

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH – III**

**C.A. (CAA). 138/(MB)/C-III/2024**

In the matter of the Companies Act,  
2013

And

In the matter of Sections 230 to 232  
and other applicable provisions of the  
Companies Act, 2013 and rules  
thereunder;

And

In the Matter of **Scheme of  
Amalgamation** OF COHANCE  
LIFESCIENCES LIMITED (**First  
Applicant Company/ Transferor  
Company**) And SUVEN  
PHARMACEUTICALS LIMITED (**Second  
Applicant Company/ Transferee  
Company**) and their respective  
Shareholders (**Scheme**)

**COHANCE LIFESCIENCES LIMITED**

*(formerly known as AI Pharmed  
Consultancy India 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, Chakala MIDC, Mumbai,  
Maharashtra, 400093  
CIN: U24100MH2020PLC402958

*...First Applicant Company/  
Transferor Company*

**SUVEN PHARMACEUTICALS**

**LIMITED**, a Company incorporated  
under the provisions of Companies Act,  
2013, having its registered office at 215  
Atrium, C wing, 8th floor, 819-821,  
Andheri Kurla Road, Chakala, Andheri  
East, Chakala MIDC, Mumbai,  
Maharashtra, 400093  
CIN: L24299MH2018PLC422236

*...Second Applicant Company/  
Transferee Company*

*(Hereinafter collectively referred to as 'the Applicant Companies')*

Order pronounced on: **22.10.2024**

Coram:

**SMT. LAKSHMI GURUNG, HON'BLE MEMBER (JUDICIAL)**  
**SH. CHARANJEET SINGH GULATI, HON'BLE MEMBER (TECHNICAL)**

*Appearances:*

**For the Applicants:** **the** Mr. Gaurav Joshi, Senior Counsel a/w Ms. Meghna Rajadhyaksha, Ms. Kriti Kalyani, Mr. Naman Kamdar and Ms. Anushka Bhardwaj i/b Shardul Amarchand Mangaldas & Co.

*Per: **SH. CHARANJEET SINGH GULATI, HON'BLE MEMBER (TECHNICAL)***

1. Heard the Ld. Counsel for the Applicant Companies.
2. The Counsel for the Applicant Companies states that the present Scheme is a Scheme of Amalgamation of COHANCE LIFESCIENCES LIMITED (**First Applicant Company/ Transferor Company**) and SUVEN PHARMACEUTICALS LIMITED (**Second Applicant Company/ Transferee Company**) and their respective shareholders (**Scheme**) under the provisions of sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.
3. The Board of Directors of the Applicant Companies have in their respective meetings held on 29.02.2024 passed board resolution to approve the Scheme.
4. The Appointed Date under the Scheme is the Effective Date or such other date as may be approved by the Board of the Applicant Companies. The Effective Date is defined as “*opening business hours of the first day of the month immediately succeeding the month in which the last of the conditions specified in Clause 8.1 of Section IV (General Terms and Conditions) of this Scheme are fulfilled, obtained or otherwise duly waived ...*”.
5. **Nature of Business:**
  - 5.1. The **First Applicant Company** is engaged, *inter alia*, in the business of-

- i. end-to-end contract development and manufacturing of intermediates and active pharmaceutical ingredients (“**APIs**”) for innovator customers;
  - ii. manufacturing of intermediates, APIs, finished dosage formulations for pharmaceutical companies;
  - iii. manufacturing of specialty chemicals, including electronic chemicals; and
  - iv. undertaking clinical research studies, catering to both domestic and international markets, thereby providing products and services across all phases of a molecule’s lifecycle from development to genericization.
- 5.2. The **Second Applicant Company** is engaged engaged, *inter alia*, in the business of-
- i. contract development, manufacturing and manufacturing process development of intermediates for innovator customers;
  - ii. manufacturing of specialty chemicals including agrochemicals;
  - iii. manufacturing of active pharmaceutical ingredients and formulations, providing analytical services (including without limitation the assessment of compounds, concentration level etc.) and method development services; and
  - iv. process improvement services for both pharmaceutical and specialty chemicals companies.

