

Corp. Office : 1st to 4th Floor, SM House, 11, Sahakar Road, Vile Parle (East), Mumbai - 400 057.
 Tel. : (91-22) 6726 1000 Fax : (91-22) 6726 1068 E-mail : info@guficbio.com, CIN No. L24100MH1984PLC033519

Brief particulars of the Transferee and Transferor Companies

Particulars	Transferee Company	Transferor Company
Name of the company	Gufic Biosciences Limited ("GBSL")	Gufic Lifesciences Private Limited ("GLPL")
Date of Incorporation & details of name changes, if any	It was incorporated on 23.07.1984 under the name "Central Leasing Limited", then the name of the Company was 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 03.07.2012 under the name of "Gufic Lifesciences Private Limited".
Registered Office	Shop - 37, First Floor, Kamala Bhavan II, S. Nityanand Road, Andheri (East), Mumbai - 400 069	Survey No - 171, National Highway No. 8 Near Grid, Kabilpore, Navsari, Gujarat - 396 424
Brief particulars of the scheme	The Scheme of Amalgamation provides for amalgamation of Gufic Lifesciences Private Limited ("Transferor Company") with Gufic Biosciences Limited ("Transferee Company"), pursuant to the Section 230 to 232 of the Companies Act, 2013 and in accordance with the Circular No. CFD/DIL3/2012/21 dated March 10, 2017 issued by Securities & Exchange Board of India ("SEBI") as amended from time to time.	
Rationale for the scheme	<ol style="list-style-type: none"> 1. The Transferor Company is one of the largest manufacturers of Lyophilized injections in India and has a fully automated EU-GMP approved Lyophilization plant. The amalgamation would provide larger asset base to the Transferee Company enabling further growth and development of the business of the amalgamated company. 2. The Transferor Company's Marketing Authorisations in the European Market will boost the exports of the 	



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For GUFIC BIOSCIENCES LIMITED

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Company Secretary

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	amalgamated company.	
	<p>3. 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.</p> <p>4. The amalgamation would benefit the shareholders, creditors, employees and other stakeholders of the respective Companies.</p> <p>5. The amalgamation would bring more productive and optimum utilization of various resources of the amalgamated company..</p> <p>6. The amalgamation would help achieve synergies of operations and streamline business activities.</p> <p>7. The amalgamation would strengthen the financial position and ability to raise resources for conducting business.</p> <p>8. The business carried on by both the Transferor Company and the Transferee Company is synergistic and is complementary to each other. The amalgamation will scale up operations of the Amalgamated Company to further enhance the value of stakeholders.</p> <p>9. The amalgamation would result into simplified legal compliances and obligations including other reduced administrative costs.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	March 25, 2019	March 25, 2019
Date of meeting of the Audit Committee in which the draft scheme has been approved	March 25, 2019	Not Applicable
Appointed Date	January 01, 2019	January 01, 2019
Name of Exchanges where securities of the company are listed	1. BSE Limited 2. National Stock Exchange of India Limited	NIL
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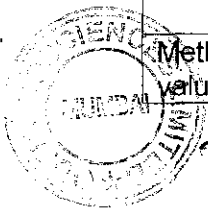
R. G. Chohan

For GUFIC BIOSCIENCES LIMITED

J. N. Shah
Company Secretary

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Nature of Business	It is primarily engaged in the business of manufacture, job work, marketing and sale of formulations and Bulk drugs	It is engaged in the business of manufacturing and sale of pharmaceutical formulations.
Capital before the scheme (No. of equity shares as well as capital in rupees)	Authorized Capital: Rs. 10,02,00,000/- Paid-up Capital: Rs. 7,78,30,000/- Number of Equity Shares: 7,78,30,000	Authorized Capital: Rs. 75,73,00,000/- Paid-up Capital: Rs. 75,72,66,610/- Number of Equity Shares: 50,00,000 Number of 9.5 % Non Cumulative Non Participating Non Convertible Redeemable Preference Shares: 75,22,66,610
No. of shares to be issued	19114506 Equity Shares of Rs. 1/- to be issued	
Cancellation of shares on account of cross holding, if any	NIL	NIL
Capital after the scheme (No. of equity shares as well as capital in rupees)	Authorized Capital: Rs. 85,75,00,000/- Paid-up Capital: Rs. 9,69,44,506/- Number of Equity Shares: 9,69,44,506	NA
Net Worth	(Rs. In crores) Pre 68.37 Post 26.81	(Rs. In crores) 32.26 NA
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Regn no.	Name of the Valuer : Mr. Paresh Vakharia Name of the Valuer firm : M/s. PHD & Associates Registration No. 0111236W	
Methods of valuation and value per share arrived	FAIR EXCHANGE RATIO OF EQUITY SHARES	FAIR EXCHANGE RATIO OF EQUITY SHARES



