



Pharmaids Pharmaceuticals Limited

Dated: 27.08.19

To
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai-400001

Script Code: 524572 / INE117D01018

Dear Sir/Madam,

Ref: Proposed Composite Scheme of Amalgamation between Emergent Bio Naturals Limited (Transferor Company) and Pharmaids Pharmaceuticals Limited (Transferee Company) and their respective shareholders.


Ref: BSE Observation letter no.LC/CK/078/2019-20 dated 02nd August, 2019

Sub: Submission of Abridged Prospectus of unlisted entity and certification by Merchant Banker.

Pursuant to the requirement vide SEBI Circular No. CFD/DIL3/CIR?2017/21 dated 10th March, 2017 read with BSE observation letter mentioned above, we are submitting herewith the Abridged Prospectus in the prescribed format of Emergent Bio Naturals Limited (unlisted entity) in the Scheme along with certification dated 28th March, 2019 by Inventure Merchant Banker Services Pvt.Ltd , a SEBI registered Merchant Banker.

Please take the above on record.
Thanking you,

Yours faithfully
For Pharmaids Pharmaceuticals Limited


Ghisulal Jain
Managing Director
(DIN 00404983)



CIN No. L52520TG1989PLC009679

Regd. Office : 4-4-211/212/3, Inder Bagh, Sultan Bazar, Hyderabad - 500 095. TELANGANA (INDIA)
Ph : 6559 9809, Tele Fax : 040-2756 2126. email : mailpharmaids@yahoo.co.in; Website : www.pharmaids.com

Unit : Survey No. 533, (V) Kondamadugu, (M) Bibi Nagar, District Nalgonda (Telangana). Phone : +91-92470 58492

Date: March 28, 2019

To,

Board of Directors

Emergent Bio Naturals Limited

503, Amrutha Estate

Himayathnagar

Hyderabad Telangana 500029

India

Dear Sir / Madam,

Subject: Certificate on Adequacy and accuracy of the disclosure of information in the Abridged prospectus of Emergent Bio Naturals Limited, in pursuance of Amalgamation of Emergent Bio Naturals Limited ("EBNL or Transferor Company") with Pharmaids Pharmaceuticals Limited ("PPL or Transferee Company") and their respective shareholders under Section 230 to 232 and other applicable provisions of the Companies Act, 2013.

We, Inventure Merchant Bankers Services Pvt. Ltd, have been appointed by Emergent Bio Naturals Limited for the purpose of certifying the adequacy and accuracy of the disclosures made in abridged prospectus in compliances with annexure 1, paragraph 3 (a) of SEBI Circular No. CFD/BIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") issued by SEBI in relation to the captioned scheme.





MERCHANT BANKER SERVICES PVT. LTD.
Enhancing Fortunes. Enriching Lives.

Based on the information, documents, undertakings and certificates provided to us by Company, we hereby confirm that the information contained in the Abridged Prospectus prepared pursuant to the Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended, which will be circulated to the Members of **Pharmaids Pharmaceuticals Limited**, at the time of seeking the consent as an explanatory statement in the notice in accordance with the SEBI Circular is accurate and adequate.

Report limitations:

This Certificate is a specific purpose certificate issued in terms of and compliances with SEBI Circular and hence it should not be used for any other purpose or transaction.

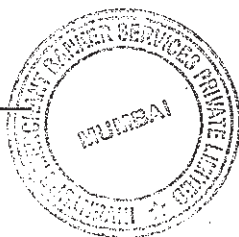
This certificate contains the certification on adequacy and accuracy of the disclosure of information pertaining to the unlisted entity EBNL, and is not an opinion on the proposed scheme or its success.

We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.

