

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of the members of Baby Memorial Hospital Limited will be held on Monday, 06th July 2020 at 3:00 PM at Building No. 5/3429, Indira Gandhi road, Arayidathupalam, Kozhikode – 673004, Kerala, to transact the following business:

### SPECIAL BUSINESS

APPROVAL OF THE SCHEME OF AMALGAMATION OF ALVIN MEDICARE PRIVATE LIMITED (HEREINAFTER REFERRED TO AS THE 'TRANSFEROR COMPANY'), WITH BABY MEMORIAL HOSPITAL LIMITED (HEREINAFTER REFERRED TO AS THE 'TRANSFeree COMPANY' OR THE 'COMPANY')

To consider and if thought fit, to pass with or without modification(s), the following resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications, re-enactment or amendments thereof) and applicable provisions of the Memorandum and Articles of Association of the Company and subject to the approval by the Central Government, powers delegated to the Regional Director and approvals from such other authorities as may be required in this regard, consent of the members be and is hereby accorded for the Scheme of Amalgamation (the "Scheme") between Alvin Medicare Private Limited and Baby Memorial Hospital Limited and their respective shareholders and creditors, which, inter alia, provides for the amalgamation of Alvin Medicare Private Limited with Baby Memorial Hospital Limited which shall be effective from 01 April 2019, subject to approval by the requisite creditors of the Company and such modifications as may be recommended by the jurisdictional Regional Director, Registrar of Companies, and the Official Liquidator of the Company, which may be subsequently accepted and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** any Director of the Company is hereby authorised to sign such petitions, applications, affidavits, undertakings, Vakalatnamas, declarations, letters, notices, documents, papers, etc. as are required under various statutes and do such acts, deeds and things including filing of prescribed forms with various statutory authorities including Registrar of Companies as may be required."

By Order of the Board  
For BABY MEMORIAL HOSPITAL LIMITED

  
**ALEXANDER KADAKKETH GEEVARGHESE**  
(Managing Director)

DIN: 01209235

Place: Kozhikode

Date: 15<sup>th</sup> July 2020



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Notes:

1. The relevant Explanatory Statement and reasons in respect of proposed resolution pursuant to Section 102(1) of the Companies Act, 2013 are annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST REACH THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE GENERAL MEETING.**  
Pursuant to Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. Members holding more than 10% of the total share capital of the Company carrying voting rights may appoint single person as proxy who shall not act as a proxy for any other person or shareholder. Instrument of proxy, in order to be effective, must be duly filled, signed, stamped and received at the Company's Registered Office, not less than 48 hours before the meeting. A proxy form (Form MGT - 11) is annexed to this notice
3. Members/proxies are requested to bring the attendance slip (annexed to this notice) duly filled in for attending the meeting.
4. Members seeking any information with regard to the accounts are requested to write to the company at an early date, so as to enable the management to keep the information ready at the meeting.
5. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the meeting.
6. All relevant documents referred in the Notice and the Explanatory Statements shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10.A.M to 6 P.M) on all working days (except Saturdays) up to the date of Extraordinary General Meeting of the Company



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## Annexure to the Notice

### Explanatory Statement

(Pursuant to Section 102 (1) of the Companies Act, 2013)

#### 1. TO APPROVE THE SCHEME OF ARRANGEMENT (AMALGAMATION)

The rationale behind considering the amalgamations is as follows:

1. There would be benefits of operational synergies to the combined entity which can be put to the best advantage of all the stakeholders. It would result in economies of scale, effective coordination and better control;
2. Consolidation and simplification of group structure by eliminating multiple companies;
3. The amalgamation will lead to backward integration and synergies of operations and a stronger and wider capital and financial base for future growth/ expansion of the Transferee Company along with diversification;
4. Simplification in compliance of various applicable laws and group structuring;
5. The amalgamation is in the interest of the shareholders, creditors and all other stakeholders of the respective companies, and is not prejudicial to the interests of the concerned shareholders, creditors or the general public at large.



