

Date: 20th October, 2020

BSE Ltd 1 st floor, New Trading Ring Rotunda Bldg, P.J Towers Dalal Street, Mumbai -400 001	National Stock Exchange of India Ltd Exchange Plaza, 5 th Floor Plot No. C/1, G. Block Bandra Kurla Complex Bandra (East), Mumbai – 400 051
Script Code: 500259	Script Code: LYKALABS

Ref: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Order passed by NCLT for approving merger of Lyka Healthcare Limited (Wholly Owned Subsidiary Company) with Lyka Labs Limited

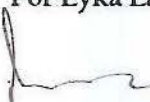
Dear Sir,

With reference to the captioned subject; we are pleased to inform you that NCLT, Ahmedabad has passed an Order dated 12th October, 2020 approving merger of Lyka Healthcare Limited with Lyka Labs Limited which was received today.

Copy of the order is enclosed for your information.

Kindly note the same.

For Lyka Labs Limited


Piyush G. Hindia
Company Secretary



Encl:a/a

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD
Court 2**

CP(CAA) No. 68 of 2018 in CA(CAA) No. 2 of 2018

**Coram: HON'BLE Ms. MANORAMA KUMARI, MEMBER JUDICIAL
HON'BLE Mr. CHOCKALINGAM THIRUNAVUKKARASU, MEMBER TECHNICAL**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD BENCH
OF THE NATIONAL COMPANY LAW TRIBUNAL ON 12.10.2020**

Name of the Company: Lyka Labs Ltd

Section 230-232 of the Companies Act, 2013

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
1.				
2.				

ORDER

Advocate, Ms. Dharmishtha Raval appeared on behalf of Petitioner.

The order is pronounced in the open court vide separate sheet.



**CHOCKALINGAM THIRUNAVUKKARASU
MEMBER TECHNICAL**

Dated this the 12th day of October, 2020



**MANORAMA KUMARI
MEMBER JUDICIAL**

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CP(CAA) 68 of 2018
in
CA(CAA) 02/NCLT/AHM/2018

In the matter of

Lyka Labs Limited, a Company)
incorporated under the Provisions)
of Companies Act, 1956 and having)
its Registered Office at 4801/B &)
4802/A, G.I.D.C. Industrial Estate,)
Ankleshwar-393002, Gujarat, India)

Petitioner/Transferee Company

Order delivered on 12th October 2020

**Coram: Hon'ble Ms. Manorama Kumari, Member (J)
Hon'ble Mr. Chockalingam Thirunavukkarasu, Member (T)**

Appearance: Ms. Dharmishta N. Raval and Mr. Yuvraj Thakore,
Advocates are present for the Petitioner Company

ORDER

[Per: Ms. Manorama Kumari, Member (J)]

1. This instant petition is filed by the Petitioner Transferee Company Lyka Labs Limited under Sections 230-232 of the Companies Act, 2013 seeking sanction to the proposed Scheme of Amalgamation of Lyka Healthcare Limited ("Transferor

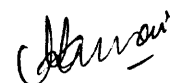
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Company") and Lyka Labs Limited ("Petitioner Transferee Company") and their respective shareholders ("Scheme").

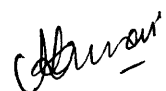
2. The Petitioner Company had filed an application being Company Application No. (CAA)/02/NCLT/AHM/2018 before this Tribunal seeking appropriate directions for holding and conducting of meetings of Equity Shareholders, Preference Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner Transferee Company. By an order dated 6th February 2018 made in CA (CAA) 02//NCLT/AHM/2018, this Tribunal directed for holding and conducting of meetings of Equity Shareholders, Preference Shareholders, Secured Creditors and Unsecured Creditors.
3. The Tribunal in its order dated 6th February 2018 had directed the Petitioner Transferee Company to issue notices in Form No. CAA.3 along with the disclosures mentioned under Rule 6, to (i) the Central Government through the Regional Director, North Western Region, (ii) the Registrar of Companies, Gujarat, (iii) the Income-tax authorities concerned, (iv) Securities and Exchange Board of India, (v) National Stock Exchange and (vi) Bombay Stock Exchange stating that representations, if any, to be made within a period of 30 days from the date of receipt of such notice, and in case no representation is received by the Tribunal within the stipulated period of 30 days, it should be presumed that the authorities have no representation to make. In compliance of the directions contained in the order dated 6th February 2018, it is submitted that the Petitioner Transferee Company have served notices to the Central Government through the Regional Director, North Western Region, the Registrar of Companies, Gujarat, the Income-tax authorities concerned, SEBI, NSE and BSE .The Petitioner Company has filed an affidavit on 16th March 2018 confirming service of notice on the aforesaid authorities.





