



RA CHEM PHARMA LIMITED
Meeting of Unsecured Creditors

Date: 12th April, 2019

Time: 3:00 PM

Venue: Federation House, 11-6-841,
FTAPCCI Marg, Red Hills,
Hyderabad, Telangana – 500 004

RA CHEM PHARMA LIMITED
Registered Office: Plot No 26 & 27, Technocrats Industrial Estate Phase I, Balanagar,
Hyderabad-500037, Telangana
Corporate Identity Number: U24110TG1996PLC022816

Tel. No: 040- 44758595; Fax No: 040- 44758596

Website: www.rachempharma.com;
Email: info@rachempharma.com

NOTICE OF TRIBUNAL CONVENED MEETING OF THE UNSECURED CREDITORS
OF RA CHEM PHARMA LIMITED

Day Friday
Date 12th April, 2019
Time 3:00 PM
Venue Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad,
Telangana - 500 004

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Form No. CAA 2
(Pursuant to Section 230(3) of the Companies Act 2013 and Rule 6 and 7 of
Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
HYDERABAD BENCH

CA(CAA) No. 48/230/HDB/2019
IN THE MATTER OF THE COMPANIES ACT, 2013 ('ACT')
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE ACT
AND
IN THE MATTER OF LAXMI R.A. HOLDINGS AND INVESTMENTS
PRIVATE LIMITED (TRANSFEROR COMPANY 1)
AND
INDU PHARMA PRIVATE LIMITED (TRANSFEROR COMPANY 2)
AND

RA CHEM PHARMA LIMITED
(TRANSFeree COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS & CREDITORS

RA CHEM PHARMA LIMITED
(CIN: U24110TG1996PLC022816)
Plot No 26 & 27, Technocrats Industrial
Estate Phase I, Balanagar, Hyderabad-
500037, Telangana.

... Applicant No.1/Transferee
Company

LAXMI R.A. HOLDINGS AND
INVESTMENTS PRIVATE LIMITED
(CIN: U74110TG1999PTC033145)
Plot No. 26 & 27, Technocrats Industrial
Estate Phase 1, Balanagar, Hyderabad-
500037, Telangana.

.... Applicant No.2 / Transferor
Company No.1

INDU PHARMA PRIVATE LIMITED
(CIN: U24239TG2004PTC043904)
Plot No. 26 & 27, Technocrats Industrial
Estate Phase 1, Balanagar, Hyderabad-
500037, Telangana.

... Applicant No.3/ Transferor
Company No.2

NOTICE CONVENING MEETING OF THE UNSECURED
CREDITORS

To
The Unsecured Creditors of RA CHEM PHARMA LIMITED

Notice is hereby given that by an Order dated the 21st February, 2019, the Hon'ble National Company Law Tribunal, Hyderabad Bench in the aforementioned Company Application, has directed a Meeting of the Unsecured Creditors of RA Chem Pharma Limited, the Applicant No.1/ Transferee Company to be convened and held for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme of Arrangement proposed to be made amongst RA Chem Pharma Limited, ("Applicant No.1") and Laxmi RA Holding and Investment Private Limited ("Applicant No.2") and Indu Pharma Private Limited ("Applicant No.3") and their respective shareholders and creditors.

In pursuance of the said Order and as directed therein further notice is hereby given that a meeting of the Unsecured Creditors of RA Chem Private Limited will be held at Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad, Telangana - 500 004, Friday, on the 12th day of April, 2019 at 3:00 PM., at which time and place the Unsecured Creditors of RA Chem Pharma Limited are requested to attend. At the said meeting, approval of the Unsecured Creditors of the Applicant No.1 is sought for the Scheme of Arrangement by passing the following Resolution(s) as Special Resolution(s):

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act 2013, (including any statutory modifications(s) or re-enactment thereof for the time being in force, the provisions of the Memorandum and Articles of Association of the Company and subject to approval of the Hyderabad Bench of the Hon'ble National Company Law Tribunal and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed, imposed or approved by the Hyderabad Bench of the Hon'ble National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to mean and include one or more Committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Scheme of Arrangement by and amongst RA Chem Pharma Limited, Laxmi RA Holdings and Investments Private Limited and Indu Pharma Private Limited, circulated to the Unsecured Creditors along with the notice and placed before the meeting and initialed by the Chairman for identification purpose, be and is hereby approved".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts , deeds, matters and things, which the Board considers necessary, requisite, desirable or appropriate and to make, agree or accept such modifications/ amendments/ limitations and/ or conditions arising out of or by virtue of

the said Scheme or as may be directed or imposed by the Hon'ble National Company Law Tribunal, Hyderabad Bench and/or any other authorities which the Board considers necessary to effectively implement the said Scheme."

Copies of the Scheme and the Explanatory Statement under Sections 102, 230 and 232 of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 along with the enclosures as indicated in this notice, can be obtained free of charge at the registered office of the Company

The National Company Law Tribunal, Hyderabad Bench has appointed Mr. Rajeev Ratna, Advocate as the Chairman of the said Meeting. The abovementioned Scheme of arrangement, if approved by the meeting, will be subject to the subsequent approval of the tribunal.

A copy of the Scheme of Arrangement and the Explanatory Statement under Section 102 of the Companies Act, 2013 are enclosed.

Place: Hyderabad
Date: 12.03.2019

Sd/-
Rajeev Ratna
Advocate
Chairman appointed for the Meeting

Notes:

1. Only unsecured creditors of the Applicant No.1 Company to whom this notice is sent may attend and vote in person at the meeting of the Unsecured Creditors.
2. Unsecured creditors/ authorized representatives attending the meetings are requested to bring a copy of the notice of the meeting and produce it at the entrance of the meeting venue along with duly filled in and signed attendance slip and authorisation letter, if any.
3. The Notice is being sent to all the Unsecured creditors of the Company as on 12th March, 2019. This notice of the Tribunal Convened Meeting of the Unsecured creditors of RA Chem Pharma Limited is also displayed / posted on the website of RA Chem Pharma Limited.
(Website:- www.rachempharma.com)
4. The Unsecured creditors shall have right to one vote each irrespective of the value of debt.
5. The Notice convening the aforesaid meeting will be published through advertisement in English in Business Standard and in Telugu in Andhra Prabha, having wide circulation in the district where the registered office of RA Chem Pharma Limited, is situated.

6. The Hon'ble National Company Law Tribunal, Hyderabad Bench, has appointed Mr. Shankar Viswanatham, PCS, as the scrutinizer for the meeting to scrutinize the ballot process in a fair and transparent manner.
7. The queries, if any, related to the Scheme should be sent to RA Chem Pharma Limited in the name of Company Secretary at the Registered Office of the Company or addressed to his email address cs@rachimpharma.com in such a way that the Company will receive the same at least 7 days before the meeting.
8. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the Unsecured creditors at the Registered Office of the applicant Company on all working days (except Saturdays, Sundays and Public Holidays) between 10.30 a.m. and 12.30 p.m. upto one day prior to the date of the meetings of the shareholders.
9. The resolution shall be deemed to be passed on the date of the concerned meeting, i.e., 12th April, 2019 subject to receipt of the requisite number of votes in favour of the resolution.
10. Pursuant to directions of the Tribunal, the notice of the meeting is being sent to the Unsecured creditors in physical form as per the permitted mode and also to the e-mail IDs of the unsecured creditors registered with the Company.
11. Route Map of the venue of

12. PROCEDURE AND INSTRUCTIONS FOR ATTENDANCE REGISTRATION:

Unsecured creditors are requested to tender their attendance slips at the registration counters at the venue of the Tribunal Convened Meeting and seek registration before entering the meeting hall. The creditors are requested to carry authorization letters, their valid photo identity along with the above attendance slip for verification purpose.

Encl: As stated above

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
HYDERABAD BENCH

CA(CAA) No. 48/230/HDB/2019
IN THE MATTER OF THE COMPANIES ACT, 2013 ('ACT')
AND
IN THE MATTER OF SECTIONS 230 TO 232 OF THE SAID ACT
AND
IN THE MATTER OF LAXMI RA HOLDINGS AND INVESTMENT LIMITED
(TRANSFEROR COMPANY 1)
AND
INDU PHARMA PRIVATE LIMITED
(TRANSFEROR COMPANY 2)
WITH
RA CHEM PHARMA LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS & CREDITORS

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND RULE 6(3)
OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS)
RULES, 2016:

Pursuant to an Order dated the 21st day of February 2019 passed by the Hon'ble National Company Law Tribunal, Hyderabad Bench, in the Company Scheme Application CA(CAA) No. 48/230/HDB/2019, a meeting of the Unsecured Creditors of RA Chem Pharma Limited, the Applicant No.1 (hereinafter referred to as "RA Chem" or "the Applicant No.1"), is being convened to be held on Friday, the 12th day of April, 2019 for the purpose of considering, and, if thought fit, approving, with or without modifications(s), the proposed Scheme of Arrangement between/ amongst RA Chem Pharma Limited (hereinafter referred to as 'RA Chem' or 'the Transferee Company'), Laxmi RA Holdings and Investments Private limited and Indu Pharma Private Limited . The detailed terms of the arrangement are appearing in the enclosed draft of the Scheme of Arrangement (hereinafter referred as "the Scheme").