For Inventure Merchant Bankers Services Pvt. Ltd

(Arvind J. Gala)

Principle Officer



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PRIVATE AND CONFIDENTIAL ABRIDGED PROSPECTUS

EMERGENT BIO NATURALS LIMITED

Registered Office: Flat.No.503 Amrutha Estates, Himayath Nagar, Hyderabad-500029

Telephone: +9866272052; **Email:** venkatpadmaja@rediffmail.com;

CIN-U01122TG2006PLC050994

Contact Person – Mr. Dasi Rakesh Reddy

In the nature of Abridged Prospectus – Memorandum containing the salient features of the proposed Scheme of Amalgamation involving Emergent Bio Naturals Limited ("Transferor Company") with Pharmaids Pharmaceuticals Limited ("Transferee Company") and their respective Shareholders under Section 230 to 232 of the Companies Act, 2013 read with other applicable provisions and rules thereunder (the "Scheme"), which is being issued pursuant to the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") issued by the Securities and Exchange Board of India (SEBI). Nothing in this document constitutes an offer or an invitation by or on behalf of Pharmaids Pharmaceuticals Limited, Emergent Bio Naturals Limited to subscribe to or purchase any of the securities of Emergent Bio Naturals Limited.

**THIS ABRIDGED PROSPECTUS CONTAINS 7 PAGES.
PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

This Document contains information to the extents applicable pertaining to the unlisted entity involve in the proposed Scheme as per the format prescribed in Part D of schedule VIII of the Security and Exchange Board of India (issue of capital and disclosures requirements) Regulations, 2009 ("SEBI Regulations") vide Securities and Exchange Board of India ("SEBI") CIR/CFD/DIL/7/2015 dated October 30th, 2015 and in terms of requirements specified in SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and amendments made thereof.

Pursuant to the Scheme, there is no issue of Equity Shares to the Public at large, except to the existing shareholders of Emergent Bio Naturals Limited (EBNL). Therefore, the requirements with respect to GID (General Information Documents) is not applicable and this Abridge Prospectus be read accordingly.

The Scheme and other related documents is available on the website of the BSE Limited ('BSE') at www.bseindia.com and also available on the website of the Company at www.pharmaids.com

This disclosure document dated 05th April, 2019 should be read together with the Scheme and the notice to the Shareholders of Pharmaids Pharmaceuticals Limited in connection with the Scheme.

Capitalised words not defined herein shall mean the same as defined in the scheme.

PROMOTERS OF EMERGENT BIO NATURALS LIMITED

i) S.Venkata Rao ii) S.Padmaja Kalyani iii) S.Viswa Prasad iv) P. Bhattacharya v) Satya Hari Dey vi) Subbalakshmi Bhattacharya vii) M. Venkata Narayana

DETAILS OF THE SCHEME

The Scheme Amalgamation between Emergent Bio Naturals Limited (Transferor Company) and Pharmaids Pharmaceuticals Limited (Transferee Company).

The Scheme contemplates the following sequence of events and it shall be deemed to be effective from the Appointed Date (as defined in the Scheme). The Scheme shall be operative only in the sequence and in order set out below:

- i. Amalgamation of Emergent Bio Naturals Limited with and into Pharmaids Pharmaceuticals Limited
- ii. Transfer of the authorised share capitals of Emergent Bio Naturals Limited to Pharmaids Pharmaceuticals Limited;



- iii. Issue and allotment of fully paid up equity shares of Pharmaids Pharmaceuticals Limited to the shareholders of Emergent Bio Naturals Limited.
- iv. Dissolution of Emergent Bio Naturals Limited without winding-up, Pharmaids Pharmaceuticals Limited shall make all requisite applications and take all steps to procure the listing of the newly issued shares (pursuant to the step outlined in (iii) above) on the BSE.

Following the completion of the steps outlined above, the shareholders of Emergent Bio Naturals Limited shall be issued 69,05,734 equity shares of Pharmaids Pharmaceuticals Limited. Upon the amalgamation becoming effective, the entire business of Emergent Bio Naturals Limited will vest in Pharmaids Pharmaceuticals Limited.

