

O/c



To,
The Central Government,
Through Regional Director, Western Region,
Ministry of Corporate Affairs,
Everest, 5th Floor, 100, Marine Drive,
Mumbai - 400002.

Date: 21 November 2023

IN THE NATIONAL COMPANY LAW TRIBUNAL BENCH AT MUMBAI

C.P.(CAA)/272/MB/2023
Connected with
C.A.(CAA)/167/MB/2023

In the matter of the Companies Act, 2013 (18 of 2013);

AND

In the matter of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rules framed there under as in force from time to time;

AND

In the matter of Scheme of Merger by Absorption of ZCL Chemicals Limited ('Transferor Company 1') and Avra Laboratories Private Limited ('Transferor Company 2') with Cohance Lifesciences Limited ('Transferee Company') and their respective shareholders ('Scheme')

ZCL CHEMICALS LIMITED, a company)
incorporated under the Companies Act, 1956 having)
its registered office at 215, Atrium, C Wing, 8th)
Floor, 819/ 821 Andheri Kurla Road, Chakala,)
Andheri East, MIDC, Mumbai, Maharashtra - 400) First Petitioner Company /
093.) Transferor Company 1

AVRA LABORATORIES PRIVATE LIMITED, a)
company incorporated under the Companies Act,)
1956 having its registered office at 215, Atrium, C)
Wing, 8th Floor, 819/ 821 Andheri Kurla Road,)
Chakala, Andheri East, MIDC, Mumbai,) Second Petitioner Company /
Maharashtra - 400 093) Transferor Company 2

New Registered Office Address:

#215 Atrium, "C" Wing, 8th Floor,
819-821, Andheri Kurla Road, Chakala,
Andheri East, Chakala MIDC,
Mumbai, Maharashtra - 400093.
T +91 22 61539999
E reachus@cohance.com
CIN U24100MH2020PL402958

Cohance Lifesciences Limited

(RA Chem Pharma Limited merged into Cohance Lifesciences Limited)
CIN: U24100TG2020PLC141437
Regd. Office: Plot No. 26 & 27, Technocrat Industrial Estate,
Balanagar, Medchal - Malkajgiri District,
Hyderabad - 500037, Telangana, India.
I +91 40 44 58595
E reachus@cohance.com
W www.cohance.com

API Unit-I:
R.S. No. 50/L,
Mukteswarapuram Village,
Jaggalahpet Mandal,
NTR District - 521457,
Andhra Pradesh, India.

COHANCE LIFESCIENCES LIMITED, a company)
 incorporated under the Companies Act, 2013 having)
 its registered office at 215, Atrium, C Wing, 8th)
 Floor, 819/ 821 Andheri Kurla Road, Chakala,)
 Andheri East, MIDC, Mumbai, Maharashtra - 400)
 093)
) Third Petitioner Company /
 Transferee Company

Joint Notice of Final Hearing

Dear Sir,

Please take notice that by order dated 26 October 2023, the captioned Joint Company Scheme Petition was admitted by Hon'ble Bench of Ms. Anu Jagmohan Singh, Member (Technical) and Shri Kishore Vemulapalli, Member (Judicial). The Petition is fixed for final hearing on 18 December 2023.

A copy of the Joint Company Scheme Petition No. 272 of 2023 filed with the Hon'ble Tribunal, Mumbai Bench, is enclosed as "Annexure A". A Copy of the Order dated 26 October 2023 passed by the Hon'ble Tribunal is enclosed as "Annexure B".

If no response is received by the Tribunal from you within 30 days of the date of receipt of the notice it will be presumed that you have no objection to the proposed Scheme.

For and on behalf of

ZCL Chemicals Limited

JAYANT
BHALCHAND
RA
MANMADKAR

Digitally signed by JAYANT
BHALCHANDRA MANMADKAR
DN: c=IN, ou=Personal,
postalCode=400610,
st=Maharashtra,
serialNumber=88808562FF2557E4
648E7CC34DC3B1B598C219F99
6CC6900F98FC2965E12747C,
cn=JAYANT BHALCHANDRA
MANMADKAR
Date: 2023.11.21 11:13:55 +05'30'

Director: Jayant Bhalchandra
Manmadkar
DIN: 03044559



Avra Laboratories Private Limited

JAYANT
BHALCHAND
RA
MANMADKAR

Digitally signed by JAYANT
BHALCHANDRA MANMADKAR
DN: c=IN, o=Personal,
postalCode=400610,
st=Maharashtra,
serialNumber=88808562FF2557E4
648E7CC34DC3B1B598C219F996CC6
900F98FC2965E12747C, cn=JAYANT
BHALCHANDRA MANMADKAR
Date: 2023.11.21 11:10:46 +05'30'

