

Company: Sol Infotech Pvt. Ltd.

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A B Medicos Private Limited Vs

Court: National Company Law Tribunal, New Delhi Principal Bench

Date of Decision: Nov. 18, 2021

Acts Referred: Companies Act, 2013 â€" Section 133, 230, 231, 232

Hon'ble Judges: Bhaskara Pantula Mohan, Member (J); Hemant Kumar Sarangi, Member (T)

Bench: Division Bench

Advocate: Harsh Sethi, Sarvapriya Makkar, Himanshu Bhandari, Vipul Agarwal, Dushyant Agarwal, Shankari Mishra

Final Decision: Dosposed Of

Judgement

Bhashara Pantula Mohan, Member (Judicial)

1.Ã, Ã, UnderÃ, Ã, considerationÃ, Ã, isÃ, Ã, CompanyÃ, Ã, PetitionÃ, Ã,C AA Ã, 27(PB)/ 2018 filed under Sections 230 to 232 of the Companies

Act, 2013Ã, Ã, (""TheÃ, Act"")Ã, readÃ, withÃ, theÃ, CompaniesÃ, (Compromises, Arrangements 86 Amalgamations) Rules, 2016. The purpose of

the Company Petition is to obtain sanction of the Scheme of Amalgamation \tilde{A} , (for \tilde{A} , brevity \tilde{A} , T""he \tilde{A} , Scheme"") \tilde{A} , of M/s. \tilde{A} , A \tilde{A} , B Medicos \tilde{A} ,

PrivateÃ, LimitedÃ, AndÃ, M/sÃ, AdityaÃ, Medicos Private LimitedÃ, AndÃ, M/sÃ, Aesthetica Enterprises PrivateÃ, Limited And M/s Akhil

MeditechÃ, Ã, Ã, PrivateÃ, Ã, Ã, Limited And M/s Ashwin PharmaceuticalsÃ, PrivateÃ, LimitedÃ, Ã, AndÃ, Ã, M/sÃ, Ã, AveeÃ, Ã, Medi

SurgicalsÃ, PrivateÃ, LimitedÃ, Ã, AndÃ, Ã, M/sÃ, Ã, GloryÃ, Ã, Lifesciences PrivateÃ, Ã, Limited And M/s Gracia Healthcare For YouÃ, Ã,

Private Limited And M/s HimanshuÃ, Ã, MedicareÃ, Ã, PrivateÃ, Ã, Limited And M/s Hitesh Construction Private Limited And M/s Kunal

MedicareÃ, PrivateÃ, Limited AndÃ, Ã, Ã, M/s Mona Infotech Private Limited And M/s Paradise RealtechÃ, Ã, Ã, Private Limited And M/s Prabhat

HealthcareÃ, Ã, ServicesÃ, Ã, PrivateÃ, Ã, Limited And M/s PurnenduÃ, Traders PrivateÃ, LimitedÃ, AndÃ, M/sÃ, Radhika Surgical PrivateÃ,

LimitedÃ, AndÃ, M/sÃ, RegalÃ, BuildersÃ, And Promotes PrivateÃ, LimitedÃ, Ã, AndÃ, Ã, Ã, M/sÃ, Ã, Ã, RocklandÃ, Hospitals NoidaÃ,

PrivateÃ, LimitedÃ, AndÃ, M/sÃ, RocklandÃ, Laboratories Private Limited AndÃ, M/sÃ, Rockland OilÃ, 86Ã, GasÃ, Private Limited And M/sÃ,

Sukumar EnterprisesÃ, Private Limited And M/s SunskritiÃ, TradexÃ, PrivateÃ, Ã, Limited And M/s Umesh Pharmaceuticals Private Limited And

M/s VaibhavÃ, Ã, Ã, India Surgicals Private Limited h(ereinafterÃ, Ã, referredÃ, Ã, toÃ, Ã, Ã, as Petitioner Company/ Transferor Company) and

M/s Rock Land PrivateÃ, Ã, Ã, Limited h(ereinafter referred to as Petitioner Company/ Transferee Company) (Transferor Company and

Transferee together referred to as ""Petitioner Companies,.

2. Ã, M/s A B MEDICOS PRIVATEÃ, Ã, Ã, LIMITED Ã, (hereinafter referred toÃ, asÃ, ""TransferorÃ, No.1Ã, Company"")Ã, having

CIN: U51101DL2013PTC262271Ã, isÃ, a company incorporated on 16/12/2013Ã, underÃ, theÃ, CompaniesÃ, Act, 1956 havingÃ, its

Registered Office atÃ, Ã, Ã, C-30, Panchsheel Enclave, New Delhi- 110017. The Transferor No.1 Company is primarily engaged in business of

manufacturing, trading, marketing of Allopathic, Ayurvedic, HomeopathicÃ, medicinesÃ, and formulations thereof of all types and description and

research development of pharmaceuticals formulations in all lines of medicines & surgery.

3. Ã, M/sÃ, Ã, ADITYAÃ, Ã, MEDICOSÃ, Ã, PRIVATEÃ, LIMITEDÃ, Ã, (hereinafter referred toÃ, as ""Transferor No.2Ã,

Company"")Ã, having CIN: U24232DL2004PTC129207 isÃ, a company incorporated on 17/09/2004Ã, Ã, underÃ, Ã, theÃ, Ã, CompaniesÃ, Act,

1956Ã, Ã, havingÃ, its RegisteredÃ, OfficeÃ, at C-30,Ã, Pan.chsheel Enclave,Ã, New Delhi- 110017. The Transferor No.2 Company is primarily

engaged in business of manufacturing and trading of all kind of Drugs & Medicines (allopathic and ayurvedic).

