



# SAHRUDAYA HEALTH CARE PRIVATE LIMITED

Form No. CAA.2

[Pursuant to Section 230 (3) of Companies Act, 2013 read with Rule 6 and 7 of Companies (Compromises, Arrangements and Amalgamation Rules, 2016)]

**BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL  
HYDERABAD BENCH AT HYDERABAD**

**CA(CAA) No.2/230/HDB/2023**

**IN THE MATTER OF THE COMPANIES ACT, 2013**

**AND**

**IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013  
READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND  
AMALGAMATIONS) RULES, 2016**

**AND**

**IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN**

**SAHRUDAYA HEALTH CARE PRIVATE LIMITED  
(TRANSFEREE COMPANY)**

**AND**

**SUYOSHA HEALTHCARE PRIVATE LIMITED  
(TRANSFEROR COMPANY-1)**

**AND**

**SAHRUDAYA HEALTH CARE (KURNOOL) PRIVATE LIMITED  
(TRANSFEROR COMPANY-2)**

**THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**



# SAHRUDAYA HEALTH CARE PRIVATE LIMITED

## NOTICE CONVENING THE MEETING OF THE UNSECURED CREDITORS OF SAHRUDAYA HEALTHCARE PRIVATE LIMITED

To,  
All the Unsecured Creditors of Sahrudaya Health Care Private Limited (“**Transferee Company**”)

Notice is hereby given that by an Order dated January 25, 2023 (received on February 01, 2023), the Hyderabad Bench – II of the Hon’ble National Company Law Tribunal (“**NCLT**”) has directed a meeting of the Unsecured creditors (“**Creditors**”) of the Transferee Company to be held for the purpose of considering, and if thought fit, approving with or without modification(s) the Scheme of Arrangement (“**Scheme**”) between Sahrudaya Health Care Private Limited (“**Transferee Company**”), Suyosha Healthcare Private Limited (“**Transferor Company-1**”) and Sahrudaya Health Care (Kurnool) Private Limited (“**Transferor Company-2**”) (Hereinafter referred to as “**Transferor Companies**”) and their respective shareholders and creditors.

In pursuance of the said Hon’ble NCLT Order and as directed therein, further notice is given that a meeting of Creditors will be held at The Blue Planet Auditorium, 5th Floor Medicover Lab, Plot no: 9,10,14/1, SY. No: 64, Sec. -2, Huda Techno Enclave, Madhapur, Circle No. 11, (Serilingampally-1) Hyderabad - West zone – 500081, Telangana, on 25 March 2023 at 11:00 A.M at which time and place you are requested to attend, to consider and if thought fit, to pass with requisite majority the following resolution:

**“RESOLVED THAT** pursuant to Sections 230 and 232 of the Companies Act, 2013 (“**Act**”) read with the Companies (Compromise, Arrangements and Amalgamation) Rules, 2016 (“**CAA Rules**”) and the National Company Law Tribunal Rules, 2016 (“**NCLT Rules**”) and other applicable provisions, if any, of the Act and the Rules thereunder, (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 requisite approval of Hon’ble NCLT and other requisite concerns and approvals, if any, being obtained and subject to such terms and conditions and modification(s) as may be imposed, prescribed or suggested by the NCLT or other appropriate authorities, the Scheme of Arrangement between Sahrudaya Health Care Private Limited (“**Transferee Company**”), Suyosha Healthcare Private Limited (“**Transferor Company-1**”) and Sahrudaya Health Care (Kurnool) Private Limited (“**Transferor Company-2**”) and their respective shareholders and creditors in terms of the draft laid before the meeting and initialed by the Chairman for the purpose of identification, be and is hereby approved.”

**“RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to sign, seal and deliver all documents, agreements and deeds and perform all acts, matters and things and



*to take all such steps as may be necessary or desirable in its absolute discretion and to settle any questions or difficulties that may arise with regard to the implementation of the above resolution and to carry out such modifications / directions as may be ordered by the Statutory Authorities to give effect to this resolution.”*

**TAKE FURTHER NOTICE THAT** you may attend and vote at the said meeting in person or by proxy provided that the prescribed form of proxy, duly signed by you, is deposited at the registered office of the Transferee Company at H No: 1-90/7/B/28,30 & 59, Plot No: 5 to 11, Survey No: 78, Patrikanagar, Madhapur Village Hyderabad – 500 081, Telangana, not later than 48 (forty-eight) hours before the time fixed for the aforesaid meeting. The form of proxy is duly annexed to this notice.

The Hon’ble Tribunal has appointed Ms. Prabha Prasad, Advocate, to be the Chairperson of the said meeting and Ms. Kruthi Kalaga, Advocate, to be the Scrutinizer of the said meeting.

The above-mentioned Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval by the Hon’ble NCLT. A copy of the Scheme, the statement under Sections 230, 232 and 102 and other applicable provisions of the Act and Rules framed there under, form of proxy, attendance slip are enclosed herewith.

