

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

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

- 6 SEP 2019

AND

In the matter of 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



AND

In the matter of -----

Amee Finance Limited (AFL)

CIN: U65923GJ1996PLC028768

Regis. Office: Gandhi Nursing Home Building

Dr. Nalinkant Gandhi Road Himmatnagar

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 Himmatnagar,

Gujarat -383001

—APPLICANT

(TRANSFEROR COMPANY NO. 2)



(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)



**AFFIDAVIT REGARDING SERVICE OF NOTICE TO  
STATUTORY AUTHORITIES**

I, Mr. **DILIPKUMAR NALINKANT GANDHI**, son of Shri **NALINKANT GANDHI**, Aged 64 years, residing at **GANDHI NURSING HOME BUILDING, NEAR TOWN HALL DR. NALINKANT GANDHI ROAD, HIMATNAGAR, S ABARKANTHA HIMATNAGAR 383001**, do hereby solemnly affirm and say as follows:

I am the authorized representative of **NALIN SERVICES PRIVATE LIMITED**, the Applicant in the above matter and am duly authorized by the Applicant to make this affidavit on its behalf.

1. I state that the captioned Company Application has been filed before this Hon'ble Tribunal for the purpose of considering and, if thought fit, approving with or without modification, Scheme of Arrangement in the nature of AMALGAMATION of Amee Finance Limited (**Transferor Company No. 1**), Gandhi Shroff Services Private Limited (**Transferor Company No. 2**), Nalin Services Limited (**Transferor Company No. 3**), and Nalin Consultancy Services Limited (**Transferor Company No. 4**), with Nalin Lease Finance Limited (**Transferee Company**).
2. I state that this Hon'ble Tribunal vide an Order dated 26<sup>th</sup> July, 2019 in the captioned matter was pleased to give appropriate directions, along-with other ancillary directions, for dispatch of notice of meeting in Form CAA 3 with the copy of Scheme of Arrangement, the Explanatory Statement and the disclosures mentioned under Rule 6 (to the extent applicable) to
  - a. CENTRAL GOVERNMENT THROUGH THE REGIONAL DIRECTOR, NORTH WESTERN REGION,
  - b. THE REGISTRAR OF COMPANIES, GUJARAT,
  - c. THE INCOME TAX AUTHORITIES,
  - d. AND OFFICIAL LIQUIDATOR.






3. It is submitted that the aforesaid direction of this Hon'ble Tribunal has been duly complied with by the Transferor Company and the notice of meeting in Form CAA 3 with the copy of Scheme of Arrangement, the Explanatory Statement and the disclosures has been duly served. Copies of the proof of dispatch/acknowledgement are annexed hereto and marked as Annexure-A (Colly.)

4. I state that whatever is stated hereinabove is true and correct to the best of my knowledge and belief and I believe the same to be true.

Solemnly affirmed at \_\_\_\_\_ on this \_\_\_\_\_ day  
of \_\_\_\_\_, 2019.



- 6 SEP 2019

  
DEPONENT

#### VERIFICATION



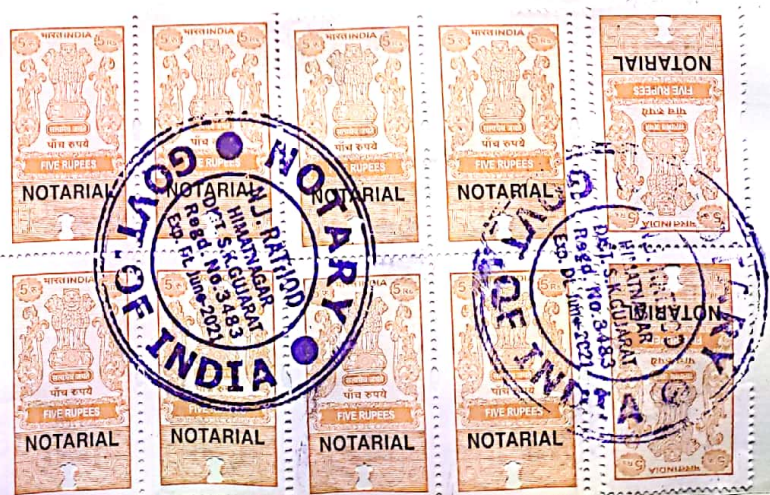
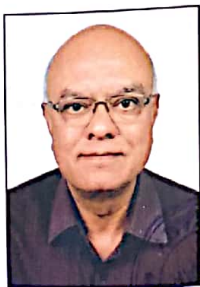
I, Shri **DILIPKUMAR NALINKANT GANDHI**, the authorized representative of Applicant and deponent above named, do hereby solemnly affirm and state that the contents of the above affidavit are true to my knowledge and based on the records available with the Applicant and no part of it is false and nothing material is concealed there from.