4. Ã, M/sÃ, Ã, AESTHETICAÃ, Ã, ENTERPRISESÃ, PRIVATEÃ, Ã, LIMITED (hereinafterÃ, referredÃ, toÃ, asÃ, ""TransferorÃ,

No.3Ã, Company"") havingÃ, Ã, Ã, CIN:Ã, Ã, Ã, U51909DL2008PTC175465Ã, Ã, Ã, isÃ, Ã, aÃ, Ã, company incorporatedÃ, on 17/03/2008Ã,

underÃ, theÃ, CompaniesÃ, Act, 1956Ã, Ã, havingÃ, Ã, itsÃ, Ã, Ã, RegisteredÃ, Ã, Ã, OfficeÃ, Ã, Ã, atÃ, Ã, Ã, C-30,Ã, Ã, Panchsheel Enclave,

New Delhi-110017.Ã, Ã, Ã, The Transferor No.3 Company is primarily engaged in business of trading, buying, selling, importing and exporting of

vehicles and machinery.

5. Ã, M/sÃ, AKHILÃ, MEDITECHÃ, PRIVATE LIMITED Ã, (hereinafter referredÃ, Ã, Ã, toÃ, Ã, Ã, asÃ, Ã, ""TransferorÃ, No.4Ã, Ã,

Company"")Ã, Ã, Ã, having CIN:U24100DL2008PTC18030i9s a company incorporated on 01/07/2008 under the Companies Act,Ã, 1956Ã, Ã,

having its RegisteredÃ, OfficeÃ, at C-30,Ã, Panchsheel Enclave,Ã, New Delhi- 110017.Ã, Ã, The Transferor No.4 Company is primarily engaged in

business of manufacturing and trading of pharmaceuticals drugs and chemicals.

6. Ã, M/sÃ, Ã, ASHWINÃ, Ã, PHARMACEUTICALSÃ, Ã, PRIVATEÃ, LIMITED (hereinafterÃ, referred toÃ, asÃ, ""TransferorÃ,

No.5Ã, Company"") havingÃ, Ã, Ã, CIN:Ã, Ã, Ã, U51101DL2013PTC259819Ã, Ã, Ã, isÃ, Ã, Ã, aÃ, Ã, company incorporatedÃ, on 01/11/2013Ã,

underÃ, theÃ, CompaniesÃ, Act, 1956Ã, Ã, havingÃ, Ã, itsÃ, Ã, RegisteredÃ, Ã, OfficeÃ, Ã, Ã, atÃ, Ã, C-30,Ã, Ã, Ã, Panchsheel Enclave, New

Delhi-110017. The Transferor No.5 Company is primarilyÃ, engagedÃ, inÃ, businessÃ, ofÃ, manufacturing,Ã, trading, marketing, of Allopathic,

Ayurvedic, Homeopathic medicines andÃ, formulationsÃ, thereÃ, ofÃ, allÃ, typesÃ, Ã, andÃ, descriptionÃ, and research development of

pharmaceuticals formulations in all Ã, lines of medicines and surgery.

7. Ã, M/sÃ, AVEEÃ, MEDIÃ, SURGICALSÃ, PRIVATEÃ, LIMITED (hereinafterÃ, referredÃ, toÃ, asÃ, ""TransferorÃ, No.6Ã,

Company"") havingÃ, Ã, Ã, CIN:Ã, Ã, Ã, U24233DL2007PTC15729Ã,6 Ã, Ã, isÃ, Ã, Ã, aÃ, Ã, company incorporatedÃ, onÃ, 03/01/2007Ã,

underÃ, theÃ, CompaniesÃ, Act, 1956Ã, Ã, Ã, havingÃ, Ã, itsÃ, Ã, Ã, RegisteredÃ, Ã, Ã, ÔfficeÃ, Ã, Ã, atÃ, Ã, C-30,Ã, Ã, Ã, Panchsheel Enclave,

New Delhi-110017.Ã, Ã, Ã, The Transferor No.6 Company is primarily engaged in business of manufacturing 85 trading of all kind of drugs and

chemicals.

8. M/sÃ, GLORY LIFESCIENCES PRIVATE LIMITED (hereinafterÃ, referredÃ, toÃ, asÃ, ""TransferorÃ, No.7Ã, Company"")

havingÃ, Ã, Ã, CIN:Ã, Ã, Ã, U24100DL2008PTC17499Ã,2 Ã, Ã, isÃ, Ã, ã, aÃ, Ã, company incorporatedÃ, onÃ, 05/03/2008Ã, underÃ, theÃ, Ã,

CompaniesÃ, Act, 1956Ã, Ã, havingÃ, Ã, itsÃ, Ã, RegisteredÃ, Ã, OfficeÃ, Ã, atÃ, C-30,Ã, Ã, Panchsheel Enclave,Ã, Ã, Ã, NewÃ, Ã, Delhi-

110017.Ã, Ã, Ã, TheÃ, Ã, Ã, CompanyÃ, Ã, isÃ, Ã, primarily engagedÃ, Ã, Ã, inÃ, Ã, Å, businessÃ, Ã, Ã, ofÃ, Ã, manufacturingÃ, Ã, Ã, andÃ, Ã, Ã,

tradingÃ, Ã, Ã, of pharmaceuticals drugs and allied products.