**Rationale of the Scheme:**

6. The Counsel for the Applicant Companies submits that the proposed

Amalgamation would accomplish the following benefits –

- a. *“Creation of a diversified contract development and manufacturing organization (“CDMO”) leader from India with 3 (three) engines of growth: (i) pharmaceutical CDMO; (ii) specialty chemical CDMO; and (iii) API (including formulations), providing the ability to drive a relatively steady growth profile for the business. The proposed amalgamation will result in the Applicant / Transferee Company having end-to-end capabilities to service the entire lifecycle of a molecule for innovators from clinical development to commercialisation to post genericization for starting materials, intermediates and APIs. There are multiple examples of global contemporaries with similar end-to-end capabilities, business mix and service lines, who have demonstrated scaling up globally.*
- b. *Following the proposed amalgamation, the Applicant / Transferee Company will continue to have the best-in-class industry leading financial metrics and will have significant benefits including but not limited to the ones stated below:*
  - i. *Scale: It will become one of the leading diversified end-to-end CDMO players in India, and will have multiple benefits in terms of attracting quality talent, customers and investor base.*
  - ii. *Customer relationships: It will benefit from the complementary set of customers and have 1.5x deeper innovator relationships vs. standalone with broader capabilities.*
  - iii. *Access to niche chemistry capabilities: It will have enhanced capabilities such as antibody drug conjugates, which can be leveraged to sell to innovator customers.*
  - iv. *Access to best-in-class good manufacturing practices (“GMP”) facilities: It will result in increased sales to its existing customers by gaining access to multiple GMP facilities which have been audited by the United States Food and Drug Administration (the “US FDA”).*
  - v. *Synergy Benefits: The proposed amalgamation will result in multiple synergy benefits that can help accelerate growth and improve margins, such as capabilities, revenue synergies, and cost synergies, thus creating value for the respective stakeholders of the Applicant Companies, and this Scheme is in the interest of the Applicant Companies and their respective stakeholders.”*

7. The Authorised, Issued, Subscribed and Paid-up Share Capital of the Applicant Companies as on 29.02.2024 are as under:

**7.1. First Applicant Company:**

<b>Particulars</b>	<b>Amount (Rs.)</b>
<b>Authorised Share Capital:</b>	
3,49,35,36,930 Equity shares of Rs. 10/- each	34,93,53,69,300
6,40,200 compulsorily convertible preference shares of face value Rs. 100/- each	6,40,20,000
<b>Total</b>	<b>34,99,93,89,300</b>
<b>Issued, Subscribed and Paid-up capital</b>	
3,39,46,62,519 equity shares of face value Rs. 10/- each	33,94,66,25,190
<b>Total</b>	<b>33,94,66,25,190*</b>

\* 5,48,78,064 (Five Crores Forty Eight Lakhs Seventy Eight Thousand Sixty Four) employee stock options granted to the employees of the Transferor Company are unexercised as on 29th February, 2024 and only upto 50% of the said employee stock options granted to the employees of the Transferor Company may get exercised before the Effective Date (as defined in the Scheme), which may result in an increase in the issued and paid-up share capital of the Transferor Company.

**7.2. Second Applicant Company:**

<b>Particulars</b>	<b>Amount (Rs.)</b>
<b>Authorised Share Capital:</b>	
40,00,00,000 Equity shares of Rs. 1/- each	40,00,00,000
<b>Total</b>	<b>40,00,00,000</b>
<b>Issued, Subscribed and Paid-up capital</b>	
25,45,64,956 Equity Shares of Rs.1/- each fully paid up	25,45,64,956
<b>Total</b>	<b>25,45,64,956*</b>

\*65,94,308 employee stock options granted to the employees of the Transferee Company are unexercised as on 29th February, 2024 and may

get exercised before the Effective Date, which may result in an increase in the issued and paid-up share capital of the Transferee Company.

