



PAEON WELLNESS AND NUTRITION LIMITED

Regd. Office T5-A, 5th Floor, Phoenix House, Senapati Bapat Marg, Lower Parel (W), Mumbai
Maharashtra, India 400 013

www.Setu.in

022-2497 0003/04

CIN U2430MH2016PLC287536

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH – IV

CP (CAA)/1035/MB.1V/2020

Connected with

CA (CAA) No. 636/MB.IV/2020

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

In the matter of Scheme of Amalgamation (Merger by Absorption) of Omni Wellness and Nutrition Limited (“The First Transferor Company”), Paeon Wellness and Nutrition Limited (“The Second Transferor Company”) into OmniActive Health Technologies Limited (“The Transferee Company”) and their respective Shareholders

Paeon Wellness and Nutrition Limited a Company }
Incorporated under the provisions of Companies }
Act, 2013, having its registered office at Unit No. T-5A, }
5th Floor, Phoenix House, A Wing Phoenix Mills }
Compound, 462, S B Marg, Lower Parel, }
Mumbai 400013 }

..... Second Petitioner Company/The Second Transferor Company



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NOTICE OF FINAL HEARING OF COMPANY SCHEME PETITION

Notice is hereby given that a Petition under Sections. 230 to 232 and other applicable provisions of the Companies Act, 2013, for sanctioning the Composite Scheme of Amalgamation (Merger by Absorption) of Omni Wellness and Nutrition Limited and Paeon Wellness and Nutrition Limited into Omni Active Health Technologies Limited and their respective shareholders, was presented jointly by the advocate of the Petitioner Companies on 5th January, 2021 before the Hon'ble National Company Law Tribunal, Bench at Mumbai ("Hon'ble Tribunal"), and the same has been admitted by' the Hon'ble Tribunal on 25th day of January 2021.

The Second Transferor Company is directed to serve notice upon all relevant Regulatory authorities including the Income Tax Department, Mumbai indicating the final date of hearing.

The said Petition is now fixed for final hearing on Tuesday, the 2nd day of March 2021 before the Hon'ble Tribunal.

A copy of the NCLT order dated 25th January, 2021 is enclosed herewith.

You are hereby informed that representations, if any, in connection with the proposed Scheme may be made to the Tribunal on receipt of this notice, not later than 2 days before the date fixed for hearing of Petition, where you seek to oppose the Petition, the grounds of opposing or a copy of the affidavit should be furnished with such notice. Copy of the representation may simultaneously be served upon the concerned Petitioner Company via email at corporatefilings@setu.in and at Unit No. T-5A, 5th Floor, Phoenix House, A Wing Phoenix Mills Compound, 462, S B Marg, Lower Parel, Mumbai 400013.

For **Paeon Wellness and Nutrition Limited,**

Barkha

Dated this 1st February, 2021

Paeon Wellness and Nutrition Limited,



PAEON WELLNESS AND NUTRITION LIMITED

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Unit No. T-5A, 5th Floor, Phoenix House,

A Wing Phoenix Mills Compound,

462, S B Marg, Lower Parel,

Mumbai 400013

e-mail: corporatefilings@setu.in

Place: Mumbai

Enclosures: (1) Copy of Order dated 25th January, 2021

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-IV

CP (CAA)/ 1035/MB-IV/2020
IN
CA (CAA)/636/MB-IV/2020

In the matter
of the Companies Act, 2013;

AND

In the matter of
Sections 230 to 232 and other appli-
cable provisions of the Companies
Act, 2013;

AND

In the matter of
Scheme of Amalgamation
between

Omni Wellness and Nutrition Limited
("The First Transferor Company")

AND

Paeon Wellness and Nutrition Limited
("The Second Transferor Company")

WITH

OmniActive Health Technologies Limited
("The Transferee Company")

And their respective Shareholders

Omni Wellness and Nutrition Limited
CIN:U24233MH2013PLC245230

.... First Petitioner Company/
First Transferor Company

Paeon Wellness and Nutrition Limited
CIN:U24304MH2016PLC287536

..... Second Petitioner Company/
Second Transferor Company

OmniActive Health Technologies Limited
CIN: U24230MH2003PLC141898

..... Third Petitioner Company/
The Transferee Company

Order pronounced on:25.01.2021

Coram:

Mr. Rajesh Sharma

Hon'ble Member (Technical)

Mrs. Suchitra Kanuparthi

Hon'ble Member (Judicial)

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-IV

CP (CAA)/ 1035/MB-IV/2020
IN
CA (CAA)/636/MB-IV/2020

Appearances (through video conferencing)

For the Petitioners: Mr. Hemant Sethi, Ms Vidisha Poonja i/b. Hemant
Sethi & Co.,

ORDER

Per: Suchitra Kanuparthi, Member (Judicial)

- 1.The Court is convened by videoconference today.
- 2.Petition Admitted.
- 3.Petition fixed for hearing and final disposal on 02.03.2021.
- 4.Learned Counsel for the Petitioners states that in pursuance directions contained in Order dated on 4 May passed by this Tribunal in the CA(CAA) 636/MB-IV/2020, the meetings of Equity Shareholders of the First and Second Petitioner Companies were dispensed with in view of Consent Affidavits filed by all of the Shareholders of the First and Second Petitioner Companies. The meetings of the Equity Shareholders of the Third Petitioner Company were dispensed with in view of the fact that the First Petitioner Company and the Second Petitioner Company are wholly owned subsidiaries of the Third Petitioner Company therefore, no meeting of the Equity Shareholders of the Third Petitioner Company were required to be convened.
- 5.Learned Counsel for the Petitioners states that in pursuance of the directions contained in Order delivered on 4 May 2020 passed by this Tribunal in CA(CAA) 636/MB-IV/2020, there are no Secured Creditors in the First and Second Petitioner Companies. In so far as the Unsecured Creditors are concerned notices were issued to the Unsecured Creditors of the First and Second Petitioner Companies as directed by this Hon'ble Tribunal. In view of the fact that the First Petitioner Company and the Second Petitioner Company are wholly owned subsidiaries of the Third Petitioner Companies therefore, no meeting of the Creditors of the Third Petitioner Company were required to be convened.

**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-IV**

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6. Counsel for the Petitioners further submit that pursuant to the directions contained in the Order passed by this Tribunal, in CA(CAA) 636/MB-IV/2020, Petitioner Companies served notices upon the (i) Income Tax Authority ;(ii) Central Government through the concerned office of the Regional Director and (iii) concerned Registrar of Companies (iv) Official Liquidator in case of the First and Second Petitioner Companies as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
- 7.The Petitioner Companies are directed to serve fresh notices through Registered-Post and hand-delivery indicating the date of final hearing upon:- (i) concerned Income Tax Authority within whose jurisdiction the assessments are made (for First Petitioner Company - 27AABCO8658E1Z7; for Second Petitioner Company - 27AAICP8502F1ZE and for Third Petitioner Company - 27AADCP2914Q1Z0); (ii) the Central Government through the office of Regional Director(Western Region), Ministry of Corporate Affairs, Mumbai (iii) concerned Registrar of Companies (iv) Department of Goods and Services Tax and Office of the Official Liquidator, Mumbai;
- 8.At least 10 days before the date fixed for hearing, the Petitioner Company to publish the notice of hearing of Petition in two local newspapers viz. 'Business Standard'in English and translation thereof in 'Navshakti'in Marathi, both having circulation in Maharashtra as per rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Petitioner Company will also have to publish notices online in the respective e-newspaper editions. The Petitioner Company shall host notices along with the copy of the scheme on their respective websites, if any.
- 9.The Petitioner Company shall file compliance report with the registry in regard to the directions given in this Order in lieu of customary affidavit of service, due to lockdown situation prevailing now proving service of notices to the regulatory and tax authorities and publication of notices in newspapers as stated above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH-IV

CP (CAA)/ 1035/MB-IV/2020
IN
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10. Ordered accordingly. Pronounced in open court today.

Sd/-

Rajesh Sharma
Member (Technical)
25.01.2021

Sd/

Suchitra Kanuparthi
Member (Judicial)