Date: 13<sup>th</sup> February 2023

Place: Hyderabad

*Authorised Representative of Sahrudaya Health Care Private Limited*



**Sahrudaya Health Care Private Limited**

CIN: U85100TG2011PTC072383

**Registered office:**

H.No: 1-90/7/B/28,30 & 59, Plot No: 5 to 11,

Survey No: 78, Patrikanagar,

Madhapur Village Hyderabad – 500 081,

Telangana.

Email : [cs@medicoverhospitals.in](mailto:cs@medicoverhospitals.in)

### Note

1. An unsecured creditor entitled to attend and vote at the meeting is entitled to appoint proxy or proxies to attend and vote instead of himself/ herself on a poll only and such proxy need not be an unsecured creditor of the Transferee Company. The proxy form in order to be effective must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. Any alteration made in the proxy form shall be initialed.
3. Only unsecured creditors of the Transferee Company shall attend and vote (either in person or by proxy) or by Authorised Representative under Sections 112 and 113 and other applicable provisions of the Companies Act, 2013 at the meeting. The Authorised Representative of a Body Corporate which is a unsecured creditor of the Transferee Company may attend and vote at the meeting provided a certified true copy of the resolution of the Board of Directors or other governing body of the Body Corporate under Section 113 of the Companies Act, 2013 authorizing such representative to attend and vote at the meeting is deposited at the Registered Office of the Transferee Company not later than 48 (forty eight) hours before the commencement of the meeting.
4. The form of proxy can be obtained free of charge from the registered office of the Transferee Company.
5. The Notice of meeting is being sent to all the unsecured creditors whose names appear in the records of the Transferee Company as on 30.11.2022 filed with the Hon'ble Tribunal. Voting rights shall be reckoned on the outstanding balance as appearing in the books of the Transferee Company as on 30.11.2022. Take further notice that each rupee constitutes one vote.
6. Each unsecured creditor shall have a voting right equal to the proportion of the amount standing to his / her/ its credit, to that of the total amount payable by the Transferee Company to all its Unsecured Creditors, as on 30.11.2022.
7. After you vote, the vote cannot be changed subsequently.
8. The unsecured creditors and/or their proxies are requested to bring the attendance slip duly completed and signed for attending the meeting.
9. The Notice, together with the documents accompanying the same, is being sent to the unsecured creditors by ordinary post/ speed post / courier/ email.
10. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the unsecured creditors at the registered office of the Transferee Company between 10:00 AM and 12:00 Noon on all days (except Saturdays, Sundays, and public holidays) up to the date of the meeting.
11. The notice convening the aforesaid meeting will be published in the "Business Standard" (English Daily) and in "Nava Telangana" (Telugu Daily) newspapers.
12. The route map to the venue of the meeting is furnished herewith and forms part of the Notice.





# SAHRUDAYA HEALTH CARE PRIVATE LIMITED

BEFORE THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL  
HYDERABAD BENCH AT HYDERABAD

CA(CAA) No.2/230/HDB/2023

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013  
READ WITH COMPANIES (COMPROMISES, ARRANGEMENTS AND  
AMALGAMATIONS) RULES, 2016

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT BETWEEN

SAHRUDAYA HEALTH CARE PRIVATE LIMITED  
(TRANSFeree COMPANY)

AND

SUYOSHA HEALTHCARE PRIVATE LIMITED  
(TRANSFEROR COMPANY-1)

AND

SAHRUDAYA HEALTH CARE (KURNOOL) PRIVATE LIMITED  
(TRANSFEROR COMPANY-2)

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS



# SAHRUDAYA HEALTH CARE PRIVATE LIMITED

**EXPLANATORY STATEMENT UNDER SECTIONS 230 TO 232 AND 102 OF THE COMPANIES ACT, 2013 (ACT) READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016, TO THE NOTICE OF THE MEETING OF THE UNSECURED CREDITORS OF SAHRUDAYA HEALTHCARE PRIVATE LIMITED, DIRECTED TO BE CONVENED BY THE HON'BLE NATIONAL COMPANY LAW TRIBUNAL, HYDERABAD BENCH**

