

2. The Counsel for the Applicants further submits that the Applicant Company is presently carrying on business of pharmaceutical sector.
3. The rationale for the Scheme is that the Transferee Company is holding stake directly in the Transferor Company and as the Transferor Company and Transferee Company's business activities are similar and complement each other, and to achieve *inter-alia* economies of scale and efficiency, the merger of the Company is being undertaken. The amalgamation of the Transferor Company with the Transferee Company would *inter alia* have the following benefits:
 - (a) Greater integration and greater financial strength and flexibility for the amalgamated entity, which would result in maximising overall shareholder value, and will improve the competitive position of the combined entity.
 - (b) Greater efficiency in cash management of the amalgamated entity, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.
 - (c) Improved organizational capability and leadership, arising from the pooling of human capital who have the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry.
 - (d) Greater access by the amalgamated company to different market segments in the conduct of its business.
 - (e) Cost savings are expected to flow from more focused operational efforts, rationalization, standardisation and simplification of business processes, and the elimination of duplication, and rationalization of administrative expenses.
 - (f) Achieving economies of scale.

In view of the aforesaid, the Board of Directors of the Transferor Company and the Transferee Company have considered proposed Scheme of merger (by absorption) of the entire undertaking and business of the Transferor Company with the Transferee Company in order to benefit the stakeholders of both the Company. Accordingly, the Board of Directors of the Transferor Company and the Transferee Company have formulated this Scheme of Merger by absorption for the transfer and vesting of the entire undertaking and business of the Transferor Company with and into the Transferee Company pursuant to the provisions of Section 230 to Section 232 and other relevant provisions of the Act.

4. That the meeting of the Equity Shareholders of the Applicant Company be convened and held at Spencer Building, Ground floor, 30, Forjett Street, Near Bhatia Hospital, Grant Road (West), Mumbai- 400 036 on 12th March, 2018 at 11AM for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed Scheme of merger (by absorption) of

Lyka Healthcare Limited, the Transferor Company with Lyka Labs Limited, the Transferee Company and their respective Shareholders.

5. That at least one month before the said Meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said Meetings at the place, date and time as aforesaid, together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230(3) of the Company Act, 2013 read with Rule 6 of the Company (Compromises, Arrangements and Amalgamations) Rule, 2016 notified on 14th December, 2016 and the prescribed Form of Proxy, shall be sent by Courier / Registered Post / Speed Post /Hand Delivery or through Email (to those shareholders whose email addresses are duly registered with the Applicant Company for the purpose of receiving such notices by email), addressed to each of the Shareholders of the Applicant Company, at their last known address or email addresses as per the records of the concerned Applicant Company.
6. That at least one month before the meetings of the Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said Meeting, indicating the place, date and time of meeting as aforesaid be published and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Company Act, 2013 read with Rule 6 of the Company (Compromises, Arrangements and Amalgamations) Rule, 2016 and the Form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company as aforesaid and / or at the office of its Advocates, M/s Hemant Sethi & Co., 1602 Nav Parmanu, Behind Amar Cinema, Chembur, Mumbai – 400071.
7. That the Notice of the Meetings of the Applicant Company shall be advertised in two local newspapers viz. "Financial Express" in English and "Navshakti" in Marathi, both circulated in Mumbai, not less thirty (30) days before the date fixed for the meeting.
8. That Mr. Kunal N. Gandhi, Authorized Signatory of the Applicant Company, and failing him, Mr. Narendra I. Gandhi, Director of Applicant Company, and failing him, Mr. Piyush G. Hindia, Authorized Signatory of Applicant Company, shall be the Chairman of the aforesaid meetings of the Equity Shareholders of the Applicant Company to be held at Spencer Building, Ground floor, 30, Forjett Street, Near Bhatia Hospital, Grant Road (West),

Mumbai- 400 036 on 12th March,2018 at 11AM or any adjournment or adjournments thereof.

9. That the Chairman appointed for the aforesaid Meeting to issue the advertisement and send out the notices of the Meetings referred to above. The said Chairman shall have all powers as per Articles of Association and also under the Company Act, 2013 in relation to the conduct of the meetings, including for deciding procedural questions that may arise at the meetings or at any adjournment thereof or resolution, if any, proposed at the meetings by any person(s).
10. That the quorum of the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Company Act, 2013.
11. That voting by proxy or authorized representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorization duly signed by the person entitled to attend and vote at the meetings, are filed with Applicant Company at their respective Registered Office(s) at 101, Shiv Shakti Industrial Estate, Andheri Kurla road, Andheri (East), Mumbai 400 059 not later than forty eight (48) hours before the aforesaid meetings.
12. That the value and number of the shares of each Equity Shareholder shall be in accordance with the books / register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairman of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
13. That Mr. Anshul Bhatt (Proprietor), Anshul Bhatt & Associates, Company Secretaries, is hereby appointed as Scrutinizers of the meeting of the Equity Shareholders of the Applicant Company proposed to be held on 12th March, 2018 at Spencer Building, Ground floor, 30, Forjett Street, Near Bhatia Hospital, Grant Road (West), Mumbai- 400 036 and his remuneration is fixed as Rs. 20,000/- .
14. That the Chairman is directed to file an affidavit not less than seven (7) days before the date fixed for the holding of the meetings and to report to this

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Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with.

15. That the Chairman of the meeting is directed to report to this Tribunal, the results of the aforesaid meetings within thirty (30) days of the conclusion of the meetings.
16. The Applicant Company are directed to serve notices along with copy of scheme upon:- (i) concerned Income Tax Authority with in whose jurisdiction the Applicant Company assessment are made (PAN NO: AACCL5426A, Circle 10(2)(2), Aaykar Bhavan) (ii) the Central Government through the office of Regional Director, Western region, Mumbai, and (iii) Registrar of Company, with a direction that they may submit their representations, if any, within a period of thirty (30) days from the date of receipt of such notice to the Tribunal with copy of such representations shall simultaneously be served upon the Applicant Company, failing which, it shall be presumed that the authorities have no representations to make on the proposals.
17. The Applicant Company is also directed to serve notice along with copy of scheme upon Official Liquidator. M/s Kamlesh Mehta & Co, Chartered Accounts are appointed to assist the Official Liquidator to scrutinize books of accounts of the Applicant Company for the last five (5) years. The Transferee Company to pay fees of Rs. 1,00,000/-.
18. The Counsel for the Applicant Company submits that there is one Secured Creditor in the Applicant Company, therefore the Applicant Company will serve the notice to the Secured Creditor with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company. The Counsel for the Applicant Company submits that the Scheme is an arrangement between the Applicant Company and their respective shareholders only a meeting of the Equity Shareholders are proposed to be held in accordance with the provisions of Section 230(1)(b) of the Company Act, 2013. This bench hereby directs the Applicant Company to issue notice to all its Unsecured Creditors with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company.

19. The Applicant Company to file affidavit of service in the Registry proving dispatch of notices to the shareholders, creditors, publication of notices in newspapers and to the regulatory authorities as stated in clauses 18 and 19 above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

Sd/-

BHASKARA PANTULA MOHAN
MEMBER(JUDICIAL)

12.01.2018

Sd/-

M. K. SHRAWAT
MEMBER(JUDICIAL)