

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, MUMBAI
COMPANY SCHEME PETITION NO. 403 OF 2017
CONNECTED WITH
COMPANY SCHEME APPLICATION NO. 192 OF 2017**

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 of the
Companies Act, 2013 and other related
provisions and Rules made thereof;

AND

In the matter of Scheme of Amalgamation of
Welpure Pharma Private Limited with Pizi
Marketing Services Private Limited and their
respective shareholders and creditors

WELPURE PHARMA PRIVATE LIMITED)
a Company incorporated under the)
Companies Act, 1956 having its registered)
office at 305, Sejal C.H.S., New Link Road,)
Andheri (W), Mumbai – 400 058.)Petitioner Company
(Transferor Company)

Called for Admission:

Advocate Sunila Chavan alongwith Advocate Sonam Mhatre and Advocate Sneha Nanandkar, Advocate Monil Punjabi i/b. Dhaval Vussonji & Associates, Advocates for the Petitioner Company

CORAM: SH. M. K. Shrawat, Member (Judicial)

Date: 21st June, 2017

MINUTES OF ORDER

1. Petition Admitted.

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2. Petition fixed for hearing on 25th July 2017.
 3. Learned Advocate for the Petitioner states that in pursuance of the directions contained in Order dated 2nd March, 2017 passed by the Tribunal in Company Scheme Application No.192 of 2017, the meeting of Equity Shareholders was held on Monday, 17th April, 2017 and requisite quorum was present and the Scheme was approved unanimously by all the Equity Shareholders without any modifications. The Chairperson appointed for the meeting has filed his report dated 20th April, 2017 which is annexed as Annexure G to the Petition.
 4. The Learned Advocate for the Petitioner Company further submits that the Company Scheme Petition is filed in consonance with Section 230 to 232 of the Companies Act, 2013 alongwith the order passed in Company Scheme Application No.192 of 2017.
 5. At least 30 clear days before the date fixed for hearing, Petitioner to serve the notice of hearing of Petition upon the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai Maharashtra, pursuant to Section 230(5) of the Companies Act, 2013. If no response is received by the concerned Tribunal from Regional Director within 30 days it will be presumed that Regional Director and/or Central Government has no representation/objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
 6. At least 30 clear days before the date fixed for hearing, Petitioner to serve the notice of hearing of Petition upon the concerned Registrar of Companies. If no representation/response is received by the concerned Tribunal from Registrar of Companies within 30 days it will be presumed that Registrar of Companies has no representation/objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
 7. At least 30 clear days before the date fixed for hearing, Petitioner to serve the notice of hearing of Petition on the concerned Income Tax Authority within whose jurisdiction the Petitioner Company's assessments are made If no representation/response is received by the concerned Tribunal from

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concerned Income Tax Authority within 30 days it will be presumed that concerned Income Tax Authority has no representation/objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

8. At least 30 clear days before the date fixed for hearing, Petitioner to serve the notice of hearing of Petition upon the Official Liquidator pursuant to Section 230(5) of the Companies Act, 2013. If no response is received by the concerned Tribunal from Official Liquidator within 30 days it will be presumed that Official Liquidator has no representation/objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
9. At least 10 clear days before the date fixed for hearing, Petitioner to publish the Notice of hearing of Petition in two local newspapers, viz. "Free Press Journal" in English language and translation thereof, in "Navshakti", in Marathi language, both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
10. The Petitioner to file an Affidavit of Service regarding the directions given by the Tribunal 3 (Three) days before the date fixed for hearing and do report this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

Sd/-

M. K. Shrawat, Member (Judicial)