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85/MER/LG/MAY/2019/GBSL

Dated: 23<sup>rd</sup> March, 2019

To,

Listing Department,  
Bombay Stock Exchange Limited  
Phirozejeejabhoy Towers, Dalal Street,  
Mumbai 400001  
Security Code: 509079

Dear Sir/ Madam,

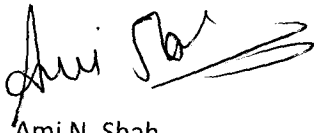
Sub: Application for Scheme of Amalgamation of Gufic Lifesciences Private Limited (Transferor Company) with the Gufic Bioscience limited (Transferee Company) and their respective shareholders and creditors.

With reference to above subject matter, kindly find enclosed the documents herewith serially numbered, as per the checklist annexed to this covering letter.

You are requested to take the same on record.

Yours faithfully

For Gufic Biosciences Limited



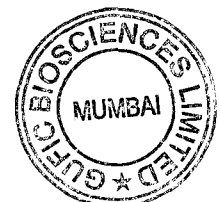
Ami N. Shah

Company Secretary & Compliance Officer

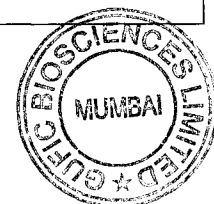


**Documents required to be submitted for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 391, 394 and 101 of the Companies Act, 1956 or under Sections 230-234 and Section 66 of Companies Act, 2013, whichever applicable**

Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure	Page No.
1.	Certified true copy of the resolution passed by the Board of Directors of the company approving the scheme.	I	1-6
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	II	7-46
3.	Valuation report from Independent Chartered Accountant <b>as applicable</b> as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The valuation report shall be as per the format given in <b>Annexure I</b>	III	47-58
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	IV	59-62
5.	Fairness opinion by Independent SEBI Registered Merchant Banker	V	63-78
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.	VI	79-90
7.	Shareholding pattern of all the Companies pre and post Amalgamation / Arrangement in <b>Word Format</b> as given in <b>Annexure II</b>	VII	91-96
8.	Pre and Post Amalgamation/ Arrangement No of Shareholders of all companies in the format as provided in <b>Annexure III</b>	VIII	97-98
9.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per <b>Annexure IV</b> . <b>Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.</b>	IX	99-104



10.	Statutory Auditor's Certificate confirming the compliance of the <b>accounting treatment</b> 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, as per the format given in <b>Annexure II of aforesaid SEBI circular. Format given in Annexure V</b>	X	105-146
11.	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 (format attached as <b>Annexure VI</b> ).	XI	147-148
12.	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). Format given in <b>Annexure VII</b> )	--	To be submitted at Later stage
13.	If as per the company, approval from the Public shareholders through 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.	--	Not Applicable
14.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the Statutory Auditor of the listed company as per Proviso of SEBI ICDR Regulations.	XII	149-153
15.	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.	I	National Stock Exchange of India
16.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at <b>Annexure VIII</b> .	XIII	154-160
17.	Brief details of the Board of Directors and Promoters of transferee/resulting and	XIV	161-162



	transferor/demerged companies as per format enclosed at <b>Annexure IX</b>		
18.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	XV	163-166
19.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at <b>Annexure X</b> .	XVI	167-169
20.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as <b>Annexure XI</b> .	XVII	170-171
21.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	XVIII	172-298
22.	<p>a) Processing fee (non-refundable) payable to BSE will be as below, through RTGS- Details given in <b>Annexure XII</b> or through Cheque/DD <b>favoring 'BSE Limited' (UTR NO. SBIN219141639857 Dated 22.05.2019)</b></p> <p>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.</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS as per details given in <b>Annexure XII</b> or through DD <b>favoring 'Securities and Exchange Board of India' payable at Mumbai' (UTR NO. SBIN219141496881) dated 22.05.2019</b></p> <p>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.</p>	XIX	299
23.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile) Email ID.	--	Ami

