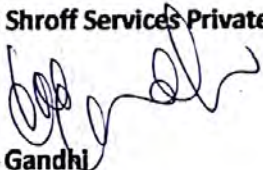
"RESOLVED THAT pursuant to the provisions of Section 230-232 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the requisite approval of the Board of Directors of the Company and the Sanction of the Hon'ble National Company Law Tribunal, Ahmedabad Bench, Gujarat or such other Competent Authority, as may be applicable and after considering the approval of the Board of director, consent of the Board be and is hereby accorded for the Amalgamation of Gandhi Shroff Services Private Limited, (Transferor Companie), with Nalin Lease Finance Limited (Transferee Company) with effect from April 01, 2018."

"RESOLVED FURTHER THAT The draft Scheme placed before the Board initialled by the Chairman of the meeting for the purpose of the identification be and is hereby approved; As per the draft scheme of Amalgamation the shares of NALIN LEASE FINANCE LIMITED which are proposed to be issued to Gandhi Shroff Services Limited, in Consideration of Amalgamation of Gandhi Shroff Services Limited, with NALIN LEASE FINANCE LIMITED as on "Record Date".

"RESOLVED FURTHER THAT 29 Equity Shares of Rs.10/- each credited as fully Paid up of the Transferee Company i.e Nalin Lease Finance Limited shall be issued and allotted at par against 4 Equity Shares of Rs. 100/-each to the Equity Shareholders of Gandhi Shroff Services Private Limited. All the Directors of the Company are authorized severally to take all necessary steps for amalgamation.

Certified true copy of these resolutions be forwarded to all such authorities as may be necessary.

For, Gandhi Shroff Services Private Limited


Dilipkumar Gandhi
Director
DIN: 00339595
Date: 26/09/2018
Place: HIMATNAGAR



AMEE FINANCE LIMITED

Ground Floor, Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road, Himatnagar-383001. Sabarkantha, Gujarat

(CIN: U65923GJ1996PLC028768)

E-mail: nalinlease@yahoo.co.in, Ph.No.02772-241264 242264

CIN: U65923GJ1996PLC028768

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY AMEE FINANCE LIMITED HELD ON WENESDAY 26th DAY OF SEPTEMBER, 2018 AT GANDHI NURSING HOME BLDG DR.NALINKANT GANDHI ROAD HIMATNAGAR -383001, REGISTERED OFFICE OF THE COMPANY AT 04:30 P.M.

RESOLUTION NO: RESOLUTION FOR APPROVING THE SCHEME OF AMALGAMATION

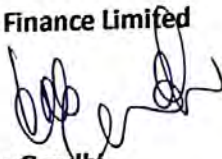
"RESOLVED THAT pursuant to the provisions of Section 230-232 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the requisite approval of the Board of Directors of the Company and the Sanction of the Hon'ble National Company Law Tribunal, Ahmedabad Bench, Gujarat or such other Competent Authority, as may be applicable and after considering the approval of the Board of director, consent of the Board be and is hereby accorded for the Amalgamation of Ameer Finance Limited, (Transferor Company), with NALIN LEASE FINANCE LIMITED (Transferee Company) with effect from April 01, 2018."

"RESOLVED FURTHER THAT The draft Scheme placed before the Board initialled by the Chairman of the meeting for the purpose of the identification be and is hereby approved; As per the draft scheme of Amalgamation the shares of NALIN LEASE FINANCE LIMITED which are proposed to be issued to Ameer Finance Limited, in Consideration of Amalgamation of Ameer Finance Limited, with NALIN LEASE FINANCE LIMITED as on "Record Date".

"RESOLVED FURTHER THAT 5 Equity Shares of Rs.10/- each credited as fully Paid up of the Transferee Company i.e. Nalin Lease Finance Limited shall be issued and allotted at par against 7 Equity Shares of Rs. 10/-each to the Equity Shareholders of Ameer Finance Limited. All the Directors of the Company are authorized severally to take all necessary steps for amalgamation.

Certified true copy of these resolutions be forwarded to all such authorities as may be necessary.

For, Ameer Finance Limited



Dilipkumar Gandhi

Director

DIN: 00339595

Date: 26/09/2018

Place: HIMATNAGAR



NALIN CONSULTANCY SERVICES LIMITED

Ground Floor, Gandhi Nursing Home Bldg.,
Dr. Nalinkant Gandhi Road,
Himatnagar-383001. Sabarkantha, Gujarat
(CIN: U93000GJ1998PLC033695)
E-mail :nalinlease@yahoo.co.in

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY NALIN CONSULTANCY SERVICES LIMITED HELD ON WENESDAY 26th DAY OF SEPTEMBER, 2018 AT GANDHI NURSING HOME BLDG DR.NALINKANT GANDHI ROAD HIMATNAGAR -383001, REGISTERED OFFICE OF THE COMPANY AT 03:30 P.M.

RESOLUTION NO: RESOLUTION FOR APPROVING THE SCHEME OF AMALGAMATION

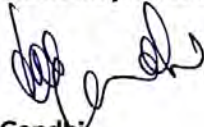
“RESOLVED THAT pursuant to the provisions of Section 230-232 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the requisite approval of the Board of Directors of the Company and the Sanction of the Hon’ble National Company Law Tribunal, Ahmedabad Bench, Gujarat or such other Competent Authority, as may be applicable and after considering the approval of the Board of director, consent of the Board be and is hereby accorded for the Amalgamation of **Nalin Consultancy Services Limited**, (Transferor Companie), with **Nalin Lease Finance Limited** (Transferee Company) with effect from April 01, 2018.”

“RESOLVED FURTHER THAT The draft Scheme placed before the Board initialled by the Chairman of the meeting for the purpose of the identification be and is hereby approved; As per the draft scheme of Amalgamation the shares of **NALIN LEASE FINANCE LIMITED** which are proposed to be issued to Nalin Consultancy Services Limited, in Consideration of Amalgamation of Nalin Consultancy Services Limited, with **NALIN LEASE FINANCE LIMITED** as on “Record Date”.

“RESOLVED FURTHER THAT 18 Equity Shares of Rs.10/- each credited as fully Paid up of the Transferee Company i.e. **Nalin Lease Finance Limited** shall be issued and allotted at par against 4 Equity Shares of Rs. 10/-each to the Equity Shareholders of Nalin Consultancy Services Limited. All the Directors of the Company are authorized severally to take all necessary steps for amalgamation.

Certified true copy of these resolutions be forwarded to all such authorities as may be necessary.

For, Nalin Consultancy Services Limited



Dilipkumar Gandhi
Director

DIN: 00339595

Date: 26/09/2018

Place: HIMATNAGAR