9. M/s GRACIA HEALTHCAREÃ, FORÃ, Ã, Ã, YOUÃ, PRIVATE LIMITEDÃ, Ã, (hereinafterÃ, Ã, referredÃ, Ã, toÃ, Ã, asÃ, Ã,

TransferorÃ, Ã, No.8 Company"")Ã, having CIN: U85100DL2013PTC26068Ã,8 Ã, Ã, is a company incorporatedÃ, on 23/11/2013 under the

Companies Act, 1956 having its Registered Office atÃ, Ã, Ã, B-207, C.R. Park, Near Bus Stop New Delhi-110019.Ã, The Company is primarily

engaged in business of purchase, lease, or otherwise acquire, establish,Ã, maintain,Ã, operate,Ã, run,Ã, manage,Ã, orÃ, administrate hospitals,

medicate, daycare and healthcare centers, nursing homes, clinic for in-door, out-door patients at id facilities for receptionÃ, andÃ, treatment of

personsÃ, suffering fromÃ, injuries and illness, disabilities and deficiencies of any kind or nature whatsoever and treatment of persons during

convalescence orÃ, of personsÃ, requiring medicalÃ, attention or rehabilitation, geriatricÃ, Ã, Ã, careÃ, Ã, Ã, centre,Ã, Ã, Ã, assistedÃ, Ã,

living,Ã, Ã, Ã, inÃ, Ã, Ã, theÃ, Ã, Ã, generality, specialty and/or super specialty departments.

10. M/s HIMANSHU MEDICARE PRIVATE LIMITED (hereinafterÃ, referred toÃ, asÃ, ""TransferorÃ, No.9Ã, Company"")

havingÃ, Ã, Ã, CIN:Ã, Ã, Ã, U51397DL2008PTC18053Ã,7 Ã, Ã, isÃ, Ã, aÃ, Ã, company incorporatedÃ, onÃ, 07/07/2008Ã, underÃ, theÃ,

CompaniesÃ, Act, 1956Ã, havingÃ, itsÃ, RegisteredÃ, OfficeÃ, atÃ, C-30,Ã, Panchsheel Enclave,Ã, Ã, NewÃ, Delhi-110017.Ã, TheÃ, Ã,

CompanyÃ, isÃ, primarily engagedÃ, Ã, Ã, inÃ, Ã, Ã, businessÃ, Ã, Ã, ofÃ, Ã, manufacturingÃ, Ã, Ã, andÃ, Ã, Ã, tradingÃ, Ã, Ã, of pharmaceuticals

drugs 86 chemicals.

11. M/sÃ, HITESH CONSTRUCTION Ã, PRIVATE LIMITED (hereinafter referred to as ""Transferor No.10 Company"") havingÃ, Ã, Ã,

CIN:Ã, Ã, Ã, U45200DL2007PTC15815Ã,9 Ã, Ã, isÃ, Ã, aÃ, Ã, company incorporatedÃ, on 19/01/2007Ã, underÃ, theÃ, CompaniesÃ, Act,

1956Ã, Ã, Ã, havingÃ, Ã, itsÃ, Ã, Ã, RegisteredÃ, Ã, OfficeÃ, Ã, Ã, atÃ, Ã, C-30,Ã, Ã, Ã, Panchsheel Enclave,Ã, Ã, NewÃ, Ã, Delhi-110017.Ã,

TheÃ, Ã, CompanyÃ, isÃ, Ã, primarily engaged in business of Infrastructure Development.

12. M/s KUNAL MEDICARE PRIVATE LIMITEDÃ, Ã, (hereinafter Ã, referredÃ, Ã, Ã, toÃ, Ã, Ã, asÃ, Ã, Ã, ""TransferorÃ, Ã, Ã,

No.11Ã, Ã, Ã, Company"")Ã, Ã, Ã, having CIN:U24100DL2008PTC17495 is0 a company incorporated on 05/03/2008Ã, Ã, under the Companies

Act,Ã, 1956 having its Registered Office atÃ, Ã, Ã, C-30, Panchsheel Enclave, New Delhi-110017.Ã, The Company is primarily engaged in business

of manufacturing and trading of all kind of drugs and chemicals

13. M/sÃ, MONAÃ, INFOTECHÃ, PRIVATEÃ, LIMITEDÃ, (hereinafter Ã, referredÃ, Ã, Ã, toÃ, Ã, Ã, asÃ, Ã, Ã, ""TransferorÃ, Ã, Ã, Ã,

No.12Ã, Ã, Ã, Company"")Ã, Ã, Ã, having CIN:U72300DL2004PTC1297 1i0s a company incorporated on 06/10/2004 under the Companies

Act,Ã, 1956 having its Registered Office atÃ, Ã, Ã, C-30, Panchsheel Enclave, New Delhi110017. The Company is primarily engaged in business of

Information Technology.

14. M/ sÃ, PARADISEÃ, REALTECH PRIVATE LIMITED (hereinafter referred to as ""Transferor No.13 Company"") having

CIN:U74120DL2008PTC175348 is a company incorporated on 14/03/2008 under the Companies Act, 1956 \tilde{A} , \tilde{A} , having \tilde{A} , \tilde{A} , its \tilde{A} , \tilde{A} ,

RegisteredÃ, Ã, OfficeÃ, Ã, atÃ, C-30,Ã, Ã, Panchsheel Enclave,Ã, Ã, NewÃ, Delhi-110017.Ã, TheÃ, Ã, CompanyÃ, isÃ, Ã, primarily engaged in

the business of builders, colonizer, and civil and Constructional Contractors.