Solemnly affirmed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_,  
2019

  
DEPONENT

Serial No. 16766 2019  
**SOLEMNLY AFFIRM BEFORE ME**

**N. J. RATHOD**  
**NOTARY (GOVT. OF INDIA)**  
**C/O. COURT COMPOUND, HIMATNAGA:**



8164  
THE MEHSANA URBAN CO-OP.  
BANK LTD.  
NEAR G.P.O., HIMMATNAGAR

GUJ/SOS/AUTH/AV/36/2005



INDIA

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GUJRAT

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD

BENCH

6 SEP 2019

CA (CAA) NO. 85/NCLT/AHM/ 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 Amee 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 -----

Amee Finance Limited (AFL)

CIN: U65923GJ1996PLC028768

Regis. Office: Gandhi Nursing Home Building

Dr. Nalinkant Gandhi Road Himmatnagar

Gujarat- 383001

—APPLICANT

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CIN: U74140GJ1992PTC018361

Regis. Office: Gandhi Nursing Home Building,

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Gujarat -383001



—APPLICANT

(TRANSFEROR COMPANY NO. 2)

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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)





**AFFIDAVIT REGARDING SERVICE OF NOTICE TO  
STATUTORY AUTHORITIES**

I, Mr. **DILIPKUMAR NALINKANT GANDHI**, son of Shri **NALINKANT GANDHI**, Aged 64 years, residing at **GANDHI NURSING HOME BUILDING, NEAR TOWN HALL DR. NALINKANT GANDHI ROAD, HIMATNAGAR, S ABARKANTHA HIMATNAGAR 383001**, do hereby solemnly affirm and say as follows:

I am the authorized representative of **NALIN CONSULTANCY SERVICES PRIVATE LIMITED**, the Applicant in the above matter and am duly authorized by the Applicant to make this affidavit on its behalf.

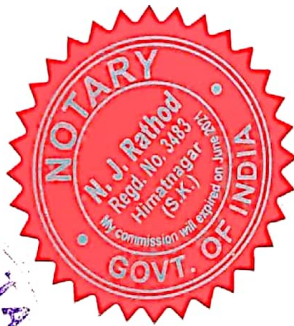
1. I state that the captioned Company Application has been filed before this Hon'ble Tribunal for the purpose of considering and, if thought fit, approving with or without modification, Scheme of Arrangement in the nature of AMALGAMATION of Amee Finance Limited (**Transferor Company No. 1**), Gandhi Shroff Services Private Limited (**Transferor Company No. 2**), Nalin Services Limited (**Transferor Company No. 3**), and Nalin Consultancy Services Limited (**Transferor Company No. 4**), with Nalin Lease Finance Limited (**Transferee Company**).
2. I state that this Hon'ble Tribunal *vide* an Order dated 26<sup>th</sup> July, 2019 in the captioned matter was pleased to give appropriate directions, along-with other ancillary directions, for dispatch of notice of meeting in Form CAA 3 with the copy of Scheme of Arrangement, the Explanatory Statement and the disclosures mentioned under Rule 6 (to the extent applicable) to
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  - b. THE REGISTRAR OF COMPANIES, GUJARAT,
  - c. THE INCOME TAX AUTHORITIES,
  - d. AND OFFICIAL LIQUIDATOR.