1. Pursuant to the order dated January 25, 2023, passed by the Hon'ble Tribunal, Hyderabad Bench at Hyderabad, in the Company Scheme Application No. CA(CAA) No. 2/230/HDB/2023 ('Order'), a meeting of the Unsecured Creditors of the Sahrudaya Healthcare Private Limited is being convened on Saturday, 25<sup>th</sup> day of March 2023 at 11.00 A.M, at The Blue Planet Auditorium, 5th Floor Medicover Lab, Plot no: 9,10,14/1, SY. No: 64, Sec. -2, Huda Techno Enclave, Madhapur, Circle No. 11, (Serilingampally-1) Hyderabad - West zone – 500081, Telangana, for the purpose of considering and, if thought fit, approving with or without modification(s) the Scheme of Arrangement ("Scheme") between Sahrudaya Healthcare Private Limited ("Transferee Company" or "Company"), Suyosha Healthcare Private Limited ("Transferor Company-1") and Sahrudaya Healthcare (Kurnool) Private Limited ("Transferor Company-2") and their respective shareholders and creditors under section 230-232 and other applicable provisions of the Companies Act, 2013.
2. The aforesaid Scheme has been, *inter alia*, approved by the Board of Directors of the Transferor Companies and the Transferee Company at their respective meetings held on August 04, 2022 and September 09, 2022.
3. The Board of Directors of the Company have come to the conclusion that the Scheme is in the best interest of the Company and its shareholders and creditors.
4. A copy of the Composite Scheme of Arrangement is accompanying the Notice convening the Meeting of the Unsecured Creditors of the Transferee Company and is enclosed herewith as **Annexure No. 1**.
5. Details of the companies involved in the Scheme:
  - a. Sahrudaya Healthcare Private Limited (Transferee Company)
  - b. Suyosha Healthcare Private Limited (Transferor Company-1) and
  - c. Sahrudaya Healthcare (Kurnool) Private Limited (Transferor Company-2)
6. The Transferee Company and the Transferor Companies are together referred to as the "Companies".



7. The terms used herein but not defined shall have the meaning assigned to them in the Scheme unless otherwise stated.

8. **Particulars of the Transferee Company**

- a. The CIN of the Transferee Company is U85100TG2011PTC072383
- b. The Permanent Account Number of the Transferee Company is **AAPCS2663H**
- c. The name of the Transferee Company is Sahrudaya Healthcare Private Limited
- d. Date of Incorporation is January 25, 2011.
- e. The Transferee Company is a private limited company.
- f. The registered office of the Transferee Company is at H. No: 1-90/7/B/28,30 & 59, Plot No: 5 to 11, Survey No: 78, Patrikanagar, Madhapur Village Hyderabad – 500 081, Telangana.
- g. The email ID of the Transferee Company is **cs@medicoverhospitals.in**
- h. The main objects of the Transferee Company, as set out in its Memorandum of Association, are as follows:
  - To carry on the business of promoting, owning, running, administering, managing, investing in or establishing multi-specialty modern hospitals, dispensaries, nursing homes, clinics, laboratories, cord blood stem cell banks, pharmacies, maternity homes, child welfare and family planning centers in India and abroad and/or to act as consultants and advisors providing technical know-how, technical and allied services for the establishment, operation and improvement of hospitals, medical centers, nursing homes, clinics, cord blood stem cell banks, maternity homes and laboratories in India and abroad;
  - To setup laboratories, purchase and acquire any equipment and instruments required for carrying out medical investigation and to educate and train medical students, nurses, hospital administrators and technicians for medical and paramedical faculties and to grant such certificates and recognition as the company prescribe or deem fit from time to time and to construct and provide suitable boarding and lodging facilities primarily for patients and who accompany the patients admitted in the hospitals.



- To establish, manage, operate, run and maintain diagnostic and therapeutic Medical Centers, Nursing Homes, mobile medical service centers, health clubs and any medical healthcare institutions and to establish modern nursing homes with all amenities attached to it, together with all clinical laboratories, X-Ray, pathological laboratory (Biological and Micro-Biology), Blood Bank and other modern diagnostic services either on their own and/or through franchisees.
- i. Details of change of name, registered office and objects of the Transferee Company during the last five years:
- There has been no change in last five years.
- j. The Securities of the Transferee Company are not listed.
- k. Details of the Capital structure of the Transferee Company including its authorized, issued, subscribed and paid-up share capital as on October 31, 2022 were as follows:

Particulars	Rupees
Authorized Share Capital 6,23,00,000 equity shares, each having face value of Rs. 10/-	62,30,00,000
Issued, Subscribed & Fully Paid-up Share Capital 3,70,13,557 equity shares, each having face value of Rs. 10/-	37,01,35,570

- l. Names of the Promoters and Directors of the Transferee Company along with their addresses are as follows:
- i. Names of the Promoters of the Transferee Company are as follows:

S. No.	Promoters	Address	No. of shares taken
1.	ABC Medicover Holdings B V	Luchthavenweg 81, 5657 EA Eindhoven, Netherlands	2,37,50,309





2.	Dr. Anil Krishna Gundala	Villa No 25, The Trails Konzept Abmience OU Colony Road, Manikonda, Hyderabad – 500089, Telangana, India.	27,79,484
3.	Dr. Annam Sharath	Flat No 1601 Block A, Lansum Etania Apartments, Near My Home Avatar, Pappulaguda, K.V.Ranga Reddy 500089, Telangana, India	5,08,808
4.	Dr. Adluri Rajeswara Krishna Prasad	12-5-188/7/1, Vijayapuri, Lalaguda Post, Secundrabad, Hyderabad – 500017, Telangana.	4,64,000
5.	Mr. Harikrishna Paramkusam	Flat No 204, 2nd Floor, Tower-1, B Block, NCC Urban Gardenia Near Ikea Gachibowli, K.v. Rangareddy – 500032, Telangana.	2,12,370

ii. Details of the Directors of the Transferee Company are as follows:

S. No.	Name & DIN	Designation	Address
1.	Dr. Anil Krishna Gundala- 03193789	Managing Director	Villa No 25, The Trails Konzept Abmience OU Colony Road, Manikonda, Hyderabad –500089, Telangana, India.
2.	Dr. Annam Sharath- 03431607	Director	Flat No 1601 Block A, Lansum Etania Apartments, Near My Home Avatar, Pappulaguda, K.V. Ranga Reddy 500089, Telangana, India.



3.	Mr. Abhishek Rajendra kumar Kabra- 06782685	Nominee Director	Flat 205, Grandeur Tower, Vasant Marvel Complex, Off Western Express Highway Near Magathane Telephone Exchange, Bor Mumbai -400066, Maharashtra, India.
4.	Mr. Harikrishna Paramkusam- 08993826	Director	Flat No 204, 2nd Floor, Tower-1, B Block, NCC Urban Gardenia Near Ikea Gachibowli, K.v. Rangareddy - 500032, Telangana.
5.	Mr. John Paul Stubbington- 09440652	Director	Grzybowska 4 M 285, 00-131 Warsaw, Poland, 00034
6.	Mr. Carl Fredrik Ragmark- 09486621	Director	Storgatan 12 LGH 1202, Stockholm, Sweden, 11451
7.	Mr. Joe Ryan- 09536355	Director	Boulevard Du Souverain, 195 Boite 28 1160 Auderghem, Belgium, 1160

9. **Particulars of the Transferor Company-1**

- The CIN of the Transferor Company-1 is U85110TG2011PTC073953
- The Permanent Account Number of the Transferor Company-1 is AAPCS6765E.



- c. The name of the Transferor Company-1 is Suyosha Healthcare Private Limited
- d. Date of Incorporation is April 19, 2011.
- e. The Transferee Company is a private limited company.
- f. The registered office of the Transferor Company-1 is at H.No: 1-90/7/B/28,30 & 59, Plot No: 5 to 11, Survey No: 78, Patrikanagar, Madhapur Village Hyderabad – 500 081, Telangana.
- g. The email ID of the Transferor Company-1 is **cs@medicoverhospitals.in**
- h. The main objects of the Transferor Company-1 are, as set out in its Memorandum of Association, are as follows:
- To own, establish, run, manage, maintain, hospitals, multi-specialty hospitals, research centers, diagnostic centers, blood bank service centers, immunization centers, medical and other research centers, nursing homes, health centers, rehabilitation centers, clinics, polyclinics, laboratories and to apply or provide utility articles and services to patients, attendants and others and to provide aid to medical personnel for research and development and to act and work as consultants in medical profession in India and abroad.
  - To act as importers, exporters, dealers and distributors of and manufacturers of equipment, surgical instruments, required by laboratories, hospitals and others, set up by educational institutions, nursing homes, hospitals, health care centers for research and development centers of trade and industry and provide repairs and maintenance services on annual contract basis or otherwise and to set up laboratory for testing of materials made from various types of anatomical, orthopedic or surgical instruments, implants, metals of all descriptions including ferrous and non-ferrous metal and raw materials of every description.
  - To carry on the business, as manufacturers of and dealers in and importers, and exporters of all kinds of basic drugs, drug intermediates, any chemicals, heavy or fine, organic, agro-chemicals, aromatic chemicals, dyes and dyes intermediates, pharmaceuticals, medicinal, herbal, bacteriological, biological, chemicals, cotton, woolen, bandages, cotton, gauge, crutches and all allied chemicals and products thereof.



- To carry on the business of rendering various services relating to treatment of ailments including in particular running pathological laboratories, X-ray clinics, research centers and cardiographic and sonographic centers.
  - To carry on and develop the business of retail and wholesale of pharmacy items, by way of setting up of pharmacy stores in the form of retail outlets in various hospitals, localities, shopping malls, shopping centers, beauty parlour and any other place in India and abroad.
- i. Details of change of name, registered office and objects of the Transferor Company-1 during the last five years:
- There has been no change in last five years.
- j. The Securities of the Transferor Company-1 are not listed.
- k. Details of the Capital structure of the Transferor Company-1 including its authorized, issued, subscribed and paid-up share capital as on October 31, 2022 were as follows:

Particulars	Rupees
Authorised Share Capital 90,00,000 equity shares, each having face value of Rs. 10/-	9,00,00,000/-
Issued, Subscribed & Fully Paid-up Share Capital 89,61,400 equity shares, each having face value of Rs. 10/-	8,96,14,000/-