15. M/ sÃ, Ã, Ã, PRABHATÃ, Ã, HEALTHCAREÃ, SERVICESÃ, PRIVATE Ã, LIMITED (hereinafterÃ, referred toÃ, asÃ,

Transferor No.14 Company"")Ã, Ã, havingÃ, Ã, CIN:U24220DL2004PTC128050Ã, Ã,is Ã, Ã, a company incorporatedÃ, on 03/08/2004

under the Companies Act,Ã, 1956 having its Registered Office atÃ, Ã, Ã, C-30, Panchsheel Enclave,Ã, Ã, NewÃ, Delhi-110017.Ã, TheÃ, Ã,

CompanyÃ, isÃ, Ã, primarily engaged in business of owing and running hospitals, clinic and dispensaries.

16. M/s PURNENDU TRADERS PRIVATE LIMITED (hereinafter Ã, referredÃ, Ã, Ã, toÃ, Ã, Ã, asÃ, Ã, Ã, ""TransferorÃ, Ã, Ã,

No.15Ã, Ã, Ã, Company"")Ã, Ã, Ã, having CIN:U51909DL2012PTC2308 6is9 a company incorporated on 01/02/2012 under the Companies Act,

1956 having its Registered Office at C-30, Pan.chsheel Enclave, New Delhi110017.Ã, Ã, The Company is primarily engaged in the business of trading

and dealing in any manner whatsoever in all type of goods.

17. M/s RADHIKA SURGICAL PRIVATEÃ, LIMITED (hereinafter referred to as ""Transferor No.16 Company"") having

CIN:U85110DL2007PTC158071 is a company incorporated on 17/01/2007 under the Companies Act, 1956 \tilde{A} , \tilde{A} , having \tilde{A} , \tilde{A} , its \tilde{A} , \tilde{A} ,

RegisteredÃ, Ã, OfficeÃ, Ã, atÃ, C-30,Ã, Ã, Panchsheel Enclave,Ã, Ã, NewÃ, Ã, Delhi-110017.Ã, TheÃ, Ã, CompanyÃ, isÃ, Ã, primarily

engagedÃ, Ã, Ã, inÃ, Ã, Ã, businessÃ, Ã, Ã, ofÃ, Ã, manufacturingÃ, Ã, Ã, andÃ, Ã, Ã, tradingÃ, Ã, Ã, of medicines and accessories.

18. M/s REGAL BUILDERS AND PROMOTES PRIVATE Ã, LIMITED (hereinafterÃ, referred toÃ, asÃ, ""TransferorÃ, No.17

Company"")Ã, Ã, havingÃ, Ã, CIN:U70101DL2004PTC12805Ã,5 Ã, isÃ, Ã, a company incorporated on 03/08/2004 under the Companies Act,Ã,

1956 having its Registered Office atÃ, Ã, Ã, C-30, PanchsheelÃ, Enclave,Ã, Ã, NewÃ, Delhi-110017.Ã, TheÃ, CompanyÃ, is primarilyÃ, engaged

 $in\tilde{A}$, the \tilde{A} , business \tilde{A} , of construction, infrastructural and development work.

19. M/s ROCKLAND HOSPITALSÃ, Ã, NOIDAÃ, Ã, PRIVATEÃ, Ã, LIMITED Ã, (hereinafter referred to as ""Transferor No.18

Company"") having CIN:U85100DL2013PTC259809is a company incorporatedÃ, onÃ, 01/11/2013Ã, underÃ, theÃ, CompaniesÃ, Act, 1956

having its Registered Office atÃ, Ã, B-207, C.R. Park, Near BusÃ, Ã, StopÃ, NewÃ, Delhi-110019.Ã, TheÃ, CompanyÃ, isÃ, primarily engaged in

business of purchase,Ã, Ã, lease or otherwise acquire, establish,Ã, maintain,Ã, operate, Ã, run,Ã, manage,Ã, orÃ, administrate hospitals, medicate,

daycare and healthcare centers, nursing homes, clinic for in-door, out-door patients at id facilities for \tilde{A} , reception \tilde{A} , and treatment \tilde{A} , of persons \tilde{A} ,

suffering fromÃ, injuries and illness, disabilities and deficiencies of any kind or nature whatsoever and treatment of persons during convalescence

or \tilde{A} , of persons requiring medical \tilde{A} , attention \tilde{A} , or rehabilitation, geriatric \tilde{A} , \tilde{A} , care \tilde{A} , \tilde{A} , centre, \tilde{A} , \tilde{A} , assisted \tilde{A} , \tilde{A} , living, \tilde{A} , \tilde{A} , \tilde{A} , in \tilde{A} , \tilde{A} , \tilde{A} ,

theÃ, Ã, Ã, generality, specialty and/or super specialty departments.

20. M/s ROCKLANDÃ, Ã, LABORATORIESÃ, Ã, PRIVATEÃ, LIMITED Ã, (hereinafter referred to as ""Transferor No.19 Company"")

Ã, havingÃ, Ã, Ã, CIN:Ã, Ã, Ã, U85110DL2007PTC15898Ã,5 Ã, Ã, isÃ, Ã, ã, aÃ, Ã, company incorporatedÃ, onÃ, Ã, 08/02/2007Ã, underÃ.

theÃ, CompaniesÃ, Act, 1956 having its Registered Office atÃ, Ã, B-207, C.R. Park, Near Ã, BusÃ, Ã, Ã, StopÃ, Ã, NewÃ, Delhi-110019.Ã, Ã,

TheÃ, Ã, CompanyÃ, Ã, isÃ, Ã, primarily engaged in business of hospitals, clinic and dispensaries. The company earlier knows as Rockland

HospitalsÃ, (Qutab)Ã, Ltd. Ã, andÃ, onÃ, 06.06.2013Ã, itÃ, wasÃ, convertedÃ, inÃ, toÃ, privateÃ, limited company and name had been changed

to Rockland Hospitals (Qutab) Pvt. Ltd. Thereafter on 23.07.2013 the name of the company changed to Rockland Laboratories Pvt. Ltd.