The Scheme is subject to the approval of the shareholders, the BSE, SEBI and the National Company Law Tribunal (NCLT).

PROCEDURE

Pursuant to the provisions of the Scheme, post receipt of approval of the National Company Law Tribunal ("NCLT") and upon certified copies of the sanction order(s) of the NCLT approving the Scheme being filed with the relevant Registrar of Companies, the Transferee Company shall issue and allot equity shares to the shareholders of Transferor Companies as per the Share Exchange Ratio set out in the Scheme as on the Record Date.

ELIGIBILITY

Whether the Company is compulsorily required to allot at least 75% of the net offer to public, to qualified institutional buyers – **No**.

Since the Equity Shares are proposed to be allotted pursuant to the Scheme, eligibility conditions in compliance with the SEBI Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable.

The equity shares sought to be listed are proposed to be allotted by the listed issuer to the shareholders of unlisted entities pursuant to the Scheme of Amalgamation (Scheme) to be sanctioned by the NCLT under Section 230-232 of the Companies Act, 2013.

Persons who are shareholders of Emergent Bio Naturals Limited (Transferor Company) as on the Record Date to be fixed by the Board of Directors of the Transferor Companies and in consultation with the Board of Directors of the Transferee Company, post effectiveness of the Scheme, shall be eligible to receive equity shares of the Transferee Company, pursuant to the Share Exchange Ratio's set out in the Scheme.

INDICATIVE TIMELINE

This Abridged Prospectus is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the NCLT, the time frame cannot be established with certainty. However, in general, it may take 3 to 5 months after the shareholders' meeting.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest their funds unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Companies involved in the Scheme, including the risks involved. The equity shares have not been recommended or approved by Securities Exchange of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Abridged Prospectus. Specific attention of the investors is invited to the section titled "Internal Risk Factors" at Page 7 of this Abridged Prospectus. **Not applicable as the offer is not for public at large.**



PRICE INFORMATION OF LEAD MANAGER

Not Applicable, since the proposed issue of equity shares by Pharmaids Pharmaceuticals Limited is only to the Shareholders of Emergent Bio Naturals Limited and doesn't involve issue any equity shares to the public at large.

NAME OF THE CURRENT STATUTORY AUDITORS

S. Ashok Kumar
Chartered Accountants.
Flat.no.503, Vaishnavi Residency, Saradhi nagar, Motinagar,Hyderabad.
Mob. No.: +91 7660820002

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1) PROMOTERS OF EMERGENT BIO NATURALS LIMITED

Promoters of Emergent Bio Naturals Limited (EBNL):

- (i) Mr.S Venkata Rao
- (ii) Ms.S Padmaja Kalyani
- (iii) Mr. Parthasaradhi Bhattacharya
- (iv) Mr.Satya Hari Dey
- (v) Ms.Subhalakshmi Bhattacharya
- (vi) Mr.M.V. Venkata Narayana
- (vii) Mr.Sadhanala Vishwa Prasad

2) BUSINESS MODEL/BUSINESS OVERVIEW AND STRATEGY

Emergent Bio Naturals Limited (EBNL) was incorporated as public limited company under the Companies Act, 1956 pursuant to Certificate of Incorporation dated August 28,2006 issued by the Registrar of Companies, Andhra Pradesh. The Company received the Certificate for Commencement of Business on June 18,2007 issued by the Registrar of Companies, Andhra Pradesh.

The company is engaged in the business of trading of Nutraceuticals products and Drug Intermediaries and Cosmetic Chemicals, APIs and other Extractions. It is a multi-product Nutraceuticals products, Drug Intermediaries & Cosmetic Chemicals, API and other Extractions trading company with a diverse product portfolio.



The company is currently serving the corporate and other clients from pharma, nutraceuticals and herbal medicines and products manufacturing companies. The company planning to launch the Dermatology products in India.