1. Background of RA Chem Pharma Limited, Laxmi RA Holdings and Investments Private Limited and Indu Pharma Private Limited:

A. RA Chem Pharma Limited (CIN: U24110TG1996PLC022816; PAN: AAACI6448M

- (a) RA Chem Pharma Limited is an unlisted public Company, limited by Shares, incorporated under the provisions of the Companies Act, 1956 on 8th January 1996, originally as "IGOR DYESPEC PRIVATE LIMITED" and subsequently changed its name to "IGOR PHARMACHEM PRIVATE LIMITED" with effect from 1st January, 1999 and subsequently changed to "IGOR PHARMACHEM LIMITED" with effect from 21st November, 2000, and to the present name, RA Chem Pharma Limited with effect from 16th May, 2005.
- (b) The Registered Office of the Company is situated at Plot No 26 & 27, Technocrats Industrial Estate, Phase I, Balanagar, Hyderabad - 500037 in the State of Telangana. The e-mail address of the Company is info@rachimpharma.com. There was no change in the Registered Office and the Objects of the Company in the last 5 years.
- (c) The authorized share capital of RA Chem Pharma Limited is Rs. 14,00,00,000/- (Rupees Fourteen Crores only.) divided into 1,40,00,000 (One Crores Forty Lakhs) Equity Shares of Rs. 10/- each. The issued, subscribed and paid up share capital of RA Chem Pharma Limited as on the date of filing of the Application with the Hon'ble National Company Law Tribunal, Hyderabad Bench is Rs. 8,50,11,050 /- (Rupees Eight Crores Fifty Lakhs Eleven Thousand and Fifty only.) divided into 85,01,105 (Eighty Five Lakhs One Thousand One Hundred and Fifty.) Equity Shares of Rs. 10/- each.
- (d) Summary of the main objects as per the Memorandum of Association of RA Chem (the Transferee Company) and the main businesses carried on by it are stated below:

To carry on business as manufacturers, buyers, sellers, importers, exporters, distributors, agents, and/or otherwise deal as wholesalers in all types of dyes, pigments, resins, preservatives of fruits or vegetables, rubber chemicals, photo chemicals, organic and inorganic chemicals, bulk drugs, pharmaceuticals, formulations, orals, powders, ointments, capsules, Ayurvedic, Homoeopathic, Unani and Herbal medicines and those of biological products, nutritional and household remedies including on Licence basis.

- (e) This Scheme of Arrangement is for the purpose of amalgamation of two Companies namely Laxmi R.A. Holdings and Investments Private Limited and Indu Pharma Private Limited (transferor companies) with this Company (RA Chem Pharma Limited). This Scheme was approved by the Board of Directors of RA Chem Pharma Limited at its Meeting held on 6th January, 2018 and authorized the Managing Director/Company Secretary to make any amendments, alterations and modifications in the said Scheme as may be deemed desirable or expedient or as may be directed by the Tribunal.
- (f) The Following Directors voted in favour of the resolution for the Scheme of Arrangement:
- Mr. Potluri Venkata Subba Rao
 - Mr. Divyang Bipinchandra Kapadia
 - Mr. Ravula Sirish Kumar
 - Mr. Vivekanand Thutupalli

The following directors had applied for Leave of Absence and were granted the same

- Mr. VijayaKrishna Thirumaleswara Konila
- Mrs. Minakshi Maheshwari

(g) The Names, the addresses and the shareholding details of the Promoters, the Directors and the Key Managerial Persons (KMP) of RA Chem Pharma Limited are as follows:

Sl. No.	Name and address of the Promoter	CIN	Status	No. of Equity Shares held in		
				RA Chem	Laxmi RA	Indu Pharma
1	Micro Labs Limited Address: 27, Race Course Road, Bangalore, Karnataka- 560001	U24232KA1973 PLC002401	Corporate Entity	39,98,94 9	6,38,983	-
2	Laxmi R.A. Holdings and Investments Private Limited Address: Plot No. 26 & 27, Technocrats Industrial Estate, Phase I, Balanagar, Hyderabad, Telangana - 500 37	U74110TG1999 PTC033145	Corporate Entity	3,941,40 4	-	-
3	R. Sirish Kumar Address: 253/3RT, Vijaya Nagar Colony, Humayun Nagar, Hyderabad, Telangana-500057 (Holding shares on behalf of Micro Labs Limited)	Not Applicable	Corporate Entity	50,440	1,51,847	1
Sl. No.	Name of the Director and his/her address	DIN	Designation			
1.	Mr. Venkata Subba Rao Potluri, 8-2- 293/82/A/626 Road No.35, Jubilee Hills, Hyderabad -500033 Telangana.	00099066	Independent Director	-	-	-

2.	Mr. Divyang Bipinchandra Kapadia- 3-A, Nandita, 93, Linking Road, Santacruz West, Mumbai - 400054 Maharashtra.	01555454	Independent Director	-	-	-
3.	Mr. Sirish Kumar Ravula 253/3rt Vijayanagar Colony Humayun Nagar Hyderabad- 500057 Telangana.	01578978	Managing Director	50,440	151,847	1
4.	Mr. Vivekanand Thutupalli, Flat No.303, H.No.37- 17/634/303, Vineyard Jasper, Defence Colony, Sainikpuri, Secunderabad 500094 Telangana.	01592485	Non- Executive Director	-	-	-
5.	Mr. Vijayakrishna Thirumaleswara Konila No.66, West of Chord Road, 3rd Stage Sathyanarayanan Layout, Bangalore North, Basaveshw Bangalore 560079 Karnataka	01752225	Non- Executive Director	-	-	-
6.	Ms. Minakshi Maheshwari,- 305, Sea Flama B Wing, Dosti Flamingos China Mill Compd, Sewri Naka, Sewri West Mumbai 400015 Maharashtra.	07780480	Independent Director	-	-	-
Sl. No.	Name of the KMP and his address	PAN	Designation			
1.	Mr. Praneeth Abhishek Gunda 11-3-366/4/B/G1, Gayatri Apartments, Srinivas Naga Secunderabad	AUPPG9796C	Company Secretary	-	-	-

Hyderabad -500061, Telangana.						
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B. Laxmi R.A. Holdings and Investments Private Limited (CIN: U74110TG1999PTC033145; PAN: AAACL7377E and Indu Pharma Private Limited (CIN: U24239TG2004PTC043904); PAN: AABCI2917A)

(a) LAXMI R.A. HOLDINGS AND INVESTMENTS PRIVATE LIMITED ("Laxmi RA/ Transferor Company 1") is a Company limited by Shares is incorporated under the provisions of the Companies Act, 1956 and having its registered office at Plot No 26 & 27, Technocrats Industrial Estate, Phase I, Balanagar, Hyderabad -500037 in the State of Telangana. The Company was incorporated on 27th day of December, 1999 in the State of Telangana (erstwhile Andhra Pradesh). The e-mail address of the Company is cs@rachempharma.com.

(b) The authorized share capital of Laxmi R.A. Holdings and Investments Private Limited is Rs. 1,10,00,000/- (Rupees One Crores Ten Lakhs only) divided into 11,00,000 (Eleven Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each. The issued, subscribed and paid up share capital of Laxmi RA Holdings and Investments Private Limited as on the date of filing of the Application with the Hon'ble National Company Law Tribunal, Hyderabad Bench is Rs. 1,0230,000/- (Rupees One Crores Two Lakhs Thirty Thousand Only) divided into 10,23,000 (Ten Lakhs and Twenty three Thousand Only) equity shares of Rs. 10/- (Rupees Ten only) each.

(c) There was no change in the name and registered office of Laxmi RA in the last five years.

(d) Main Objects of Laxmi RA Holdings and Investments Private Limited:

1. To carry on the business of manufacturers, buyers, sellers, importers, exporters, distributors, traders, wholesalers, agents and/or otherwise deal as wholesalers in fine, organic and inorganic, chemicals, bulk drugs such as anti-inflammatory, analgesic, anti-pyretic, anti-tuberculosis, anti-bacterial, anti-hypertension, anti-cancer, anti-fungal, anti-diabetic and anti-biotic drugs and their intermediary compounds.
2. To carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents and/or otherwise deal as wholesalers in drugs, pharmaceuticals, formulations, orals, powders, ointments, capsules, tablets Ayurvedic, Homoeopathic, Unani and Herbal medicines and those of biological products, nutritional products and household remedies including on licence basis.
3. To carry on business as manufacturers of and dealers in and to Act as Distributors, Stockiest, Agents including clearing and forwarding in pharmaceutical, medical, herbal, biological and chemical preparations, formulations, articles, compounds and drugs, both organic and inorganic and their by-products, intermediates, formulations.