21. M/sÃ, Ã, Ã, ROCKLANDÃ, Ã, Ã, OILÃ, Ã, 85Ã, Ã, GAS Ã, PRIVATEÃ, LIMITED (hereinafter referred to as ""Transferor No.20

Company"") having CIN:U11100DL2013PTC253150 is a company incorporatedÃ, onÃ, Ã, 30/05/2013Ã, underÃ, theÃ, CompaniesÃ, Act, 1956

having its Registered Office at B-207, C.R. Park, Near Bus Stop, New Delhi-110019. The Company deals in all sorts of crude and refined petroleum

oils, natural gases, oleaginous and saponaceous substances, their products, by products, Ã, residues, Ã, ingredients, Ã, formulation, Ã, blends, mixtures,

goods and materials.

22. M/sÃ, SUKUMARÃ, ENTERPRISESÃ, PRIVATEÃ, LIMITED Ã, (hereinafter referred to as ""Transferor No.21Ã, Company"")

havingÃ, Ã, Ã, CIN:Ã, Ã, Ã, U51900DL2012PTC22967Ã,3 Ã, Ã, isÃ, Ã, aÃ, Ã, company incorporatedÃ, onÃ, 05/01/2012Ã, underÃ, theÃ,

CompaniesÃ, Act, 1956Ã, Ã, havingÃ, Ã, itsÃ, Ã, RegisteredÃ, Ã, OfficeÃ, Ã, atÃ, C-30,Ã, Ã, Panchsheel Enclave,Ã, Ã, NewÃ, Delhi-110017.Ã,

TheÃ, Ã, CompanyÃ, isÃ, Ã, primarily engaged in business of trading and dealing in any manner whatsoever in all type of goods

23. M/sÃ, SUNSKRITIÃ, TRADEX PRIVATE LIMITED (hereinafter referred to as ""Transferor No.22 Company"") having

CIN:U51909DL2010PTC199890 is a company incorporatedÃ, on 10/03/2010Ã, underÃ, theÃ, Ã, CompaniesÃ, Act, 1956Ã, Ã, havingÃ, Ã,

itsÃ, Ã, Ã, RegisteredÃ, Ã, OfficeÃ, Ã, Ã, atÃ, Ã, Ã, C-30,Ã, Ã, Panchsheel Enclave,Ã, Ã, NewÃ, Delhi-110017.Ã, TheÃ, Ã, CompanyÃ, isÃ, Ã,

primarily engaged in business of trading vehicles, machinery, handicraft and garments.

24. M/sÃ, UMESHÃ, Ã, PHARMACEUTICALSÃ, PRIVATEÃ, LIMITED Ã, (hereinafter referred to as ""Transferor No.23 Company"")

havingÃ, Ã, Ã, CIN:Ã, Ã, Ã, U24232DL2004PTC128051Ã, Ã, Ã,isÃ, Ã, Ã, aÃ, Ã, company incorporatedÃ, onÃ, 03/08/2004Ã, underÃ, theÃ,

CompaniesÃ, Act, 1956Ã, Ã, Ã, havingÃ, Ã, itsÃ, Ã, Ã, RegisteredÃ, Ã, OfficeÃ, Ã, Ã, atÃ, Ã, C-30,Ã, Ã, Ã, Panchsheel Enclave,Ã, Ã, NewÃ, Ã,

Delhi-110017.Ã, TheÃ, Ã, CompanyÃ, isÃ, Ã, primarily engaged in business of manufacturing and trading of all kind of Drugs 85 Medicines

(allopathic and ayurvedic).

25. M/sÃ, VAIBHAV INDIA SURGICALS PRIVATE LIMITED Ã, (hereinafter referred to as ""Transferor No.24 Company"")

havingÃ, Ã, Ã, CIN:Ã, Ã, Ã, U33110DL2010PTC19988Ã,5 Ã, Ã, isÃ, Ã, aÃ, Ã, company incorporated onÃ, Ã, 10/03/2010 underÃ, theÃ,

CompaniesÃ, Act, 1956Ã, Ã, havingÃ, Ã, itsÃ, Ã, Ã, RegisteredÃ, Ã, Ã, OfficeÃ, Ã, atÃ, Ã, Ã, C-30,Ã, Ã, Ã, Panchsheel Enclave,Ã, Ã, NewÃ, Ã,

Delhi-110017.Ã, TheÃ, Ã, CompanyÃ, isÃ, Ã, primarily engaged in business of manufacturing and trading of all kind of drugs and chemicals.

26. M/sÃ, Ã, ROCKÃ, Ã, LANDÃ, PRIVATEÃ, LIMITED Ã, (hereinafter referredÃ, toÃ, asÃ, theÃ, ""TransfereeÃ, Company"")Ã, Ã,

havingÃ, CIN: U45200DL2008PTC17493Ã,7 isÃ, aÃ, company incorporated on 05/03/2008Ã, underÃ, theÃ, CompaniesÃ, Act, 1956Ã,

havingÃ, its RegisteredÃ, OfficeÃ, atÃ, B-208,Ã, ChitranjanÃ, Park,Ã, NewÃ, Delhi-110019. The Company is primarily engaged in business of

infrastructural development, construction and sale/purchase of immovable property and estates. The company was earlier known as Rock Land

Limited and converted to private limited w.e.f. 17.12.2012.