- l. Names of the Promoters and Directors of the Transferor Company-1 along with their addresses are as follows:

- i. Names of the Promoters of the Transferor Company-1 are as follows:

S. No.	Promoters	Address	No. of shares taken
1.	Sahrudaya Health Care Private Limited	H no-1-90/7/B/28, 30 & 59, Plot No:5 to 11 , Survey No 78, Patrika Nagar, Madhapur Village, Hyderabad	89,61,399



		Telangana 500081 India.	
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ii. Details of the Directors of the Transferor Company-1 are as follows:

S. No.	Name & DIN	Designation	Address
1.	Dr. Annam Sharath- 03431607	Director	Flat No 1601 Block A, Lansum Etania Apartments, Near My Home Avatar, Pappulaguda, K.V. Ranga Reddy 500089, Telangana, India
2.	Dr. Adluri Rajeshwara Krishna Prasad- 03450501	Director	12-5-188/7/1, Vijayapuri, Lalaguda Post, Secundrabad, Hyderabad- 500017, Telangana.
3.	Ms. Girija Venkatasubban- 07594011	Director	6-4-496/1, Bholakpur, Krishna Nagar, Seunderabad 500003, Telangana, India.

10. **Particulars of the Transferor Company-2**

- The CIN of the Transferor Company-2 is U85191TG2015PTC101361
- The Permanent Account Number of the Transferor Company-2 is AAWCS3735M.
- The name of the Transferor Company-2 is Sahrudaya Healthcare (Kurnool) Private Limited
- Date of Incorporation is October 27, 2015.
- The Transferee Company is a private limited company.
- The registered office of the Transferor Company-2 is at H.No: 1-90/7/B/28,30 & 59, Plot No: 5 to 11, Survey No: 78, Patrikanagar, Madhapur Village Hyderabad – 500 081, Telangana.
- The email ID of the Transferor Company-2 is [cs@medicoverhospitals.in](mailto:cs@medicoverhospitals.in)



h. The main objects of the Transferor Company-2 is, as set out in its Memorandum of Association, are as follows:

- To carry on the business of promoting, owning, running, administering, managing, investing in or establishing multi-specialty modern hospitals, dispensaries, nursing homes, clinics, laboratories, cord blood stem cell banks, pharmacies, maternity homes, child welfare and family planning centers in India and abroad and /or to act as consultants and advisors providing technical know-how, technical and allied services for the establishment, operation and improvement of hospitals, medical centers, nursing homes, clinics, cord blood stem cell banks, maternity homes and laboratories in India and abroad.
- To setup laboratories, purchase and acquire any equipment and instruments required for carrying out medical investigation and to educate and train medical students, nurses, hospital administrators and technicians for medical and paramedical faculties and to grant such certificates and recognition as the Company prescribe or deem fit from time to time and to construct and provide suitable boarding and lodging facilities primarily for patients and who accompany the patients admitted in the hospitals.
- To establish, manage, operate, run and maintain diagnostic and therapeutic Medical Centers, Nursing Homes, mobile medical service centers, health clubs and any medical healthcare institutions and to establish modern nursing homes with all amenities attached to it, together with all clinical laboratories, X-Ray, pathological laboratory (Biological and Micro-Biology), Blood Bank and other modern diagnostic services either on their own and/or through franchisees.

i. Details of change of name, registered office and objects of the Transferor Company-2 during the last five years:

There has been no change in name, registered office and objects of the Transferor Company-2 during the last five years.

j. The Securities of the Transferor Company-2 are not listed.

k. Details of the Capital structure of the Transferor Company-2 including its authorized, issued, subscribed and paid-up share capital as on October 31, 2022 were as follows:



Particulars	Rupees
Authorised Share Capital 1,80,00,000 equity shares, each having face value of Rs. 10/-	18,00,00,000/-
Issued, Subscribed and Paid-up Share Capital 1,79,90,952 equity shares, each having face value of Rs. 10/-	17,99,09,520/-

1. Names of the Promoters and Directors of the Transferor Company-2 along with their addresses are as follows:

i. Names of the Promoters of the Transferor Company-2 are as follows:

S. No.	Promoters	Address	No. of shares taken
1.	Sahrudaya Health Care Private Limited	H no-1-90/7/B/28, 30 & 59, Plot No:5 to 11 , Survey No 78, Patrika Nagar, Madhapur Village, Hyderabad Telangana 500081 India.	1,79,90,951

ii. Details of the Directors of the Transferor Company-2 are as follows:

S. No.	Name & DIN	Designation	Address
1.	Dr. Annam Sharath-03431607	Director	Flat No 1601 Block A, Lansum Etania Apartments, Near My Home Avatar, Pappulaguda, K.V. Ranga Reddy 500089, Telangana, India.
2.	Dr. Adluri Rajeshwara Krishna Prasad-03450501	Director	12-5-188/7/1, Vijayapuri, Lalaguda Post, Secunderabad, Hyderabad-500017, Telangana.
3.	Ms. Girija Venkatasubban-07594011	Director	6-4-496/1, Bholakpur, Krishna Nagar, Seunderabad 500003, Telangana India