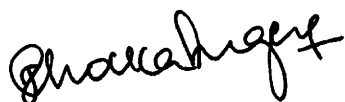
4. In compliance of the order passed by this Tribunal dated 6th February 2018, a copy of notice together with the copy of scheme and copy of the information required to be furnished pursuant to Section 102 of the Act read with Sections 230 to 232 and Rule 6 of the Companies (CAA) Rules, 2016 along with prescribed form of proxy was sent to, the Equity Shareholders and Preference Shareholders whose names are appearing on the records of the Petitioner Transferee Company as on 15th December 2017 and for Secured and Unsecured Creditors as of 31st October, 2017. The notice convening the meeting was also published in English daily 'Indian Express', Ahmedabad Edition and Gujarati translation thereof in 'Sandesh' on 24th February 2018 and 25th February 2018 respectively. The affidavit dated 16th March 2018 was filed by the Chairman of the meeting of the Petitioner Transferee Company. The aforesaid meetings of Equity Shareholder, Preference Shareholders, Secured Creditors and Unsecured Creditors were duly convened and held on 27th March, 2018. The Chairman appointed by the Tribunal has filed an Affidavit dated 16th March 2018 as well as on 2nd April 2018, wherein, the Chairman also submitted its report for the meetings. On perusal of the same, it is found that the Scheme has been approved by the Equity Shareholders, Preference Shareholders and Unsecured Creditors of the Petitioner Transferee Company present and voting at the meeting.
5. The Chairman has reported that as the requisite quorum of the Secured Creditors was not present, the meeting was adjourned. The Petitioner Company thereafter filed Interlocutory Application No. 144 of 2018 for seeking appropriate directions from this Hon'ble Tribunal for re-convening/conducting a fresh meeting of the Secured Creditors of the Petitioner Transferee Company at appropriate date and time. The said Interlocutory Application was allowed vide final order dated 09.05.2018, *inter alia*, directing the





Petitioner Company to re-conduct the meeting of the Secured Creditors.

6. The Petitioner Transferee Company had thereafter issued notice to the Secured Creditors and also issued paper notification in the newspaper. It is however submitted that only one Secured Creditor remained present and in the absence of the requisite quorum, the meeting was adjourned by the Chairman.
7. The Petitioner Transferee Company then filed Interlocutory Application No. 25 of 2019 as the number of Secured Creditors had reduced to 4 creditors for seeking appropriate directions from this Hon'ble Tribunal for re-convening/conducting a fresh meeting of the Secured Creditors of the Petitioner Transferee Company at appropriate date and time. The said Interlocutory Application was allowed vide order dated 01.02.2019, *inter alia*, directing the Petitioner Company to re-conduct the meeting of the Secured Creditors.
8. The Petitioner Transferee Company had thereafter issued notice to the Secured Creditors and also issued advertisement in the newspaper. It is submitted that the Tribunal had ordered that the Meeting be conducted on 7th March 2019. In the said meeting also there was an absence of the requisite quorum.
9. The Petitioner Company then filed Interlocutory Application No. 398 of 2019 seeking appropriate directions from this Hon'ble Tribunal for re-convening/conducting a fresh meeting of the Secured Creditors of the Petitioner Transferee Company at appropriate date and time. The said Interlocutory Application was allowed vide order dated 19.12.2019, *inter alia*, directing the Petitioner Transferee Company to re-conduct the meeting of the Secured Creditors.





