

5th November, 2019

BSE Limited

1st Floor, New Trading Wing,
Rotunda Bldg, P.J Towers,
Dalal Street,
Mumbai- 400 001

National Stock Exchange of India Ltd.

Plot No. C-1, G Block, Exchange Plaza,
4th Floor, Bandra- Kurla Complex,
Mumbai- 400 051

Dear Sir/Madam,

Ref: BSE Security Code: 532979
NSE Symbol: PIRPHYTO

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Approval of the National Company Law Tribunal to the Scheme of Amalgamation of Piramal Phytocare Limited with Piramal Enterprises Limited and their respective shareholders

Dear Sir/Madam,

This is to inform that the National Company Law Tribunal, Mumbai Bench ('NCLT'), has vide its Order dated 4th November, 2019 approved the Scheme of Amalgamation of Piramal Phytocare Limited with Piramal Enterprises Limited and their respective shareholders. A certified copy of the Order of the NCLT is attached herewith.

The Scheme will become effective upon filing of the certified copy of the order with the Registrar of Companies, Mumbai.

Thanking you,

Yours truly,

For Piramal Phytocare Limited


Maneesh Sharma
Company Secretary

Piramal Phytocare Limited

CIN : L73100MH2001PLC132523

Registered Office: Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013, India

Secretarial Dept: Ground Floor, B Block, Agastya Corporate Park, Opp. Fire Brigade, Kamani Junction, LBS Marg, Kurla (West), Mumbai, Maharashtra 400070, India

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piramalphytocare.com

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, MUMBAI**

CP (CAA) 1748 & 1738 OF 2019

IN

CA (CAA) 1617 & 1648 OF 2018

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 Piramal
Phytocare Limited with Piramal Enterprises Limited and their
respective shareholders

Date of Hearing :- 20.09.2019

Order Delivered on 04.11.2019

PIRAMAL PHYTOCARE LIMITED

.....Transferor Company

PIRAMAL ENTERPRISES LIMITED

.....Transferee Company

(collectively called as 'Petitioner Companies')

Coram:

Hon'ble M.K. Shrawat, Member (Judicial)

Hon'ble Chandra Bhan Singh, Member (Technical)



Advocate for the Petitioners:

Advocate Sonam Mhatre a/w. Advocate Dhruval Sheth i/b Dhaval Vussonji & Associates

For Regional Director:

Ms. Rupa Sutar, Joint Director from the office of Regional Director

PER: Chandra Bhan Singh, Member (Technical)

ORDER

1. The sanction of the Tribunal is sought under Section 230-232 of the Companies Act 2013, to the Scheme of Amalgamation (hereinafter as 'the Scheme') of Piramal

Phytocare Limited ('Transferor Company') with Piramal Enterprises Limited ('Transferee Company') and their respective shareholders.

2. The Petitioner Companies have approved the Scheme by passing Board Resolutions dated 28th May 2018 which are annexed to the respective Company Scheme Petitions (Exhibit - E) and thereafter has approached the Tribunal for sanction of the Scheme.
3. In accordance with the Order of the Tribunal dated 14th February 2018 in CA (CAA) 1617 & 1638 of 2018 of the Petitioner Companies, meeting of the shareholders of the respective companies are duly convened on 2nd April 2019, at which the Scheme was approved by the requisite majority of the shareholders of Petitioners Companies.
4. The Transferor Company is engaged, inter-alia, in the business of developing and marketing standardize healthcare derived from natural sources and the Transferee Company is engaged, inter-alia, in the business of financial services, pharmaceuticals, healthcare insight and analytics and are listed companies.
5. The rationale for continuing with two separate entities in the same business no longer exists it is considered prudent and more appropriate to consolidate similar line of business in one entity. Such restructuring will lead to simplification of group structure by eliminating multiple companies in similar business, thus enabling focus on core competencies. The scheme envisages transfer of entire undertaking of the Transferor Company as a going concern to the Transferee Company and is in the interest of its shareholders, creditors, employees and all concerned.
6. The averments made in the Petition and the submissions made by the Learned Advocate for the Petitioner Companies are:

- i. The Petitioner Companies have complied with all the requirements as per the directions of the Tribunal and they have filed necessary Affidavits of compliance in this Tribunal. Moreover, the Petitioner Companies undertake to comply with all statutory requirements, if any, as required under the Companies Act, 2013 and the Rules made there under whichever is applicable.
- ii. The Regional Director has filed his report dated 26th June 2019. In paragraph IV of the said Report, the Regional Director has stated that:-



