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03/12/2019

NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD

CP(CAA) 114 of 2019 in CA (CAA) 85/NCLT/AHM/2019

Coram: HON'BLE Ms. MANORAMA KUMARI, MEMBER JUDICIAL
HON'BLE Mr. CHOCKALINGAM THIRUNAVUKKARASU, MEMBER TECHNICAL

ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 25.11.2019

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
1.	AMRISH GANDHI	PCS		
2.				

ORDER

The Petitioner is represented through learned PCS.

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

CHOCKALINGAM THIRUNAVUKKARASU
MEMBER TECHNICAL

MANORAMA KUMARI
MEMBER JUDICIAL

Dated this the 25th day of November, 2019

NATIONAL COMPANY LAW TRIBUNAL AHMEDABAD

NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD

CP(CAA) No. 114/NCLT/AHM/2019
in
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 ...Petitioner 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 ....Petitioner Transferor Company No. 2

Nalin Services Limited (NSL)
CIN:U15118GJ1996PLC030871
Having its registered office at:
Gandhi Nursing Home Building,
Dr NalinkantGandhi Road,
Himatnagar
Gujarat- 383001 .....Petitioner Transferor Company No. 3

Nalin Consultancy Services Limited (NCSL)
CIN: U93000GJ1998PLC033695
Having its registered office at:
Gandhi Nursing Home Buiding,
Dr Nalinkant Gandhi Road,
Himatnagar,
Gujarat ....Petitioner Transferor Company No. 4

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AND

Nalin Lease Finance Limited (NLFL)
CIN:L65910GJ1990PLC014516
Having its registered office at:
Gandhi Nursing Home Building,
Dr.Nalinkant Gandhi Road
Himatnagar,
Gujarat ...Petitioner Transferee Company

Order delivered on 25th November, 2019

Coram: Hon'ble Ms. Manorama Kumari, Member (J)
Hon'ble Mr. Chockalingam Thirunavukkarasu, Member (T)

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

ORDER

[Per se: Hon'ble Ms. Manorama Kumari, Member (J)

1. The instant joint petition is filed by the Petitioner Companies under Sections 230-232 of the Companies Act, 2013 (hereinafter referred to as "Act") read with Rule 3 of Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 (hereinafter referred to as "Rules") for sanctioning the Scheme of Arrangement involving amalgamation of Amee Finance Limited, Petitioner Transferor Company No. I, Gandhi Shroff Services Private Limited, Petitioner Transferor Company No. 2, Nalin Services Limited, Petitioner Transferor Company No. 3 and Nalin Consultancy Services Limited, Petitioner Transferor Company No. 4 with Nalin Lease Finance Limited, Petitioner Transferee Company.

2. It is stated that Petitioner Transferor Company No. 1 is the closely held Public Limited NBFC. The Petitioner Transferor Company No. 2 is a Private Limited NBFC. The Petitioner Transferor Company No. 3 is the closely held Public Limited Company. The Petitioner Transferor Company No. 4 is he closely held Public Limited Company while the

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Petititioner Transferee Company is the NBFC listed with Bombay Stock Exchange.

3. It is stated that as per the audited balance sheet of the Petitioner Transferor Companies as on 31st March, 2019 and as on date, the authorized, issued and paid-up share capital are under:

(A) The Share Capital of the Petitioner Transferor Company No. 1 as on Date:

Authorized Capital	**(IN RUPEES)**
22,50,000 Equity Shares of INR 10/- each	2,25,00,000
Total	**2,25,00,000**
Issued, Subscribed and paid-up Capital	
20,00,000 Equity Shares of INR 10/- each	2,00,00,000
Total	**2,00,00,000**

(B) The Share Capital of the Petitioner Transferor Company No. 2 as on Date:

Authorized Capital	**(IN RUPEES)**
2,25,000 Equity Shares of INR 100/- each	2,25,00,000
Total	2,25,00,000
Issued, Subscribed and paid-up Capital	
2,00,000 Equity Shares of INR 100/- each	2,00,00000
Total	**2,00,00,000**

(C) The Share Capital of the Petitioner Transferor Company No. 3 as on Date:

Authorized Capital	**(IN RUPEES)**
1,00,000 Equity Shares of INR 10/- each	10,00,000
Total	**10,00,000**
Issued, Subscribed and paid-up Capital	
50,070 Equity Shares of INR 10/- each	5,00,700
Total	**5,00,700**

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(D) The Share Capital of the Petitioner Transferor Company No. 4 as on Date:

Authorized Capital	**(IN RUPEES)**
10,00,000 Equity Shares of INR 10/- each	1,00,00,000
Total	**1,00,00,000**
Issued, Subscribed and paid-up Capital	
50,007 Equity Shares of INR 10/- each	5,00,070
Total	**5,00,700**

The Petitioner Transferor Companies have annexed with the Petition, copies of their latest Balance Sheets as on 31.03.2019 as **Annexure – "B1" collectively.**

The Petitioner Transferor Companies have also annexed with the Petition, certified true copies of the Board Resolutions passed by all the aforesaid four Petitioner Transferor Companies as **Annexure – "C1" collectively.**

4. It is stated that as per the audited balance sheet of the Petitioner Transferee Company as on 31st March, 2019 and as on date, the authorized, issued and paid-up share capital is under:

The Share Capital of the Petitioner Transferee Company as on Date:

Authorized Capital	**(IN RUPEES)**
37,50,000 Equity Shares of INR 10/- each	3,75,00,000
Total	**3,75,00,000**
Issued, Subscribed and paid-up Capital	
32,62,000 Equity Shares of INR 10/- each	3,26,20,000
Total	**3,26,20,000**

The Petitioner Transferee Company has annexed with the Petition, copy of their latest Balance Sheets as on 31.03.2019 along with Annual

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Report for the Financial Year 2018-19 as **Annexure – "B2" collectively.**

The Petitioner Transferee Company has also annexed with the Petition, certified true copy of the Board Resolution approving the Scheme of Arrangement in the nature of Amalgamation passed in the meeting of Board of Directors of the Petitioner Transferee Company duly held on 26th September, 2018 as **Annexure – "C2".**

5. According to the Petitioner Companies, the Scheme of Amalgamation will enable the Petitioner Companies to achieve integration of the business operations, strategic flexibility and a scale to pursue growth opportunities. Further, the combined entity will be able to showcase its strength and there will also be synergy benefits and cost efficiencies through combined operations. It will also be conducive to better and more efficient and economical control and conduct of the Petitioner Companies.