4. To carry on business as dealers in shares and securities, to manage investment pools and to invest in shares and securities and deal and invest in all forms of movable and immovable property.
 5. To render professional and technical consultancy and advice to any individual, firm company, Government statutory undertaking or corporation carrying on or proposes to carry on the business activities relation to pharmaceutical and formulations industries.
- (e) INDU PHARMA PRIVATE LIMITED (“Indu Pharma/ Transferor Company 2”) is a private company limited by Share is incorporated under the provisions of the Companies Act, 2013 and having its registered office at Plot No. 26 & 27, Technocrats Industrial Estate, Phase-I, Balanagar, Hyderabad -500037, in the State of Telangana. The Company was originally incorporated on 16th day of August, 2004 in the State Telangana (erstwhile Andhra Pradesh). The e-mail address of the Company is cs@rachempharma.com
- (f) The authorized share capital of Indu Pharma is Rs. 1,00,00,000/- (Rupees One Crores) divided into 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each. The issued, subscribed and paid up share capital of Indu Pharma as on the date of filing of the Application with the Hon’ble National Company Law Tribunal, Hyderabad Bench is Rs. 81,00,000/- (Rupees Eighty one Lakh) divided into 8,10,000 (Eight Lakh Ten Thousand) equity shares of Rs. 10/- each.
- (g) Main Objects of Indu Pharma Private Limited:
1. To manufacture, process, refine, formulate, purchase, sell, import, export, distribute and or deal with all kinds of chemicals, organic as well as inorganic, all kinds of drugs and pharmaceuticals, allopathy, ayurvedic, and or veterinary, including bulk drugs and intermediates, organic compounds, acids, vitamins, medicines from fermentation products, and or diagnostic.
 2. To manufacture, produce, process, buy, sell, trade, exchange, import, export, act as agents, stockiest, distributors and or otherwise, deal in any other manner in bio technology products, tissue culture products, enzymes, vaccines, bio pesticides, we decide, insecticides and fungicidal sprays, bio fertilizers, bio chemicals and chemicals related to agricultural and medical use bio engineering products, genetic engineering products, fermones, fermentation products, seed and seeding production, and all kinds of bio products or products manufactured there from or products manufactured for use, in use its production.
 3. To act as technical advisors, consultants, to render technical knowhow, management and other services, to supervise and set up production techniques/facilities, to act, undertake, execute all types of projects processes, engineering, turnkey jobs and other work of drugs and pharmaceuticals products to any firm, company, body corporate, undertaking, person, institution, association, departments of the government, public or local authorities, trust and scientific research and development countries in India and abroad.
- (h) There was no change in the name, registered office and objects clause of Indu Pharma Private Limited in the last five years.

- (i) The Names and the addresses of Promoters and the Directors of Laxmi RA Holdings and Investments Private Limited are as follows:

Sl. No.	Name of the Promoter and their address	CIN	Status	No. of Shares held in		
				RA CHEM	LAXMI RA	INDU PHARMA
1	RA Chem Pharma Limited Address: Plot No. 26&27, Technocrats Industrial Estate Phase I, Balanagar, Hyderabad - 500037, Telangana.	U24110TG1996PLC022816	Corporate Entity	-	-	8,09,999 Equity Shares @10/- each
2	R. Sirish Kumar holding one share on behalf of RA CHEM PHARMA LIMITED			50,440	1,51,847	1
Sl. No.	Name of the Director and his/her address	DIN	Designation			
1.	Mr. Sirish Kumar Ravula 253/3rt Vijayanagar Colony Humayun Nagar Hyderabad- 500057 Telangana.	01578978	Director	50,440	1,51,847	1
2.	Mr. Ravi Kumar Yerra Flat No. 303, Block - A, Meenakshi Trident Towers Gachibowli, Serilingampally Rangareddy - 500032, Telangana.	01941752	Director	-	1,10,176	-

- (j) The Names and the addresses of Promoters and the Directors of Indu Pharma Private Limited are as follows:

Sl. No.	Name of the Promoter and their address	CIN	Status	No. of Equity Shares held in		
				RA CHEM	LAXMI RA	INDU PHARMA
1	RA Chem Pharma Limited Plot No 26&27, Technocrats Industrial Estate Phase I, Balanagar, Hyderabad - 500037, Telangana.	U24110TG199 6PLC022816	Corporate Entity	-		8,09,999 Equity Shares @10/- each
Sl. No.	Name of the Director and his/her address	DIN	Designation			
1.	Mr. Sirish Kumar Ravula 253/3rt Vijayanagar Colony Humayun Nagar Hyderabad - 500057 Telangana.	01578978	Director	50,440	1,51,847	1
2.	Mr. Ravi Kumar Yerra Flat No. 303, Block - A, Meenakshi Trident Towers Gachibowli, Serilingampally Rangareddy - 500032, Telangana	01941752	Director	-	1,10,176	-

(h) The Following Directors of Laxmi RA and Indu Pharma voted in favour of the resolution for the Scheme of Arrangement:

- Mr. Sirish Kumar Ravula
- Mr. Ravi Kumar Yerra

2. Rationale of the Scheme and Benefits to the Company, Members, creditors and others.

The proposed Arrangement/ Amalgamation is expected to result in better and efficient utilization of resources and consolidation of properties of the Transferor Companies and Transferee Company, reduction in overheads and other expenses and create a stronger base for future growth of the amalgamated entity. This Scheme of Arrangement is in the interest of RA Chem, Laxmi RA and Indu Pharma, their respective shareholders, employees and all concerned. The Scheme does not affect the interest of the workers, employees of the Transferor Companies, as their services shall be deemed to have been continuous and not interrupted by reason of the Arrangement. The terms and conditions of service applicable to such staff, workmen or employees after the arrangement shall not in any way be less favorable than those applicable to them immediately preceding the Arrangement.

1. Salient Features of the Scheme

The salient features of the Scheme are summarized as follows:

- a. Appointed/ Transfer Date is 1st April, 2018 or such other date as may be fixed by the Hon'ble National Company Law Tribunal, Hyderabad Bench.
 - b. The Scheme shall be effective from the Effective Date.
 - c. The Transferor Company-1, Laxmi RA, holds 44.1% equity share capital of Transferee Company, RA Chem and on the approval of the Scheme the said shares shall stand cancelled automatically without any further application, act or deed and there shall be no obligation in that behalf.
 - d. The Transferee Company, RA Chem holds 100% shares of Transferor Company 2, Indu Pharma and on the approval of the scheme the said shares shall stand cancelled automatically without any further application, act or deed and there shall be no obligation in that behalf, Hence no new shares of Transferee Company shall be allotted through the proposed Scheme of Arrangement to the Transferor Company 2 Shareholders.
 - e. On the Scheme becoming effective, the Transferor Companies shall without any further act, instrument or deed stand dissolved without being wound-up.
2. The features set out above being only the salient features of the Scheme, the members / Equity Shareholders are requested to read the enclosed Scheme to get themselves acquainted with all the detailed provisions thereof.
 3. The rights and interests of the members, the creditors, the Promoters, the Directors, and the employees of RA Chem, Laxmi RA and Indu Pharma will not be prejudicially affected by the Scheme.
 4. The Scheme will not adversely affect the rights of any of the creditors of the said Companies in any manner whatsoever and due provisions have been made for payment of liabilities as and when the same fall due in the usual course.
 5. None of the Directors or Key Managerial Personnel of RA Chem Pharma Limited (except for R. Sirish Kumar who is deemed to be interested in the proposed Scheme to the extent of his holdings of Equity Shares) has any beneficial shareholding or any other interest in Laxmi RA or Indu Pharma. Thus the proposed Scheme does not have any effect on the Promoters, Directors and the Key Managerial Personnel of RA Chem. The effect of the Scheme on the interests of the Directors and Key Managerial

Personnel and their relatives or Promoters, is not different from the effect of the Scheme on other shareholders of RA Chem.

6. Indu Pharma being wholly owned subsidiary of RA Chem, no shares would be issued to the shareholders of Indu Pharma in consideration for the arrangement. Accordingly, there would be no change in the shareholding pattern of RA Chem post arrangement.
7. Upon sanction of Scheme of Arrangement by the Hon'ble NCLT, Hyderabad Bench, the Authorised Share Capital of RA Chem shall stand amended to Rs. 16,10,00,000/- (Rupees sixteen crores ten lakhs only) divided into 1,61,00,000 equity shares of Rs.10 each.
8. As on 30th November,2018 the Transferee Company has 711 unsecured creditors amounting to Rs. 58,27,32,024/-,
9. There are no investigations pending against any of the Companies involved in this Scheme.
10. The Company believes that other than sanction of the Hon'ble NCLT upon approval of the Scheme by the Shareholders and the Unsecured Creditors, no other approval, etc., is required for implementing the proposed Scheme of Arrangement.
11. The Directors of RA Chem Pharma Limited are deemed to be interested in the proposed Scheme to the extent of their holdings of Equity Shares in RA Chem Pharma Limited and Laxmi R.A. Holdings and Investments Private Limited, particulars whereof are given in the Register of Directors' Shareholding, which is available for inspection at the Registered Office of the Company.
12. Copies of the following documents are open for obtaining extract from or for making or obtaining copies of or inspection at the registered office of RA Chem on any working day:
 - a. Memorandum and Articles of Association of RA Chem, Laxmi RA and Indu Pharma.
 - b. Copy of the Scheme of Arrangement;
 - c. Latest audited financial statements of the Company
 - d. Copy of the Order dated 21st February, 2019 passed by the Hon'ble National Company Law Tribunal, Hyderabad Bench directing the convening of the meeting of the unsecured creditors of the Applicant Company;
 - e. The certificate issued by Auditor of the Company to the effect that the accounting treatment proposed in the scheme of compromise or arrangement is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
 - f. Contracts or agreements material to the compromise or arrangement;
 - g. Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme;