“IV. The observations of the Regional Director on the proposed Scheme to be considered by the Hon’ble NCLT are as under:-

- a) The petitioners under provisions of section 230(5) of Companies Act, 2013 have to serve notices to concerned authorities which are likely to be affected by Amalgamation. Further the approval of the scheme by this Hon’ble Tribunal may not deter such authorities to deal with any of the issues arising after giving effect to the scheme. The decision of such Authorities is binding on the Petitioner Company(s).*
- b) It is observed that the Petitioner companies have not submitted a Chairman’s Report admitted Copy of the Petition, and Minutes of Order for admission of the petition. In this regard, the petitioner has to submit the same for the record of Regional Director.*
- c) The Hon’ble NCLT may kindly direct to the petitioners to file an undertaking to the extent that the scheme enclosed to the Company Application and the Scheme enclosed to the Company Petition are one & same and there is no discrepancy or deviation.*
- d) In compliance of AS-14 (IND AS-103), the petitioner Companies shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS-8) etc.*
- e) Petitioner Company have to undertake to comply section 232(3) (i) of Companies act, 2013 where the transferor company is dissolved, the fee, if any paid by the transferor company on its authorised capital shall be set-off against any fees payable by the transferee company on its authorised capital subsequent to the amalgamation and therefore, petitioners to affirm that they comply the provisions of the section.*
- f) As per definition of the scheme Appointed date means the 1st day of April, 2018 or such other date as may be approved by the NCLT or such other competent authority as may be applicable. In this regard, it is submitted that Section 232 (6) of Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which it shall be effective and the scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon’ble Tribunal taking into account its inherent powers.*
- g) It is observed that the Petitioner Companies has foreign/ non-resident shareholders. The Transferee Company must observe the FEMA*



guidelines for allotment of shares to the shareholder of the Transferor Company in Transferee Company.

h) As per clause 17 of the scheme, the authorized share capital shall be consolidated, in this regards, deponent prays that, petitioner company shall company with provisions of Sections 13,14,16,61,62 and 64 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

i) Observation letter received from BSE dated 22.11.2018 and NSE dated 22.11.2018 for both the petitioner companies, in this regard, deponent prays that, the both petitioner companies shall undertake to comply with the observations made by BSE and NSE. ”

iii. Apropos the observations in paragraph IV (a) of the Regional Director are concerned, the Petitioner Companies state that the Petitioner Companies have duly complied with the provisions of Section 230(5) of the Companies Act, 2013 and as directed by Hon'ble National Company Law Tribunal in its order dated 14th February, 2019, has served notices to all concerned authorities which are likely to be affected by the Amalgamation. The Affidavit of Service is annexed to the respective Company Scheme Petition (Exhibit - G) in compliance of the Tribunal's Order in CA (CAA) Nos.1617 & 1648 OF 2018 respectively. Further the Petitioner Companies state that the approval of the Scheme by this Hon'ble Tribunal will not deter any concerned authorities to deal with any issues arising after giving effect to the Scheme and the decision of such Authorities will be binding on the Petitioner Companies.

iv. Apropos the observations in paragraph IV (b) of the Regional Director are concerned, the copy of Chairman's Report alongwith admitted copy of the Petition, and Minutes of Order admitting the petition were served upon the Regional Director on 14th August 2019.

v. Apropos the observations in paragraph IV (c) of the Regional Director is concerned, the Petitioner Companies vide their affidavit dated 28th August, 2019 has given an undertaking that the Scheme enclosed to Company Application and Company Petition, are one and the same and there is no discrepancy or deviation.

vi. Apropos the observations in paragraph IV (d) of the Regional Director are concerned, the Petitioner Companies undertake that in compliance of Accounting Standard AS-14 (IND AS - 103), the Transferee Company shall pass such accounting entries which are necessary in connection with the



Scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS -8) etc.

