



KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

NABH Accredited Hospital

Excellence in Healthcare

Post Box No. 3209, Avanashi Road, Coimbatore - 641 014, INDIA | Phone : (0422) 4323800
Fax : (0422) 2627782 | Web : www.kmchhospitals.com | CIN No : L85110TZ1985PLC001659



Ref: KMCH/F&A/SE/2017-18/141

November 28, 2017

To

Corporate Relationship Department
Bombay Stock Exchange Limited
1st Floor, New Trading Ring
Rotunda Building, P.J.Towers
Dalal Street, Fort
Mumbai – 400 001

Dear Sir,

Sub : Convening of meetings of members and unsecured creditors – Merger of
Idhayam Hospitals Erode Limited with the company

We sight to inform you that the National Company Law Board (NCLT) Chennai Bench vide its order dated 21st November, 2017 and Corrigendum thereto of even date ordered convening and holding of meeting of the equity shareholders and unsecured creditors in respect of the application filed by the company for seeking the merger of Idhayam Hospitals Erode Limited, being the wholly owned subsidiary of the company with the company. The NCLT has also appointed Dr.Nalla G Palaniswami or alternatively Dr.Thavamani Devi Palaniswami as Chairman for the said meetings.

1. The meetings have been ordered to held on Thursday, the 4th January, 2018 at 3.00 PM as regards unsecured creditors meeting and at 4.00 PM as regards equity shareholders meeting at the Registered Office premises of the company. The NCLT has also prescribed quorum and mode of voting as regards the said meetings.
2. The NCLT has also ordered filing of the report of the Chairman within a week of the meeting and filing of the petition for merger within one week thereafter.
3. The copy of the said NCLT order and the related Corrigendum is attached herewith for dissemination to the public.

Thanking you

Yours faithfully

For KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

S. P. Chittibabu

S.P.CHITTIBABU
COMPANY SECRETARY



IN THE NATIONAL COMPANY LAW TRIBUNAL,
DIVISION BENCH, CHENNAI

CA/177/CAA/CB/2017

Under Sections 230 to 232 of the Companies Act, 2013

In the matter of Scheme of Amalgamation

between

M/s. Idhayam Hospitals Erode Ltd.

(Transferor Company)

AND

M/s. Kovai Medical Center and Hospital Limited

(Transferee Company)

Order delivered on 21st of November, 2017

CORAM

CH. MOHD SHARIEF TARIQ, MEMBER (JUDICIAL)

S.VIJAYARAGHAVAN, MEMBER (TECHNICAL)

For Applicant(s) : Mr. C.V. Madhusudanar, Counsel

ORDER

Per : CH. MOHD SHARIEF TARIQ, MEMBER (JUDICIAL)

1. Under consideration is a joint Application No. CA/177/CAA/CB/2017 filed by M/s. Idhayam Hospitals Erode Limited (Transferor Company) and M/s. Kovai Medical Center and Hospital Limited (Transferee



Company) under Sections 230 to 232 of the Companies Act, 2013.

M/s. Idhayam Hospitals Erode Limited

2. In relation to the Transferor Company viz., M/s. Idhayam Hospitals Erode Limited, it has been stated that there are seven equity shareholders in the Transferor Company, the entire beneficial interest (100%) in the shares of the Transferor Company is held by the Transferee Company and the other six shareholders are nominee shareholders of the Transferee Company. All the Directors of the Transferor Company are directors in the Transferee Company. Further, it is stated that the Transferor Company is wholly owned subsidiary of Transferee Company.

Further, it is stated that the Transferor Company has no secured creditor and one unsecured creditor is the Transferee Company. The certificate of the



Chartered Accountant to this effect is placed at page 2 of the additional typed set filed with the Application.

In the light of the above, we order to dispense with the meeting of the equity shareholders of the Transferor Company.

M/s. Kovai Medical Center and Hospital Limited

3. The Transferee Company viz., M/s. Kovai Medical Center and Hospital Limited has 7612 equity shareholders. The certificate issued by the Chartered Accountant to this effect and the list of shareholders are placed at pages 3 to 134 of the additional typed set filed with the Application. We direct for convening, holding and conducting of the meeting of the equity shareholders. The meeting shall be held on 20.12.2017 at 04.00 p.m. at the Auditorium in the Registered Office of the Transferee Company i.e. Post Box No.3209, Avinashi Road, Coimbatore-641 014.



We appoint Dr. Nalla G. Palaniswami and alternatively, Dr. Thavamani Palaniswami as Chairman of the meeting. The quorum shall be 50 equity shareholders present in person. In case there is no quorum at the designated time of the meeting, then the meeting shall be adjourned by half an hour, and thereafter, the persons present for voting shall be deemed to constitute the quorum. The voting by the proxy shall be permitted provided a proxy in the prescribed form duly signed by the person entitled to attend and vote at the meeting is filed with the company at its registered office not later than 48 hours before the meeting. Notice for the meeting shall be sent by the Chairman of the meeting by registered post or speed post or courier or e-mail or hand delivery as per the last known addresses of the equity shareholders at least one month before the date fixed for the meeting. The person who receives the notice within one month from the date of receipt of notice can vote in the meeting either in person or through proxy or through postal ballot or through electronic means or



the mode mentioned in the notice. In relation to the voting through electronic means, Rule 20 of the Companies (Management and Administrative) Rules, 2014 shall be followed to the adoption of the Scheme of Amalgamation.