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THE FOLLOWING ARE THE DETAILS OF TRANSFEROR AND TRANSFEREE COMPANY AS REQUIRED UNDER RULE 6(3) OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016:

i. Details of the order of the Tribunal directing the calling, convening and conducting of the meeting:  
 The clause is not applicable.

ii. Details of the Companies: Please refer table in the next page for the details.

SI	PARTICULARS	RESPONSE
a)	Corporate Identification Number (CIN) or Global Location Number (GLN) of the company;	CIN of Transferor Company: U85110KL2015PTC038100; CIN of Transferee Company: U85110KL2009PLC037460
b)	Permanent Account Number (PAN);	Transferor Company - PAN: AANCA7629P Transferee Company - PAN: AADCB7392J
c)	Name of the company;	Alvin Medicare Private Limited (Transferor Company) Baby Memorial Hospital Limited (Transferee Company)
d)	Date of incorporation;	Transferor Company was incorporated on: 09/03/2015 Transferee Company was incorporated on: 01/04/2009
e)	Type of the company (whether public or private or one-person company);	Transferor Company: Private Company Transferee Company: Public Company
f)	Registered office address and e-mail address of the Transferor and Transferee Company;	<u>Transferor Company</u> Registered address - Room No:7164, 1st Floor, C-Block, Building No 5/3429 Baby Memorial Hospital Building, I.G. Road Kozhikode Kozhikode Kerala - 673004 India Email id: mohan@babymhospital.org <u>Transferee Company</u> Registered address – Building No 5/3429, Indira Gandhi Road, Arayidathupalam, Kozhikode Kozhikode Kerala - 673004 India Email id – cs@babymhospital.org
g)	Summary of main object as per the memorandum of association; and main business carried on by the company;	Details mentioned in introduction to the Scheme of Amalgamation under Description of Companies
h)	Details of change of name, registered office and objects of the company during the last five years;	There was no change in the name, registered office or objects of the Transferee Company or Transferor Company <i>except for change in the objects of the Transferor Company with respect to new object clause 3(b)(v) inserted vide</i>



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		Extraordinary General Meeting held on 03 <sup>rd</sup> February 2020
i)	Name of the stock exchange (s) where securities of the company are listed, if applicable;	Not applicable
j)	Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital; and	Details mentioned in Part A –Share Capital of the Scheme of Amalgamation
k)	Names of the promoters and directors along with their addresses.	The requisite details are under: <ul style="list-style-type: none"> <li>• <u>In case of Transferee Company:</u> Enclosed as Annexure A</li> <li>• <u>In case of Transferor Company:</u> Enclosed as Annexure B</li> </ul>

iii. If the scheme of compromise or Amalgamation relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or Amalgamation, including holding, subsidiary or of associate companies: Transferee Company is the holding company of Transferor Company

iv. The date of the board meeting at which the scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:

The Scheme of Amalgamation has been approved by the board of directors of the Transferor Company on 15<sup>th</sup> June 2020.

All the below mentioned directors of the Transferee Company who attended the board meeting have voted in favour of the resolution. The names of the board of directors who have voted in favour are given below:

1. Mr. George Kadakketh Ninan;
2. Ms. Anitha Alexander;
3. Ms. Anju Miriam Alex;
4. Mr. Alexander Kadakketh Geevarghese;
5. Mr. Anush Kalluvila Thomas;
6. Mr. Jacob Kalluvila Babu;
7. Mr. Vineeth Abraham

Hence, no director of the Transferee Company who attended the meeting voted against the resolution and abstain from voting.