Dated this 12th day of March, 2019

Sd/-
Rajeev Ratna
Advocate
Chairperson of the Meeting

SCHEME OF ARRANGEMENT

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL,
HYDERABAD BENCH

COMPANY SCHEME APPLICATION NO.CA(CAA) No. 48/230/HDB/2019
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(TRANSFEROR COMPANY 2)
WITH
RA CHEM PHARMA LIMITED
(TRANSFEREE COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS

RA CHEM PHARMA LIMITED, a company limited by shares, incorporated under the Companies Act, 1956 and having its Registered Office Plot No 26 & 27, Technocrats Industrial Estate Phase I, Balanagar, Hyderabad, Telangana- 500037, represented by its Company Secretary, Mr. G. Praneeth Abhishek

....Applicant Company

SCHEME OF ARRANGEMENT
OF
M/S.LAXMI R.A HOLDINGS AND INVESTMENTS PRIVATE LIMITED
AND
M/S.INDU PHARMA PRIVATE LIMITED

WITH
M/S.RA CHEM PHARMA LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

PART A

1. DESCRIPTION OF COMPANIES:

1.1 LAXMI R.A. HOLDINGS AND INVESTMENTS PRIVATE LIMITED ("Transferor Company 1") is a Company incorporated under the provisions of the Companies Act, 1956 bearing CIN: U74110TG1999PTC033145 and having its registered office at Plot No. 26 & 27, Technocrats

Industrial Estate, Phase-I, Balanagar, Hyderabad - 500037 in the State of Telangana (erstwhile State of Andhra Pradesh).

The main objects of the Transferor Company¹ are:

1. To carry on the business of manufacturers, buyers, sellers, importers, exporters, distributors, traders, wholesalers, agents and/or otherwise deal as wholesalers in fine, organic and inorganic, chemicals, bulk drugs such as anti-inflammatory, analgesic, anti-pyretic, anti-tuberculosis, anti-bacterial, anti-hypertension, anti-cancer, anti-fungal, anti-diabetic and anti-biotic drugs and their intermediary compounds.
2. To carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents and/or otherwise deal as wholesalers in drugs, pharmaceuticals, formulations, orals, powders, ointments, capsules, tablets Ayurvedic, Homoeopathic, Unani and Herbal medicines and those of biological products, nutritional products and household remedies including on Licence basis.
3. To carry on business as manufacturers of and dealers in and to Act as Distributors, Stockiest, Agents including clearing and forwarding in pharmaceutical, medical, herbal, biological and chemical preparations, formulations, articles, compounds and drugs, both organic and inorganic and their by-products, intermediates, formulations.
4. To carry on business as dealers in shares and securities, to manage investment pools and to invest in shares and securities and deal and invest in all forms of movable and immovable property.
5. To render professional and technical consultancy and advice to any individual, firm company, Government statutory undertaking or corporation carrying on or proposes to carry on the business activities relation to pharmaceutical and formulations industries.

1.2 INDU PHARMA PRIVATE LIMITED ("Transferor Company 2") is a Company incorporated under the provisions of the Companies Act, 1956 bearing CIN: U24239TG2004PTC043904 and having its registered office at Plot No. 26 & 27, Technocrats Industrial Estate Phase-I, Balanagar, Hyderabad - 500037 in the State of Telangana (erstwhile State of Andhra Pradesh).

The main objects of the Transferor Company 2 are:

1. To manufacture, process, refine, formulate, purchase, sell, import, export, distribute and or deal with all kinds of chemicals, organic as well as inorganic, all kinds of drugs and pharmaceuticals, allopathy, ayurvedic, and or veterinary, including bulk drugs and intermediates, organic compounds, acids, vitamins, medicines from fermentation products, and or diagnostic.
2. To manufacture, produce, process, buy, sell, trade, exchange, import, export, act as agents, stockiest, distributors and or otherwise, deal in any other manner in bio technology products, tissue culture products, enzymes, vaccines, bio pesticides, weeddecide, insecticides and fungicidal sprays, bio fertilizers, bio chemicals and chemicals related to agricultural and medical use bio engineering products, genetic engineering products, fermones, fermentation products, seed and seeding production,

and all kinds of bio products or products manufactured there from or products manufactured for use, in use its production.

3. To act as technical advisors, consultants, to render technical knowhow, management and other services, to supervise and set up production techniques/facilities, to act, undertake, execute all types of projects processes, engineering, turnkey jobs and other work of drugs and pharmaceuticals products to any firm, company, body corporate, undertaking, person, institution, association, departments of the government, public or local authorities, trust and scientific research and development countries in India and abroad.

1.3 RA CHEM PHARMA LIMITED ("Transferee Company") is a Company incorporated under the provisions of the Companies Act, 1956 bearing CIN: U24110TG1996PLC022816 and having its registered office at Plot No. 26 & 27, Technocrats Industrial Estate Phase-I, Balanagar, Hyderabad - 500037 in the State of Telangana (erstwhile State of Andhra Pradesh). The Transferee Company was originally incorporated as "IGOR DYESPEC PRIVATE LIMITED" on 8th day of January, 1996 in the State of Telangana (erstwhile State of Andhra Pradesh). Subsequently, the name of the Transferee Company was changed from "IGOR DYESPEC PRIVATE LIMITED" to "IGOR PHARMACHEM PRIVATE LIMITED" on 1st day of January, 1999 and subsequently to "IGOR PHARMACHEM LIMITED" on 21st day of November, 2000 on conversion from Private Limited to Public Limited Company.

Further, the name of the Transferee Company was changed from "IGOR PHARMACHEM LIMITED" to "R.A CHEM PHARMA LIMITED" and the Registrar of Companies of erstwhile State of Andhra Pradesh issued fresh certificate of Incorporation on 16th day of May, 2005.

The main objects of the Transferee Company are:

1. To manufacture, produce, refine, process, mix, formulate, buy, sell, export, import enter into collaboration or otherwise deal as wholesalers in all types of dyes, pigments, resins, preservatives of fruits or vegetables, rubber chemicals, photo chemicals and their intermediary compounds.
2. To carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents and/or otherwise deal as wholesalers in fine, organic and inorganic chemicals, bulk drugs such as anti inflammatory, analgesic, antipyretic, anti tuberculosis, anti bacterial, anti hypertension, anti cancer, anti fungal, anti diabetic and anti biotic drugs and their intermediary compounds.
3. To carry on the business as manufacturers, buyers, sellers, importers, exporters, distributors, agents and/or otherwise deal as wholesalers in drugs, pharmaceuticals, formulations, orals, powders, ointments, capsules, tablets Ayurvedic, Homoeopathic, Unani and Herbal medicines and those of biological products, nutritional products and household remedies including on Licence basis.

2. DEFINITIONS

In this Scheme, unless repugnant to the meaning or context thereof, the following

expressions shall have the meaning as under:

- 2.1 "Act" means the Companies Act, 1956 and/or Companies Act, 2013 (wherever applicable) as amended from time to time and the Rules made there under or any statutory modification or re-enactment thereof for the time being in force;
- 2.2 "Amalgamated Entity" means "RA CHEM PHARMA LIMITED" after approval of the Scheme of Arrangement by National Company Law Tribunal.
- 2.3 "Arrangement" means the term "arrangement" as referred to and understood under the provisions of Sections 230 to 232 of the Companies Act, 2013 and other relevant provisions of the Act;
- 2.4 "Appointed Date" or "Transfer Date" or means the date from which this Scheme shall become operative viz., 1st April 2018 or in case the Hon'ble National Company Law Tribunal, Hyderabad Bench modifies the Appointed Date to such other date, then the same shall be the Appointed Date.
- 2.5 "Board" means the Board of Directors of the Transferor Company 1, Transferor Company 2 and/or the Transferee Company, as the case may be.
- 2.6 "Effective Date" shall mean the date on which the certified copy of the order of the Tribunal sanctioning the Scheme vesting the assets, properties, liabilities, rights, duties, obligations and the like of the Transferor Company 1 and Transferor Company 2 in the Transferee Company is filed with Registrar of Companies, Telangana and Andhra Pradesh, Hyderabad after obtaining the consents, approvals, permissions, resolutions, agreements, sanctions and orders necessary thereof.
- 2.7 "NCLT" or "Tribunal" means the Hyderabad Bench of Hon'ble National Company Law Tribunal constituted under Section 408 of the Companies Act, 2013 having jurisdiction in relation to Transferor Companies and Transferee Company or such other competent authority under law to whom this Scheme in its present form is submitted for sanctioning under Sections 230 - 232 of the Act;
- 2.8 "Record Date" means the date on which the Board of Directors of Transferee Company/Companies decides for nullifying the shares of the Transferor Company 1 and Transferor Company 2 i.e., cancellation of the shares held by the Transferee Company.
- 2.9 "Scheme" means this Scheme of Arrangement pertaining to the amalgamation of the Transferor Company 1 and Transferor Company 2 with the Transferee Company in its present form or with any modification(s) approved or imposed or directed by the Tribunal, or as may be modified from time to time.
- 2.10 "Transferor Company 1" means M/s. Laxmi R.A. Holdings and Investments Private Limited
- 2.11 "Transferor Company 2" means M/s. Indu Pharma Private Limited
- 2.12 "Transferor Companies" shall mean and include Laxmi R.A. Holdings and Investments Private Limited (Transferor Company 1) and Indu Pharma Private Limited (Transferor Company 2) respectively.
- 2.13 "Transferee Company" means M/s. RA Chem Pharma Limited.
- 2.14 "Tribunal" means the Hyderabad Bench of National Company Law Tribunal constituted under Section 408 of the Companies Act, 2013.
- 2.15 "Shareholders" shall mean the holder(s) of shares of the Transferor Company 1, Transferor Company 2 and the Transferee Company as reflected in Clause 3 below.
- 2.16 The "said Assets" shall mean and include the Undertaking, the entire business, all cash balance with banks, inter-corporate deposits, investments, housing loans, advances, fixed assets and other assets, all other movable and immovable properties (including immoveable