3) BOARD OF DIRECTORS

S.No	Name	Designation (Independent/Whole Time/ Executive/Nominee)	Experience including current/past positions held
1.	Mr.Dasi Rakesh Reddy	Managing Director	He is presently Managing Director of EBNL. He is aged 33years and has vast experience in the field of finance strategy projects. He is a Post graduate in commerce and completed CA Inter .
2.	Mr.P.Bhushan Rao	Executive Directors	He is Executive Director of EBNL. He is aged 70 years and has vast experience in projects & technical back ground He is a Diploma holder in Engineering
3.	Mr. Bipin Kumar Shah	Non-Executive Director	.He is a Non-Executive Director of EBNL. He is aged 65 years and has vast experience in the marketing & Business Development in the field of Pharma & Personal Care He is a Post Graduate.

4) SHAREHOLDING PATTERN OF TRANSFEROR COMPANYAS ON JUNE 30th,2018

S.No	Name of the Promoters	Pre-issue number of Equity Shares	% Holding	Post-issue number of Equity Shares	% Holding
1.	S. VENKAT RAO	26,71,648	77.00	0	0
2.	PADMAJA KALYANI	4,78819	13.86	0	0
3.	S..VISHWA PRASAD	1,23,200	5.02	0	0
4.	D.URMILA	28000	0.81	0	0
5.	P ANURADHA	28000	0.81	0	0
6.	P.MEENA KUMARI	28000	0.81	0	0
7.	R.KANTAM	28000	0.81	0	0
8.	S.KALYANI	28000	0.81	0	0
9.	PARTHASARATHI BHATTACHARYA	9800	0.28	0	0
10.	SATYA HARI DEY	9800	0.28	0	0
11.	SUBBA LAXMI BHATACHARYA	9800	0.28	0	0
12.	VENKA NARAYANA	9800	0.28	0	0
	Total	3452867	100	0	0



SHAREHOLDING PATTERN OF THE TRANSFEREE COMPANY AS ON JUNE 30TH, 2018					
S.No.	Name of the Promoter	Pre-issue number of Equity Shares	%Holding	Post-issue number of Equity shares	%Holding
1	GHISULAL R JAIN	32844	0.96	32844	0.96
2	ABHILEKHA JAIN	44145	1.29	44145	1.29
3	JAYSHREE SANJAY PATNISANJAY	18075	0.53	18075	0.53
4	GHISULAL JAIN	18030	0.53	18030	0.53
5	SUBHASH B LALWANI	16400	0.48	16400	0.48
6	VEENA LALWANI	15645	0.45	15645	0.45
7	ABHISHEK JAIN	14651	0.43	14651	0.43
8	Others Promoter	67538	1.98	67538	1.98
9	Public	3109834	91.31	3109834	91.31
10	Body Corporates	57920	1.7	57920	1.7
11	Others	10418	0.31	10418	0.31
	Total	3405500	100	3405500	100

5) OBJECTS / RATIONALE OF THE SCHEME OF AMALGAMATION

The salient extracts of the Scheme are as Under:

- The Appointed Date as per the Scheme is 1st April, 2018
- The integration, consolidation and amalgamation of the Transferor Company with the Transferee Company would inter alia have the following benefits:
- The transferor company has developed dermatology range of products which are patented in England and will bring the technical knowhow and marketing capabilities into the merged entity.
- The promoters of the transferor company are financially sound and capable to provide necessary collaterals to the bankers and Financial Institutions against the borrowings for the project finance.
- Cost savings are expected to flow from more focused operational efforts, rationalization, standardization and simplification of business processes, productivity improvements, improved procurement, usage of common resource pool like human resource, administration, finance, accounts, legal, technology and other related functions, leading to elimination of duplication and rationalization of administrative expenses.
- Greater integration, financial strength and flexibility for the Transferee Company, which will improve the financial position of the Transferee Company on a standalone basis.
- Greater efficiency in cash management of the Transferee Company, and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities, to further improve shareholder's value.
- Greater financial flexibility to execute on other opportunities to accelerate the Transferee Company's long-term growth targets by infusing the additional funds to scale up the operations.