6. Earlier, the Petitioner Companies preferred the application viz. CA (CAA) No. 85 of 2019 seeking dispensation of the meetings of Equity Shareholders of all the Petitioner Transferor Companies on the basis of consent affidavits submitted by the Equity Shareholders of all the Petitioner Transferor Companies. It was stated in the aforesaid application that all the Petitioner Transferor Companies have no creditors either Secured or Unsecured. Similarly, it was stated the Petitioner Transferee Company has no Unsecured Creditors. However, the Petitioner Transferee Company sought to convene and hold separate meetings of the Sole Secured Creditor and the Equity Shareholders of the Petitioner Transferee Company. Upon hearing the application, this Tribunal passed the order dated 26th July, 2019 allowed the application and ordered for dispensation of the meetings of the Equity Shareholders of the four Petitioner Transferor Companies and issued necessary directions for convening and holding of the separate meetings of the sole Secured Creditor and the Equity Shareholders of the Petitioner Transferee Company. This Tribunal directed the Petitioner Transferee Company that 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

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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 Petitioner Transferee Company and to each of the Equity Shareholders, as on 20th May, 2019, at their last known addresses either by Registered Post/ Speed Post or by Courier or by e- mail. This Tribunal also appointed Chairman for the aforesaid meetings with the directions that Chairman of the aforesaid meetings 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. This Tribunal further ordered that the Chairman shall report to this Tribunal on the result of the aforesaid meetings in Form No CAA4, verified by his affidavit, as per Rule 14 of the Companies (CAA) Rules, 2016 within 20 (Twenty) days of the conclusion of the aforesaid meetings.

7. This Tribunal also issued directions for service of the notice of the meetings in Form No. CAA.3 along with a copy of the Scheme of Arrangement, the explanatory statement and the disclosures mentioned under Rule 6 upon the statutory authorities viz.

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;

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besides publication of the notice of the meetings in English Daily 'DNA', Ahmedabad Edition having circulation in Ahmedabad and Gujarati translation thereof in Gujarati daily 'Sandesh' Sabarkantha Edition.

8. Pursuant to the directions issued by the Tribunal contained in its order dated 26th July, 2019, notices of aforesaid meetings were sent individually to all the Equity Shareholders and the sole Secured Creditor of the Petitioner Transferee Company together with a copy of the Scheme of Arrangement, explanatory statement and other requisite documents. The notice of the aforesaid meetings was published in English Daily – DNA, Ahmedabad Edition and Gujarati Daily – Sandesh, Sabarkantha Edition on 18th August, 2019. The Chairman of the aforesaid meetings filed affidavit dated 26th August, 2019 before this Tribunal confirming the compliances of the order dated 26th July, 2019 of this Tribunal.

9. It is stated that meeting of the sole Secured Creditor of the Petitioner Transferee Company was duly convened and held at the registered office of the Petitioner Transferee Company on 14th September, 2019 at 2.00 PM. The said meeting of the sole Secured Creditor of the Petitioner Transferee Company was attended by its authorized representative, representing an aggregate value of the secured debit which was about Rs. 7.50 crores representing 100% in number and 100% in value as on the date of the meeting. The resolution carrying the Scheme was passed unanimously by the authorized representative of the sole Secured Creditor, present and voted at the aforesaid meeting.

10. It is stated that meeting of Equity Shareholders of the Petitioner Transferee Company was held at the registered office of the Petitioner Transferee Company on 14th September, 2019 at 4.00 PM. It is stated that none of the Equity Shareholders of the Petitioner Transferee Company voted against the proposed Scheme of Arrangement. The valid votes cast by the Equity Shareholders of the Petitioner Transferee Company through e-voting/present at the meeting indicate clearly that they voted 100% in favor of 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.

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11. The Chairman filed his report before this Tribunal on 3rd October, 2019 confirming the compliance of the directions issued by this Tribunal contained in its order dated 26th July, 2019 regarding convening and holding of the separate meetings of the Sole Secured Creditor and the Equity Shareholders of the Petitioner Transferee Company.

12. The Petitioner Companies filed the present petition on 9th October, 2019 and this Tribunal admitted the petition on 16th October, 2019 and directed the Petitioner Companies to issue the notice to the Regional Director, North Western Region, Registrar of Companies, Official Liquidator, Income Tax authorities, RBI, SEBI and the NRIs who are holding the shares and other statutory authorities, if applicable, informing the date of hearing of the petition and also ordered for publication of notice of hearing of this petition in "DNA" Ahmedabad Edition in English and "Sandesh" Daily Sabarkantha Edition in Gujarati vernacular not less than 10 days before the date of hearing of this petition, calling for objections, if any, on or before the date of hearing of this petition.

13. The Petitioner Transferor Company complied with the directions of this Tribunal issued vide order dated 16th October, 2019, served the notice of hearing of this Petition upon the statutory authorities which includes Regional Director, North Western Region, Registrar of Companies, Official Liquidator, Income Tax, RBI, SEBI, BSE and NRI shareholders and published notice of date of hearing of the Petition in "Business Standard" English daily, Ahmedabad Edition and "Sandesh" Sabarkantha Edition, Gujarat daily and filed proof of service and publication of notice of the date of hearing of the Petition before this Tribunal on 13th November, 2019. The Petitioner Companies were originally directed to publish the notice of the date of hearing of the Petition in "DNA" English daily, Ahmedabad Edition. Since "DNA" discontinued to be published from 16th October, 2019, as per the directions of this Tribunal, the Petitioner Companies published the notice of the date of hearing in "Business Standard" English daily, Ahmedabad Edition.