Ã, 27. The Board of Directors of the Petitioner Companies, in their Ã, Board Resolutions, M/s A B Medicos Private Limited dated 26thÃ, December

2016, M/s Aditya Medicos Private Limited datedÃ, 26thÃ, DecemberÃ, 2016, Ã, Ã, M/sÃ, AestheticaÃ, Enterprises PrivateÃ, Ã, LimitedÃ, Ã, dated

27thÃ, Ã, December 2016,Ã, Ã, Ã, M/sÃ, Ã, Akhil MeditechÃ, Ã, Ã, PrivateÃ, Ã, Ã, Limited dated 15th December 2016, M/s AshwinÃ, Ã, Ã,

PharmaceuticalsÃ, Private LimitedÃ, Ã, Ã, dated 26th December 2016, M/s Avee Medi SurgicalsÃ, Ã, Ã, PrivateÃ, Ã, Ã, Limited dated 27th

December 2016, M/s Glory LifesciencesÃ, Ã, Ã, Private Limited dated 27th December 2016, M/s Gracia Healthcare For You PrivateÃ, Ã, Ã, Limited

datedÃ, 13th December 2016, M/s HimanshuÃ, MedicareÃ, Ã, PrivateÃ, Limited And Hitesh dated 27th December 2016, M/s Hitesh

ConstructionÃ, Ã, Ã, PrivateÃ, Ã, Ã, Limited datedÃ, 27thÃ, DecemberÃ, 2016,Ã, M/sÃ, KunalÃ, Medicare Private LimitedÃ, Ã, datedÃ, 27thÃ, Ã,

DecemberÃ, 2016,Ã, Ã, M/sÃ, Ã, MonaÃ, Infotech Private Limited dated 27th December 2016,Ã, M/s Paradise RealtechÃ, Ã, Ã, PrivateÃ, Ã, Ã,

Limited dated 27th December 2016, M/s Prabhat Healthcare Services Private Limited dated 27th December 2016, Ã, M/s Purnendu TradersÃ,

Private Limited dated 26th December 2016, M/s RadhikaÃ, Ã, Surgical Private Limited dated 14th December 2016, M/s Regal Builders And

PromotesÃ, Ã, Ã, Private Limited 27thÃ, Ã, Ã, December 2016,Ã, Ã, Ã, M/sRocklandÃ, Ã, HospitalsÃ, NoidaÃ, PrivateÃ, LimitedÃ, datedth 16

JanuaryÃ, 2017,Ã, M/sÃ, RocklandÃ, LaboratoriesÃ, PrivateÃ, Limited dated 19th December 2016, M/s RocklandÃ, Oil 86 Gas Private Limited

dated 17th December 2016,Ã, M/sÃ, Sukumar EnterprisesÃ, Private Limited dated 26th December 2016, M/s SunskritiÃ, TradexÃ, PrivateÃ,

Limited dated 26th December 2016, M/s UmeshÃ, Ã, Ã, PharmaceuticalsÃ, Ã, Ã, PrivateÃ, Ã, Ã, Limited dated 15th December 2016, M/s

VaibhavÃ, Ã, IndiaÃ, Ã, SurgicalsÃ, Ã, Private Limited 26th December 2016 i.e. the Transferor Companies and M/s RockÃ, Ã, Land PrivateÃ, Ã, Ã,

Limited dated 30th November 2016 i.e. the TransfereeÃ, Company had approved the Scheme.

28. The rationale for the proposed Scheme as stated therein as:

MergerÃ, Ã, ofÃ, theÃ, Ã, TransferorÃ, Ã, CompaniesÃ, Ã, intoÃ, Ã, andÃ, Ã, withÃ, Ã, the Transferee Company shall result in:

IÃ, TheÃ, Ã, mergerÃ, willÃ, enableÃ, theÃ, CompaniesÃ, Ã, toÃ, poolÃ, their Ã, financial, commercial and otherÃ, Ã, Ã, resourcesÃ, Ã, Ã, as the

magnitude of the investments contemplated will be better met by the Companies merged together and considerable synergy of operations

would be achieved;

II. Ã, WithÃ, Ã, theÃ, Ã, enhancedÃ, Ã, capabilitiesÃ, Ã, andÃ, Ã, resourcesÃ, atÃ, its disposal, theÃ, Ã, MergedÃ, Ã, Ã, CompaniesÃ, Ã, Ã,

willÃ, Ã, Ã, haveÃ, Ã, greater flexibility and strength and will be able to compete more effectively as a multi-dimensional entity;

III. Ã, TheÃ, Merged Ã, CompaniesÃ, willÃ, haveÃ, better financialÃ, and business prospects.Ã, The Scheme would be beneficial to and in the

best interest of the Shareholders and Creditors, if any, of the Transferor Companies and the Transferee Company.Ã, Ã, TheÃ, Ã, SchemeÃ,

shallÃ, Ã, notÃ, Ã, inÃ, Ã, anyÃ, Ã, mannerÃ, be prejudicialÃ, Ã, toÃ, Ã, theÃ, Ã, interestsÃ, Ã, ofÃ, concernedÃ, Ã, members / CreditorsÃ, Ã, orÃ,

generalÃ, publicÃ, at large. The Scheme shall provideÃ, Ã, strengthÃ, toÃ, Ã, theÃ, Ã, TransferorÃ, Ã, CompaniesÃ, Ã, onÃ, its Ã, merger with

the Transferee Company;

IV.Ã, It would be advantageous to combine the activities of the Ã, Transferor Companies and the Transferee Company into a single

Company. The Scheme would provide beneficial synergy of operation from business and administrative point of view.