properties more particularly mentioned in the Schedule hereto), estates, lands, buildings, installations, plant and machinery, furniture and fittings, vehicles, office equipment, shares, stocks securities, spares, tools and instruments, inventories, book debts, remittances in transit, post dated cheques, benefit of any security arrangements including assigned insurance policies, National Savings Certificates, Indira Vikas Patra or any other instrument, postage stamps on hand, pre-paid expenses, concessions, tax exemptions, tax credits, Income-tax paid in advance, reversions, powers, authorities, allotments, approvals, consents, licences, Leases, registrations agreements, contracts, engagements, arrangements of all kinds, rights, privileges, title, interests, benefits and advantages of whatsoever nature and where so ever situate, trade names and other intellectual property rights of any nature whatsoever, permits, approvals, authorizations, right to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity connections, power plants, electricity generation & installations, and other services, reserves, provisions, funds, benefits of all agreements and all other interests of whatsoever nature, whether in India or abroad belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or enjoyed by the the Transferor Companies.

2. 17 The "said Liabilities" shall mean all debts, whether statutory, revenue or otherwise, term deposits, borrowings, bills payable, interest accrued and all other liabilities including Contingent Liabilities, duties, undertakings and obligations of the Transferor Companies.
2. 18 "Undertaking" or "Undertakings" shall in relation to Transferor Companies means the whole of the business carried on by such Transferor Companies and shall include:-
- (a) all the assets and liabilities of whatsoever nature shown in the books of the Transferor Companies including immovable, movable, intellectual property rights, bills, etc., wherever situated of the Transferor Companies as on the Appointed Date;
 - (b) all the assets wherever situated, whether movable or immovable, tangible or intangible, including all plant and machinery, buildings, offices, depots together with all present and future rights pertaining to the transferred undertakings and properties of the Transferor Companies, including all cash balance with banks, inter-corporate deposits, investments, advances, fixed assets and other assets, all other movable and immovable properties, estates, lands, buildings, installations, plant and machinery, furniture and fittings, vehicles, office equipment, shares, stocks securities, spares, tools and instruments, inventories, book debts, remittances in transit, benefit of any security arrangements including assigned insurance policies, or any other instrument, postage stamps on hand, pre-paid expenses, concessions, tax exemptions, tax credits, Income-tax paid in advance, reversions, powers, authorities, allotments, approvals, consents, licences, Leases, registrations agreements, contracts, engagements, arrangements of all kinds, rights, privileges, title, interests, benefits and advantages of whatsoever nature and where so ever situate, trade names and other intellectual property rights of any nature whatsoever, permits, approvals, authorizations, right to use and avail of telephones, telexes, facsimile, email, internet, leased line connections and installations, utilities, electricity connections, electricity generation & installations, and other services, reserves, provisions, funds, benefits of all agreements and all other interests of whatsoever nature, whether in India or abroad belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or enjoyed by the Transferor Companies
 - (c) all the debts, liabilities, (including Contingent and future liabilities), duties and obligations of the Transferor Companies including export obligations;

- (d) all the reserves, movable and immovable properties, estates, assets, all permits, quotas, rights, entitlements, industrial and other licences, approvals, consents from various authorities (whether granted or pending) tenancies, offices and depots, trademarks, patents, copyrights, trade secrets, confidential information, inventions, know-how, goodwill, all other intellectual property, bank accounts, privileges, receivables, all rights in goods sold or leased, benefits, and all rights and benefits (including liabilities) under the sales tax deferrals/incentives granted by Government of Telangana or any other Government, power (electricity) subsidies whether granted or pending with Government, reimbursements, excise duty benefits and other benefits, lease rights, licences, all benefits and rights under pending applications and clearances, powers and facilities of every kind, nature and description of whatsoever nature, rights to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity connections, power plants, electricity generation & installations and other services, provisions, funds benefits of all agreements, contracts and arrangements and all other interests in connection with or relating to Transferor Companies, business and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals;
- (e) all earnest moneys and/or security deposits paid by the Transferor Companies in connection with or relating to the Transferor Companies businesses; and
- (f) all necessary records, files, papers engineering and process information, computer programmes, manuals, data catalogues, quotations, sales and advertising materials, list of present and former customers and suppliers, customer credit information, customer pricing information and other records in connection with or relating to Transferor Companies business.
- All Taxes paid under the Income Tax Act by the Transferor Companies whether Advance Tax, Self Assessment Tax, Minimum Alternate Tax and all other taxes paid and pending for adjustment against tax payable for the respective years.
- (g) All refunds/ reimbursement receivable by the Transferor Companies from Central Excise, Customs, DGFT, sales Tax or any other Government.

3. CAPITAL STRUCTURE:

3.1 TRANSFEROR COMPANY 1

Presently the share capital of Laxmi R.A. Holdings and Investments Private Limited is as under

Authorized Share Capital:

Particulars	Amount in Rs.
11,00,000 Equity Shares of Rs.10/- each	1,10,00,000
Total	1,10,00,000

Issued, Subscribed and Paid-up Capital:

Particulars	Amount in Rs.
10,23,000 Equity Shares of Rs. 10/- each	1,02,30,000
Total	1,02,30,000

3.2 TRANSFEROR COMPANY 2

Presently the share capital of Indu Pharma Private Limited is as under:

Authorized Share Capital:

Particulars	Amount in Rs.
10,00,000 Equity Shares of Rs.10/- each	1,00,00,000
Total	1,00,00,000

Issued, Subscribed and Paid-up Capital:

Particulars	Amount in Rs.
8,10,000 Equity Shares of Rs. 10/- each	81,00,000
Total	81,00,000

3.3 TRANSFEREE COMPANY :

Presently the share capital of R.A. Chem Pharma Limited is as under:

Authorized Share Capital:

Particulars	Amount in Rs.
1,40,00,000 Equity Shares of Rs.10/- each	14,00,00,000
Total	14,00,00,000

Issued, Subscribed and Paid-up Capital:

Particulars	Amount in Rs.
85,01,105 Equity Shares of Rs.10/- each	8,50,11,050
Total	8,50,11,050

4. OPERATIVE DATE OF THE SCHEME

Upon becoming effective this Scheme, shall operate retrospectively with effect from the Transfer Date/Appointed Date.

5. TRANSFER OF UNDERTAKING:

- 5.1 Upon the Scheme becoming effective, with effect from the opening of business as on the Transfer Date, the entire Undertakings of the Transferor Companies shall, without any further act or deed and without registration of any document or order with any registering authority including the Registrar of Sub-Assurances and without payment of any further stamp duty on such transfer be and the same shall stand transferred to and vested in or deemed to have been transferred to or vested in the Transferee Company pursuant to the provisions of Section 232 and other applicable provisions of the said Act.
- 5.2 Subject to the provisions of this Scheme in relation to the mode of transfer and vesting and pursuant to the provisions of Section 232(4) of the said Act, all the properties, estates, assets, rights, title and interest of Transferor Companies in the said assets shall, without any further act or deed and without registration of any document or order with any registering authority including the Registrar of Sub-Assurances and without payment of any further stamp duty on such transfer (except as required under Article 20(d) of Schedule IA as applicable to the State of Telangana) be transferred to and vested in the Transferee Company so as to become as and from the Transfer Date, the estates, assets, rights, title and interests of the Transferee Company.

Provided that the transfer and vesting as aforesaid shall be subject to existing securities, mortgages, charges or any other encumbrances (if any, as may be subsisting) over or in respect of the said assets or any part thereof.