The Chairman is directed to ensure the availability of all the necessary facilities for the purpose of voting in the meeting so that the proceedings of the meeting may take place in a just, free and fair manner and to the extent possible in conformity with the Secretarial standard on general meetings issued under Section 118 (10) of the Companies Act, 2013. The Chairman shall appoint one Scrutiniser for scrutiny of the votes cast by equity shareholders, who shall submit the report to the Chairman.

ii. In relation to the Transferee Company, it has been submitted that there are five secured creditor, whose consent by way of affidavits have been obtained. The



consent Affidavits of the secured creditors are placed at pages 304 to 313 of the typed set filed with the Application. Therefore, we order to dispense with the meeting of the secured creditors, under Sub-section (9) of Section 230 of the Companies Act- 2013.

iii. The Transferee Company has 720 unsecured creditors. The list of unsecured creditors is placed at pages 314 to 328 of the typed set filed with the Application.

We order for convening, holding and conducting of the meeting of unsecured creditors on 20.12.2017 at 3.00 p.m. at the Auditorium of the Registered Office of the Transferee Company i.e. Post Box No.3209, Avinashi Road, Coimbatore-641 014.

We appoint Dr. Nalla G. Palaniswami and alternatively, Dr. Thavamani Palaniswami as the Chairman of the meeting. We fix the quorum for meeting at 25 constituting 25% or more of the total unsecured credit. In case the quorum is not there at the designated time when the meeting is called, then,



the meeting shall be adjourned by half an hour, and thereafter, the persons present for voting shall be deemed to constitute the quorum.

The notice of the meeting of unsecured creditors shall be issued at least not less than 30 days prior to the date fixed for meeting. The service of notice shall be effected by speed post/through electronic means, provided the e-mail address of the unsecured creditors available with the Transferee Company.

The Transferee Company is also directed to make available the facility for voting by making appropriate arrangements. The information about such arrangements shall be given to unsecured creditors well before the date fixed for the meeting. Those who received the notices may vote in the meeting either in person or through proxy for the adoption of the Scheme. The Chairman shall ensure that the proceedings of the meeting may take place in a just, free and fair manner, and within one week of the meeting, the Chairman shall file the report of the



meeting of unsecured creditors before this Bench. The Chairman of the meeting is at liberty to fix his remuneration as per the practice in vogue and the company shall pay the same to him.

4. After hearing the Counsel for the Applicants and perusal of records and also of the fact that the Transferee Company is a listed company, we direct the Registry to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax Authority, SEBI and other stock exchanges where the stock is listed, CCI or other sectoral regulators if required under relevant acts. In case any authority is desirous of making any objection/ representation, they may do so within the period of 30 days from the date of the receipt of the notice. In case no representation is received within the stipulated period of 30 days by this Bench, it shall be presumed that the authorities have no representation to make on the proposed Scheme of Amalgamation. The Applicant Companies are directed

to issue private notice separately to the



authorities/regulators by way of speed post/hand delivery. The proof of sending and effecting the service upon them with the newspaper publication be submitted along with an affidavit, at the time of filing the Petition(s).

5. The Applicant Companies are directed to effect publication separately in the newspapers one in English "Indian Express" (All India Edition) and another in vernacular language "Dinamani" (Tamilnadu Edition) having wide circulation in the State of Tamilnadu, having not less than 30 days before filing the Company Petition. The Applicant Companies are directed to upload the notices on their websites and display the notices on the notice boards at the Registered Office of respective company. The Registry is also directed to display the notices on the notice board of this Bench.

6. Accordingly, the Application is allowed. We direct the Applicant Companies to present Petition(s) within



one week from the date the reports of the Chairman are
submitted to this Bench.

S. Vijayaraghavan
(S. VIJAYARAGHAVAN)
MEMBER (TECHNICAL)
PAM

Ch. Mohd. Sharief Tariq
(CH. MOHD. SHARIEF TARIQ)
MEMBER (JUDICIAL)



Certified to be True Copy

G. Vignesh
DEPUTY REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
CHENNAI BENCH
CORPORATE BHAVAN, 3rd FLOOR
28, RAJAJI SALAI, CHENNAI-600001.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH, CHENNAI

CA/177/CAA/CB/2017

PRESENT: SHRI MOHD SHARIF TARIQ, MEMBER-JUDICIAL
SHRI S VIJAYARAGHAVAN MEMBER- TECHNICAL

IN THE MATTER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013

In the matter of
M/s Idhayam Hospitals Erode Ltd.(Transferor Company)
and
M/s Koval Medical Centre and Hospital Ltd. (Transferee Company)

CORRIGENDUM

In exercise of powers under Rule 154 of the National Company Law Tribunal Rules, 2016 in the order passed by Hon'ble Members on 21.11.2017

Page '1 Line 16 of the Order sheet provides as follows:

"For Applicant(s): Mr.C.V.Madhusudanan, Counsel"
and the same may be read as
"For Applicant(s): Mr.C.V.Madhusudanan, PCS "


Page 3 para 3 Line 9 of the Order sheet provides as follows:

"20.12.2017 at 04.00 pm at the Auditorium in the"
and the same may be read as
"04-01-2018 at 04.00 pm at the Auditorium in the"

Page 6 Line 11 of the Order sheet provides as follows:

"of the meeting of unsecured creditors on 20.12.2017"
and the same may be read as
"of the meeting of unsecured creditors on 04.01.2018"

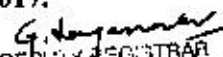

(S VIJAYARAGHAVAN)
MEMBER (TECHNICAL)


(CH. MOHD. SHARIF TARIQ)
MEMBER (JUDICIAL)

DATED THIS THE 21st DAY OF NOVEMBER, 2017.



Certified to be True Cop,


DEPUTY REGISTRAR
NATIONAL COMPANY LAW TRIBUNAL
CHENNAI BENCH
CORPORATE BUILDING, 1st FLOOR
29, RAJAGALAM, CHENNAI-600001.