4.	Dr. Krishna Kiran Eachempati-07657434	Director	8-1-299/103,104/AA/NS/1807 Road No 79, Film Nagar, Jubilee Hills, Hyderabad, Telangana, India 500096
5.	Mr. Neeraj Jayaswal-08699757	Director	Flat No.216, 2 <sup>nd</sup> Floor, Molax Bhavan, Cheda Nagar Chembur West, Tilak Nagar Mumbai, Maharashtra, India, 400089
6.	Mr. Harikrishna Paramkusam-08993826	Director	Flat No 204, 2nd Floor, Tower-1, B Block, NCC Urban Gardenia Near Ikea Gachibowli, K.V. Rangareddy Telangana – 500032

11. Description of the Scheme

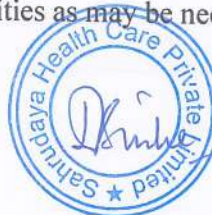
The Companies propose to implement the proposed Scheme of Arrangement for inter alia merger of the Transferor Companies into the Transferee Company with effect from the appointed date as defined in the Scheme i.e., “1.2 *“Appointed Date” means the commencement of business on April 01, 2022 or such other date as may be fixed or approved by the NCLT.*” pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act and the Rules made thereunder.

12. 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:

The Transferor Companies are wholly owned subsidiaries of the Transferee Company.

13. Directors’ Approval of Scheme:

The Board of Directors of the Transferor Companies and Transferee Company had at their respective meetings held on August 04, 2022 and September 09,2022 unanimously approved the Scheme, subject to the approval by the requisite majority of the shareholders of the respective companies and creditors, as may be required, and subject to the sanction of the Hon’ble Tribunal and of such other authorities as may be necessary.





14. Salient features of the Scheme:

- a. **Appointed Date:** means commencement of business on April 01, 2022 or such other date as may be fixed or approved by the NCLT;
- b. **Effective Date:** "*Effective Date*" means the date on which the authenticated copy or the certified copy of the order, whichever is earlier, issued by the NCLT, sanctioning this Scheme is filed by the respective companies participating in this Scheme with the Registrar of Companies, Telangana at Hyderabad after obtaining the necessary consents, approvals, permissions, resolutions, agreements, sanctions and orders and if the authenticated / certified copies are filed on different dates, the last of such dates. References herewith to "the coming into effect of this Scheme" or "this Scheme becoming effective" shall mean the Scheme becoming operational on the Effective Date but with effect from the Appointed Date;
- c. **Consideration:** Upon the Scheme becoming effective and in consideration of the merger of the Transferor Company 1 and Transferor Company 2 with the Transferee Company, the share capital of the Transferor Companies shall be merged with the Transferee Company. Accordingly, the entire equity share capital of the Transferor Company 1 and Transferor Company 2 is held by the Transferee Company and its nominee (if any). In other words, the Transferor Companies are wholly owned subsidiaries of the Transferee Company. Upon the scheme becoming effective, the entire share capital of the Transferor Companies shall be cancelled and extinguished.
- d. **Accounting treatment:** The accounting treatment of the merger of the Transferor Companies in the books of the Transferee Company shall be in compliance with the applicable accounting standards notified under Section 133 of the Act and other generally accepted accounting principles.
- e. **Cost, charges and expenses:** All costs, charges, taxes including duties, levies, stamp duties and all other expenses, if any (save as expressly otherwise agreed) of the Participating Companies arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto unless specified herein the Scheme shall be borne by the respective companies and / or the holding Company or as may be decided by the Board of Directors of the respective companies.
- f. **Transfer of all legal, taxation or other proceedings:** All legal, taxation or other proceedings (whether civil or criminal including before any governmental authority) by or against the Transferor Company 1 and Transferor Company 2 under any applicable laws whether pending on Effective Date or which may be instituted at any



time, and in each case relating to the liability, obligation or duties of the Transferor Company 1 and Transferor Company 2 in respect of their respective business shall be continued and enforced, after the Effective Date, by or against the Transferee Company.

The features set out above being only the salient features of the Scheme of Arrangement as are statutorily required to be included in this Explanatory Statement, the shareholders are requested to read the entire text of the Scheme of Arrangement (annexed herewith as **Annexure 1**) to get fully acquainted with the provisions thereof and the rationale and objectives of the proposed Scheme of Arrangement.