- 5.3 Without prejudice to the above Clause, in respect of such of the said Assets as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and delivery, the same shall be so transferred by Transferor Companies, and shall become the property of the Transferee Company in accordance with applicable provisions of law;
- 5.4 For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licences, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of the Transferor Companies shall stand transferred to the Transferee Company, as if the same were originally given by, issued to or executed in favour of the Transferee Company, and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to the Transferee Company. The Transferee Company shall make applications to and obtain relevant approvals from the concerned Governmental Authorities as may be necessary in this behalf.
- 5.5 The said Assets, other than the assets transferred in the manner provided in the aforesaid Clause and comprised in the undertaking of the Transferor Companies whether or not included in the books of the Transferor Companies shall, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company on the Transfer Date, by virtue of the order of sanction of the Tribunal under the provisions of Section 232 of the Act and the Transferee Company shall be entitled to get the change in the legal rights mutated in its name in the records of the statutory / regulatory / government authorities
- 5.6 All the said Liabilities of the Transferor Companies shall stand transferred to or be deemed to have been transferred, without any further act, instrument or deed, to the Transferee Company, pursuant to the provisions of Section 232 and other applicable provisions of the said Act so as to become as and from the Transfer Date, the debts, liabilities, duties, Undertakings and obligations of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause;
- 5.7 Upon the coming into effect of this Scheme, any loans or other obligations due between or amongst the Transferor Companies and the Transferee Company, if any, shall stand discharged and there shall be no liability in this behalf by or from one company to another company and in so far as any securities or notes issued by the Transferor Companies, and held by the Transferee Company, are concerned, the same shall, unless sold or transferred by the Transferee Company at any time prior to the Effective Date also stand discharged and cancelled as on the Effective Date, and shall be of no effect and the Transferor Companies shall have no further obligations outstanding in that behalf.
- 5.8 Since the entire Undertakings of the Transferor Companies together with all the assets and liabilities stand transferred to and vested in the Transferee Company, all assets, whether tangible or intangible, all the liabilities including contingent liabilities, losses, provisions, and reserves of the Transferor Companies shall, with effect from the Transfer Date be deemed to be the assets, losses, liabilities including contingent liabilities, provisions and reserves of the Transferee Company on the same terms and conditions.

- 5.9 There is no likelihood that any creditor of the Transferor Companies or Transferee Company would be prejudiced as a result of the Scheme and there is no arrangement or compromise with any of the creditors of the said companies.
- 5.10 Upon the Scheme becoming effective, the Transferee Company will carry on the business activity of Transferor Companies

6. TRANSFER OF RIGHTS AND OBLIGATIONS UNDER CONTRACTS, DEEDS AND OTHER INSTRUMENTS

- 6.1 On and from the Transfer Date, and subject to the provisions of this Scheme all contracts, deeds, bonds, agreements, arrangements and other instruments of whatsoever nature to which the Transferor Company 1, and/or Transferor Company 2 is /are the party or to the benefit of which both the Transferor Companies may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be in full force and effective against or in favour of the Transferee Company as the case may be and may be enforced as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto. The Transferee Company shall if necessary and if so required for the purpose of complying with the regulatory provisions enter into and/or issue and/or execute deeds, writings or confirmations or enter into any arrangement or confirmations or novations in order to give formal effect to the provisions of this Clause, if so required or if it becomes necessary.
- 6.2 The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation or any other writings in favour of the secured creditors or other creditors of the Transferor Companies in favour of any other party to any contract or arrangement to which the Transferor Companies are party or are subject to in order to give formal effect to the provisions contained in this Scheme. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such writings on behalf of the Transferor Companies and to implement or carry out all such formalities or compliances referred to above on the part of the Transferor Companies to be carried out or performed.

7. LEGAL PROCEEDINGS

With effect from the Effective Date, if any suit, petition, appeal, revision or other proceedings of whatever nature (hereinafter called "the Proceedings") by or against the Transferor Companies under any statute, whether pending on the Transfer Date, or which may be instituted in future (whether before or after the effective date) in respect of any matter arising before the effective date and relating to the Transferred Undertaking as agreed between the Transferor Companies and the Transferee Company shall not abate, be discontinued or be in any way prejudicially affected by reason of the transfer of the said assets/liabilities of the Transferor Companies or of anything contained in the Scheme, but the Proceedings may be continued, prosecuted and enforced by or against the Transferee Companies in the same manner and to the same extent as it would be or might have been continued, prosecuted and enforced by or against the Transferor Companies as if the Scheme had not been made.

8. STAFF, WORKMEN AND EMPLOYEES OF THE TRANSFEROR COMPANIES

All the staff, workmen and other employees on the permanent rolls of the Transferor Companies immediately before the Transfer of the Undertaking under the Scheme shall become the staff, workmen and employees of the Transferee Company on the basis that :

- 8.1 Their services shall have been continuous and shall not have been interrupted by reason of the transfer of the Undertaking;
- 8.2 The terms and conditions of services applicable to the said staff, workmen or employees after such transfer shall not in any way be less favorable to them than those applicable to them immediately before the transfer; and
- 8.3 It is expressly provided that so far as the Provident Fund amounts paid by the Transferor Companies payable by itself and deducted from the employee's wages and salaries and deposited with the Regional Provident Fund Commissioner, for and on behalf of the staff including workmen and other employees of the Transferor Companies is concerned, the same shall, upon the Scheme becoming effective shall stand substituted as if made by the Transferee Company for all purpose with the said Regional Commissioner of Provident Fund in the name of the Transferee Company and it is hereby clarified that for the aforesaid purpose the services of the employees who are employees of the Transferor Companies as on the Effective Date shall be treated as having been in the employment of the Transferee Company without any break of the service as having been in the continuous service of the Transferee Company.

9. CONDUCT OF BUSINESS BY THE TRANSFEROR COMPANIES UPTO THE EFFECTIVE DATE

With effect from the Transfer Date upto and including the Effective Date:

- 9.1 The Transferor Companies shall carry on and be deemed to have carried on all its business and activities with due diligence and prudence and shall be deemed to have held and been in possession of all the said Assets for and on account of and in trust for the Transferee Company.
- 9.2 The transfer and vesting of the property and liabilities and the continuance of the proceedings by the Transferee Company under this Scheme shall not affect any transactions or proceedings already concluded by the Transferor Companies in the ordinary course of business on and after the Appointed Date but prior to the effective date and all such acts, deeds and things done and executed by the Transferor Companies in respect thereto shall be deemed to be done by the Transferee Company as if done and executed on behalf of itself.
- 9.3 All the profits/losses or incomes accruing or arising to the Transferor Companies or expenditure or losses arising or incurred by the Transferor Companies shall for all purposes be treated and be deemed to be and accrue as the profits/losses or incomes or rights and privileges or expenditure or losses of the Transferee Company, as the case may be, including for the purposes of taxation.
- 9.4 Provided always that the Transferor Companies and the Transferee Company shall have the liberty to take up any new projects, avail any new loans and facility and raise any debentures and to create any mortgage or charge on their respective properties and/or to declare any interim dividend on its Equity Shares (provided however the Transferor Companies shall obtain the consent of the Board of Directors of the Transferee Company for

declaring any dividend) and otherwise carry on all activities in the usual course of business.

10. DIVIDENDS, PROFITS, BONUS / RIGHTS SHARES:

- 10.1 The Transferor Companies shall be entitled to declare and pay dividend, whether interim or final, to its shareholders for any financial year or any period from the date of filing of scheme upto the effective date subject, however, to the prior written approval of the Board of the Transferee Company and subject to such other agreements entered into by the Transferor Companies.
- 10.2 Subject to the provisions of the Scheme, the profits of the Transferor Companies for the period beginning from 1st April, 2018 (being the Appointed Date) shall belong to and be the profits of the Transferee Company and will be available to the Transferee Company for being disposed of in any manner as it thinks fit including declaration of dividend by the Transferee Company in respect of its financial year ending 31st March, 2017 or any year thereafter.
- 10.3 The Transferor Companies shall not issue or allot any Rights Shares or Bonus Shares out of its Authorised or un-issued Share Capital for the time being except with the permission of the Board of the Transferee Company.

11. TAXATION MATTERS:

- 11.1. Upon the Scheme becoming effective, all taxes payable by the Transferor Companies under the Income-tax Act, 1961, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956 or other applicable laws/ regulations dealing with taxes/ duties/ levies (hereinafter referred to as "Tax Laws") shall be to the account of the Transferee Company; similarly all credits for tax deduction at source on income of the Transferor Companies, or obligation for deduction of tax at source on any payment made by or to be made by the Transferor Companies shall be made or deemed to have been made and duly complied with by the Transferee Company if so made by the Transferor Companies. Similarly any advance tax payment required to be made for by the specified due dates in the Tax Laws shall also be deemed to have been made by the Transferee Company if so made by the Transferor Companies. Further, the Minimum Alternate Tax paid by the Transferor Companies under Section 115 JB and/ or other provisions (as applicable) of the Income-tax Act, 1961, shall be deemed to have been paid on behalf of the Transferee Company, and the Minimum Alternate Tax credit (if any) of the Transferor Companies as on the Appointed Date or accruing after the Appointed Date shall stand transferred to the Transferee Company and such credit would be available for set-off against the tax liabilities of the Transferee Company. Any refunds under the Tax Laws due to the Transferor Companies consequent to the assessments made of the Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 11.2. All taxes of any nature, duties, cess or any other like payments or deductions made by the Transferor Companies or any of its agents to any statutory authorities such as income tax, sales tax, and service tax, or any tax deduction/ collection at source, tax credits under Tax Laws, relating to the period after the Appointed Date shall be deemed to have been on account of or paid by the Transferee Company, and the relevant authorities shall be bound to transfer to the account of and give credit for the same to the Transferee Company upon the Effective Date and upon relevant proof and documents being provided to the said

authorities.