29. That the Office of the Official Liquidator has provided its NOC Ã, in regard to the scheme, the same was recorded vide Order dated 12.10.2018

passed by this Bench.

30. That the Income Tax Department has filed a Status Report on 11.09.2018Ã, and merely raised a standard objection,Ã, to the effect thatÃ, duesÃ,

against theÃ, companiesÃ, if any,Ã, will persist even subsequent to sanction of the scheme. A reply to the said status report has been filed by the

petitioner in October 2018, as recorded in the order dated 20.11.2018. It has been stated in theÃ, Reply filed by theÃ, Petitioner Companies that they

will all remain bound by any pending/ demand, if any, as per the provision of the Income Tax Act, 1961.

31. The Office of the Regional Director had also filed its objection Ã, toÃ, Ã, theÃ, Ã, MergerÃ, Ã, statingÃ, thatÃ, theÃ, Ã, investigationÃ, Ã, ofÃ,

oneÃ, Ã, M/s Rockland Hospitals Ltd and the transferee companies is also been undertaken asÃ, Share Capital has been invested from theÃ, Ã,

Transferor/Ã, Ã, TransfereeÃ, Ã, Companies'Ã, toÃ, Ã, M/sÃ, Ã, Rockland Hospitals Ltd, therefore, at that stage, the merger was likely to hamper

the investigation.

32. That in reply the Petitioner filed an Additional Affidavit dated 23.06.2020 in response to the Objection raised by the R.D. stating that:

'Vide Order dated 31.05.2018, the Ministry of Corporate Affairs marked the Report of the R.O.0 u/s 208 of the Companies Act, 2013 to SFIOÃ, \tilde{A} , \tilde{A} , for

investigation.

InvestigationÃ, Ã, hasÃ, Ã, beenÃ, Ã, concludedÃ, Ã, andÃ, Ã, aÃ, Ã, Complaint dated 30.01.2020 u/s 212 (15) of the Companies' Act, 2013Ã, of theÃ, Companies',Ã,

2013 ActÃ, hasÃ, alreadyÃ, been filed before the Ld. Special Court, Companies' Act, 2013.

Hence the investigation is complete.

FurtherÃ, theÃ, Hon'bleÃ, DelhiÃ, HighÃ, CourtÃ, Ã, videÃ, itsÃ, Order dated 08.04.2020 has recorded the Statement of the La concernedÃ, namelyÃ, Sh.Ã, ArunÃ,

PrasadÃ, thatÃ, the Investigation Stands Completed.

ItÃ, mayÃ, kindlyÃ, be notedÃ, thatÃ, none of theÃ, Transferor/ TransfereeÃ, Ã, Ã, Companies'Ã, Ã, Ã, haveÃ, Ã, Ã, beenÃ, Ã, Ã, arrayedÃ, Ã, Ã, asÃ, Ã, an accused in

the final Complaint dated 30.01.2020 filed before the Ld. Special Court.

33. That pursuant to filing of Additional Affidavit on behalf of the Ã, Petitioner dated 23.06.2020, the Income Tax Department had again given its No-

Objection to the said merger which stood recorded in Order dated 25.02.2021 passed by this Tribunal.

34. It is pertinent to mention that since the filing of the Affidavit Ã, onÃ, behalfÃ, of theÃ, Petitioner,Ã, theÃ, R.D.Ã, hasÃ, beenÃ, repeatedly given

opportunities vide Orders dated 26.06.2020, 21.07.20, 25.02.2021 and Ã, 15.04.2021 toÃ, Ã, Ã, ŠtatusÃ, Ã, Ã, Report,Ã, Ã, Ã, ifÃ, Ã, any, reflecting as

to any further objection against the scheme but noÃ, Ã, Ã, suchÃ, Ã, ReportÃ, Ã, hasÃ, Ã, beenÃ, Ã, filedÃ, Ã, byÃ, Ã, theÃ, Ã, RD.Ã, Ã,

Rather,Ã, Ã, on 02.09.2021, when the present matter was reserved for Orders, theÃ, Ã, Ld.Ã, Ã, CounselÃ, forÃ, R.D.Ã, Ã, submittedÃ, thatÃ,

theÃ, Investigation StandsÃ, Completed andÃ, n oneÃ, of the Transferor/Ã, Transferee Companies' haveÃ, beenÃ, arrayedÃ, asÃ, anÃ,

accusedÃ, inÃ, the final ComplaintÃ, Ã, datedÃ, Ã, 30.01.2020Ã, Ã, filedÃ, Ã, beforeÃ, Ã, theÃ, Ã, Ld.Ã, Ã, Special Court under the Companies' Act,

2013.

35. The Petitioner Companies, further, undertake to comply with Ã, allÃ, Ã, statutoryÃ, requirements,Ã, Ã, ifÃ, any,Ã, Ã, asÃ, requiredÃ, underÃ, the

CompaniesÃ, Ã, Act, 2013Ã, Ã, Ã, andÃ, Ã, theÃ, Ã, Ã, RulesÃ, Ã, madeÃ, Ã, thereunder whichever is applicable. The clarifications and undertakings

given by the Petitioners are accepted.

36. TheÃ, Certificates of the respectiveÃ, Statutory Auditors of the Ã, Petitioner Companies have been placed on record to the effect that the

accounting treatment provided for in the Scheme is in conformity with applicable accounting standards notified under Section 133 of the Act.

