



SUBJECT TO HIMMATNAGAR JURISDICTION ONLY

NALIN LEASE FINANCE LIMITED

CIN : L65910GJ1990PLCO14516

NLFL/2018-19/BSE822

To,
General Manager,
Listing Operation,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.

SUB: Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation proposed to be filed under Sections 230-234 of Companies Act, 2013:

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company approving the scheme.	Annexure I
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	Annexure II
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	Annexure III
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure IV
5.	Fairness opinion by Merchant Banker	Annexure V
6.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	Annexure VI(A) to VI(F)
7.	Audited financials of the transferee and transferor companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure II. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.	Annexure VII(A) to (E)
8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para I(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	Annexure VIII
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards.	Annexure IX
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website).	To Be Complied With

For, Nalin Lease Finance Ltd.

Managing Director

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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11.	If as per the company, approval from the Public shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Applicable To Be Complied With
12.	a) In case of scheme of arrangement between listed and unlisted entities, information pertaining to the unlisted entity/ies involved in the scheme as per the format specified for abridged prospectus as provided in Part D of Schedule VIII of the ICDR Regulations. b) A Certificate from the Merchant Banker confirming the adequacy and accuracy of the information contained in above document on unlisted company in terms of Para 3(a) of Part I (A) of the SEBI circular dated March 10, 2017. This is also to be uploaded on the BSE's website	To Be Complied With
13.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	BSE Limited Annexure XI
14.	Brief details of the transferee and transferor companies.	Annexure XII
15.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee company.	Annexure XIII
16.	Capital evolution details of the transferee and transferor companies.	Annexure XIV
17.	Confirmation by the Managing Director/ Company Secretary.	Annexure XV
18.	Annual Reports of all the listed transferee company involved and audited financial of all the unlisted transferor companies for the last financial year.	Annexure VII(A) to (D)
19.	a) Processing fee (non-refundable) payable to BSE will be as below, through RTGS- Details given in Annexure IX or through Cheque/DD favoring 'BSE Limited' Rs.1,80,000/- plus GST as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs.2,00,000/- plus GST as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger. b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS or through DD favoring 'Securities and Exchange Board of India' payable at Mumbai' As per amendment in Regulation 37, the listed entity shall pay a fee to SEBI at the rate of 0.1% of the paid-up share capital of the listed / transferee / resulting company, whichever is higher, post sanction of the proposed scheme, subject to a cap of Rs.5,00,000.	Annexure XVI

For, Nalin Lease Finance Ltd.

Managing Director

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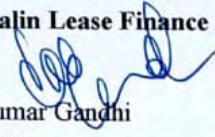
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20.	Name of the Contact Person: Nikulkumar Kantibhai Patel, Designation of the Contact Person: Chief Financial Officer Telephone Nos. (landline & mobile): 02772-241264,242264 MO.9429238833, 99095 56035 Email ID.: nalinlease@yahoo.co.in	
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For, **Nalin Lease Finance Limited**


Dilipkumar Gandhi
Director
DIN: 00339595



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