



We, Paresh Thothawala & Co. Chartered Accountants (FRN No. 114777W), the statutory auditors of Nalin Lease Finance Limited (CIN NO. L65910GJ1990PLC014516), have examined the proposed accounting treatment in the Scheme of amalgamation between Nalin Lease Finance Limited with Ameer Finance Limited, Nalin Consultancy Private Limited, Nalin Services Limited and Gandhi Shroff Services Private Limited in terms of the provisions of Section 230-232 of Companies Act, 2013 with reference to its compliance with the applicable Accounting Standards notified under the Companies Act 2013 and Other Generally Accepted Accounting Principles. The Scheme is subject to sanction by the National Company Law Tribunal, Ahmedabad.

We have been requested by the management of the Transferee company (Nalin Lease Finance Limited) to issue a certificate as required under section 230 to 232 of the Companies Act, 2013 to certify the accounting treatment as provided for in the Scheme of amalgamation is in conformity with the accounting standards prescribed under Section 133 of Companies Act, 2013.

On the basis of our examination of the Scheme of amalgamation and according to the information and explanations given to us, we certify that the proposed accounting treatment enclosed herewith in the nature of amalgamation dealing with accounting treatment in the books of the company, is in compliance with all applicable accounting standards specified by the Central Government in accordance with Section 133 of the Companies Act, 2013.

This Certificate is issued at the request of the Nalin Lease Finance Limited pursuant to the requirements of Ministry of Corporate Affairs (Ref no. CA (CAA) Nos. 85/NCLT/AHM/2019) for onward submission to the National Company Law Tribunal Bench at Ahmedabad. This Certificate should not be used for any other purpose without our prior written consent.

For, Paresh Thothawala & Co.
Chartered Accountants
FRN No. 114777W

Paresh K Thothawala



CA Paresh Thothawala
Partner
Membership No. 048435

UDIN: 19048435AAAEN3483

Date: 16/09/2019
Place: Ahmedabad

Accounting Treatment in the Books of Transferee Company upon Approval of Scheme of Amalgamation

For Transfer of Undertaknig of M/s Amee Finance Limited (AFL)

Particulars	Debit Amount (In Rs.)	Credit Amount (In Rs.)
By Total Assets (AFL)	24,239,386.42	
To Liabilities (AFL)		829,912.15
To Equity Share Capital		14,285,710.00
To Share Premium		9,014,283.00
To General Reserves		109,481.27
Total	24,239,386.42	24,239,386.42

(Being Assets and Liabilities of Amee Finance Limited in the Books of Transferee Company and Issue of Shares in Consideration to Equity Shareholders of Transferor Company pursuant to Scheme of Amalgamation)

For Transfer of Undertaknig of M/s Gandhi Shroff Services Pvt. Ltd (GSSPL)

Particulars	Debit Amount (In Rs.)	Credit Amount (In Rs.)
By Total Assets (GSSPL)	24,399,156.00	
To Liabilities (GSSPL)		714,693.00
To Equity Share Capital		14,500,000.00
To Share Premium		9,149,500.00
To General Reserves		34,963.00
Total	24,399,156.00	24,399,156.00

(Being Assets and Liabilities of Gandhi Shroff Services Pvt. Ltd in the Books of Transferee Company and Issue of Shares in Consideration to Equity Shareholders of Transferor Company pursuant to Scheme of Amalgamation)

For Transfer of Undertaknig of M/s Nalin Consultancy Services Limited (NCSL)

Particulars	Debit Amount (In Rs.)	Credit Amount (In Rs.)
By Total Assets (NCSL)	3,698,269.00	
To Liabilities (NCSL)		37,401.00



To Equity Share Capital		22,50,320.00
To Share Premium		14,19,951.92
By General Reserves	9,403.92	
Total	37,07,672.92	37,07,672.92

(Being Assets and Liabilities of Nalin Consultancy Services Limited in the Books of Transferee Company and Issue of Shares in Consideration to Equity Shareholders of Transferor Company pursuant to Scheme of Amalgamation)

For Transfer of Undertakng of M/s Nalin Services Limited (NSL)

Particulars	Debit Amount (In Rs.)	Credit Amount (In Rs.)
By Total Assets (NSL)	33,03,733.00	
To Liabilities (NSL)		1,63,265.00
To Equity Share Capital		19,25,770.00
To Share Premium		12,15,160.87
By General Reserves	462.87	
Total	33,04,195.87	33,04,195.87

(Being Assets and Liabilities of Nalin Services Limited in the Books of Transferee Company and Issue of Shares in Consideration to Equity Shareholders of Transferor Company pursuant to Scheme of Amalgamation)

