

**IN THE HIGH COURT OF PUNJAB AND HARYANA AT
CHANDIGARH**

**CP No.205 of 2014 (O&M)
Date of Decision:- 07.07.2015**

**In the matter of:-
Sections 391 to 394 of the Companies Act, 1956**

AND

**In the matter of:-
Scheme of Amalgamation between:**

- 1. Acclipse India Private Limited**
...Transferor Company No.1
- 2. Medknow Publications And Media Private Ltd.**
...Transferor Company No.2
- 3. Wolters Kluwer Financial And Compliance Services Software Pvt. Ltd.**
...Transferor Company No.3
- 4. Wolters Kluwer (India) Private Ltd.**
...Transferee Company/Petitioner Company

CORAM: HON'BLE MR. JUSTICE AMIT RAWAL.

- 1. Whether reporters of local newspapers may be allowed to see judgment ?**
- 2. To be referred to reporters or not ?**
- 3. Whether the judgment should be reported in the Digest ?**

**Present: Ms. Munisha Gandhi, Sr. Advocate with
Mr. Tarurag Gaur, Advocate,
for the Petitioner/Transferee Company.**

**Mr. Deepak Aggarwal, Advocate with
Mr. M. Jayakumar, Official Liquidator.**

AMIT RAWAL, J. (ORAL)

The present company petition has been filed under Sections 391-394 of the Companies Act, 1956 read with Rule 9 of Companies (Court) Rules, 1959 on behalf of petitioner-Transferee Company, for sanctioning of the Scheme of Amalgamation (Annexure P-13).

The first motion petition of the Transferee company was filed before Delhi High Court bearing Company Application (M) No.103 of 2014, which was disposed of on 29.05.2014 dispensing with the meetings, as the registered office of the company was situated in Delhi at that time.

The second motion petition has been filed before this Court, as the registered office has been changed within the jurisdiction of this Court.

Keeping in view the aforesaid facts, this Court vide order dated 22.12.2014, issued the notice of petition to the Regional Director, Ministry of Corporate Affairs, Noida and Official Liquidator and it was directed to publish the notice in the newspapers namely "The Tribune" (English) and "Dainik Bhaskar" (Hindi) as well as in the Official Gazette of the Chandigarh Administration, U.T. Chandigarh.

Mr. Ajay Arora, Authorized Signatory of the petitioner company has filed the compliance affidavit dated 28.02.2015 with regard to publication of the notice.

The report by way of affidavit dated 07.05.2015 of Mr. A.K. Chaturvedi, Regional Director, Northern Region, Ministry of Corporate Affairs, Noida filed in the Registry is taken on record.

Vide order dated 09.03.2015, this Court had observed that there is no requirement to seek the report of the Official Liquidator as the same has been filed by the the Tranferee Company seeking merger of the three

Transferor Companies. The Transferor Companies have separately filed their independent petitions for seeking merger.

In the report dated 07.05.2015 filed by way of an affidavit, Mr. A.K. Chaturvedi, Regional Director, Northern Region, Ministry of Corporate Affairs has not raised any queries regarding amalgamation of the Transferor Companies, thus, in essence has no objection to the Scheme of Amalgamation.

The petitioner-company has confirmed that there are no investigations or proceedings pending against them under Sections 235 to 251 of the Companies Act, 1956.

For the reasons afore-stated and on consideration of all the relevant facts and the procedural requirements contemplated under Sections 391 to 394 of the Companies Act, 1956 and the relevant Rules and on due consideration of the reports of the Regional Director, Northern Region, Ministry of Corporate Affairs, Noida, the Scheme of Amalgamation is hereby sanctioned and as a result thereto, all the assets and liabilities of all the Transferor companies Nos.1 to 3 shall stand vested in the Transferee Company and the Transferor Companies Nos.1 to 3 shall stand dissolved without being wound up subject to sanctioning of the scheme in the petition (s) filed on behalf of the Transferor Companies in this Court.

The Scheme shall be binding on the Transferor & Transferee Companies, their respective Shareholders, Creditors and all concerned.

Let the formal order of sanction of Scheme of Amalgamation be drawn in accordance with law and certified copy of the same be filed with the Registrar of Companies within 30 days from the receipt of the same.

A notice of the orders be published in the daily newspapers

namely 'The Tribune' (English) and 'Dainik Bhaskar' (Hindi) as well as in the Official Gazette of the Chandigarh Administration, UT, Chandigarh.

Any person interested shall be at liberty to apply to the court for any direction(s) as per law.

Company petition is disposed of accordingly.

July 07, 2015
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(AMIT RAWAL)
JUDGE