FORM No. CAA. 4

[Pursuant to rule 13(2) and rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016]

BEFORE THE MINISTRY OF CORPORATE AFFAIRS

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

AND

In the matter of Section 230 to 232 read with Section 66 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 Arrangement of HLL Lifecare Limited, [HLL] the First Applicant (Demerged Company)

AND

HLL Biotech Limited,[HBL] The Second Applicant (Resulting Company)

AND

Their Respective Shareholders;

Company Scheme Application Reference No. 24/03/2019-CL-III

Report of result of the meeting of Unsecured Creditors of HLL Lifecare Limited by the Chairperson:

I, Dr. Mandeep Kumar Bhandari IAS, the person appointed by this Hon'ble Ministry of Corporate Affairs vide its order dated 4th June, 2020 to act as chairperson of the meeting of Unsecured Creditors whose outstanding debt is above Rs.10 Lakh of HLL Lifecare Limited (First applicant company/ the Demerged Company), summoned by notice issued individually upon them on 25th day of July, 2020 and by advertisement dated the 26th day of July 2020, published in all-India edition of Hindu and all-Kerala edition of Mathrubhumi and the meeting of Unsecured Creditors was held through Video Conference on Wednesday the day of 26th August 2020 from 10.00 A.M to 01.00 P.M pursuant to the order of Hon'ble Ministry of Corporate Affairs dated 20th July, 2020, do hereby report to this Hon'ble Ministry of Corporate Affairs as follows:

(इंग्र मिनिय के. भण्डारी) (मि) MANDEEP K. BHANDARI) संयुक्त सविव/Joint Secretary स्वास्थ्य एवं परिवार कल्याण मंत्रालय Ministry of Health & F.W. भारत सरकार/Govt. of India नई दिल्ली/New Delhi

- 1. The said meeting was attended through Video Conference by 170 unsecured creditors whose outstanding debt is above Rs. 10 Lakh of the said company entitled together Rs.4,03,91,70,000/- representing 58.52% of the total value of debts of the company belonging to the above class of unsecured creditors and as such the meeting was called to order.
- 2. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting prior to the meeting during the period from 23th August, 2020 (10:00 a.m. IST) to 25th July, 2020 (5:00 p.m. IST) and e-voting during the meeting of the unsecured creditors of the Company whose outstanding debt as on 31st March, 2020 is above Rs. 10 Lakh.
- 3. Mr. Sam Varghese, Practicing Chartered Accountant (ICAI Membership No. 216979), Partner, K Varghese & Co., Chartered Accountants was the independent scrutinizer for scrutinizing the voting and e-voting process in a fair and transparent manner.
- 4. The scheme of arrangement was read out and explained by me to the meeting, to consider and, if thought fit, approve with or without modification(s) the resolution under Sections 230(3) of the Companies Act, 2013 (including any statutory modification(s) or reenactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the proposed Scheme of Arrangement embodied in the Scheme of Arrangement of HLL Lifecare Limited, (First Applicant Company and /or the Demerged Company) and HLL Biotech Limited, (Second Applicant Company/ Resulting Company) and their Respective Shareholders. ("Scheme").
- 5. The majority of the Unsecured Creditors representing more than three-fourth in value is of the opinion that the compromise or arrangement should be approved and agreed to and passed the following resolution:

Item No. 1:

To consider and, if thought fit, approve with or without modification(s) the following Resolution under Sections 230(3) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the proposed Scheme of Arrangement embodied in the Scheme of Arrangement of HLL Lifecare Limited, (First Applicant Company and /or the Demerged Company) and HLL Biotech Limited, (Second Applicant Company/ Resulting Company) and their Respective Shareholders. ("Scheme") by passing the following Resolution:

"RESOLVED THAT pursuant to the provisions of Section 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory modifications, amendments, re-enactments thereof for the time being in force, the applicable provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections,