- 11.3. All cheques and other negotiable instruments and payment orders received in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company. Similarly, the banker of the Transferee Company shall honour cheques issued by the Transferor Companies for payment on or after the Appointed Date and presented after the Effective Date.

12. OBJECTS/BENEFITS OF THE ARRANGEMENT

- 12.1. The arrangement would result in better and efficient utilization of resources of the Transferor Companies and Transferee Company, reduction in overheads and other expenses resulting in synergy of operations and economies of scale and create a stronger base for future growth of the amalgamated entity.
- 12.2. To have better administrative and managerial control for the management, as the merger of the companies would ensure synergy in administration and management.
- 12.3. The Transferee Company will derive and avail the benefits of assets and reserves of the Transferor Companies, thereby increasing its financial strength and the ability to make larger investments and help in expeditious and economical implementation of its proposed projects thereby enhancing the value of its business and asset base to result in maximization of shareholders wealth.
- 12.4. The proposed Arrangement in general will have beneficial results for the Companies, their shareholders, employees and all other stakeholders.

13. CONSIDERATION

- 13.1. The Transferee Company holds 100% Equity Share Capital of the Indu Pharma Private Limited and on the approval of the Scheme the said shares shall stand cancelled and hence no new shares shall be allotted through the proposed Scheme of Arrangement.
- 13.2 As per the valuation obtained from Independent Chartered Accountant, under Discounted Cash Flow Method, the share value of RA CHEM PHARMA LIMITED is Rs. 573.37 /-per share and share valuation of LAXMI RA HOLDINGS AND INVESTMENTS PRIVATE LIMITED under Discounted Cash Flow Method is Rs. 2209.07/- per share. The swap ratio works out to 1:3.853 (For every one Equity Share of LAXMI RA HOLDINGS AND INVESTMENT PRIVATE LIMITED 3.853 Equity Shares of RA CHEM PHARMA LIMITED shall be allotted) Considering, the value of shares of RA CHEM PHARMA LIMITED.
- 13.3 The Transferee Company shall, upon coming into effect of the Scheme, and in consideration for the transfer of and vesting of the entire undertaking of the Transferor Company 1 shall issue and allot 3.853 equity shares of Rs. 10/- each to the shareholders of the Transferor Company 1, whose names appear in the Register of Members as on the Record Date in such proportion held by them.
- 13.4 The shares held by LAXMI R.A. HOLDINGS AND INVESTMENTS PRIVATE LIMITED in the share Capital of RA CHEM PHARMA LIMITED shall stand cancelled.
- 13.5 The Equity Shares in the Transferee Company to be issued to the members of the Transferor Company 1 pursuant to Clause 13.3 above shall be subject to the Memorandum and Articles of Association of the Transferee Company. The Equity Shares so issued shall rank pari-passu in all respects with the existing shares of the Transferee Company and any fractions, arising thereof shall be rounded off to nearest integer.

13.6 The issue and allotment of Equity Shares in the Transferee Company, by the Transferee Company to the shareholders of the Transferor Company 1, provided in this Scheme is an integral part hereof and shall be deemed to have been carried out without any further act or deed by the Transferee Company as if the procedure laid down under relevant provisions of the Act and any other applicable provisions of the Act were duly complied with.

14. REORGANISATION OF SHARE CAPITAL OF THE TRANSFEREE COMPANY:

Upon the Scheme becoming fully effective:

14.1. The Authorised Share Capital of Transferor Companies shall be combined with the Authorised Share Capital of the Transferee Company. Filing fees and stamp duty, if any, paid by the Transferor Companies on its Authorized Share Capital, shall be deemed to have been so paid by the Transferee Company on the combined Authorized Share Capital and accordingly, the Transferee Company shall not be required to pay any fee/ stamp duty for its increased Authorized Share Capital.

PRE MERGER

(Amount in Rs.)			
AUTHORISED SHARE CAPITAL	LAXMIR.A..	INDU PHARMA	R.A. CHEM
Equity shares	1,10,00,000 (divided into 11,00,000 shares of Rs. 10/- each)	1,00,00,000 (divided into 10,00,000 shares of Rs. 10/- each)	14,00,00,000 (divided into 1,40,00,000 shares of Rs. 10/- each)
TOTAL	1,10,00,000	1,00,00,000	14,00,00,000

POST MERGER AUTHORISED SHARE CAPITAL OF RA CHEM PHARMA LIMITED

AUTHORISED SHARE CAPITAL	Rs. 16,10,00,000/- (1,61,00,000 equity shares of Rs.10 each)
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14.2. Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and hereby stand altered, modified and amended pursuant to the provisions of Companies Act, 2013 and the provisions of Companies Act, 1956 as may be applicable by deleting the existing Clause and replacing it by the following:

“The Share Capital of the Company is Rs.16,10,00,000 /-(Rupees Sixteen Crores Ten Lakhs only) divided into 1,61,00,000 (One Crore Sixty Lakhs) equity shares of Rs. 10/- each (Rupees Ten only) with a power to increase or reduce the Capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such as preferential, deferred, qualified or special rights, privileges or condition as may be determined by or in accordance with the

provisions of the Companies Act, 2013.”

- 14.3. For the purposes of this Re-organisation clause, on the approval of the shareholders of the companies to the Scheme it shall be deemed that the said shareholders have also accorded all relevant consents under the provisions of Companies Act, 2013 to the extent the same may be considered applicable. The sanction of the Tribunal, under section 230 and 232 of the Companies Act, 2013 for the Scheme shall consequentially deemed to be a sanction under such applicable provisions of the Companies Act, 2013 read with rules made thereunder.

15. CANCELLATION OF CERTIFICATES REPRESENTING SHARES OF TRANSFEROR COMPANIES

Upon this Scheme coming into effect, the equity share certificates held by the shareholders of M/s.Indu Pharma Private Limited (Transferor Company 2) shall be rendered invalid and deemed to have been cancelled automatically without any act or deed on part of the Transferee Company. Further wherever such shares are held in dematerialized form, as a consequence of the scheme, the depository participant shall cancel the entry in the demat account of the respective shareholders of M/s Indu Pharma Private Limited(Transferor Company 2)without any act or deed on the part of the Transferee Company.

PART B

GENERAL

16. APPLICATION TO THE TRIBUNAL

The Transferor Companies and Transferee Company hereto shall, with all reasonable dispatch, make Company Application/ Petition under Section 230 and 232 of the said Act, to the Tribunal for sanctioning this Scheme of Arrangement. Upon the Scheme being sanctioned the Transferor Companies shall be dissolved without winding up.

17. MODIFICATION / AMENDMENTS TO THE SCHEME

- 17.1 The Transferor Companies and the Transferee Company may make or consent from time to time on behalf of all persons concerned to any modifications or amendments to this Scheme or to any conditions or limitation which the Tribunal or any other authority under law may direct or impose or which may otherwise be considered necessary to resolve all doubts or difficulties that may arise in implementing and/or carrying out the Scheme and to do and execute all acts, deeds, matters and things necessary for putting the Scheme into effect. The aforesaid powers of the Transferor Companies and the Transferee Company may be exercised by their respective Board of Directors or any other person authorized in that behalf by the concerned Board.

- 17.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof, the Board of Directors of the Transferee Company and the Transferor Companies respectively or any person authorized by the respective Boards in that behalf may give and is authorized to give all such directions as are necessary or desirable as the respective Boards may think fit and such determination or directions, as the case may be, shall be final and binding on all parties in the same manner as if the same were specifically incorporated in

this Scheme.

18. SCHEME CONDITIONAL UPON APPROVALS/SANCTIONS

This Scheme will become effective upon the Effective Date and subject to the availability of each of the following, if required under law: -

- 18.1 The approval to the Scheme by the requisite majority at the Meetings, if directed to be convened by Tribunal.
- 18.2 The sanction of the Scheme by Tribunal under Section 230 and 232 of the said Act and necessary orders passed in this behalf.
- 18.3 The certified copies of the orders issued by the Tribunal referred to in this Scheme being filed with the Registrar of Companies, Andhra Pradesh and Telangana.

19. EFFECT OF NON-RECEIPT OF APPROVALS/SANCTIONS

In the event of any of the aforesaid sanctions and approvals not being obtained and / or the Scheme not being sanctioned by the Tribunal and/or the order or orders not being passed as aforesaid on or before 31st December 2019 or within such further period or periods as may be agreed upon between the Transferor Company and the Transferee Company through their respective Board of Directors, the Scheme shall become null and void and each party shall bear and pay its respective cost, charges and expenses for and / or in connection with the Scheme.

20. DISSOLUTION OF THE TRANSFEROR COMPANY

The Transferor Companies shall be dissolved without winding up as and from the Effective Date or such other date as the Tribunal may direct.