- i) Improved organizational capability and leadership through effective board, arising from the pooling of human capital that has the diverse skills, talent, and vast experience to compete successfully in an increasingly regulated and competitive industry.
 - j) Benefit of operational synergies to the combined entity in areas such as raw material sourcing, product placement, marketing and sale promotions initiatives, freight optimization and logistics.
 - k) Greater leverage in operations planning and process optimization and enhanced flexibility in product offerings.
 - l) Greater liquidity to the shareholders of Transferor Company since the shares to be issued to them shall be listed with the Stock Exchanges.
- 6) **Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years - Not Applicable**
- 7) **Name of monitoring agency, if any: Not applicable**
- 8) **Terms of issuance of convertible security, if any- Not applicable**

9) AUDITED FINANCIAL INFORMATION

Financial information in relation to Emergent Bio Naturals Limited:

(All amounts in INR lakhs, except as stated otherwise)

S. No	Particulars	For the year ended				
		CY 2018 (Audited)	CY 2017 (Audited)	CY 2016 (Audited)	CY 2015 (Audited)	CY 2014 (Audited)
1	Total income from operations (net)	7.65	6.00	9.18	1526.10	1327.05
2	Net Profit/ (Loss) before tax and extraordinary items	1.59	0.71	0.22	24.21	2.62
3	Net Profit/ (Loss) after tax and extraordinary items	1.54	0.67	0.03	18.77	0.60
4	Equity Share Capital	246.63	246.63	246.63	100	73.33
5	Reserves & Surplus	506.86	505.32	504.65	201.35	138.31
6	Net worth	753.39	751.95	751.28	301.34	211.64
7	Basic earnings per share (INR per share)	0.06	0.03	0	1.88	0.08
8	Diluted earnings per share (INR per share)	0.06	0.03	0	1.88	0.08
9	Return on net worth (%)	0.20	0.09	0.004	6.23	0.28
10	Net asset value per share (INR per share)	30.56	30.49	30.46	30.14	28.86

Notes:

1. Since there is no subsidiary of Transferor Company, there is no distinction between standalone and consolidated statements.
2. There is no material development after the date of the latest balance sheet that will impact performance and prospects of the Transferor Company and the Scheme.
3. There was no revaluation of assets in the last 5 years
4. There was no change in auditors during the last 3 years
5. Return on Net Worth is based on average Net Worth over the respective periods



10) INTERNAL RISK FACTORS

1. If we are unable to accurately forecast demand for our products, our business, cash flows, financial condition and prospects may be adversely affected.
2. Pricing pressure from our customers may adversely affect our profitability and results of operations.
3. Our products are subject to rejection by our customers, if they do not meet the quality and technical requirements of our customers.
4. Our business is largely dependent on our continuing relationships with our customers, with whom we have not entered into long term arrangements.

11) SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

- A. Total number of outstanding litigations against the company and amount involved: Nil
- B. Brief details of top 5 material outstanding litigations against the company and amount involved: Nil
- C. Regulatory Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any: Nil
- D. Brief details of outstanding criminal proceedings against Promoters: Nil

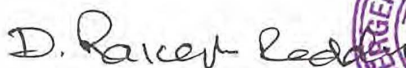
12) ANY OTHER IMPORTANT INFORMATION AS PER THE COMPANY

This Abridged Prospectus does not purport to include the complete information of the Company, including its business, operations, assets and liabilities. Nothing in this Abridged Prospectus constitutes an offer or an invitation by or on behalf of either the Transferor Company or the Transferee Company to subscribe for or purchase any of the securities of Transferee Company.

13) DECLARATION BY FIRST PASS

We hereby declare that all the relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For EMERGENT BIO NATURALS LIMITED



D. Rakesh Reddy
Director
DIN: 07112785



Date: 05-04-2019
Place: Hyderabad