

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

C.P.(CAA)/2507/MB/2018

Under Sections 230 to 232 of the Companies
Act, 2013;

In the matter of Scheme of Merger by
absorption of Gufic Stridden Bio-Pharma
Private Limited (First Petitioner Company /
Transferor Company) with Gufic Biosciences
Limited (Second Petitioner Company /
Transferee Company) and their respective
shareholders

Gufic Stridden Bio-Pharma Private Limited
...First Petitioner Company / Transferor Company

Gufic Biosciences Limited
...Second Petitioner Company / Transferee Company

Order delivered on 30th day of July, 2018

Coram:

Hon'ble Bhaskara Pantula Mohan, Member (J)

Hon'ble V. Nallasenapathy, Member (T)

For the Petitioner(s): Mr. Ajit Singh Tawar i/b Ajit Singh Tawar & Co.,
Advocates for the Petitioners.

Per: V. Nallasenapathy, Member (T)

Order

1. Petition Admitted.
2. Petition fixed for hearing and final disposal on 23rd day of August, 2018.
3. Learned Counsel for the Petitioners states that in pursuance of the directions contained in Order dated 21st day of March, 2018 passed by the National Company Law Tribunal, Mumbai Bench in the Company Scheme Application No. 862 of 2017, the meeting of Equity Shareholders of the First Petitioner Company was convened and held at 37, First Floor, Kamala Bhavan II, S. Nityanand Road, Andheri (East) Mumbai - 400 069 on Monday, 28th day of May, 2018 and the meeting of Equity Shareholders of the Second Petitioner Company was convened and held at Hotel Parle International, B. N. Agarwal Market, Next to Dinanth Mangeshkar Hall, Vile Parle (e), Mumbai - 400 057 on Monday, 28th day of May, 2018 and the requisite quorum was present and the Scheme was approved unanimously by the Equity Shareholders of both the Petitioner Companies without modification. The Chairperson appointed for the respective meetings have filed their report dated 26th day of June, 2018 which is annexed to the Affidavit in support of Petition as Exhibit A and B. The meeting of the Secured Creditors and Unsecured Creditors was not required to be held and the Petitioner Companies had sent individual notices to all their Secured and

Unsecured Creditors on 25th day of April 2018 as per the directions given in the Order.

4. The Counsel for the Petitioner Companies further submits that as per the directions contained in Order dated 21st day of March, 2018 passed by the National Company Law Tribunal, Mumbai Bench in the Company Scheme Application No. 862 of 2017, 30 days' notice was served by both the Petitioner Companies upon the Central Government through the office of Regional Director, Western Region, Mumbai, the Registrar of Companies, Mumbai on 27th day of April, 2018; upon the Income Tax Authority on 26th day of April, 2018; upon the office of the Official Liquidator, Bombay High Court on 27th day of April, 2018 by the First Petitioner Company and upon the Bombay Stock Exchange Limited on 27th day of April 2018, the National Stock Exchange Limited on 24th day of April 2018 and upon Securities Exchange Board of India (SEBI) on 26th day of April 2018 by the Second Petitioner Company pursuant to Section 230(5) of the Companies Act, 2013 and as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
5. The Learned Counsel for the Petitioner Companies further submit that the Joint Petition is filed in consonance with Sections 230 to 232 of the Companies Act, 2013 along with the Order passed in Company Scheme Application No. 862 of 2017 by the National Company Law Tribunal, Mumbai Bench.
6. At least 10 (ten) days before the date fixed for hearing, Petitioners to publish the notice of hearing of Petition in two local newspapers viz. "Free Press Journal", in English and translation thereof in "Navashakti", in Marathi, both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
7. The Petitioner Companies to file an affidavit of service regarding the directions given by the Tribunal 3 (three) days before the date fixed for final hearing and do report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

Sd/-

V. Nallasenapathy
Member (Technical)

Sd/-

Bhaskara Pantula Mohan
Member (Judicial)