14. In response to the notice, the Regional Director submitted his representation dated 15th October, 2019 to this Tribunal on 01.10.2018

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The Petitioner Companies have filed their response to the said representation in the form of Common Additional Affidavit dated 15th October 2019. In response to the representation of the Regional Director:

(i) In Para 2 (c) of the said representation, the Regional Director has observed as per Clause No. 8 of the Scheme that authorized Share Capital of the Petitioner Transferor Companies aggregate amounting to Rs. 5,60,00,000/- will be added in the authorized Share Capital of the Petitioner Transferee Company and the consolidated authorized Share Capital of the Petitioner Transferee Company will be arrived to Rs. 9,35,00,000/-. The Petitioner Transferee Company undertakes and confirms the compliance of Section 232(3)(i) of the Companies Act, 2013 and that it will pay the additional fees and other expenses for increase of authorized Share Capital as aforesaid upon the Scheme being approved by this Tribunal.

(ii) That as per observation given in Para 2 (e), the Regional Director submits that the Petitioner Transferee Company viz. Nalin Lease Finance Limited is listed with the BSE and is of the view that the SEBI circulars are applicable and should comply with the requirements of the said circulars. The Petitioner Transferee Company undertakes and confirms that Petitioner Transferee Company has complied with the same as also BSE directions conveyed with the letter dated 22.03.2019 by the Stock Exchanges pursuant to the SEBI circular No. CFD/DIL/3/2017/21 dated 10.03.2017.

(iii) That as per observation given in Para 2(f), there are Foreign National/NRI/Foreign Bodies Corporate holding shares in Petitioner Transferee Company and Regional Director is not aware as to whether the Petitioner Transferee Company has complied with the provisions of FEMA and RBI guidelines or not, in this regard. The Petitioner Transferee Company undertakes and confirms the compliance of FEMA and RBI guidelines have been made in the matter from time to time and will adhere in future as well.

(iv) That as per examination given in Para 2(g) the Clause 15.3 of the Scheme that "Change in Capital Clause and Change in Object Clause shall become operative on the Scheme become effective" while no such

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changes are observed from the Scheme in respect of the Object Clause of the Petitioner Transferee Company. Hence, the same appears to be typographical error/copy paste error. The Petitioner Transferee Company undertakes and confirms the typographical/copy paste error and submits the revised Scheme as annexed herewith as **Annexure A** to place on record all the relevant facts of the matter and as this Tribunal directs.

15. In response to the notice, the Official Liquidator also filed his representations dated 27th September, 2019 in respect of all the four Petitioner Transfer Companies with this Tribunal on 30.09.2019 and desired this Tribunal to direct the Petitioner Transferor Companies to preserve their books of accounts, papers and records and shall not dispose of without prior permission of the Central Government as per the provisions of Section 239 of the Companies Act. 2013.

16. No representation is received either from the Income Tax Department or any other statutory authorities.

17. Further, the Petitioner Companies have placed on record, certificate from their Statutory Auditors certifying that the accounting treatment proposed in terms of Clause 13 of the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

18. The Petitioner Companies have submitted that no proceeding/investigation is pending under the Sections 210-217, 219, 220, 223, 224, 225, 226 & 227 of the Companies Act, 2013 and / or Sections 235 to 251 of the Companies Act, 2013 and the like. The Petitioner Companies have also submitted that no winding up petitioners are pending against any of the Petitioner Companies.

19. Heard Ld. PCS for the Petitioner Companies and on perusal of the Scheme and documents on record with the Petition, this Bench is of the view that all the requirements of Section 230-232 of the Companies Act, 2013 are satisfied.

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20. Thus considering the aforesaid facts and explanations, the Scheme appended with the affidavit dated 15th October, 2019 as **"Annexure-A"** is hereby sanctioned and the petition is allowed.

21. Filing and issuance of drawn up order is hereby dispensed with. All concerned authorities to act on a copy of this order along with the Scheme duly authenticated by the Registrar of this Tribunal. The Registrar of this Tribunal shall issue the authenticated copy of this order along with Scheme immediately.

22. The Petitioner Transferor Companies are directed to preserve their books, papers, accounts and shall not dispose of without the prior permission of the Central Government.

23. The amount towards legal fees /expenses incurred by the office of the Regional Director in respect of the petitioner company is quantified at Rs. 62,500/- which shall be paid by the Petitioner Transferee Company to the Regional Director at Ahmedabad. The amount towards legal fees/expenses incurred by the Official Liquidator is quantified at Rs. 60,000/- which shall be paid by the Petitioner Transferee Company to the Official Liquidator.

24. The Petitioner Transferor Companies are further directed to lodge a copy of this order, the schedule of immovable assets of the Petitioner Transferor Companies as on the date of this order and the Scheme duly authenticated by the Registrar of this Tribunal with the concerned Superintendent of Stamps for the purpose of adjudication of Stamp duty, if any, on the same within 60 days from the date of this order.

25. The Petitioner Companies are directed to file a copy of the order along with the copy of the Scheme with the concerned Registrar of Companies electronically along with INC-28 in addition to the physical copy as per relevant provisions of the Act.

26. CP(CAA) No. 114 of 2019 is hereby allowed and dispose

Chockalingam Thirunavukkarasu
Member (Technical)

Ms. Manorama Kumari
Member (Judicial)

LCT

Certified to be True Copy of the Original
Deputy Registrar
NCLT, Ahmedabad Bench
Ahmedabad
02/12/19

Date of pronouncement of Order: 25/11/2019
Date on which application for Certified Copy was made: 29/11/2019
Date on which Certified Copy was ready: 02/12/2019
Date on which Certified Copy delivered: 03/12/2019.

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03/12/2019

SCHEME OF AMALGAMATION

OF

AMEE FINANCE LIMITED
AND
GANDHI SHROFF SERVICES PRIVATE LIMITED
AND
NALIN SERVICES LIMITED
AND
NALIN CONSULTANCY SERVICES LIMITED (TRANSFEROR COMPANIES)
WITH

NALIN LEASE FINANCE LIMITED
(TRANSFEREE COMPANY)

(UNDER SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013)

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PREAMBLE

This Scheme of Amalgamation is presented pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013, for the 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).

1. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning as under:-

1.1 `**The Act**' means the Companies Act, 1956/2013 and as may be amended from time to time;

1.2 `**The Appointed Date'** means **April 1, 2018**

1.3 "**The Amalgamation**" means the transfer and vesting of undertakings of the Transferor Companies into the Transferee Company in accordance with the Scheme.

1.4 The `**Effective Date'** means the date when the certified copy of the order sanctioning the Scheme of Amalgamation is filed with the Registrar of Companies, Gujarat by all the Companies.

1.5 **"NCLT"** means the applicable bench(es) of the National Company Law Tribunal;

1.6 "**The Record Date**" means the date to be fixed by the Board of Directors of Nalin Lease Finance Limited (NLFL) for the purpose of issue of Shares of NLFL to the Shareholders of Transferor Companies.

1.7 "**Relevant SEBI Circular**" means the circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the SEBI as amended from time to time;

1.8 **"The Stock Exchanges"** means the BSE Limited;

1.9 "**The Scheme**" means this Scheme of Arrangement in the nature of amalgamation between Amee Finance Limited, Gandhi Shroff Services Private Limited,, Nalin Services Limited, Nalin Consultancy Services Limited and Nalin Lease Finance Limited and their respective shareholders and creditors in its present form or with any modification(s) approved or imposed or directed by the National Company Law tribunal at Ahmedabad and/or any other competent authorities.

1.10 **'Transferee Company'** shall mean Nalin Lease Finance Limited (NLFL), a company incorporated under the Act, having its registered office at Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar - 383001, Gujarat.

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1.11 `**Transferor Companies'** means the following companies:-

a) Amee Finance Limited (AFL), a Company incorporated under the Act, having its registered office at Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar - 383001, Gujarat.
b) Gandhi Shroff Services Private Limited (GSSPL), a Company incorporated under the Act, having its registered office at Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar - 383001, Gujarat.
c) Nalin Services Limited (NSL), a Company incorporated under the Act, having its registered office at Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar - 383001, Gujarat.
d) Nalin Consultancy Services Limited (NCSL), a Company incorporated under the Act, having its registered office at Gandhi Nursing Home Bldg, Dr. Nalinkant Gandhi Road, Himatnagar - 383001, Gujarat.

1.12 "**Undertakings of Transferor Companies**" means and include:-

a) All the assets and properties of the Transferor Companies as on the Appointed Date.

b) All the debts, liabilities, duties and obligations of the Transferor Companies as on the Appointed Date.

c) Without prejudice to the generality of Sub-clause (a) above the undertaking of the transferor companies shall include all the transferor companies' reserves, provisions, funds, moveable and immovable properties, assets including investments, claims, powers, authorities, authorized capital, allotment, approvals, consents, registrations, contracts, enactments, deferred income, arrangements, rights, titles, interest, benefits, advantages, lease-hold rights and other intangible rights, industrial and all licenses, permits, pre & post authorizations, quota, rights, trade marks, patents, brands, secret formulae, drawings, research rights and other industrial intellectual properties, imports, telephone/facsimile/telex and other communication facilities, Electrical Connections, non conventional devices and equipments including Computers, Hardwares, Softwares, and other electronic equipments and instruments, system of any kind whatsoever, rights and benefits of all agreements and other interests including rights & benefits under various schemes of different Taxation Laws as may belong to or be available to the Transferor Companies, rights and powers of every kind, nature and description of whatsoever probabilities, liberties, easements, advantages, and approval of whatsoever nature and wheresoever situated, belonging to or in ownership, power or possession or control or entitlement of the Transferor Companies.

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The expressions which are used in this Scheme and not defined in this Scheme shall, unless repugnant or contrary to the context or meaning hereof, have the same meaning as ascribed to them under the Act and other applicable laws, Articles of Association, rules, regulations, bye-laws, as the case may be, or any statutory modifications or re-enactment thereof from time to time.

2. SHARE CAPITAL

2.1 Nalin Lease Finance Limited –Transferee Company

2.1 (A) Capital structure as at 26.09.2018 of NLFL is held as under:

Particulars	**(Amount in Rs.)**
Authorized Share Capital	
37,50,000 Equity Shares of `10/- each	3,75,00,000/-
Total	**3,75,00,000/-**
Issued, Subscribed and Paid-up	
32,62,000 Equity shares of `10/- each	3,26,20,000/-
Total	**3,26,20,000/-**

The paid up capital of the Company as on date is 3,26,20,000 divided in to 32,62,000 equity shares of Rs 10/- each

2.1 (B) Brief Background of the Company:

The Transferee Company, a listed public limited public limited NBFC company, was incorporated in October 1990 under the provisions of the Companies Act, 1956. The Corporate Identification Number of the Transferee Company is L65910GJ1990PLC014516 and its registered office is presently situated at Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar - 383001.

The Transferee Company is engaged in leasing, giving on hire or hire-purchase all forms of immovable and movable properties and assets including buildings, godowns, ware-houses and real estate of any kind. It is also engaged in the business of underwriting, sub-underwriting, to invest in and acquire & hold, sell, buy or otherwise deal in shares, debentures, debenture-bonds, stocks etc.

2.2 Amee Finance Limited-Transferor Company

2.2 (A) The Capital structure as at 26.09.2018 of AFL is held as under:

Particulars	**(Amount in Rs.)**
Authorized Share Capital	
22,50,000 Equity Shares of `10/- each	2,25,00,000/-
Total	**2,25,00,000/-**
Issued, Subscribed and Paid-up	
20,00,000 Equity shares of `10/- each	2,00,00,000/-
Total	**2,00,00,000/-**

There is no change in the Capital Structure of the Company since then.