8. Net worth Certificate of the Applicant Companies as of 31.03.2024:

<b>Particulars</b>	<b>Net Worth (in Rs. Crore)</b>
Transferor Company	1717.41
Transferee Company	2055.90

9. **Consideration:**

9.1. The amalgamation of the Transferor Company with the Transferee Company, as proposed in the Scheme, shall involve the reorganization of the share capital of the Transferor Company, as follows:

- a. The authorized capital of the Transferor Company to the extent of 6,40,200 compulsorily convertible preference shares of face value of Rs.100 each, shall stand cancelled.
- b. The authorized capital of the Transferor Company shall be reclassified and reorganized as 10 (ten) equity shares of Rs.1 (Indian Rupee One) each.

9.2. The share exchange ratio as set out in the Scheme, has been approved by the Board of Directors of the Transferor Company and Transferee Company after taking into consideration the joint valuation reports dated 29.02.2024 provided by: (i) PwC Business Consulting Services LLP (IBBI Registered Valuer Number IBBI/RV-E/02/2022/158), and (ii) BDO Valuation Advisory LLP (IBBI Registered Valuer Number IBBI/RV-E/02/2019/103).

10. Transferee Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).

11. It is submitted that the BSE has already issued letter dated 19.07.2024 granting no objection to the filing of the Scheme with this Tribunal. Similarly, the NSE has also issued letter dated 23.07.2024 granting no objection to the filing of the Scheme with this Tribunal.

**12. Meetings of the Equity Shareholders:**

12.1. There are ten (10) Equity Shareholders of the Transferor Company and out of which eight (8) Equity Shareholders holding 99.98% of the total paid up capital have given their respective Consent Affidavits. The remaining two shareholders are untraceable.

12.2. With regards to the Transferee Company being a public listed company, as on 19.07.2024 has 64,635 Equity Shareholders. The amalgamation of the Transferor Company with the Transferee Company, as proposed in the Scheme, shall result in the reorganization of the share capital of the Transferee Company as follows:

- a. The authorized capital of the Transferor Company shall stand transferred to the Transferee Company, thereby raising the authorized capital of the Transferee Company by Rs.34,93,53,69,300 by way of addition of 34,93,53,69,300 equity shares of face value of Rs. 1 each.
- b. Upon the Scheme coming into effect, the Transferee Company shall issue and allot to the shareholders of the Transferor Company, whose names are recorded in the register of members as a member of Transferor Company on Record Date, 11 (eleven) fully paid up equity shares of face value Rs.1 (Indian Rupee One) each for every 295 (Two Hundred and Ninety-Five) fully paid up equity shares of face value Rs.10 (Indian Rupees Ten) each.

- c. The Transferee Company shall issue stock options to Eligible Employees taking into account the share exchange ratio and on the same terms and conditions (and which are not less favorable than those) provided in the Transferor Company and in a manner that the benefit of the options granted under the scheme of the Transferor Company are sufficiently transferred.
- 12.3. Accordingly, the Tribunal directs the meetings of the Equity Shareholders of both the Applicant Companies to be convened and held at a date and time as may be decided by the Chairperson in consultation with the Counsel for Applicant Companies for approving the proposed Scheme, through physical means or video conferencing and/ or other audio visual means in accordance with the Ministry of Corporate Affairs Circulars issued from time to time, subject to giving 30 days notice as per the provisions of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- 12.4. The e-voting facility, in case of meeting through video conferencing or other audio-visual means, for the Equity Shareholders of the Petitioner Companies shall be provided in compliance with the applicable circulars issued by Ministry of Corporate Affairs and the Securities and Exchange of India (SEBI) from time to time as permissible under the law.
- 12.5. **Mr. Sudhir Srivastava**, mobile no.: 9821928248, email: [shrivastava.sudhir17@gmail.com](mailto:shrivastava.sudhir17@gmail.com)) is hereby appointed as the Chairperson for the meetings. **Ms. Uma Mondal** (mobile: 9819147020, email: [uma-mondal@yahoo.com](mailto:uma-mondal@yahoo.com)) is hereby appointed as the Alternate Chairperson for the meetings. The Scrutinizer for the meetings shall be **Ms. Meghna Shah**, (mobile: 9870799499, email: [meghna@shah3a.com](mailto:meghna@shah3a.com)).
- 12.6. The Applicant Companies shall pay an amount of Rs. 1,50,000/- to the Chairperson. The Alternate Chairperson and Scrutinizer shall be



paid Rs. 75,000/- as remuneration.