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V. Explanatory statement disclosing details of the scheme of compromise or Arrangement including:

a)	Parties involved in such compromise or Arrangement;	<u>Transferor Company</u> Alvin Medicare Private Limited <u>Transferee Company</u> Baby Memorial Hospital Limited
b)	In case of Amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any;	<ul style="list-style-type: none"> <li>Appointed date – April 1, 2019</li> <li>Effective date – as per Clause 1.6 of the Scheme.</li> <li>Share exchange ratio - details mentioned in "Part – C Clause 5 – Cancellation of shares by Transferee Company to the shareholders of Transferor Company" of the Scheme of Amalgamation</li> </ul>
c)	Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company;	Not Applicable, since the Transferor Company is a wholly owned subsidiary of Transferee Company, the entire equity share capital of Transferor Company shall stand cancelled and hence no new equity shares will be allotted under the Scheme of Amalgamation.
d)	Details of capital or debt restructuring, if any;	Not Applicable
e)	Rationale for the compromise or Amalgamation;	Details mentioned in introduction to the Scheme of Amalgamation under Rationale of Amalgamation.
f)	Benefits of the compromise or Amalgamation as perceived by the Board of directors to the company, members, creditors and others (as applicable);	Details mentioned in introduction to the Scheme of Amalgamation under Rationale of Amalgamation.
g)	Amount due to creditors.	The amount due to creditors as on 15 <sup>th</sup> June 2020 (cut-off date) is as follows: <ul style="list-style-type: none"> <li>In case of Transferor Company:                              The total amount due to the unsecured creditors is INR 11,08,77,166                              The total amount due to the secured creditors is NIL</li> <li>In case of Transferee Company:                              The total amount due to the unsecured creditors is INR 17,76,88,194.09                              The total amount due to the secured creditors is INR 93,37,80,324.71</li> </ul>

vi. Disclosure about the effect of the compromise or Amalgamation on:

(a) key managerial personnel; (b) directors; (c) promoters; (d) non-promoter members; (e) depositors; (f) creditors; (g) debenture holders; (h) deposit trustee and debenture trustee; (i) employees of the company;	The Scheme does not have any adverse effect on such persons
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vii. Disclosure about effect of compromise or Amalgamation on material interests of directors, Key Managerial Personnel (KMP) and debenture trustee: The Scheme shall not have any adverse effect on such persons

viii. Investigation or proceedings, if any, pending against the company under the Act: NIL

ix. Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection by the members and creditors:

a) Latest audited financial statements of the company; b) Declaration of Solvency along with Auditor's Certificate; c) Copy of Scheme of Amalgamation; d) The certificate issued by Auditor of the company to the effect that the accounting treatment if any proposed in the Scheme of Compromise or Arrangement is in conformity with the Accounting standards prescribed under section 133 of the Companies Act, 2013 and e) such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme	Available
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x. Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of compromise or Amalgamation: There are no pending approvals, sanctions or no objections pending.



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# Baby Memorial Hospital Ltd.

KERALA'S FINEST MULTI-DISCIPLINARY SUPER-SPECIALITY HOSPITAL

(NABH & NABL Accredited, ISO 9001:2015 & ISO 14001:2015 Certified Hospital)

CIN: U85110 KL 2009 PLCO 37460 | GSTIN No. : 32AADCB7392J2Z1



- xii. A statement to the effect that the persons to whom the notice is sent may vote in the meeting either in person or by proxies, or where applicable, by voting through electronic means: The members have to vote in person or through proxy in the meeting.

For BABY MEMEORIAL HOSPITAL LIMITED

**ALEXANDER KADAKKETH GEEVARGHESE**

(Managing Director)

DIN: 01209235

Place: Kozhikode

Date: 15<sup>th</sup> July 2020



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Regd. Office: 5/3429, Indira Gandhi Road, Kozhikode 673004, Kerala, India.

Phone: +91 495 2777777, 2723272, Fax: +91 495 2723484, E-mail: [info@babymhospital.org](mailto:info@babymhospital.org), [www.babymhospital.org](http://www.babymhospital.org)



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Annexure A: List of promoters and directors of the Transferee Company



