

IN THE HIGH COURT OF BOMBAY AT GOA**COMPANY PETITION NO.5/2016
WITH
COMPANY APPLICATION (MAIN) NO. 4 OF 2016.**

Molbio Diagnostics Private Limited,
a Company incorporated under the
Companies Act, 1956, and having its
registered office at Tulip House
Dr. Antonio Do Rego Bagh,
Alto Santa Cruz, Bambolim Complex, Petitioner/
P.O. Panaji, Goa 403202. Transferee Company.

Mr. Jitendra P. Supekar , Advocate for the petitioner.

Mr. Vishwadh Sardessai holding for Mr. Mahesh Amonkar, Advocate
for the Regional Director.

CORAM :- F.M. REIS, J.

Date : - 28 September 2016.

ORAL ORDER :

1. Heard Shri Jitendra Supekar, learned Counsel appearing for the Petitioner/Transferee Company, and Mr. V. Sardessai, holding for Mr. M. Amonkar, learned Counsel appearing for the Regional Director. By this Petition, the Petitioner/Transferee Company **Molbio Diagnostics Private Limited** seeks sanction of the Scheme of Amalgamation between **Molbio Diagnostics Private Limited** (the

Transferee Company'), and **Bigtec Holdings Private Limited** ('the Transferor Company') their respective shareholders and for other consequential reliefs as mentioned therein.

2. I have perused the records and the Affidavit dated 18th February 2016 of Mr. Natarajan Sriram, Director of the Petitioner Company, verifying the said Petition and upon going through the Compliance Affidavit of Mr. Natarajan Sriram, Director of Petitioner Company dated 28th March 2016, it is seen that there is publication of the notice of the date of hearing of the Petition in the issue of "Times of India" in English daily and "Gomantak" in Marathi daily, both dated 14/3/2016 circulated in the State of Goa.

3. On going through the order dated 11/2/2016 in Company Application No. 4 of 2016, it is seen that the convening the meetings of the shareholders of the Petitioner Company to consider and approve the proposed Scheme of Amalgamation was dispensed with in view of the averments made in paragraph 21 of the Affidavit in support of the Company Application No. 4 of 2016 and convening the meetings of the unsecured creditors of the Petitioner Company to consider and approve the proposed Scheme of Amalgamation was also dispensed with in

view of the averments made in paragraphs 23 and 24 of the Affidavit in support of the Company Application No. 4 of 2016 affirmed on 21/12/2015.

4. Upon going through the Affidavit of the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai sworn on 2/8/2016 and upon hearing Mr. Jitendra P. Supekar, Advocate for the Petitioner Company and Mr. V. Sardesai, holding for Mahesh Amonkar, Central Government Counsel for Department of Company Affairs, who submitted to the orders of the court and stated that he has no objection to the proposed Scheme of Amalgamation and no other person or persons appearing this day either in support of the Petition or to show cause against the same, the said arrangement embodied in the Scheme of Amalgamation (being ANNEXURE“F” to the Petition) being Schedule I thereto, is hereby sanctioned and it is declared the same would be binding on the Petitioner Company, the Transferor Company, and also their respective shareholders.

5. It is further ordered that the Petitioner Company shall file within 30 days from the date of sealing of the certified copy of the order sanctioning the Scheme of Amalgamation with the Registrar of

Companies, Panaji for registration under Section 391 of the Companies Act, 1956 and Registrar of Companies shall consolidate all files, documents and records of the Transferor Company with that of the Transferee Company

6. Liberty to the Petitioner Company and to all other persons interested in this Petition to apply to this Court as and when occasion may arise for any direction that may be necessary to ensure that the said Scheme of Amalgamation is fully and effectually carried out

7. The Petition is allowed in terms of Prayer Clauses (A), (B), (C), and (D). The Petitioner Company to pay a sum of Rs.25,000/- (Rupees Twenty Five Thousand only) to the Regional Director and a sum of Rs. 10,000/- (Rupees Ten Thousand only) to the Official Liquidator towards the costs of the said Petition.

F.M. REIS, J.

ssm.