2.2(B) Brief Background of the Company:

One of the Transferor Companies, an unlisted public limited NBFC company, was incorporated in February 1996 and is registered with

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the Registrar of Companies, Ahmedabad; Gujarat. The Corporate Identification Number of the Company is U65923GJ1996PLC028768 and its registered office is presently situated at Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar - 383001.

The Company is, inter alia, engaged in the business of financing, money lending, bill discounting; factoring, corporate lending and to advance money with or without securities. It also provides finance on the securities of the shares, stocks, bonds, debentures etc.

2.3 Gandhi Shroff Services Private Limited - Transferor Company

2.3 (A) The Capital structure as at 26.09.2018 of GSSPL is held as under:

Particulars	**(Amount in Rs.)**
Authorized Share Capital	
2,25,000 Equity Shares of `100/- each	2,25,00,000/-
Total	**2,25,00,000/-**
Issued, Subscribed and Paid-up	
2,00,000 Equity shares of `100/- each	2,00,00,000/-
Total	**2,00,00,000/-**

There is no change in the Capital Structure of the Company since then.

2.3 (B) Brief Background of the Company:

One of the Transferor Companies, a private limited NBFC company, was incorporated in September 1992 and is registered with the Registrar of Companies, Ahmedabad; Gujarat. The Corporate Identification Number of the Company is U74140GJ1992PTC018361 and its registered office is presently situated at Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar - 383001.

The Company is, inter alia, engaged in the business of finance, lease finance, vehicle finance, industrial and trading finance, project finance. It also provides finance for investment pools, mutual funds, syndicate and securities etc.

2.4 Nalin Services Limited-Transferor Company

2.4 (A) The Capital structure as at 26.09.2018 of NSL is held as under:

Particulars	**(Amount in Rs.)**
Authorized Share Capital	
1,00,000 Equity Shares of `10/- each	10,00,000/-
Total	**10,00,000/-**
Issued, Subscribed and Paid-up	
50,070 Equity Shares of `10/- each	5,00,700/-
Total	**5,00,700/-**

There is no change in the Capital Structure of the Company since then.

2.4 (B) Brief Background of the Company:

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One of the Transferor Companies, an unlisted public limited company, was incorporated in October 1992 and is registered with the Registrar of Companies, Ahmedabad; Gujarat. The Corporate Identification Number of the Company is U15118GJ1996PLC03087 and its registered office is presently situated at Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar - 383001.

The Company is, inter alia, engaged in the business of providing services in various discipline including information technology, cleaning, courier, angadia and adatia services. It also provides ticketing services, management services, cost accounting and accounting services etc.

2.5 Nalin Consultancy Services Limited - Transferor Company

2.5 (A) The Capital structure as at 26.09.2018 of NCSL is held as under:

Particulars	**(Amount in Rs.)**
Authorized Share Capital	
10,00,000 Equity Shares of `10/- each	1,00,00,000/-
Total	**1,00,00,000/-**
Issued, Subscribed and Paid-up	
50,007 Equity shares of `10/- each	5,00,070/-
Total	**5,00,070/-**

There is no change in the Capital Structure of the Company since then.

2.5 (B) Brief Background of the Company:

One of the Transferor Companies, an unlisted public limited company, was incorporated in February, 1998 and is registered with the Registrar of Companies, Ahmedabad; Gujarat. The Corporate Identification Number of the Company is U93000GJ1998PLC033695 and its registered office is presently situated at Gandhi Nursing Home Bldg., Dr. Nalinkant Gandhi Road, Himatnagar - 383001.

The Company is, inter alia, engaged in the business of providing services in various discipline including information technology, cleaning, courier, angadia and adatia services. It also provides ticketing services, management services, cost accounting and accounting services etc.

3. TRANSFER OF UNDERTAKINGS

3.1 With effect from the Appointed Date and subject to the provisions of this Scheme in relation to the mode of transfer and vesting, the Undertakings of the Transferor Companies shall, without any further act or deed, be and the same shall stand transferred to and vested in or deemed to have been transferred to or vested in the Transferee Company pursuant to the provisions of section 232 and other applicable provisions of the Act.

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3.2 With effect from the Appointed Date and subject to the provisions of this Scheme and pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act and in relation to the mode of transfer and vesting, all the assets and properties, rights, claims, title, interest, hereditaments and authorities including accretions and appurtenances thereto such as dividends, or other benefits received of the Transferor Companies shall, without any further act, instrument or deed, be and the same shall stand transferred to and / or vested in or be deemed to have been and stand transferred to or vested in the Transferee Company as a going concern so as to become as and from the Appointed Date, the estate, rights, titles, hereditaments and interests and authorities including accretions and appurtenances thereto such as dividends, or other benefits receivable by that of the Transferee Company.

3.3 With effect from the Appointed Date, and subject to the provisions of this Scheme, all the debts, liabilities, duties and obligations of the Transferor Companies, shall also be and shall stand transferred or deemed to have been transferred without any further act, instrument or deed to the Transferee Company, pursuant to the provisions of Section 232 of the Act, so as to become as and from the Appointed Date, the debts, liabilities, duties and obligations of the Transferee Company and further that it shall not be necessary to obtain consent of any third party or other person who is a party to the contract or arrangements by virtue of which such debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this Clause.

3.4 Without prejudice to the generality of Clause 3.1 above, the undertaking of the Transferor Companies shall mean and include inter alia all the relatable properties and assets including land and buildings, plant and machinery, vehicles, current assets, cash and bank balances, stock-in-trade, work-in-progress, goodwill and other intangibles, investments, rights, titles, interests, powers, authorities, licenses, contracts, tax deducted at source by vendors/ banks/ and receivable by the said company as reflected in Form 26AS on NSDL Income Tax Website as well as those evidences by the valid TDS certificate and other Tax Credits and registrations of whatsoever nature including, without being limited to all patents, trademarks, trade names, know-how and other intellectual property rights of whatsoever nature and licenses in respect thereof, privileges, liberties, easements, advantages, benefits, leases, tenancy rights, ownership flats, quota rights, permits, approvals, authorizations, right to use of telephone, telexes, fax machines, e-mail, internet, electricity connections, utilities and other services etc. (hereinafter collectively referred to as "the said assets") pertaining to the undertaking of the Transferor Companies.