21. ACCOUNTING OF ARRANGEMENT

- 21.1 The Transferee Company shall account for the Amalgamation of Transferor Companies, as per the Indian Accounting Standard (Ind AS) 103 - Business Combination as stated in Section 133 of the Act read with Companies (Accounting Standards) Amendment Rules, 2016. On the Scheme becoming effective, the accounting for merger will be done in accordance with the Indian Accounting Standard (Ind AS) 103 - Business Combination and other generally accepted accounting practices.
- 21.2 Inter-company deposits, loans, share application money and other balances and investments, if any, shall be cancelled and there shall be no further obligation/ outstanding in that respect.
- 21.3 The Transferee Company is entitled to get reimbursed the advance taxes paid if any by the Transferor Companies and any other benefits attracted under Indian Accounting Standard (Ind AS) 103 - Business Combination and other provisions of Indian accounting standards prevailed under the laws of India and any other origin including but not limited to consolidation of accounts under Income Tax Act, 1961.
- 21.4 The Transferee Company is entitled to any unutilized depreciation Allowance of the Transferor Companies with effect from the Appointed Date.

22. All assets, liabilities, reserves of the Transferor Company would to be transferred to the Transferee Company under this Scheme and shall be recorded in the books of account of the Transferee Company at the values as appearing in the Books of Account of the Transferor Companies.
23. The surplus arising between (A) the aggregate values of assets of the Transferor Companies acquired and recorded by the Transferee Company and (B) the aggregate of the liabilities of the Transferor Companies acquired and recorded by the Transferee Company or cancelled after making necessary adjustments shall be credited to the Capital Reserve Account of the Transferee Company. In case of a deficit, as computed above, such deficit shall be debited to Goodwill.

24. EXPENSES CONNECTED WITH THE SCHEME

All costs, charges and expenses of the Transferor Companies and the Transferee Company respectively in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Company with the Transferee Company in pursuance of this Scheme, shall be borne and paid by the Transferee Company.

(on Letter head of the Company)
AUTHORISATION FORM

CIN : U24110TG1996PLC022816
Name of the Company : RA CHEM PHARMA LIMITED
Registered office : Plot No. 26 & 27, Technocrats Industrial Estate, Phase I,
Balanagar, Hyderabad, Telangana - 500 037

Name of the Secured/Unsecured Creditor	:	
Registered Address	:	
E-mail Id	:	
Amount Due (in Rs.)	:	

I/We, being the Unsecured Creditors of RA Chem Pharma Limited and having Rs. _____ amount outstanding as on 30th November, 2018 from the above named Company, hereby appoint

1. Name :
Address :
E-mail Id :

Signature or failing him

2. Name :
Address :
E-mail Id :

Signature or failing him

as my/our authorised representative to attend and vote (on a poll) for me/us and on my/our behalf at the National Company Law Tribunal convened Meeting of Unsecured Creditors of the Company, to be held on the Friday, the 12th day of April, 2019 at 3:00 PM at Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad, Telangana - 500 004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	Vote		
	For	Against	Abstain
1. To consider and approve the scheme of arrangement for amalgamation of Laxmi R. A. Holdings and Investments Private Limited, Indu Pharma Private Limited with RA Chem Pharma Limited			

Signed this day of 2019

Signature of Unsecured Creditor

Affix Revenue Stamp not less than Rs. 1
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Signature of Authorised Representative

Note:

1. This form of authorisation form in order to be effective should be duly completed and deposited at the Corporate Office of the Company situated at Plot No. 45, Image Gardens Road, Silicon Valley, Madhapur, Hyderabad, Telangana - 500 081, not less than 48 hours before the commencement of the Meeting.
2. If the creditors(s) leaves the 'For', 'Against', 'Abstain' column blank against any or all of the resolutions, your authorised representative will be entitled to vote in the manner as he/she may deem appropriate.

RA Chem Pharma Limited
Regd. Office: Plot No 26 & 27, Technocrats Industrial Estate Phase I, Balanagar,
Hyderabad, Telangana- 500037
CIN: U24110TG1996PLC022816
Tribunal Convened Meeting of the Unsecured Creditors

ATTENDANCE SLIP

(Please fill attendance slip and hand it over at the entrance of the Meeting Hall)

Name of the Unsecured creditor	
Address	
Amount Due in Rs.	

I hereby record my presence at the meeting of the Unsecured Creditors convened pursuant to the directions of National Company Law Tribunal, Hyderabad Bench, vide order dated 21st February, 2019 passed in Company Scheme Application CA(CAA) No. 48/230/HDB/2019 held on Friday, 12th day of April, 2019 at Federation House, 11-6-841, FTAPCCI Marg, Red Hills, Hyderabad, Telangana - 500 004, Hyderabad.

Date:
Place:

Signature of Unsecured Creditor

Important:

1. The Unsecured creditor or the Authorized Representative attending this meeting must bring this attendance.
2. The Unsecured creditor or the Authorized Representative are requested to bring their copy of notice for reference at the meeting.
3. The Unsecured creditors are requested to hand over the enclosed Attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.

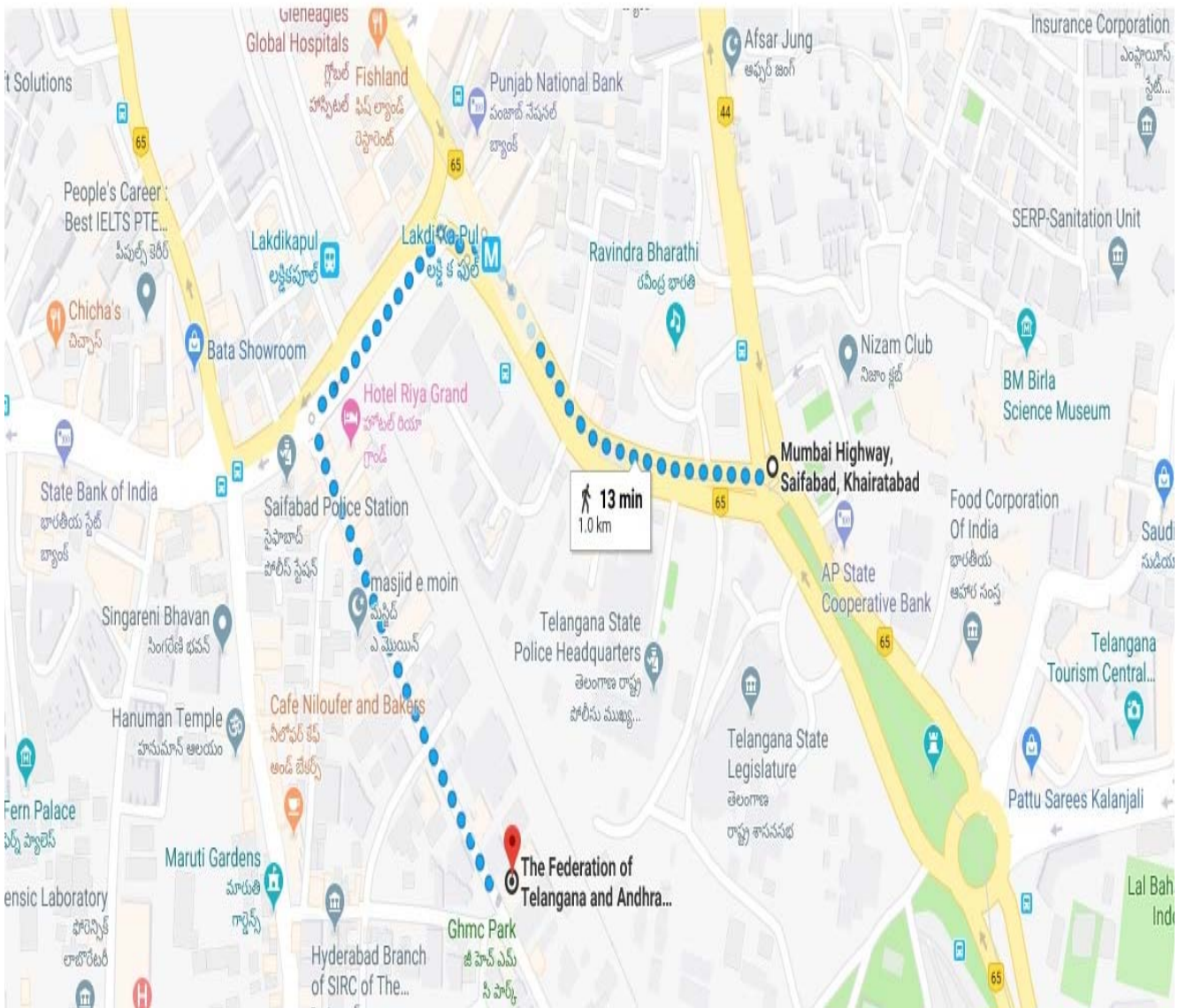
ROUTE MAP



Mumbai Hwy, Saifabad, Khairatabad, Hyderabad, Telangana 500004 to The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry

Walk 1.0 km, 13 min

Venue for Creditors Meeting of RA Chem Pharma Limited to be held on 12th April, 2019 at 3:00 PM at FTAPCCI (The Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry)



RA Chem Pharma Limited

Registered Office: Plot No. 26 & 27, TIE Phase I Balanagar, Hyderabad, Telangana – 500 037