(Dr. MANDEEP K. BHANDARI) संयुक्त संविव/Joint Secretary स्वास्थ्य एवं परिवार कल्याण मंत्रालय Ministry of Health & F.W. भारत सरकार/Govt. of India नई दिल्ली/New Delhi confirmations, permissions from the Ministry of Corporate Affairs, Government of India or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory / regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft "Scheme of Arrangement of HLL Lifecare Limited, (First Applicant Company and /or the Demerged Company) and HLL Biotech Limited, (Second Applicant Company/ Resulting Company) and their Respective Shareholders." ("Scheme"), providing for arrangement of the First Applicant Company with the Second Applicant Company on a going concern basis with effect from 01.04.2019 (First Day of April, Two Thousand and Nineteen) being the appointed date, as placed before the meeting and initialed by the chairman for the purpose of identification, be and is hereby approved with or without modification(s) by requisite majority and for conditions, if any, which may be required and/or imposed and/or permitted by the Ministry of Corporate Affairs while sanctioning the Scheme and/or by any Government Authority".

"RESOLVED FURTHER THAT the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any which may be required and/or imposed by the Ministry of Corporate Affairs, Government of India, while sanctioning the Scheme of Arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper".

6. The result of the voting upon the abovementioned resolution was as follows:

The under-mentioned unsecured creditors whose outstanding debt is above Rs. 10 Lakh, voted in favour of the proposed arrangement being adopted and carried into effect:

Voted in favour of the resolution

Voting Description	Number of Unsecured Creditors voted	Number of valid votes cast by them (Amt. in Rs.)	% of total number of valid votes cast
E-Voting by the unsecured creditors during meeting (Including Remote E-Voting)	222	4,319,788,000	98.70%
TOTAL	222	4,319,788,000	98.70%

The under-mentioned unsecured creditors whose outstanding debt is above Rs. 10 Lakh, voted against the proposed arrangement being adopted and carried into effect:

(Dr MANDEEP K. BHANDARI) संयुक्त सविव/Joint Secretary स्वास्थ्य एवं परिवार कल्याण मंत्रालय Ministry of Health & F.W. भारत सरकार/Govt. of India नई दिल्ली/New Delhi

Voting Description	Number of Unsecured Creditors voted	Number of valid votes cast by them (Amt. in Rs.)	% of total number of valid votes cast
E-Voting by the unsecured creditors during meeting (Including Remote E-Voting)	9	56,739,000	1.30%
TOTAL	9	56,739,000	1.30%

Dated this 31st day of August, 2020

Dr. Mandeep Kumar Bhandari IAS
(gr. मनदीप के. भण्डारी)
(Dr. MANDEEP K. BHANDARI)
संख्वत सिवत/Joint Secretary
स्वास्थ्य एवं परिवार कल्याण मंत्रालय
Ministry of Health & F.W.
भारत सरकार/Govt. of India
नई दिल्ली/New Delhi

Encl:

(i) Affidavit verifying Chairpersons Report

Copy of Scrutinizers Report (ii)



Certificate No.

Certificate Issued Date

Account Reference

Unique Doc. Reference

Purchased by

Description of Document

Property Description

Consideration Price (Rs.)

First Party

Second Party

Stamp Duty Paid By

Stamp Duty Amount(Rs.)

INDIA NON JUDICIAL

Government of National Capital Territory of Delhi

e-Stamp

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28-Aug-2020 01:06 PM

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SUBIN-DLDL94220353822230524522S

Dr Mandeep Kumar Bhandari IAS MOH and FW

Article 4 Affidavit

Not Applicable

(Zero)

Dr Mandeep Kumar Bhandari IAS MOH and FW

Not Applicable

Dr Mandeep Kumar Bhandari IAS MOH and FW

(One Hundred only)





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BEFORE THE HON'BLE MINISTRY OF CORPORATE AFFAIRS.

COMPANY SCHEME APPLICATION REFERENCE NO. 24/3/2019-CL-III

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

AND

Whawlasi





the authenticity of this Stamp Certificate should be verified at "www.shcilestamp.com". Any discrepancy in the details en this carallable on the website renders it invalid.

the onus of checking the legitimacy is on the users of the certificate case of any discrepancy please inform the Competent Authority.