(a) It is expressly provided that in respect of such of the said assets as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred by the Transferor Companies and shall become the property of

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the Transferee Company in pursuance of the provisions of Section 232 of the Act.

(b) In respect of such of the said assets other than those referred to in sub Para (a) above, the same shall, as more particularly provided in sub-clause 3.4 above, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred and vested in the Transferee Company on the Appointed Date pursuant to the provisions of Section 232 of the Act.

3.5 Loans or other obligations, if any, due or outstanding inter se between the Transferor Companies and the Transferee Company shall stand discharged and there shall be no liability, relating either to principal or to interest after the Appointed Date, in respect of such loans and other obligations.

3.6 With effect from the Appointed Date, all taxes relating to the Transferor Companies, payable by the Transferor Companies including all or any refunds of claims shall be treated as the tax liabilities or refunds/claims as the case may be of Transferee Company.

3.7 The Transferee Company shall be entitled to file/ revise their statutory returns and related tax payment certificates and to claim refunds, advance tax credits etc. as may be required consequent to the implementation of the Scheme.

3.8 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor Companies are a party or any writing as may be necessary to execute in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of this Scheme be deemed to be authorized to execute any such writings on behalf of the Transferor Companies as the case may be and to implement or carry out all such formalities or compliances as are required to be carried out or performed by the Transferor Companies under any loan agreements or contracts or otherwise.

3.9 For the avoidance of doubt and without prejudice to the generality of the forgoing, it is clarified that upon coming into effect of the scheme, all consents, permissions, licenses, certificates, forms, clearances, authorities, powers of attorneys given/issued to executed in favour of the Transferor Companies shall without any further Act or deed, stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms thereof, the obligations and the duties there under and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall receive relevant approval from the concerned governmental authorities as may be necessary in this behalf.

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4. ISSUE OF SHARES AND CANCELLATION OF SHARES

a. Upon the Scheme becoming finally effective, in consideration of the transfer and vesting of the Undertaking of Transferor Companies in the Transferee Company in terms of the Scheme, the Transferee Company shall subject to the provisions of the Scheme and without any further application, act or deed, issue and allot fully paid up shares of Rs. 10/- each to the Equity Shareholders of Transferor Companies, whose name appear in the Register of Members on such date ("the Record Date"), as the Board of Directors of the Transferee Company shall determine, or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Transferee Company in the following proportion:

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).

b. The said new Equity Shares of the Transferee Company to be allotted to the shareholders of the Transferor Companies shall be fully paid up shares and shall rank for dividend, voting rights and in all other respects *pari passu* with the existing Equity Shares in the Transferee Company except that they shall not be eligible for any dividend paid or declared by the Transferee Company prior to the Effective Date.

c. Any fraction arising on issue of Equity shares as above will be rounded off to the nearest integer.

d. No fractional entitlements shall be issued in favour of any member of Transferor Companies holding Equity Shares of the Transferor Companies in respect of the fractional entitlements if any, to which he may be entitled on issue or allotment of the shares of the

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Transferee Company as aforesaid. The Board of Directors of the Transferee Company shall instead consolidate all such fractional entitlements and allot shares in lieu thereof to a director or an authorized officer of the Transferee Company with express understanding that such director or the officer shall sell the same at the best available price in one or more lots by private sale/placement or by auction as deemed fit (the decision of such director or the officer as the case may be as to the timing and method of the sale and the price at which such sale has been given effect to shall be final) and pay the sales proceeds to the Transferee Company. The net sale proceeds thereupon shall be distributed among the members of the respective Transferor Companies in the proportion of their fractional entitlements in the Transferee Company.

e. Upon such issue and allotment of shares, the Shareholders of the Transferor Companies shall surrender the Share Certificates held by them to the Transferee Company for exchange thereof. In the default, i.e. Non-compliance with the requirement of aforesaid surrender of the Share Certificates and upon allotment of the new shares in the Transferee Company, the Share Certificates in relation to the Shares held by the shareholders in the Transferor Companies shall be deemed to have been cancelled.

f. The issue and allotment of Equity Shares in the Transferee Company to the members of the Transferor Companies as provided in the Scheme shall be deemed to have been carried out under the provisions of the Act and in accordance with law.

g. The shares held by the Transferee Company in the Transferor Companies shall stand cancelled on the Scheme being sanctioned.

5. Subject to the provisions of the Securities Contracts (Regulations) Act, 1956, the Securities and Exchange Board of India ("SEBI") Act 1992 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Listing Agreement with the stock exchanges. The New Equity Shares to be issued by the Transferee Company pursuant to the Scheme shall be listed at all the Stock exchanges where the existing equity shares of Transferee Company are listed. The Transferee Company shall take steps for listing of these shares on these Stock Exchanges in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Listing Agreement.

6. For the purpose of issue of equity shares to the shareholders of the Transferor companies, the Transferee Company shall, if and to the extent required, apply for and obtain the required statutory approvals and other concerned regulatory authorities including RBI, if so required, for the issue and allotment by the Transferee Company of such equity shares.

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7. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

7.1 Subject to all the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature to which any of the Transferor Companies are party or to the benefit of which the Transferor Companies may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effect against or in favour of the Transferee Company as the case may be and may be enforced as fully and effectively as if, instead of the said Transferor Companies, the Transferee Company had been a party or beneficiary thereto.

7.2 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds, writings or confirmations or enter into a tri-partite arrangement, confirmation or novation to which the Transferor Companies will, as may be necessary also be a party in order to give formal effect to this Clause if so required or become necessary. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorised to execute any such writings on behalf of Transferor Companies and to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Companies.

8. LEGAL PROCEEDINGS

If any suit, petition, appeal, revision or other proceedings of whatsoever nature (hereinafter called "the proceedings") by or against the Transferor Companies be pending, the same shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the undertaking of the Transferor Companies or of anything contained in the Scheme, but the proceedings may be continued, prosecuted and enforced by or against the Transferee Company in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made. On and from the Effective Date, the Transferee Company shall and may initiate any legal proceedings for and on behalf of the Transferor Companies or either of them as the case may be in its own name.