10. It is submitted that in Compliance to the order dated 19th December 2019 passed by this Hon'ble Tribunal, individual Notice was served to the Secured Creditor of the Petitioner Transferee Company. The notice of the meeting was also published in English Daily "Business Standard" and Gujarati Translation thereof in Western Times" on 28th January 2020. It is submitted that the meeting of the Secured Creditor was held on 28th February 2020 and the said meeting was attended by Sole Secured Creditor. The sole Secured Creditor has voted in favour of the Scheme.
11. The Petitioner Transferee Company has filed the present petition being CP (CAA)68 of 2018 before this Tribunal seeking sanction of the Scheme. The Petitioner Company also filed Interlocutory Application No. 412 of 2020 amending the Scheme whereby the appointed date in the Scheme was changed from 1st April 2017 to 1st April 2020.
12. This Tribunal by order dated 7th August 2020, admitted the petition and directed issuance of notice of hearing by way of paper publication in "Indian Express" Ahmedabad edition in English and "Sandesh"Daily in Gujarati, not less than ten days before the date fixed for hearing, calling for their objections, if any, on or before the date of hearing. This Tribunal also directed to issue notice to Regional Director, Registrar of Companies, Official Liquidator and Income tax informing the date of hearing i.e. 28th August 2020.
13. Pursuant to the aforesaid order dated 7th August 2020, passed by this Tribunal, the Petitioner Company filed affidavit of service with this Tribunal submitting the proof of service of publication in English Newspaper "Indian Express" and Gujarati Translation thereof in "Sandesh" and also submitted proof of issue of notice

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to the Regional Director, Registrar of Companies, Official Liquidator and Income tax.

14. It is stated by the Petitioner Company that apropos to the order dated 7th August 2020 passed by the Tribunal and issuance of notices to the Regional Director, Registrar of Companies, Income tax, Official Liquidator and on publication of the notices, no representation is received.
15. The Petitioner Company further submitted that apropos to the order dated 7th August 2020, Regional Director filed his representation.
16. In response to the representation made by the Regional Director, it is stated that the Petitioner Company have filed an affidavit giving their response to all the observations of the Regional Director.
 - i. *With reference Paras 2(a) & 2(b) of the RDs report there are no comments to offer.*
 - ii. *With reference to Para 2(c) of the RD Report, the Petitioner Transferee Company undertakes to pay the difference of the amount of fees payable if any on account of enhanced authorized capital in accordance with Section 232 (3)(i) of the Company Act.*
 - iii. *With reference Para 2(d) of the Report it is submitted that the Company Application CAA/2/2018 was filed in the year 2018 and subsequently during the pendency of the Company Petition (CAA) 68/2018 the Transferee Company had issued fresh Capital by conversion of 550000 Convertible Warrants into 550000 Equity Shares of INR. 10 each at a Premium of*

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INR. 45 per share and hence the subscribed and paid up Capital of the Transferee Company has increased as stated by the RD. It is submitted that the existing authorized Equity Capital of the Transferee Company is INR. 40 Crores, the Preference Capital is INR. 2 Crores aggregating INR. 42 Crores and subsequent to Merger the Consolidated Authorized Capital would be INR. 50 Crores which includes the addition of Authorized Capital of INR. 8 Crores of Transferor Company.

- iv. With reference to Para 2(e) & (f) of the Report these are recital of facts and hence no comments are being offered.*
- v. With reference to Para 2(g) of the Report it is submitted that the Petitioner Transferee Company had informed the Bombay Stock Exchange and the National Stock Exchange regarding the fact that the Petitioner Transferee Company's Board of Directors have approved the Scheme of Amalgamation subject to obtaining the requisite approval.*
- vi. With reference to clause 2(h) of the Report, it is submitted that the Petitioner Transferee Company undertakes to grant service to all employees permanent or otherwise and who were working with the Transferor Company on the same terms and conditions on which they were working with the Transferor Companies.*
- vii. With reference to Para 2(i) it is submitted that as per the scheme of amalgamation no new shares are being issued to any of the share-holders and hence as there is no inflow/ outflow of funds under the FEMA Act and the RBI Act and provisions of these Acts would be complied with, if applicable.*