In the matter of Section 230 to 232 read with Section 66 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 Arrangement of HLL Lifecare
Limited – the First Applicant Company and /or Demerged
Company;

AND

HLL Biotech Limited- The Second Applicant and /or Resulting Company;

AND

Their Respective Shareholders;

AFFIDAVIT IN SUPPORT OF THE REPORT OF RESULT OF THE MEETING BY THE CHAIRPERSON FOR THE UNSECURED CREDITORS MEETING OF HLL LIFECARE LIMITED (FIRST APPLICANT COMPANY / THE DEMERGED COMPANY) HELD ON WEDNESDAY 26TH DAY OF AUGUST 2020 FROM 10.00 A.M TO 1.00 P.M. THROUGH VIDEO CONFERENCE (VC) BASED ON THE DIRECTIONS OF THE MINISTRY OF CORPORATE AFFAIRS

I, Dr. Mandeep Kumar Bhandari IAS, son of Dasundhi Ram Bhandari, Aged 46_ years, having my residential address at Lohran Street, Opp. Balbir Hospital, Faridkot, Punjab – 151 203, India being the Chairperson appointed by the Ministry of Corporate Affairs for the Unsecured Creditors meeting of HLL Lifecare Limited, (First Applicant Company and /or the Demerged Company), do hereby solemnly affirm and state as under:

Being the Chairperson appointed to convene the meeting of Unsecured creditors whose outstanding debt is above Rs. 10 Lakh of HLL Lifecare Limited, I am well conversant



Mohamaai

with the fact of the case, and swear to this affidavit as follows:

- That the meeting of unsecured creditors whose ii. outstanding debt is above Rs. 10 Lakh was held on Wednesday, 26th August, 2020 from 10.00 a.m. to 1.00 p.m. through Video Conference and I am filing the result of the aforesaid meeting in my report in Form No. CAA 4.
- That the contents of the report in Form No. CAA 4 dated iii. 31st August, 2020 filed by me as the Chairperson appointed by the Hon'ble Ministry of Corporate Affairs for the meeting of unsecured creditors is true to the best of my knowledge, information and belief.
- That the Annexures furnished therein are originals. iv.

Solemnly affirmed at New Delhi on 31st day of August, 2020

Date: 31 08 2020 Place: New Delhi

Dr. Mandeep Kumar Bhandari IAS have signed in my presence. Chairperson - Meeting of Unsecured Creditors of HLL Lifecare Limited (First Applicant Company) Demerged Company)

Convened based on the directions of Ministry of Corporate Affairs

I Identify the denonent/Executant

Notary Public Delni (India)

3 1 AUG 2020

के. वरगीस & को. चारटेरड एक्कौन्टेन्टस

K. VARGHESE & CO.

CHARTERED ACCOUNTANTS

SCRUTINIZER'S REPORT

CONSOLIDATED REPORT OF SCRUTINIZER(S) ON VOTING THROUGH REMOTE E-VOTING AND

E-VOTING SYSTEM DURING THE MEETING OF UNSECURED CREDITORS OF HLL LIFECARE

LIMITED CONVENED BASED ON THE DIRECTION OF THE MINISTRY OF CORPORATE AFFAIRS

To,

Dr Mandeep Kumar Bhandari IAS

Joint Secretary, Ministry of Health & Family Welfare

Government of India

(Chairperson appointed for the meeting of Unsecured Creditors convened pursuant to Order by Ministry of Corporate Affairs in Company Scheme Application Reference No 24/3/2019 - CL - III dated 4^{th} June, 2020)

HLL LIFECARE LIMITED

HLL Bhavan Mahilamandiram Road,
Poojappura, Thiruvananthapuram,
Kerala - 695012

Dear Sir,

('VC'). (

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and voting through electronic system at the meeting of Unsecured Creditors of HLL Lifecare Limited held on Wednesday, August 26, 2020 from 10 a.m to 1.00 p.m IST through Video Conferencing

स्वाचेन / chief | कित्रास्ति के प्रतिक्वा के अडूर / Adoor • कालिक्कर / Calicut • कोयम्बतूर / Coimbatore, • तिरुवनन्तपुरम / Thiruvananthapun वेब / Web : www.kvco.in; • ई-मेयिल / Email : mail@kvco.in