Director: Jayant Bhalchandra
Manmadkar
DIN: 03044559



Cohance Lifesciences Limited

VENKATANAG
A KALI VARA
PRASADA
RAJU
VETUKURI

Digitally signed by VENKATANAGA
KALI VARA PRASADA RAJU VETUKURI
DN: c=IN, ou=Personal,
postalCode=500025, st=Telangana,
serialNumber=FBF0A3AB257C15845
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C48C2911DABAA1,
cn=VENKATANAGA KALI VARA
PRASADA RAJU VETUKURI
Date: 2023.11.21 11:24:5 +05'30'

Director: V. V.N.K.V Prasada Raju
DIN: 07267366



New Registered Office Address:

#215 Atrium, "C" Wing, 8th Floor,
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NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH
COURT-IV

7. C.P.(CAA)/272(MB)2023
IN
C.A.(CAA)/167(MB)2023

CORAM:

MS. ANU JAGMOHAN SINGH
MEMBER (Technical)

SHRI KISHORE VEMULAPALLI
MEMBER (Judicial)

ORDER SHEET OF THE HEARING HELD ON **26.10.2023**

Name of the Party: ZCL Chemicals Limited

Section 230-232 of Companies Act, 2013

ORDER

1. Mr. Tanaya Sethi i/b Mr. Hemant Sethi, Ld. Counsel for the Petitioner present.
2. Petition Admitted.
3. Learned Counsel for the Petitioners submit that in pursuance of the directions contained in order dated 18th August 2023 passed by this Tribunal in CA(CAA)/167/2023, the meetings of the Equity Shareholders of the First Petitioner Company, Second Petitioner Company and Third Petitioner Company were dispensed with in view of consent affidavits filed for the Equity Shareholders of the First, Second and Third Petitioner Company and served individual notices on the two untraceable Equity Shareholders of the First Petitioner Company at their last known registered address.

Further, states that in pursuance of the directions contained in the Order passed by this Tribunal in CA(CAA)/167/2023, the meetings of the Secured Creditors of the Petitioner Companies was held on Tuesday, October 10, 2023 from 10:00 a.m. to 2:00 p.m. (IST) and the Scheme of Merger by Absorption of ZCL Chemicals Limited and Avra Laboratories Private Limited into and with Cohance Lifesciences Limited ("the Scheme") was approved by the Secured Creditors of the



Petitioner Companies with requisite majority as per the provisions of Section 230 of the Act. The meetings of Unsecured Creditors of the First, Company and Third Petitioner Company were dispensed and as per the direction's individual notices were served to all the Unsecured Creditors of the Petitioner Companies by email, registered post.

5. In pursuance of the said Order, the Petitioner Companies have served notices upon the –

- i. the Central Government through the office of Regional Director, Western region, Mumbai;
- ii. Jurisdictional Registrar of Companies;
- iii. Jurisdictional Income Tax Authority within whose jurisdiction the Petitioner Company's assessment are made; and the Nodal Authority in the Income Tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai;
- iv. the Jurisdictional Goods and Service Tax authority within whose jurisdiction the assessments are made;
- v. Department of Pharmaceuticals;
- vi. Ministry of Corporate Affairs and
- vii. to the Official Liquidator in so far as the First and Second Petitioner Company is concerned as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

6. The Petitioner Companies are directed to serve fresh notice through Registered Post-AD/ Speed Post and by e-mail indicating the date of final hearing upon the :-

- i. Central Government through the Regional Director, Western Region;
- ii. The Registrar of Companies;
- iii. Concerned GST Authority;
- iv. Concerned Income Tax Authorities and the Nodal Authority in the Income Tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai, Address:- 3rd Floor, Aayakar Bhawan,



Mahrishi Karve Road, Mumbai - 400 020, Phone No. 022-22017654 [E-mail: Mumbai.pccit@incometax.gov.in];d

- v. The Official Liquidator (in case of Transferor Companies); and
- vi. Ministry of Corporate Affairs;

under the provisions of Section 230 (5) of the Companies Act, 2013 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and state that "If no response is received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice it will be presumed that the concerned Authorities has no objection to the proposed Scheme". It is clarified that notice service through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the noticee.

7. At least 10 days before the date fixed for final hearing, all the Petitioner Companies will publish the notice of hearing of Petition in two leading newspapers viz. one English and translation thereof in regional language, both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
8. The Petitioner Companies shall host notices along with the copy of the Scheme on their respective websites, if any.
9. The Petitioner Companies shall file Compliance Report with the registry in lieu of customary affidavit of service in regard to the directions given by the Tribunal at least three days before the date fixed for final hearing and do report to this Tribunal that the directions have been duly complied with.
10. The matter is adjourned to **18.12.2023** for final hearing.



Sd/-
ANU JAGMOHAN SINGH
Member (Technical)

/Dubey/

Sd/-
KISHORE VEMULAPALLI
Member (Judicial)