37. In view of the foregoing, there appears to be no impediment Ã, inÃ, sanctioning theÃ, Scheme,Ã, whichÃ, appearsÃ, toÃ, beÃ, fairÃ, and

reasonable and not contrary to public policy or violative of anyÃ, Ã, provisionsÃ, Ã, ofÃ, law.Ã, Ã, AllÃ, theÃ, Ã, statutoryÃ, requirementsÃ, Ã, of

Sections 230-232 of the Act appear to have been complied with. Taking into consideration the above facts, the Company Petition is allowed and the

Scheme annexed with the Petition is hereby sanctioned, with the Appointed date fixed as April 1, 2019. The Petitioner Company-1Ã, /Ã, Transferor

Company be dissolved without winding up.

38. While approving the Scheme as above, we further clarify that Ã, this order should not be construed as an order in any way granting exemption

from paymentÃ, of stampÃ, duty,Ã, taxes orÃ, any other charges, if any, and payment in accordance with law or in respect to any permission/Ã,

compliance withÃ, any other requirement which may be specifically required under any law. Further, the Petitioner Companies shall be bound to

comply with the statutory requirements in accordance with law.

39. This Tribunal do further Order:

(i) \tilde{A} , \tilde{A} , That all the property, rights and powers of the Transferor \tilde{A} , Company and all other property, rights and powers of the Transferor Company be transferred

without further act or deed to the Transferee Company and accordingly the sameÃ, Ã, shallÃ, Ã, pursuantÃ, Ã, toÃ, Ã, section 232Ã, Ã, ofÃ, theÃ, Ã, Act,Ã, Ã, be

transferred to and vested in the Transferee Company for all theÃ, estateÃ, andÃ, interestÃ, of the TransferorÃ, Company thereinÃ, Ã, butÃ, Ã, subjectÃ, Ã,

neverthelessÃ, Ã, to Ã, Ã, allÃ, Ã, chargesÃ, Ã, now affecting the same; and

(ii)Ã, ThatÃ, Ã, allÃ, Ã, theÃ, Ã, liabilitiesÃ, Ã, andÃ, Ã, dutiesÃ, Ã, ofÃ, theÃ, Ã, Transferor Ã, Company be transferred without further act or deed to the Transferee

Company and accordingly the same shall pursuant to section 232 of the Act, be transferred to and become A, A, A, the A, Iiabilities A, A, A, and A, A, duties A, A, A,

ofÃ, Ã, theÃ, Ã, Transferee Company; and

(iii) ThatÃ, Ã, allÃ, Ã, proceedingsÃ, Ã, nowÃ, pendingÃ, byÃ, orÃ, againstÃ, the Ã, TransferorÃ, Ã, CompanyÃ, beÃ, Ã, continuedÃ, byÃ, Ã, orÃ, Ã, againstÃ, the

Transferee Company; and

(iv)Ã, That theÃ, Ã, Ã, Transferee Company do withoutÃ, Ã, Ã, further Ã, applicationÃ, Ã, allotÃ, Ã, toÃ, Ã, suchÃ, Ã, membersÃ, Ã, ofÃ, theÃ, Ã, Transferor

Company as have not givenÃ, such noticeÃ, of dissent,Ã, in accordance with Clause 4.2 of theÃ, Scheme of Amalgamation, the shares in the Transferee Company to

whichÃ, Ã, theyÃ, Ã, areÃ, Ã, entitledÃ, Ã, underÃ, Ã, theÃ, Ã, Š, saidÃ, Ã, SchemeÃ, Ã, of Amalgamation; and

(v)Ã, Ã, Ã, ThatÃ, allÃ, theÃ, employeesÃ, of theÃ, TransferorÃ, CompanyÃ, in Ã, service on date immediately preceding the date on which the Scheme finally take

effect shall become employees of theÃ, TransfereeÃ, Company withoutÃ, anyÃ, break or interruption in their service;

(vi)Ã, That the Transferor Company shall within thirty days of Ã, the date of the receipt of this order cause a certified copy ofÃ, Ã, thisÃ, Ã, Ã, orderÃ, Ã, Ã, toÃ, Ã, Ã,

beÃ, Ã, Ã, deliveredÃ, Ã, Ã, toÃ, Ã, Å, theÃ, Ã, Ã, RegistrarÃ, Ã, Ã, of Companies forÃ, registrationÃ, andÃ, onÃ, suchÃ, certifiedÃ, copy beingÃ, Ã, soÃ, Ã,

deliveredÃ, Ã, theÃ, TransferorÃ, Ã, CompanyÃ, shallÃ, be dissolved and the Registrar of Companies shall place all documentsÃ, Ã, relatingÃ, Ã, toÃ, Ã, theÃ, Ã,

TransferorÃ, Ã, CompanyÃ, Ã, and registered with him on the file kept by him in relation to the Transferee Company and the files relating to the said two companies

shall be consolidated accordingly; and.

40. The Petitioner Companies shall be at liberty to apply to this Ã, TribunalÃ, forÃ, anyÃ, directionsÃ, thatÃ, mayÃ, beÃ, necessaryÃ, inÃ, the

above matter.

41. AllÃ, Ã, concernedÃ, authoritiesÃ, Ã, areÃ, atÃ, libertyÃ, toÃ, approachÃ, this Ã, Tribunal for any further clarification after sanctioning of the

Scheme of Amalgamation.

Accordingly,Ã, theÃ, SchemeÃ, stands sanctioned and (CAA)-44(PB)/ 2021 in CA(CAA)-111(PB)/2020 stands disposed off

Let a copy of the order be served to the parties.