1) I, Sam Varghese, Partner, K Varghese & Co. Chartered Accountants, having Head Office at Sageti Business Centre, IInd Floor, Choolackal Building, Opp.Metro Plaza, North Market Road, Ernakulam-682014 was appointed as Scrutinizer by the Chairperson appointed for the meeting of Unsecured Creditors of HLL Lifecare Limited pursuant to Section 108 of the companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules,2014, as amended, to scrutinize the remote-e-voting process conducted during the period from 23th August, 2020 (10:00 a.m. IST) to 25th July, 2020 (5:00 p.m. IST) and to scrutinize the voting through e-voting system at the meeting of Unsecured Creditors of HLL Lifecare Limited convened based on the directions of Ministry of Corporate Affairs on Wednesday, August 26, 2020 from 10.00 a.m. to 01.00 p.m (IST) through Video Conferencing (VC) facility in a fair and transparent manner for ascertaining the requisite majority on voting in respect of the below mentioned resolution proposed at the said meeting held on August 26, 2020.

2) The Company has availed the e-voting facility offered by National Securities Depository Services Limited (NSDL) for conducting remote e-voting prior to the meeting and conducting e-voting during the meeting of the unsecured creditors of the Company whose outstanding debt as on 31st March, 2020 is above Rs. 10 Lakh.

3) The Unsecured Creditors of the Company having outstanding debt of above Rs. 10 Lakh as on 31st March, 2020 were entitled to vote on the resolutions as set out in the Notice of the said meeting by remote e-voting prior to the meeting and e-voting system during the meeting.

4) The remote e- voting period remained open from 23rd August, 2020 (10:00 a.m. IST) to 25th August, 2020 (5:00 p.m. IST) and was disabled for voting thereafter.

(डा. मनदीप के. भण्डारी) (Dr. MANDEEP K. BHANDARI) संयुक्त सचिव/Joint Secretary

ं संयुक्त सचिव/Joint Secretary ह्वास्थ्य एवं परिवार कल्याण मंत्रालय Ministry of Health & F.W. भारत सरकार/Govt. of India नई दिल्ली/New Delhi



5) The Company had also provided e-voting facility to the unsecured creditors present at the meeting through VC and who had not cast their vote through remote E-voting.

6) After the closure of voting at the meeting, the report on voting done through electronic voting system at the meeting was generated in my presence and the voting was diligently scrutinized.

7) The votes cast under remote e-voting facility and e-voting during the meeting were thereafter unblocked in the presence of two witnesses who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

8) I have scrutinized and reviewed the votes cast by the unsecured creditors through remote e-voting and e-voting during the meeting of the Company, based on the data downloaded from the NSDL e-voting system.

9) The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and the voting conducted through electronic system at the meeting on the resolutions as set out in the notice of the meeting.

10) My responsibility as scrutinizer for remote e-voting and the voting conducted through electronic voting system at the meeting is limited to prepare and submit a Scrutinizer's Report of the votes cast in favo ur or against the resolutions by the unsecured creditors.

11) The consolidated Report on the result of voting through remote e-voting and the voting through electronic system at the meeting in respect of the said resolutions contained in the Notice dated 25th July 2020 of the meeting of Unsecured Creditors of the Company convened based on the directions of Ministry of Corporate Affairs as under:

(डा. मनदीप के. भण्डारी)
(Dr. MANDEEP K. BHANDARI)
संयुक्त सचिव/Joint Secretary
ब्वास्थ्य एवं परिवार कल्याण मंत्रालय
Ministry of Health & F.W.
भारत सरकार/Govt. of India
नई रिल्ली/New Delhi



Item No. 1:

To consider and, if thought fit, approve with or without modification(s) the following Resolution under Sections 230(3) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company for approval of the proposed Scheme of Arrangement embodied in the Scheme of Arrangement of HLL Lifecare Limited, (First Applicant Company and /or the Demerged Company) and HLL Biotech Limited, (Second Applicant Company/ Resulting Company) and their Respective Shareholders. ("Scheme") by passing the following Resolution:

"RESOLVED THAT pursuant to the provisions of Section 230 to 232 read with Section 66 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 including any statutory modifications, amendments, re-enactments thereof for the time being in force, the applicable provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Ministry of Corporate Affairs, Government of India or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory / regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft "Scheme of Arrangement of HLL Lifecare Limited, (First Applicant Company and /or the Demerged Company) and HLL Biotech Limited, (Second Applicant Company/ Resulting Company) and their Respective Shareholders."("Scheme"), providing for arrangement of the First Applicant Company with the Second Applicant Company on a going concern basis with effect from 01.04.2019 (First Day of April, Two Thousand and Nineteen) being the appointed date, as placed before the meeting and initialed by the chairman for the purpose of identification , be and is hereby approved with or without modification(s) by requisite majority and for conditions, if any, which may be required and/or imposed and/or permitted by the Ministry of Corporate Affairs while sanctioning the Scheme and/or by any Government Authority".