3. It is submitted that the aforesaid direction of this Hon'ble Tribunal has been duly complied with by the Transferor Company and the notice of meeting in Form CAA 3 with the copy of Scheme of Arrangement, the Explanatory Statement and the disclosures has been duly served. Copies of the proof of dispatch/acknowledgement are annexed hereto and marked as Annexure-A (Colly.)

4. I state that whatever is stated hereinabove is true and correct to the best of my knowledge and belief and I believe the same to be true.

Solemnly affirmed at \_\_\_\_\_ on this \_\_\_\_\_ day  
of \_\_\_\_\_, 2019.



- 6 SEP 2019

  
DEPONENT



### VERIFICATION

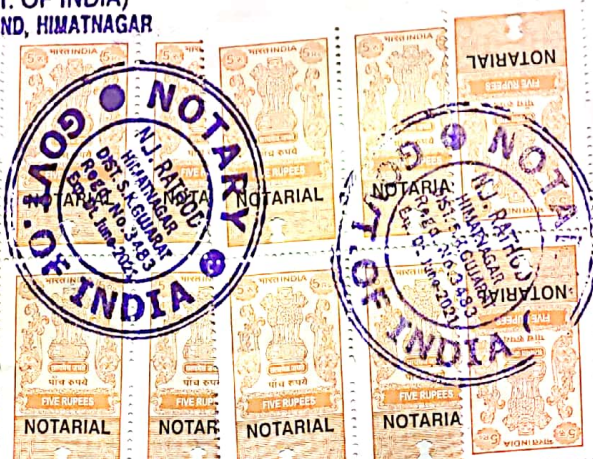
I, Shri **DILIPKUMAR NALINKANT GANDHI**, the authorized representative of Applicant and deponent above named, do hereby solemnly affirm and state that the contents of the above affidavit are true to my knowledge and based on the records available with the Applicant and no part of it is false and nothing material is concealed there from.

Solemnly affirmed at **- 6 SEP 2019** on this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Serial No. **10765** 2019  
**SOLEMNLY AFFIRM BEFORE ME**

  
DEPONENT

**N. J. RATHOD**  
NOTARY (GOVT. OF INDIA)  
C/O. COURT COMPOUND, HIMATNAGAR





8183  
THE MEHSANA URBAN CO-OP.  
BANK LTD.  
NEAR G.P.O., HIMMATNAGAR

GUJ/SOS/AUTH/AV/36/2005

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6 SEP 2019

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD

BENCH

CA (CAA) NO. 85/NCLT/AHM/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 Amee 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 -----

Amee Finance Limited (AFL)

CIN: U65923GJ1996PLC028768

Regis. Office: Gandhi Nursing Home Building

Dr. Nalinkant Gandhi Road Himmatnagar

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)

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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)

**AFFIDAVIT REGARDING SERVICE OF NOTICE TO  
STATUTORY AUTHORITIES**

I, Mr. **DILIPKUMAR NALINKANT GANDHI**, son of Shri **NALINKANT GANDHI**, Aged 64 years, residing at **GANDHI NURSING HOME BUILDING, NEAR TOWN HALL DR. NALINKANT GANDHI ROAD, HIMATNAGAR, S ABARKANTHA HIMATNAGAR 383001**, do hereby solemnly affirm and say as follows:

I am the authorized representative of **NALIN LEASE FINANCE LIMITED**, the Applicant in the above matter and am duly authorized by the Applicant to make this affidavit on its behalf.

1. I state that the captioned Company Application has been filed before this Hon'ble Tribunal for the purpose of considering and, if thought fit, approving with or without modification, Scheme of Arrangement in the nature of AMALGAMATION of Amee Finance Limited (**Transferor Company No. 1**), Gandhi Shroff Services Private Limited (**Transferor Company No. 2**), Nalin Services Limited (**Transferor Company No. 3**), and Nalin Consultancy Services Limited (**Transferor Company No. 4**), with Nalin Lease Finance Limited (**Transferee Company**).