9. OPERATIVE DATE OF THE SCHEME

The Scheme, set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT, shall although operative from the Appointed Date, shall become effective from the Effective Date.

10. BENEFITS OF AMALGAMATION

The Scheme of amalgamation will enable to achieve integration of the business operations, strategic flexibility and a scale to pursue growth opportunities. Further the combined entity will be able to showcase its strength and

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there will also be synergy benefits and cost efficiencies through combined operations. It will also be conducive to better and more efficient and economical control and conduct of the Companies.

11. TRANSFEROR COMPANIES'' STAFF, WORKMEN AND EMPLOYEES

All the staff, workmen or other employees in the service of the Transferor Companies immediately preceding the Effective Date shall become the staff, workmen and employees of the Transferee Company on the basis that :

11.1 Their services shall be deemed to have been continuous and not have been interrupted by reason of the said transfer.

11.2 The terms and conditions of service applicable to such staff, workmen or employees after such transfer shall not in any way be less favorable to them than those applicable to them immediately preceding the transfer date.

11.3 The Transferor Companies shall not vary the terms and conditions of the service of their staff, workmen and employees except in the ordinary course of business.

11.4 It is expressly provided that as far as Provident Fund, Gratuity Fund, Superannuation Fund or any other Fund created or existing for the benefit of the staff, workmen and other employees of the Transferor Companies are concerned, upon the Scheme becoming effective, the Transferee Company shall (to the extent of the services of the Transferred Employees) stand substituted for the Transferor Companies for all purposes whatsoever relating to the administration or operation of such Funds or in relation to the obligation to make contributions to the said Funds in accordance with provisions of such Funds as per the terms provided in the respective Trust Deeds. It is the aim and intent that all the rights, duties, powers and obligations of the Transferor Companies in relation to such Funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees of the Transferor Companies under such Funds and Trusts shall be protected. It is clarified that the services of the employees of the Transferor Companies will also be treated as having been continuous and shall not be treated as having been broken for the purpose of the aforesaid Funds or provisions.

12. CONDUCT OF BUSINESS BY TRANSFEROR COMPANY TILL EFFECTIVE DATE

With effect from the Appointed Date and upto the Effective Date:

12.1 The Transferor Companies shall carry on and be deemed to have carried on all its business and activities and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all the said assets for and on account of and in trust for the Transferee Company.

12.2 All the profits or incomes accruing to the Transferor Companies or losses or expenditure arising or incurred by

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it shall, for all purposes, be treated as the profits or incomes or losses or expenditure of the Transferee Company as the case may be.

12.3 The Transferor Companies shall carry on its business activities, with reasonable diligence, business prudence and shall not, without the written consent of Board of Directors of the Transferee Company, alienate, charge, mortgage, encumber or otherwise deal with the said assets or any part thereof except in the ordinary course of their business except pursuant to any pre-existing obligation undertaken by the Transferor Companies prior to the Appointed Date.

12.4 The Transferor Companies shall not, without the written consent of the Board of Directors of the Transferee Company, undertake any new business.

12.5 The Transferor Companies shall not vary the terms and conditions of the employment of its employees except in the ordinary course of business and with the mutual consent of the Board of Directors of the Transferee Company.

12.6 The Transferor Companies shall not undertake any additional financial commitments of any nature whatsoever, borrow any amounts or incur any other liabilities or expenditure without the written consent of the Board of Directors of Transferee Company.

12.7 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central Government and other related agencies, departments and other authorities concerned as are necessary under any law for such consents, licenses, permissions, approvals and sanctions which the Transferee Company may require to own and operate the businesses of the Transferor Companies.

13. ACCOUNTING TREATMENT OF ASSETS, LIABILITIES AND RESERVES OF THE TRANSFEROR COMPANY

The Transferee Company shall, upon the Scheme becoming operative, record the assets and liabilities of the Transferor Company vested in it pursuant to this Scheme in accordance with the applicable accounting standards as per Indian Accounting Standards (Ind AS).

14. DIVIDEND, PROFITS, BONUS/RIGHT SHARES BY THE TRANSFEROR COMPANY

Except with the express consent of the Board of Directors of the Transferee Company during the pendency of the present Scheme being sanctioned and upto the Effective Date, the Transferor Companies shall not:

14.1 Declare any dividend for period commencing from the Appointed Date up to and including the Effective Date.

14.2 Issue or allot any right shares or bonus shares out of its authorized or unissued Share Capital for the time being.

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15. AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE TRANSFEREE COMPANY

15.1 Capital Clause:

Upon coming into effect of the Scheme, the Authorized Share Capital of:

a. AFL (Transferor Company) of Rs. 2,25,00,000/- (Two Crore Twenty Five Lakhs Only) or such amount as may be on the Effective Date, shall be added to the Authorized Share Capital of the Transferee Company, as on the Effective Date, without any further act or deed and without any further payment of the stamp duty or the registration fees.

b. GSSPL (Transferor Company) of Rs. 2,25,00,000/- (Two Crore Twenty Five Lakhs Only) or such amount as may be on the Effective Date, shall be added to the Authorized Share Capital of the Transferee Company, as on the Effective Date, without any further act or deed and without any further payment of the stamp duty or the registration fees.

c. NSL (Transferor Company) of Rs. 10,00,000/- (Ten Lakhs Only) or such amount as may be on the Effective Date, shall be added to the Authorized Share Capital of the Transferee Company, as on the Effective Date, without any further act or deed and without any further payment of the stamp duty or the registration fees.

d. NCSL (Transferor Company) of Rs. 1,00,00,000/- (One Crore Only) or such amount as may be on the Effective Date, shall be added to the Authorized Share Capital of the Transferee Company, as on the Effective Date, without any further act or deed and without any further payment of the stamp duty or the registration fees.