## List of Directors:

S.No.	Name of the Director	DIN	Address
1	George Kadakketh Ninan	00966044	7A, Hybreasal Apartment, Pandit Kuruppan Road, Thevara S.O, Ernakulam, Kerala, India – 682013.
2	Anitha Alexander	01204532	Kalluvila, Kottooli Post, Kozhikode Kerala, India – 673016
3	Anju Miriam Alex	01204568	Kalluvila, Kottooli Post, Kozhikode Kerala, India – 673016
4	Alexander Kadakketh Geevarghese	01209235	Kalluvila, Kottooli Post, Kozhikode Kerala, India – 673016
5	Anush Kalluvila Thomas	01254212	T.C.5/2270(4), Kalluvila Ark, Kadappathala Nagar , Kowdiar (Po), Trivandrum, Kerala, India - 695003
6	Jacob Kalluvila Babu	01254213	House No 1/60, Temple Road Westhill (Po), Kozhikode, Kerala, India - 673005
7	George Jacob	01599799	P.O.Box No: 550, Al Kaabi Cont And Tr Co Doha, Qatar
8	Vineeth Abraham	01968561	29/665-C, Green View Colony, Near Arayidathupalam, Kuthiravat, Kozhikode Kerala, India - 673016



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## List of Promoters:

S.No.	Name of the Promoter	Address
1	Dr. K.G. Alexander	Kalluvila, Kottoli Post, Kozhikode, Kerala India - 673 016
2	Kunjukunjama Varghese	Kalluvila, Netaji Nagar Road, Kottoli Post, Kozhikode, Kerala India - 673 016
3	Anitha Alexander	Kalluvila, Kottoli Post, Kozhikode, Kerala India - 673 016
4	Dr. Anju Miriam Alex	Kalluvila, Kottoli Post, Kozhikode, Kerala India - 673 016
5	Dr. Vineeth Abraham	Kidangalil House, Kozhenchery East P.O., Pathanamthitta, Kerala India -689 641
6	George K. Ninan	18/1801 A, Kalluvila, Thoppumpady, Ernakulam - India -682 005
7	Anush K. Thomas	T.C. 5/ 2270 (4), Kalluvila Ark Kadappathala Nagar, Kowdiar P.O., Trivandrum Kerala, India 695 041
8	Jacob K. Babu	House NO. 1/60, Temple Road West Hill (P.O.), Kozhikode Kerala, India - 673005



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## Annexure B: List of promoters and directors of the Transferor Company

### List of Directors and Promoters:

S.No.	Name of the Directors and Promoters	DIN	Address
1.	Anju Miriam Alex	01204568	Kalluvila, Kottooli Post, Kozhikode Kerala, India – 673016
2.	Vineeth Abraham	01968561	29/665-C, Green View Colony, Near Arayidathupalam, Kuthiravat, Kozhikode Kerala, India - 673016

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CIN: U85110 KL 2009 PLCO 37460 | GSTIN No. : 32AADCB7392J2Z1



## ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the hall)

I, hereby record my presence at the Extraordinary General Meeting of the Company to be held on Monday, 06th July 2020 at 3:00 PM at Building No. 5/3429, Indira Gandhi road, Arayidathupalam, Kozhikode – 673004, Kerala.

Folio No: .....

Full Name of the Shareholder in Block Letters: .....

No. of shares held: .....

Name of proxy (if any) in Block Letters: .....

Signature of the Shareholder/Proxy/Representative\*

\*Strike out whichever is not applicable

## PROXY FORM (Form No. MGT 11)

Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014.

Name of the member (s): \_\_\_\_\_ Registered Address: \_\_\_\_\_

E Mail ID: \_\_\_\_\_ Folio No: \_\_\_\_\_

I/We, being the member(s) of Baby Memorial Hospital Limited, holding .... number of shares of the above named Company, hereby appoint

1. Name: .....  
Address: .....  
Email ID: .....  
Signature: ..... or failing him
2. Name: .....  
Address: .....  
Email ID: .....  
Signature: ..... or failing him
3. Name: .....  
Address: .....  
Email ID: .....  
Signature: .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held on \_\_\_\_\_ (day), \_\_\_\_\_ (date) at \_\_\_\_\_ at Building No 5/3429, Indira Gandhi Road, Arayidathupalam, Kozhikode, Kerala – 673004 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars of Business	For	Against
1.	To Approve the scheme of amalgamation		

Signed this.....day of .....2020

Signature of Shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.**