- vii. Apropos the observations in paragraph IV (e) of the Regional Director are concerned, the Petitioner Companies undertake to comply with the provisions of Section 232(3)(i) of the Companies Act, 2013.
- viii. Apropos the observations in paragraph IV (f) of the Regional Director are concerned, the Petitioner Companies undertake that the scheme shall take effect only from the Appointed Date i.e. 1st April 2018, as defined in the Scheme, which is in compliance with the provision of Section 232(6) of the Companies Act, 2013. The Petitioner Companies further confirm and undertake that the scheme shall only be effective with effect from 1st April, 2018 being the Appointed Date and not from any date subsequent to 1st April, 2018.
- ix. Apropos the observations in paragraph IV (g) of the Regional Director are concerned, the Petitioner Companies undertake that the Transferee Company shall comply with the FEMA guidelines for allotment of shares to the Foreign/ Non-Resident shareholders of the Transferor Company as on the Record date as defined in the Scheme.
- x. Apropos the observations in paragraph IV (h) of the Regional Director are concerned, the Petitioner Companies undertake that Transferee Company shall comply with the provisions of Sections 13, 14, 61, 62 and 64 of the Companies Act, 2013 and other applicable provisions and as mentioned in Clause Nos. 16 and 17 of the Scheme, no further resolution would be required to be separately passed for consolidation of the Authorised Share Capital of the Transferor Company. Further, Section 16 of the Companies 2013 is not applicable to the present Scheme.
- xi. Apropos the observations in paragraph IV (i) of the Regional Director are concerned, the Petitioner Companies undertake to comply with the Observations made by BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

7. The observations made by the Regional Director have been explained by the Petitioner Companies in paragraphs 5(iii) to 5(xi) above. The clarifications and undertakings given by the Petitioner Companies are hereby accepted.



8. The Official Liquidator has filed his report dated 7th June 2019 in Company Scheme Application No.1648 of 2018 inter alia stating therein that the affairs of the Transferor Company have been conducted in a proper manner and that the Transferor Company may be ordered to be dissolved.
9. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. And hereby this Bench, to the Petitioner Companies, **do Order that:**

- a) All the assets and liabilities including taxes and charges, if any, and duties of the Transferor Company shall pursuant to Section 232 of the Companies Act, 2013 be transferred to and become the assets and liabilities and duties of the Transferee Company.
- b) The clarifications and undertakings given by the Learned Advocate for the Petitioners to the observations made in the Report of the Regional Director are considered by this Bench and those are hereby accepted. Subsequently, this Bench hereby directs Petitioners to comply with the provisions/statements which the Petitioners undertake herein.
- c) To issue and allot equity shares of the Transferee Company to the shareholders of the Transferor Company as per the share exchange ratio determined in the valuation report i.e. Transferee Company will issue and allot 1 (One) fully paid up equity share of Rs. 2/- each to the Equity shareholders of Transferor Company as on the Record Date, as defined in the Scheme, for every 70 (Seventy) fully paid up equity shares of Rs 10/- each held by them in Transferor Company.
- d) The Transferor Company shall be dissolved without winding up after this Scheme becomes effective.
- e) The Petitioner Companies are directed to file a certified copy of this Order alongwith copy of the Scheme with the concerned Registrar of Companies, electronically, along with E-Form INC-28 in addition to physical copy within 30 days from the date of issuance of certified copy of the Order by Registry, duly certified by the Deputy Director or Assistant Registrar, as the case may be, of the National Company Law Tribunal, Mumbai Bench.



- f) The Petitioner Companies are directed to lodge a certified copy of this Order alongwith a copy of the Scheme with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the receipt of the duly certified copy of order.
- g) The Petitioner Companies to pay cost of Rs.25,000/- each to the Regional Director, Western Region, Mumbai. The cost to be paid within four weeks from the date of receipt of the duly certified copy of this Order.
- h) The Transferor Company to pay cost of Rs.25,000/- to the Official Liquidator, Bombay. The cost to be paid within four weeks from the date of receipt of the duly certified copy of this order.
- i) All authorities concerned, to act on a certified copy of this Order along with the Scheme duly certified by the Deputy Director or Assistant Registrar, as the case may be, of the National Company Law Tribunal, Mumbai Bench.
- j) Any person interested shall be at liberty to apply to the Tribunal in the above matter for any direction that may be necessary.
- k) The Scheme is sanctioned hereby, and the Appointed Date of the Scheme is fixed as **1st April, 2018**.

10. Ordered Accordingly. To be consigned to Records.

Sd/-

CHANDRA BHAN SINGH
MEMBER (TECHNICAL)

Dated: 04.11.2019

Sd/-

M. K. SHRAWAT
MEMBER (JUDICIAL)

A.M.



Certified True Copy
Copy Issued "free of cost"
On 05/11/2019

Assistant Registrar
National Company Law Tribunal Mumbai Bench