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under each method with weight given to each method, if any.	Asset Approach : Not Applied Income Approach : Rs. 88/- per share Market Approach : Rs. 91/- per share Weightage : 1: 1 to Income Approach and Market Approach FAIR EXCHANGE RATIO OF PREFERENCE SHARES Asset Approach : Not Applied Income Approach : Rs. 88/- per share Market Approach : Rs. 91/- per share Weightage : 1: 1 to Income Approach and Market Approach	Asset Approach : Not Applied Income Approach : Rs. 259.94/- per share Market Approach : Not Applied Weightage : 100% to Income Approach FAIR EXCHANGE RATIO OF PREFERENCE SHARES Asset Approach : Not Applied Income Approach : Rs. 0.5856/- per share Market Approach : Not Applied Weightage : 100% to Income Approach
Fair value per shares	Equity Shares : Rs.91 /- Preference Shares: Rs.91 /- (Considered market rate as per the SEBI Circular, details given in Valuation report)	Equity Shares : Rs.259.94 /- Preference Shares: Rs. 0.5856/-
Exchange ratio	(i) 286 equity shares of face value of Re. 1/- each fully paid up of GBSL to be issued and allotted to the equity shareholders of GLPL for every 100 equity shares of Re. 1/- each held by them in GLPL and (ii) 64 equity shares of face value of Re. 1/- each fully paid up of GBSL to be issued and allotted to the shareholders of GLPL for every 10,000 – 9.5% Non Cumulative Non Participating Non Convertible Redeemable Preference Shares of Re.1/- each held by them in GLPL	
Name of Merchant Banker giving fairness opinion	Inventure Merchant Banker Services Private Limited	
Shareholding pattern	Gufic Biosciences Limited	
	Pre	Post



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	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	51176372	65.75	63142308	65.13
Public	26653628	34.25	33802198	34.87
Custodian	Nil	-	Nil	-
TOTAL	77830000	100	96944506	100
Shareholding pattern	Gufic Lifesciences Private Limited			
	Pre			
	No. of Equity Shares	% of holding	No. of Preference Shares	% of holding
Promoter	50,00,00	100	75,22,66,610	100
Public	-	-	-	-
Custodian	-	-	-	-
TOTAL	50,00,000	100	75,22,66,610	100
Names of the Promoters (with PAN nos.)	1. Mr. Jayesh P. Choksi PAN: AACPC0001D 2. Mr. Pranav J. Choksi PAN: ACXPC9050F 3. M/s. Gufic Private Limited PAN: AABCG1082E 4. M/s. Zircon Teconica Private Limited (Formerly Zircon Finance & Leasing Private Limited) PAN: AAACZ1682L		1. Mr. Jayesh P. Choksi PAN: AACPC0001D 2. Mr. Pranav J. Choksi PAN: ACXPC9050F 3. M/s. Gufic Private Limited PAN: AABCG1082E	

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 Company Secretary



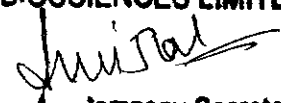
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Names of the Board of Directors (with DIN and PAN nos.)	1. Mr. Jayesh P. Choksi DIN: 00001729 PAN: AACPC0001D	1. Mr. Jayesh P. Choksi DIN: 00001729 PAN: AACPC0001D
	2. Mr. Pranav J. Choksi DIN: 00001731 PAN: ACXPC9050F	2. Mr. Pranav J. Choksi DIN: 00001731 PAN: ACXPC9050F
	3. Mrs. Hemal M. Desai DIN: 07014744 PAN: AABPD8402G	3. Mrs. Hemal M. Desai DIN: 07014744 PAN: AABPD8402G
	4. Mr. Pankaj J. Gandhi DIN: 00001858 PAN: AAMPG4854A	
	5. Mr. Shreyas Patel DIN: 01638788 PAN: ABDPP7127P	
	6. Mr. Jagdish Shah DIN: 06672538 PAN: AABPS8931M	
	7. Mr. Gopal Daptari DIN: 07660662 PAN: AAKPD2674D	
	8. Mr. Shrirang Vaidya DIN: 03618800 PAN: AABPV8316P	
	9. Mr. Balram Singh DIN: 06918085 PAN: EJFPS4831B	