15.2 Consequent upon the addition of the authorized capital of the Transferor Companies in the authorized capital of the Transferee Company, Clause V of the Memorandum of Association of the Transferee Company shall be replaced as under:-

"The Authorized Share Capital of the Company is Rs. 9,35,00,000/- (Nine Crore Thirty Five Lakhs only) divided into 93,50,000 Equity Shares of Rs. 10/- (Rupees Ten Only) each."

15.3 Under the accepted principle of Single Window Clearance, it is hereby provided that the above referred change, viz. Change in the Capital Clause shall become operative on the Scheme being effective by virtue of the fact that the Shareholders of the Transferee Company, while approving the Scheme as a whole, have also resolved and accorded the relevant consents as required respectively under Sections 13, 14, 61 and 64 of the Companies Act, 2013 or any other provisions of the Act and shall not be required to pass separate resolutions as required under the Act.

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16. DISSOLUTION OF THE TRANSFEROR COMPANIES:

Upon the Scheme being sanctioned as aforesaid, the Transferor Companies shall stand dissolved without winding up on such Effective Date on which the order is passed by the NCLT under Section 232 of the Act.

17. APPLICATIONS TO THE NATIONAL COMPANY LAW TRIBUNAL AND OTHER APPLICABLE AUTHORITY

The Transferor Companies and the Transferee Company hereto shall, with all reasonable dispatch, make applications under Sections 230 to 232 of the said Act to the NCLT for sanctioning this Scheme of Amalgamation and for dissolution of the Transferor Companies without winding up in accordance with the provisions of the Act and the Rules of the Companies Act, 2013.

18. MODIFICATIONS / AMENDMENTS TO THE SCHEME

18.1 The Board of Directors of the Transferor Companies and/ or the Transferee Company may pass an appropriate resolution to make any modification/amendment to the Scheme as may be deemed necessary or which may be directed to be so done by the NCLT and/or any other authorities under the law or which may be found to be otherwise desirable for settling any question, doubt or difficulties that may arise for implementing and/or carrying out the Scheme and may do all such acts, deeds, matters and things as may be necessary, desirable or expedient for putting the Scheme into effect.

18.2 For the purpose of giving effect to the Scheme or to any modification thereof, the Board of Directors of the Transferor Companies and/or the Transferee Company are hereby authorized to give such directions and/or to take such steps as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise.

19. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

The Scheme is conditional on and subject to the following approvals:-

19.1 The Scheme being approved by the respective requisite majorities of the members and the creditors (either by way of a meeting or letters of consent from the shareholders and creditors) of the Transferor Companies and by shareholders of the Transferee Company.

19.2 The requisite consents, approvals or permissions if any of the Government Authority or any other Statutory Agencies, Stock Exchanges, RBI, SEBI which by law may be necessary for the implementation of this Scheme.

19.3 The sanction of the NCLT under Sections 230 and/ or 232 of the said Act, in favor of the Transferor Companies and the Transferee Company and to the necessary Order or Orders under Section 232 of the said Act, being obtained.

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19.4 Any other sanction or approval of the Appropriate Authorities concerned, as may be considered necessary and appropriate by the respective Board of Directors of the Transferor Companies and the Transferee Company, being obtained and granted in respect of any of the matters for which such sanction or approval is required.

19.5 The approval to the Scheme by the requisite majorities of the members and Creditors, as applicable and if any of the Transferor Company

In case of Transferee Company, the approval of shareholders to scheme through postal ballot and e-voting is required, as per Para 9(a) of SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10 2017.

(a) The Listed entities shall ensure that the Scheme of Arrangement submitted with the NCLT for sanction, provides for voting by public shareholders through e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution.

(b) The Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it, in the following cases:

i. Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed entity,

ii. Where the parent listed entity has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being merged with the parent listed entity under the Scheme.

iii. Where the Scheme of Arrangement involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

iv. Where the scheme involving merger of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the merged entity.

19.6 The approval of the scheme by the public shareholders of the transferee company shall be acted upon, if the number of votes cast by in favour of the proposal is more than the number of shares cast by the public shareholders against it. The terms Public shall carry the same meaning as

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defined in Rule 2 of the Securities Contract (Regulation) Rules, 1957. The voting by the shareholders shall be through "Postal Ballot" as envisaged in section 110 of the Companies Act, 2013 and applicable rules thereunder, including that of the procedures of the e-voting mechanism provided by the concerned depositories from time to time.

20. SAVING OF CONCLUDED TRANSACTIONS

The Transfer of undertaking under Clause 3 above and the continuance of proceedings by or against the Transferor Companies above shall not affect any transaction or proceedings already concluded by the Transferor Companies on or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.

21. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Transferor Companies and Transferee Company respectively in relation to or in connection with this Scheme and of carrying out and completing the terms and provisions of this scheme and/or incidental to the completion of the said Amalgamation of the said Undertaking of the Transferor Companies in pursuance of this Scheme, whether identifiable or not with Transferee and Transferor Companies, shall be borne and paid by the Transferee Company alone.

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22. MISCELLANEOUS PROVISIONS

22.1 The Scheme, although operative from the Appointed Date, shall take effect from the effective date i.e. the date of filing of the Certified copy of the Order (s) received from the NCLT with the Registrar of Companies, Gujarat upon sanction of the Scheme by the NCLT.

22.2 Till the event of this Scheme being effective, Transferor Companies and Transferee Company, shall continue to hold their Annual General Meeting and other meetings in accordance with the relevant laws and shall continue to comply with all their statutory obligations in the same manner, as if this Scheme is not existing.

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Annexure A

1. 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).

2. 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).

3. 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).

4. 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).

Certified to be True Copy of the Original
Deputy Registrar
NCLT, Ahmedabad Bench
Ahmedabad
02/12/19

NATIONAL COMPANY LAW TRIBUNAL AHMEDABAD

Date of pronouncement of Order: —
Date on which application for Certified Copy was made: 29/11/2019
Date on which Certified Copy was ready: 02/12/2019
Date on which Certified Copy delivered: 03/12/2019.