

1634

Annexure - XVII

170

GUFIC
BIOSCIENCES LIMITED

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

51/LG/MER/MAY/2019/GBSL

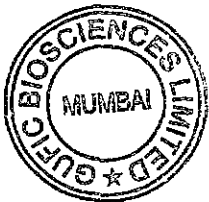
To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Scheme of Amalgamation of Gufic Lifesciences Private Limited (Transferor Company) with Gufic Biosciences Limited (Transferee Company)

In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation / ~~arrangement/merger/reconstruction/reduction of capital etc.~~ to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 230(3) of the Companies Act, 2013 it shall disclose, to the extent applicable, :
 - i) The pre and post ~~arrangement~~ of amalgamation (expected) capital structure and shareholding pattern and
 - ii) The "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations,
 - iv) The Complaint report as per Annexure III
 - v) The observation letter issued by the stock exchanges
- c) The draft scheme of amalgamation/ ~~arrangement~~ together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, has been disseminated on company's website as per Website link given hereunder:
<http://gufic.com/media/investors/scheme-of-amalgamation/>
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.



CERTIFIED TRUE COPY

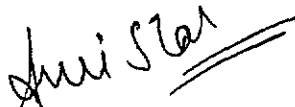
For GUFIC BIOSCIENCES LIMITED

[Signature]
Company Secretary

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

- e) The company shall obtain shareholders' approval by way of special resolution passed through e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filed by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation/ arrangement.
- h) None of the promoters or directors of the companies involved in the scheme is a fugitive economic offender.

For Gufic Biosciences Limited



Ami Shah
Company Secretary & Compliance Officer
Mem No : A39579

Date: May 04, 2019

Place: Mumbai



CERTIFIED TRUE COPY

For GUFIC BIOSCIENCES LIMITED


Company Secretary