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Please specify relation among the companies involved in the scheme, if any	The Transferor and Transferee Company falls under the definition of Related Party as defined under the Companies Act, 2013 and SEBI(Listing Obligation & Disclosure Requirements), Regulations 2015
Details regarding change in management control in listed or resulting company seeking listing if any	There is no change in management control in the listed company pursuant to the Scheme of Amalgamation.

For Gufic Biosciences Limited

Pranav J. Choksi
CEO & Whole Time Director
DIN: 00001731

Date : May 18, 2019
Place : Mumbai

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For GUFIC BIOSCIENCES LIMITED

Company Secretary

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Annexure - XIV A

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GUFIC
 BIOSCIENCES LIMITED

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73/MER/LG/2019/GBSL

**Brief Details Of The Promoter And Board Of Directors Of Gufic Biosciences Limited
 (Transferee Company)**


List of Promoters as on date :

Sr.No	Name	PAN
1	Mr. Jayesh P. Choksi	AACPC0001D
2	Mr. Pranav J. Choksi	ACXPC9050F
3	M/s. Zircon Teconica Private Limited (Formerly Zircon Finance & Leasing Private Limited)	AAACZ1682L
4	Mr. Gufic Private Limited	AABCG1082E

List of Board of Directors as on date :

Sr.No	Name	DIN	PAN
1	Mr. Jayesh P. Choksi	00001729	AACPC0001D
2	Mr. Pranav J. Choksi	00001731	ACXPC9050F
3	Mrs. Hemal M. Desai	07014744	AABPD8402G
4	Mr. Pankaj J. Gandhi	00001858	AAMPG4854A
5	Mr. Jagdish D. Shah	06672538	AABPS8931M
6	Mr. Gopal M. Daptari	07660662	AAKPD2674D
7	Mr. Shreyas K. Patel	01638788	ABDPP7127P
8	Mr. Shrirang V. Vaidya	03618800	AABVP8316P
9	Mr. Balram H. Singh	06918085	EJFPS4831B

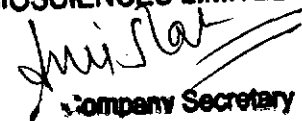
For Gufic Biosciences Limited


 Pranav J. Choksi
 CEO & Whole Time Director
 DIN : 00001731



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For GUFIC BIOSCIENCES LIMITED


 Company Secretary

Date : May 04, 2019

Place : Mumbai

Regd. Office : Survey No. 171, National Highway No. 8, Near Grid, At & PO Kabilpore, Navsari - 396424 Gujarat, India
Tel. No. (02637) 239 946 / 329 424. Fax No. (02637) 239 946, Email : info@guficbio.com
CIN No. U24230GJ2012PTC070990

74/MER/LG/2019/GBSL

Brief details of the Promoter and Board of Directors of Gufic Lifesciences Private Limited
(Transferor Company)

List of Promoters as on date :


Sr.No	Name	PAN
1	Pranav J. Choksi	ACXPC9050F
2	Jayesh P. Choksi	AACPC0001D
3	Gufic Private Limited	AABCG1082E

List of Board of Directors as on date

Sr.No	Name	DIN	PAN
1	Jayesh P. Choksi	00001729	AACPC0001D
2	Pranav J. Choksi	00001731	ACXPC9050F
3	Hemal M. Desai	07014744	AABPD8402G

For Gufic Lifesciences Private Limited

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Hemal M. Desai
Director
DIN : 07014744



GUFIC LIFESCIENCES PVT. LTD.


Director

Date : May 04, 2019
Place : Mumbai