2. I state that this Hon'ble Tribunal vide an Order dated 26<sup>th</sup> July, 2019 in the captioned matter was pleased to give appropriate directions, along-with other ancillary directions, for dispatch of notice of meeting in Form CAA 3 with the copy of Scheme of Arrangement, the Explanatory Statement and the disclosures mentioned under Rule 6 (to the extent applicable) to

- a. CENTRAL GOVERNMENT THROUGH THE REGIONAL DIRECTOR,  
NORTH WESTERN REGION,
- b. THE REGISTRAR OF COMPANIES, GUJARAT,



- c. THE INCOME TAX AUTHORITIES,
- d. RESERVE BANK OF INDIA,
- e. BSE LIMITED, AND
- f. SECURITIES AND EXCHANGE BOARD OF INDIA.

3. It is submitted that the aforesaid direction of this Hon'ble Tribunal has been duly complied with by the Transferor Company and the notice of meeting in Form CAA 3 with the copy of Scheme of Arrangement, the Explanatory Statement and the disclosures has been duly served. Copies of the proof of dispatch/acknowledgement are annexed hereto and marked as Annexure-A (Colly.)

4. I state that whatever is stated hereinabove is true and correct to the best of my knowledge and belief and I believe the same to be true.

Solemnly affirmed at \_\_\_\_\_ on this \_\_\_\_\_ day  
of \_\_\_\_\_, 2019.



DEPONENT

-6 SEP 2019

#### VERIFICATION

I, Shri **DILIPKUMAR NALINKANT GANDHI**, the authorized representative of Applicant and deponent above named, do hereby solemnly affirm and state that the contents of the above affidavit are true to my knowledge and based on the records available with the Applicant and no part of it is false and nothing material is concealed there from.

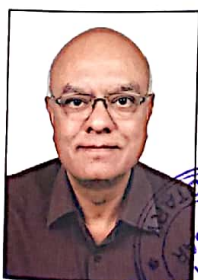
Solemnly affirmed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Serial No. 10769 2019  
**SOLEMNLY AFFIRMED BEFORE ME**



DEPONENT

**N. J. RATHOD**  
NOTARY (GOVT. OF INDIA)  
C/O. COURT COMPOUND, HIMATNAGAR



25/9/19  
THE MEHSANA URBAN CO-OP.  
BANK LTD.  
NEAR G.P.O., HIMMATNAGAR



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GUJRAT

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-6 SEP 2019

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD

BENCH

CA (CAA) NO. 85/NCLT/AHM/ 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 Amee 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 -----

Amee Finance Limited (AFL)

CIN: U65923GJ1996PLC028768

Regis. Office: Gandhi Nursing Home Building

Dr. Nalinkant Gandhi Road Himatnagar

Gujarat- 383001

—APPLICANT

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Gandhi Shroff Services Private Limited (GSSPL)

CIN: U74140GJ1992PTC018361

Regis. Office: Gandhi Nursing Home Building,

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Gujarat -383001

—APPLICANT



—APPLICANT

(TRANSFEROR COMPANY NO. 2)

Nalin Services Limited (NSL)

CIN: U15118GJ1996PLC030871

Regis. Office: Gandhi Nursing Home Bldg

Dr Nr Gandhi Road Himatnagar

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—APPLICANT

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CIN: U93000GJ1998PLC033695

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CIN: L65910GJ1990PLC014516

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Himatnagar Gujarat-383001

—APPLICANT

(TRANSFeree COMPANY)





**AFFIDAVIT REGARDING SERVICE OF NOTICE TO  
STATUTORY AUTHORITIES**

I, Mr. **DILIPKUMAR NALINKANT GANDHI**, son of Shri **NALINKANT GANDHI**, Aged 64 years, residing at **GANDHI NURSING HOME BUILDING, NEAR TOWN HALL DR. NALINKANT GANDHI ROAD, HIMATNAGAR, S ABARKANTHA HIMATNAGAR 383001**, do hereby solemnly affirm and say as follows:

I am the authorized representative of **GANDHI SHROFF SERVICES PRIVATE LIMITED**, the Applicant in the above matter and am duly authorized by the Applicant to make this affidavit on its behalf.