15. Rationale for the compromise or arrangement and the benefits arising there from:
  - a. The arrangement will enable the Transferor Companies and the Transferee Company in facilitating consolidation of the undertakings to enable effective management and unified control of operations. By this Scheme, it is proposed to amalgamate the Transferor Companies with the Transferee Company for the purposes of creating economies in administrative and managerial costs by consolidating operations. The arrangement under this Scheme would reduce the duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances. The arrangement under this Scheme would result in benefit to members, creditors, and employees of each of the Transferee Company and the Transferor Companies and will not be detrimental to the public. The arrangement under this Scheme would help in achieving effective growth and maximization of shareholders wealth while protecting the interests of all stakeholders of the Transferor Companies and Transferee Company. Further, the proposed arrangement would, *inter alia*, (a) ensure business consolidation and continuity; (b) ensure retrofitability; (c) improve debt serviceability; (d) help in leveraging relationships; (e) ensure proper compliances and certifications; (f) avoid potential conflict between Woman and Child Care Business and Multi-specialty business; and (g) help in rationalizing multiple subsidiaries; (f) help in optimizing management resources at the top management.
  - b. The proposed amalgamation of the Transferor Companies with the Transferee Company shall result in the following, benefits, amongst others, to each of the Transferor Companies and the Transferee Company and their respective shareholders and creditors:
    - i. Better and efficient utilization of resources of the Transferor Companies and the Transferee Company by ensuring greater synergy of operations and economies of scale.



- ii. Better administrative and managerial control for the management from the synergy in operation and management.
- iii. Clubbing the authorised share capital of the Transferor Companies with the authorised share capital of the Transferee Company.
- iv. The Scheme would consolidate the activities, which are complimentary to each other, of the Transferor Companies and the Transferee Company and thereby reduce the risks and increase the rewards therefrom and contribute towards efficient management of the businesses and result in sustainable long-term growth, profitability, market share and continuous customer service.
- v. The scheme will also result in administrative and operational rationalization, organizational efficiencies, reduction of overheads and other expenses and optimal utilization of various resources. It will prevent cost duplication, overlapping of administrative responsibilities and multiplicity of records, legal and regulatory compliances generally involved with running of two separate entities.

16. Amount due to Unsecured Creditors:

S. No.	Name of the Company	Amount due as on	No. of Creditors	Total amount due (in Rs)
1	Sahrudaya Healthcare Private Limited	30.11.2022	4225	Rs.1,27,44,23,439/-
2	Suyosha Healthcare Private Limited	30.11.2022	208	Rs. 3,01,61,928/-
3	Sahrudaya Healthcare (Kurnool) Private Limited	30.11.2022	582	Rs. 6,89,86,545/-

17. Disclosure about the effect of the Scheme of Arrangement on KMP and others:

A	Directors & Key managerial personnel (KMPs)	The Directors and Key Managerial personnel of the Transferor Companies shall cease to be directors.
B	Promoters & non-promoter members	Not applicable as the Transferor Companies are wholly-owned subsidiaries of the Transferee Company.
C	Depositors	The Transferor Companies and Transferee Company



		have not accepted any Deposits.
D	Creditors	Upon the implementation of the Scheme, all the liabilities of the Transferor Companies, being transferred to the Transferee Company, immediately before the merger, will become the liabilities of the Transferee Company.
E	Debenture holders	Not Applicable, since there are no debenture holders in the Transferor and Transferee Companies.
F	Deposit trustee and debenture trustee	Not Applicable, since there are no such trustees in the Transferor and Transferee Companies.
G	Employees of the company	There will be no effect on the employees, since the terms of employment currently applicable to them will continue to be in force, even after they are transferred to the Transferee Company.

18. Disclosure about effect of compromise or arrangement on material interests of directors, Key Managerial Personnel (KMP) and debenture Trustee of the Transferor Companies and Transferee Company.

The Composite Scheme of Arrangement will not have any effect on the material interests of the directors or key managerial personnel of the Transferor Companies and the Transferee Company.

19. Investigation or proceedings, if any, pending against the Transferor Companies and the Transferee Company under the Act.

No investigation or proceedings have been instituted or are pending under applicable provisions of the Act or erstwhile provisions of the Companies Act, 1956 against the Transferor Companies and the Transferee Company.

20. 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 amalgamation:

- a. The Companies to the Scheme would obtain such necessary approvals / sanctions /