- 12.7. The notice of the aforesaid meetings of the Equity Shareholders of the Applicant Companies shall be advertised in Form No. CAA.2 as per Rule 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in two newspapers viz. “**Financial Express**” in English circulated in India and translation thereof in “**Navshakti**” in Marathi circulated in the State in which registered office of the Companies are situated, not less than 30 days before the date fixed for the meetings.
- 12.8. The Chairperson appointed for the aforesaid meetings to issue the advertisement and send out the notices of the meetings referred to above. The said Chairperson of the meetings shall have all powers as per Articles of Association and also under the Companies Act, 2013 in relation to the conduct of the meetings, including for deciding procedural questions that may arise at the aforesaid meetings or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meetings by any person(s).
- 12.9. The quorum for meeting of Equity Shareholders of the Applicant Companies shall be as per Section 103 of the Companies Act, 2013. If the quorum is not present within half an hour from the time appointed for the holding of the meeting, then the members present shall be the quorum.
- 12.10. The value of each shareholder of the Applicant Companies shall be in accordance with the books/register of the Applicant Companies or depository records and where the entries in the books/register/depository records are disputed, the Chairperson of the meetings shall determine the value for the aforesaid meetings and his decision in that behalf would be final.
- 12.11. The Chairperson appointed for the meetings shall file an Affidavit not

less than 7 (seven) days before the date fixed for the holding of meetings of Equity Shareholders of the Applicant Companies and do report to this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016.

- 12.12. The voting by authorized representative in case of body corporate be permitted, provided that authorization duly signed by the person entitled to attend and vote at the meetings is filed with the Applicant Companies at its Registered Office.
- 12.13. The Chairperson of the meetings of the Applicant Companies to report to this Tribunal, the result of the aforesaid meetings within 7 (Seven) days of the conclusion of the meetings of the Equity Shareholders and the said report shall be verified by his Affidavit.

**13. Meetings of the Secured Creditors:**

- 13.1. As on 19.07.2024, the Transferor Company has 6 (six) Secured Creditors to the tune of Rs.321,20,66,955 (Rupees Three Hundred and Twenty-One Crore Twenty Lakhs Sixty-Six Thousand Nine Hundred and Fifty-Five). The list of secured creditors duly certified by Chartered Accountant is annexed to the Application. 100% of the Secured Creditors of the Transferor Company have given their respective Consent Affidavits. These Consent Affidavits are annexed to the Company Scheme Application. Therefore, the Meeting of Secured Creditors of the Transferor Company is **dispensed with**.
- 13.2. As on 19.07.2024, the Transferee Company has 2 (two) Secured Creditor to the tune of Rs.1,65,200,000 (Rupees Sixteen Crores and Fifty-Two Lakhs). The list of secured creditors duly certified by Chartered Accountant is annexed to the Application. 100% of the Secured Creditors of the Transferee Company have given their respective Consent Affidavits. These Consent Affidavits are annexed

to the Company Scheme Application. Therefore, the Meeting of the Secured Creditors of the Transferee Company is **dispensed with**.

**14. Meetings of the Unsecured Creditors:**

- 14.1. As on 19.07.2024, the Transferor Company has 1004 Unsecured Creditors to the tune of Rs.1,52,70,06,010 (Rupees One Hundred and Fifty -Two Crore Seventy Lakh Six Thousand and Ten). The list of unsecured creditors duly certified by Chartered Accountant is annexed to the Application. It is submitted that the Scheme does not propose any arrangement with the unsecured creditors of the Transferor Company under Section 230(1)(a) of the 2013 Act. The Scheme does not contemplate any variation in the rights of the unsecured creditors of the Transferor Company in any manner whatsoever. Further, in terms of the Scheme, the unsecured creditors of the Transferor Company are not affected as the assets of the Transferee Company, post amalgamation, will be far more than its liabilities and as such sufficient to discharge the liability towards the unsecured creditors.
- 14.2. Further, the net worth of the Transferor Company and Transferee Company as on 31.03.2024 which is Rs. 1717.41 crores and Rs. 2055.90 crores respectively, which is in excess of the value of unsecured creditors of the Transferor Company i.e. Rs.152.70 crores. In this regard, the Counsel seeks to place reliance on orders passed by this Tribunal in **ADOR Fontech Limited, TP No. 1 of 2023** and **Dhruva Woollen Mills Private Limited, CA (CAA) No. 195 of 2023**. Accordingly, a meeting of the Unsecured Creditors of the Transferor Company be **dispensed with**.
- 14.3. Transferor Company is directed to issue notices to all the unsecured creditors. The notices shall be issued by Registered Post AD/ Speed Post AD and Email with the direction that they may submit their representation, if any, to this Tribunal and copies of such