1. I state that the captioned Company Application has been filed before this Hon'ble Tribunal for the purpose of considering and, if thought fit, approving with or without modification, Scheme of Arrangement in the nature of AMALGAMATION of Amee Finance Limited (**Transferor Company No. 1**), Gandhi Shroff Services Private Limited (**Transferor Company No. 2**), Nalin Services Limited (**Transferor Company No. 3**), and Nalin Consultancy Services Limited (**Transferor Company No. 4**), with Nalin Lease Finance Limited (**Transferee Company**).
2. I state that this Hon'ble Tribunal *vide* an Order dated 26<sup>th</sup> July, 2019 in the captioned matter was pleased to give appropriate directions, along-with other ancillary directions, for dispatch of notice of meeting in Form CAA 3 with the copy of Scheme of Arrangement, the Explanatory Statement and the disclosures mentioned under Rule 6 (to the extent applicable) to
  - a. CENTRAL GOVERNMENT THROUGH THE REGIONAL DIRECTOR, NORTH WESTERN REGION,
  - b. THE REGISTRAR OF COMPANIES, GUJARAT,
  - c. THE INCOME TAX AUTHORITIES,
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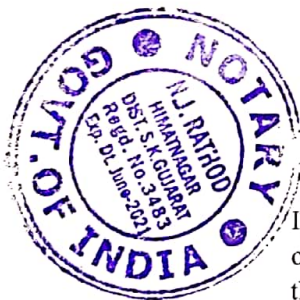
3. It is submitted that the aforesaid direction of this Hon'ble Tribunal has been duly complied with by the Transferor Company and the notice of meeting in Form CAA 3 with the copy of Scheme of Arrangement, the Explanatory Statement and the disclosures has been duly served. Copies of the proof of dispatch/acknowledgement are annexed hereto and marked as Annexure-A (Colly.)

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Solemnly affirmed at \_\_\_\_\_ on this \_\_\_\_\_ day  
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- 6 SEP 2019

  
DEPONENT

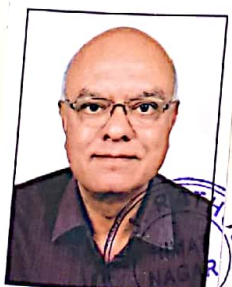


#### VERIFICATION


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Solemnly affirmed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_,  
2019

- 6 SEP 2019



Serial No. 10763 2019  
SOLEMNLY AFFIRMED BEFORE ME

  
**N. J. RATHOD**  
NOTARY (GOVT. OF INDIA)  
C/O. COURT COMPOUND, HIMATNAGAR



26/9/19  
THE MEHSANA URBAN CO-OP.  
BANK LTD.  
NEAR G.P.O., HIMMATNAGAR



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SPECIAL ADHESIVE

Rs. 0000100 -6.9.2019

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GUJRAT

INDIA \*\*Zero\*Zero\*Zero\*Zero\*One\*Zero\*Zero\*\*

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- 6 SEP 2019

GUJ/SOS/AUTH/AV/36/2005

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, AHMEDABAD

BENCH

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

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Dr.Nalinkant Gandhi Road

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(TRANSFeree COMPANY)



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I am the authorized representative of **AMEE FINANCE LIMITED**, the Applicant in the above matter and am duly authorized by the Applicant to make this affidavit on its behalf.

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DEPONENT



- 6 SEP 2019

#### VERIFICATION

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Solemnly affirmed at \_\_\_\_\_ on this \_\_\_\_\_ day of \_\_\_\_\_,  
2019

- 6 SEP 2019

  
DEPONENT



Serial No. 16704 2019  
SOLEMNLY AFFIRM BEFORE ME

  
**N. J. RATHOD**  
NOTARY (GOVT. OF INDIA)  
C/O. COURT COMPOUND, HIMATNAGAR