- no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, if so required.
- b. The copy of the Scheme shall be filed with the Registrar of Companies, Regional Director, Income Tax Authority and the Official Liquidator along with a copy of the Notice of the Hon'ble Tribunal convened meeting of the Unsecured Creditors and the Explanatory Statement accompanying the said Notice.
21. Under the proposed Scheme, the entire assets, and liabilities of the Transferor Company-1 and Transferor Company-2 is proposed to be transferred to and vested in Transferee Company. The said scheme will be effective from, the Appointed Date.
22. Inspection of the following documents may be taken at the Registered Office of the Transferee Company on any working day (except Saturday and Sunday) prior to the date of the meeting between 10.00 A.M. to 4.00 PM.
- a. Memorandum and Articles of Association of the Companies.
- b. Latest audited financial statements of the Companies as on March 31, 2022.
- c. Copy of the order of the Hon'ble National Company Law Tribunal, Hyderabad Bench dated January 25, 2023.
- d. Copy of the Scheme of Arrangement between the Companies and their respective shareholders and Creditors.
- e. Copy of the certificate issued by the Statutory Auditor that the accounting treatment proposed in the Scheme is in conformity with the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013.
- f. Register of Directors, shareholdings of Directors and members of the Companies.
23. This statement may also be treated as an Explanatory Statement under Section 102 of the Companies Act, 2013.
24. On the Scheme being approved by the unsecured creditors of the Transferee Company by the requisite majority as per the requirement of Section 230 of the Act, the Transferee Company and the Transferor Companies will file a joint Company Petition with the Hon'ble National Company Law Tribunal, Hyderabad Bench seeking sanction of the Scheme.

Date: 13<sup>th</sup> February, 2023

Place: Hyderabad



Ms. Isha Sinha

*Authorised Representative of Sahrudaya Health Care Private Limited*

**Sahrudaya Health Care Private Limited**

CIN: U85100TG2011PTC072383

**Registered office:**

H. No: 1-90/7/B/28,30 & 59, Plot No: 5 to 11,

Survey No: 78, Patrikanagar,

Madhapur Village Hyderabad – 500 081,

Telangana.

Email: [cs@medicoverhospitals.in](mailto:cs@medicoverhospitals.in)



Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U85100TG2011PTC072383
Name of the company:	Sahrudaya Healthcare Private Limited
Registered office:	H. No: 1-90/7/B/28,30 & 59, Plot No: 5 to 11, Survey No: 78, Patrikanagar, Madhapur Village, Hyderabad – 500 081, Telangana.
Name of the Creditor:	
Address	
E-mail Id	

I/We, being the Unsecured Creditor (s) of Rs. .... of the above-named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the meeting of the unsecured creditors of the Company, to be held on Saturday, 25<sup>th</sup> day of March 2023 at 11.00 A.M at The Blue Planet Auditorium, 5th Floor Medicover Lab, Plot no: 9,10,14/1, SY. No: 64, Sec. -2, Huda Techno Enclave, Madhapur, Circle No. 11, (Serilingampally-1) Hyderabad - West zone – 500081, Telangana and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
<b>RESOLUTION</b>	
1.	Considering and, if thought fit, approving, with or without modification the Scheme of Arrangement between Sahrudaya Healthcare Private Limited (“Transferee Company”), Suyosha Healthcare Private Limited (“Transferor Company-1”) and Sahrudaya Healthcare (Kurnool) Private Limited (“Transferor Company-2”) and their respective shareholders and creditors

Signed this..... day of..... 2023

.....  
Signature of Unsecured Creditor



.....  
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. The Proxy need not be an unsecured creditor of the Transferee Company. All alternations made in the form of proxy should be initialled.





## ATTENDANCE SLIP

In the matter of the Scheme of Arrangement between Sahrudaya Healthcare Private Limited (“**Transferee Company**”) Suyosha Healthcare Private Limited (“**Transferor Company-1**” or “**Company**”) and Sahrudaya Healthcare (Kurnool) Private Limited (“**Transferor Company-2**”) and their respective shareholders and creditors.

Name and address of the unsecured creditor: \_\_\_\_\_

Amount due as on 30-11-2022: INR \_\_\_\_\_.

I/we certify that I/we am/are unsecured creditor/proxy for unsecured creditor of the Company. I/we hereby record my/our presence at the meeting of the unsecured creditor of the Company held at registered office of the company at The Blue Planet Auditorium, 5th Floor Medicover Lab, Plot no: 9,10,14/1, SY. No: 64, Sec. -2, Huda Techno Enclave, Madhapur, Circle No. 11, (Serilingampally-1) Hyderabad - West zone – 500081; Telangana, on 25 March 2023 at 1:00 P.M.

\*Strike out what is not applicable.

-----  
Unsecured creditor / Proxy’s / Authorised  
Representative Name

-----  
Unsecured creditor / Proxy’s / Authorised  
Representative Signature

(in block letters)

Note: Please fill in this attendance slip and hand it over at the entrance of the hall.



## Sahrudaya Health Care Private Limited

Regd. Office: H.No: 1-90/7/B/28,30 & 59, Plot No: 5 to 11, Survey No: 78, Patrikanagar, Madhapur Village Hyderabad – 500 081, Telangana.

CIN: U85100TG2011PTC072383

Venue- The Blue Planet Auditorium, 5th Floor Medicover Lab, Plot no: 9,10,14/1, SY. No: 64, Sec. -2, Huda Techno Enclave, Madhapur, Circle No. 11, (Serilingampally-1) Hyderabad - West zone – 500081, Telangana.

### Route map to the venue-