representation shall simultaneously be served upon the Transferor Company.

- 14.4. As on 22.07.2024, the Transferee Company has 208 Unsecured Creditors to the tune of Rs.21,83,63,027 (Rupees Twenty-One Crore Eighty-Three Lakh Sixty- Three Thousand and Twenty-Seven). The list of unsecured creditors duly certified by Chartered Accountant is annexed to the Application.
- 14.5. The Scheme does not propose any arrangement with the Unsecured Creditors of Transferee Company under Section 230(1)(a) of the 2013 Act. The Scheme does not contemplate any variation in the rights of the Unsecured Creditors of the Transferee Company in any manner. Further, in terms of the Scheme, the Unsecured Creditors of the Transferee Company are not affected as the assets of the Transferee Company, post amalgamation, will be far more than its liabilities and as such sufficient to discharge the liability towards the Unsecured Creditors of the Transferee Company. It is further submitted that the net worth of the Transferor Company and Transferee Company as on 31.03.2024 which is Rs.1717.41 crores and Rs.2055.90 crores respectively which is in excess of the value of unsecured creditors of the Transferee Company i.e. Rs. 21.83 crores. In this regard, the Counsel seeks to place reliance on orders passed by this Tribunal in **ADOR Fontech Limited, TP No. 1 of 2023** and **Dhruva Woollen Mills Private Limited, CA (CAA) No. 195 of 2023**. Accordingly, a meeting of the Unsecured Creditors of the Transferee Company be **dispensed with**.
- 14.6. The Transferee Company is directed to issue notices to all the unsecured creditors. The notices shall be issued by Registered Post AD/ Speed Post AD and Email with the direction that they may submit their representation, if any, to this Tribunal and copies of such representation shall simultaneously be served upon the Transferor Company.

15. The Applicant companies are directed to serve notices by Registered -AD/ Speed Post or by Hand Delivery and also by E-mail (whose mail-Ids are available with the Applicant company) along with copy of Scheme upon:
- i. The Central Government, through Regional Director, Western Region, Ministry of Corporate Affairs;
  - ii. Jurisdictional Registrar of Companies;
  - iii. Concerned Income Tax Authorities within whose jurisdiction the Applicant Company's assessments are made;
  - iv. The Nodal Officer 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](mailto:Mumbai.pccit@incometax.gov.in)];
  - v. Jurisdictional Goods and Service Tax Department;
  - vi. SEBI (Securities and Exchange Board of India);
  - vii. NSE (National Stock Exchange);
  - viii. BSE (Bombay Stock Exchange);
  - ix. Official Liquidator, High Court, Bombay;
  - x. Any other Sectoral/ Regulatory Authorities relevant to the Applicant Companies or their business; stating therein that they may submit their representations in relation to the Scheme, if any, to this Tribunal within 30 (thirty) days from the date of receipt of the said notice, with a copy thereof to the respective Applicant Companies. The Notice shall be served through by Registered Post-AD or Speed Post or Hand Delivery and by email along with a copy of Scheme.

16. The Applicant Companies shall host notices along with the copy of the Scheme on their respective websites, if any.
17. The Applicant Companies to file an affidavit of service within 10 (ten) working days after serving notice to all the regulatory authorities as stated above and report to this Tribunal that the directions regarding the issue of notices have been duly complied with.
18. Ordered accordingly.

Sd/-

**CHARANJEET SINGH GULATI**  
**(MEMBER TECHNICAL)**

(Saayli, LRA)

Sd/-

**LAKSHMI GURUNG**  
**(MEMBER JUDICIAL)**