

IN THE NATIONAL COMPANY LAW TRIBUNAL
BENGALURU BENCH, BENGALURU
Through Physical Hearing / VC Mode (Hybrid)

ITEM No.07
C.P.(CAA)No.27/BB/2023

IN THE MATTER OF:

M/s. Igenetic Diagnostics Pvt. Ltd.

... Petitioner

Order under Section 230-232 of Companies Act, 2013

Order delivered on 28.03.2024

CORAM:

SHRI K. BISWAL
HON'BLE MEMBER (JUDICIAL)

SHRI MANOJ KUMAR DUBEY
HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Petitioner : Shri Aakash Sherwal
For the IT Dept. : Shri Ganesh R. Ghale

ORDER

1. Heard the Ld. Counsels for the Petitioner and the IT Dept.
2. The instant case was reserved for orders on 18.01.2024. However, in the ROC/RD report filed vide Dy. No.6143 dated 08.12.2023, at Para 13 it is submitted that the Scheme provides for allotment of 25,846 equity shares of the Resulting Company against 102 equity shares of the Demerged Company and the same was based on the Valuation report submitted by the Independent Valuer by following Discounted Cash Flow Method (DCF). Considering the net worth of Demerged Company of Rs.4.82 lakhs only as on 31.03.2023, and the fact it had incurred huge losses, the estimation of the high profitability in future under DCF method is far from reality. Therefore, it is observed by the ROC/RD that the intention of the Scheme is to give windfall gain to the shareholders of the Demerged Company on account of recommending the share exchange ratio of 2584 times above par value. Therefore, the Petitioner Companies were required to give justification of the same and as to how it does not affect the interest of the creditors.

3. In response to the report, the Petitioner Counsel has filed reply on 19.12.2023 in which the Petitioner companies referred merely to the valuation report dated 22.08.2022 furnished by the registered Independent Valuer and no further justification has been given.
4. In view of the same, the matter is de-reserved today and the Petitioner Companies are directed to furnish the detailed justification regarding the share exchange ratio along with the response to the ROC/RD observation that this will result in jeopardizing the interest of the creditors. Further, they are also required to explain that how the interest of the other shareholders, if any, are not adversely effected. A copy of this justification may be furnished to the ROC.
5. The representative of the ROC/RD is also directed to be present on the next date of hearing. List the matter on **30.04.2024**.

-Sd-
(MANOJ KUMAR DUBEY)
MEMBER (TECHNICAL)

-Sd-
(K. BISWAL)
MEMBER (JUDICIAL)

Anishma