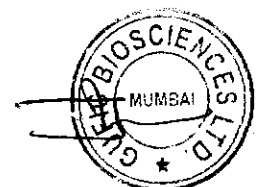


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 Tel. : (91-22) 6726 1000 Fax : (91-22) 6726 1068 E-mail : gufic@guficbio.com  
 CIN L65990MH1984PLCO33519

Ref : 36/AMG/DEC/2016/GBSL

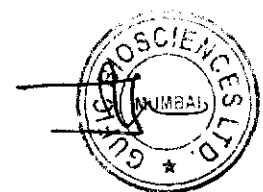
**Brief particulars of the transferee and transferor companies**

Particulars	Transferee Company	Transferor Company
<b>Name of the company</b>	<b>Gufic Biosciences Limited</b>	<b>Gufic Stridden Bio-Pharma Private Limited</b>
<b>Date of Incorporation &amp; details of name changes, if any</b>	It was incorporated on 23.07.1984 under the name "Central Leasing Limited", the name of the Company changed to Central Home Makers Limited on 18.09.1987. Again , the name was changed to "Central Finance Limited" on 20.05.1992 and eventually was changed to "Gufic Biosciences Limited" on 05.06.2000.	It was incorporated on 27.01.2007 under the name Gufic Stridden Bio-Pharma Private Limited
<b>Registered Office</b>	37, First floor, Kamala Bhavan II, S Nityanand Road, Andheri (East), Mumbai – 400 069	37, First floor, Kamala Bhavan II, S Nityanand Road, Andheri (East), Mumbai – 400 069
<b>Brief particulars of the scheme</b>	The Scheme of Amalgamation provides for amalgamation of Gufic Stridden Bio-Pharma Private Limited ('Transferor Company') with Gufic Biosciences Limited ('Transferee Company') , pursuant to applicable provisions of Companies Act, 1956 and 2013. The Appointed date being April 1, 2016	
<b>Rationale for the scheme</b>	<ol style="list-style-type: none"> <li>1. The Transferor Company has significant Pharmaceutical Products registration in export market. The amalgamation would provide direct and easy penetration in the export market to the Transferee Company.</li> <li>2. The amalgamation would provide focused management attention, rationalization, standardization and simplifications of business processes and leadership to the manufacturing and marketing operations of the Amalgamated Company.</li> <li>3. The Board of Directors of the Transferee Company is of the opinion that the scheme of amalgamation would</li> </ol>	



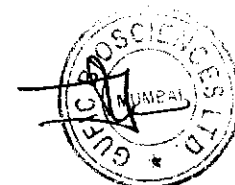
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	<p>benefit the shareholders, creditors, employees and other stakeholders of the Transferee Company.</p> <p>4. The amalgamation would bring more productive and optimum utilisation of various resources of the respective Companies.</p> <p>5. The amalgamation would help achieve synergies of operations and streamline business activities.</p> <p>6. The amalgamation would strengthen the financial position and ability to raise resources for conducting business.</p> <p>7. The business carried on by both the Transferor Company and the Transferee Company is synergistic and is complementary to each other. There is a substantial opportunity for the Transferee Company to avail advantage of product registration portfolio held by the Transferor Company and scale up operations of the Amalgamated Company to further enhance the value of stakeholders.</p> <p>8. The Amalgamation would result in consolidation of intellectual properties, R&amp;D capabilities and physical infrastructure into one combined entity</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	24.11.2016	23.11.2016
Date of meeting of the Audit Committee in which the draft scheme has been approved	24.11.2016	N.A
Appointed Date	01.04.2016	01.04.2016
Name of Exchanges where securities of the company are listed	BSE Limited National Stock Exchange of India Limited	N.A
Nature of Business	It is primarily engaged in the business of manufacture, job work, marketing and sale of formulations and Bulk drugs	It is primarily engaged in the business of International Marketing and Export of products manufactured on Loan License or Third Party from WHO/GMP approved manufacturing plant/



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Paid up Capital before the scheme	7,73,50,000	2,00,000	
No. of shares to be issued	4,80,000		
Cancellation of shares on account of cross holding, if any	N.A		N.A
Paid up Capital after the scheme	7,78,30,000	N.A	
Net Worth	(Rs. in crores)	(Rs. in crores)	
Pre	33.83	(32.46)	
Post	33.53	N.A	
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	Name of the Valuer : Mr. Vijay Bhatia Name of the Valuerfirm :M/s. V. I. Bhatia & Co., Registration No. 101319W		
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	Discounted Cash flow Method (DCF): Rs. 62.72 /-  Market Value Method (MVM) : Rs. 42/-  Weightage assigned : 1 : 1 to DCF and MVM	Discounted Cash flow Method (DCF): Rs. 2,944.36 /-  Earning Capacity Value Method (ECM) : Rs. 176.54/-  Weightage assigned : 1 : 1 to DCF and ECM	
Fair value per shares	Rs.52	Rs.1248	
Exchange ratio	24 equity shares of M/s. Gufic Biosciences Limited of face value of Rs. 1/- each fully paid up for every 1 equity share of M/s. Gufic Stridden Bio-Pharma Private Limited of face value of Rs. 10/- each fully paid up.		
Name of Merchant Banker giving fairness opinion	Chartered Finance Management Limited		
Shareholding pattern	Pre		Post
	No. of Shares	% of holding	No. of Shares
			% of holding
Promoter	54127645	69.98	54463645
Public	23222355	30.02	23366355
Custodian	Nil	Nil	Nil
TOTAL	773,50,000	100.00	77830000
No of shareholders as on	12,695	4	



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<b>30.09.2016</b>		
<b>Names of the Promoters</b>	Mr. Jayesh P. Choksi Mrs. Vipula J. Choksi Mr. Pranav J. Choksi Ms. Dhyuti J. Choksi M/s. Gufic Private Limited M/s. Zircon Finance & Leasing Private Limited	Mr. Pranav J. Choksi M/s. Gufic Private Limited Mr. Dilip B. Ghosh Mr. Dipanjan Ghosh
<b>Names of the Board of Directors</b>	1. Mr. Jayesh P. Choksi 2. Mr. Pranav J. Choksi 3. Mrs. Hemal M. Desai 4. Mr. Pankaj J. Gandhi 5. Dr. Sharat Gandhi 6. Mr. Shreyas Patel 7. Mr. Jagdish Shah 8. Mr. Gopal Daptari	1. Mr. Jayesh P. Choksi 2. Mr. Pranav J. Choksi 3. Mr. Dilip B. Ghosh 4. Mr. Dipanjan D. Ghosh
<b>Details regarding change in management control if any</b>	No change in management control in the transferee Company, pursuant to the Scheme of Amalgamation	

For Gufic Biosciences Limited



Jayesh P. Choksi  
 Managing Director  
 DIN 00001729