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- viii. *With reference to Para-2 (j)(i) of the Report, it is submitted that the Petitioner Transferee Company had with reference to the observation of the Regional Director preferred Interlocutory Application regarding these observations made by the RoC and the Hon'ble Tribunal was pleased to pass an order dated 19.12.2019 in Interlocutory Application No. 398 of 2019 copy whereof is annexed herewith as Exhibit 1. Hence these observations do not survive.*
- ix. *It is submitted that there was an Administrative lapse on behalf of the Transferee Company to file satisfaction of charges with the ROC. However this has not affected any interest of the Secured Creditors to whom the payment has already been made and there is no due payable to the secured creditors. The Secured Creditor has approved the Scheme of Merger.*
- x. *With reference to Para 2(j)(ii) to 2(j)(iv) of the Report these are observations containing extracts of Auditors remarks and Management's explanation thereto has already been reported into the Director's Report of the Transferee Company and subsequent all the matters has been addressed by the Management and there are no adverse remarks in subsequent years.*
- xi. *With reference para 2(j)(v) to 2(j)(ix), it is submitted that these observation regarding fixed deposits taken by the Transferee Company from various depositors and as per the report there are complaints regarding not returning the same. The Company has accepted the amount not under the Companies Acceptance of Fixed Deposit Rules, but the amount accepted is a Trade Finance and it is in the nature of Private Bill Discounting. The Complainant Mrs. Bina Vinay Shah is the*

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family member of Bhupesh Shah who are doing the business with the Company under the name and style as M/s. Khushbu Impex. Since they have long business relationship with the Company for more than 15 years, they invested the monies to meet the trade expenses. Since the Company has to recover substantial amount from Khushbu Impex it has adjusted the amount placed by Mrs. Bina V Shah with the Company against the amount recoverable from Khushbu Impex. In the given complaint by Mrs. Bina V Shah, she has not mentioned about the correctness/ truth of the Transactions.

xii. *It is further submitted that the Transferee Company has repaid the deposits and debentures as per the CLB Order and NCLT Order respectively. In the balance sheet of 2019 it is stated that there are unclaimed fixed deposits of 44.80 lakhs and unclaimed debentures of 13 lakhs. The unclaimed amount of deposits and debentures are shown in the Balance Sheet as they have not been claimed by deposit holders and debenture holders. The Company has shown the unclaimed amount of debentures and deposits under the current liabilities in the balance sheet and as and when they are claimed the Company is repaying them. The Company is not presently accepting any deposits from any member or the public.*

xiii. *With reference to Para 2(k) the Petitioner Transferee Company will pay such legal fee as directed by this Hon'ble Tribunal.*

17. Heard learned Advocate, Ms. Dharmishta Raval with Mr. Yuvraj Thakore, Advocates, for the Petitioner Company. It is stated by the Petitioner Transferee Company that the Petition filed by

Dharmishta Raval

Yuvraj Thakore

Transferor Company has already been sanctioned by the National Company Law Tribunal, Mumbai Bench.

18. In light of the above, this Tribunal is of the view that the observations made by the Regional Director stand satisfied.
19. Considering the entire facts and circumstances of the case and on perusal of the Scheme and the documents produced on record, it appears that the requirements of the provisions of Sections 230 and 232 of the Companies Act, 2013 are satisfied.
20. Accordingly, the petition is allowed. The Scheme of Arrangement, which is at **Annexure F** to the petition, is hereby sanctioned and it is declared that the same shall be binding on the Petitioner Transferee Company, namely, Lyka Labs Limited their shareholders and creditors, and all concerned under the Scheme.
21. It is further observed that approval of the Scheme does not come in the way of any competent authority/statutory authority(s) to take any action as per the law of the land.
22. It is further ordered that the Petitioner Companies shall comply with Rule 17(2) of Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 with respect to filing of order, if any, for confirmation of the Scheme in Form INC-28 with the Registrar of Companies, Gujarat.
23. Fees of Regional Director is quantified as Rs. 25,000/-in respect of each of the Petitioner Transferee Company.
24. Filing and issuance of drawn up orders are dispensed with. All concerned authorities to act on a copy of this order along with the Scheme duly authenticated by the Registrar of this Tribunal.





The Registrar of this Tribunal shall issue the certified copy of this order along with the Scheme immediately.

25. Accordingly, the Company Petition is allowed and stands disposed of.



Chockalingam Thirunavukkarasu
Adjudicating Authority
Member (Technical)



Manorama Kumari
Adjudicating Authority
Member (Judicial)

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