"RESOLVED FURTHER THAT the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any which may be required and/or imposed by the Ministry of Corporate Affairs, Government of India, while sanctioning the Scheme of Arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper".

क्रि. भनदीप के. भण्डारी)
(Dr. MANDEEP K. BHANDARI)
संयुक्त संविव /Joint Secretary
संयुक्त परिवार कल्याण मंत्रालय
स्वास्थ्य एवं परिवार कल्याण मंत्रालय
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स्वारम्य कल्याण मंत्रालय



12) Summary of voting through Electronic Means including Remote e-voting at the Ministry of Corporate Affairs convened meeting is as under:

(i) Voted in favour of the resolution:

Voting Description	Number of Unsecured Creditors voted	Number of valid votes cast by them (Amount in Rs)	% of total number of valid votes cast
E-Voting by the unsecured creditors during meeting (Including Remote E-Voting)	222	4,319,788,000	98.70%
TOTAL	222	4,319,788,000	98.70%

(i) Voted against the resolution:

Voting Description	Number of Unsecured Creditors voted	Number of valid votes cast by them (Amount in Rs.)	% of total number of valid votes cast
E-Voting by the unsecured creditors during meeting (Including Remote E-Voting)	9	56,739,000	1.30%
TOTAL	9	56,739,000	1.30%

(डा. मनदीप के. भण्डारी)
(Dr. MANDEEP K. BHANDARI)
संगुक्त संविव/Joint Secretary
स्वास्थ्य एवं परिवार कल्याण मंत्रालय
शांडराप of Health & F.W.
भारत सरकार/Govt. of India
नई दिल्ली/New Delhi



(i) Invalid Votes

Voting Description	Number of Unsecured Creditors whose votes were declared invalid	Number of invalid votes cast by them	% of total number of invalid votes cast
E-Voting by the unsecured creditors during meeting (Including Remote E-Voting)	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

All other relevant records are sealed and kept under my custody till Chairman considers, approves and signs the Minutes of meeting.

Based on the aforesaid results, I report that the resolution as set out in the Notice have been passed with requisite majority.

For K. Varghese & Co. Chartered Accountants

FRN. 004525S

Sam Varghese

Partner

M.No. 216979

UDIN:20216979AAAAGT6513

Date: 26.08.2020

Place: Thiruvananthapuram

(डा. मनदीप के. भण्डारी) (Dr. MANDEEP K. BHANDARI)

(Dr. MANDEEP K. BRANDARI) संयुक्त सर्विव/Joint Secretary स्वास्थ्य एवं परिवार कल्याण मंत्रालय Ministry of Health & F.W. भारत सरकार/Govt. of India नई दिल्ली/New Delhi

KOCHI

Witnesses to the unblocking of votes:

1. Lalkrishna R P

Edayilazhikath Kizhakkathil

Andoor P.O, Valakom

Pin: 691 532

2. S Jithu

Charuvila Veedu, Punthalathazham

Kilikolloor P.O

Kollam - 691 004

Mohandain (डा. मनदीप के. भण्डारी)
(Dr. MANDEEP K. BHANDARI)
(Dr. MANDEEP K. BHANDARI)
(प्रतास्थित सिवर/Joint Secretary
प्रतास्थ्य एवं परिवार कल्याण मंत्रालय
स्वास्थ्य एवं परिवार कल्याण है ह. W.
स्वास्थ्य एवं परिवार कल्याण है ह. W.
स्वास्थ्य एवं परिवार कल्याण कार्यालय
स्वास्थ्य एवं परिवार कल्याण मंत्रालय
स्वास्थ्य एवं परिवार कल्याण मंत्रालय
स्वास्थ्य एवं परिवार परिवा

