FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language ◉ English ○ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: U85110KL2009PLC037460 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AADCB7392J

(ii) (a) Name of the company: BABY MEMORIAL HOSPITAL LII

(b) Registered office address

Building No 5/3429, Indira Gandhi Road, Arayidathupalam,
NA
Kozhikode
Kozhikode
Kerala
673004

(c) *e-mail ID of the company: CS************AL.ORG

(d) *Telephone number with STD code: 04*******77

(e) Website:

(iii) Date of Incorporation: 01/04/2009

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital ◉ Yes ○ No

(vi) *Whether shares listed on recognized Stock Exchange(s) ○ Yes ◉ No

(b) CIN of the Registrar and Transfer Agent: U93090MH2006PLC164885 [Pre-fill]

Name of the Registrar and Transfer Agent

CDSL VENTURES LIMITED

Registered office address of the Registrar and Transfer Agents

A- Wing, Marathon Futurex, 25th Floor, Mafatlal Mills Compound, N.M. Joshi Marg, Lower Parel (E)

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 28/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	Q	Hospital and Medical Care	Q1	Hospital activities	97.04
2	P	Education	P3	Sports, recreation, cultural and other education	2.95

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 2 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BMH CARE HOSPITAL LIMITED	U85110KL2013PLC034222	Subsidiary	99.99
2	GENESIS INSTITUTE OF MEDIC/	U85110KL2011PTC029985	Subsidiary	99.99

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	175,000,000	147,490,301	147,490,301	147,490,301
Total amount of equity shares (in Rupees)	1,750,000,000	1,474,903,010	1,474,903,010	1,474,903,010

Number of classes: 1

Class of Shares EQUITY	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	175,000,000	147,490,301	147,490,301	147,490,301
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,750,000,000	1,474,903,010	1,474,903,010	1,474,903,010

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes: 0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	7,077,987	140,412,314	147490301	1,474,903,0	1,474,903,	

Increase during the year	0	0	0	0	0	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	7,077,987	140,412,314	147490301	1,474,903,0	1,474,903,	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares) 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media] ○ Yes ◉ No ○ Not Applicable

Separate sheet attached for details of transfers ○ Yes ◉ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	29/09/2023

Date of registration of transfer (Date Month Year)	27/03/2024		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	5,000	Amount per Share/ Debenture/Unit (in Rs.)	50,000

Ledger Folio of Transferor	146		
Transferor's Name	RADHA	VELLAPPILLIL	RADHA
	Surname	middle name	first name
Ledger Folio of Transferee	01		
Transferee's Name	GEEVARGHESE	KADAKKETH	ALEXANDER
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 3,271,540,000

(ii) Net worth of the Company 3,740,098,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	110,775,566	75.11	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	110,775,566	75.11	0	0

Total number of shareholders (promoters) 4

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	36,714,735	24.89	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	

8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	36,714,735	24.89	0	0

Total number of shareholders (other than promoters) 63

Total number of shareholders (Promoters+Public/ Other than promoters) 67

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	4	4
Members (other than promoters)	64	63
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	4	0	4	0	75.11	0
B. Non-Promoter	0	5	0	6	0	13.31
(i) Non-Independent	0	3	0	4	0	13.16
(ii) Independent	0	2	0	2	0	0.15
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	4	5	4	6	75.11	13.31

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
ALEXANDER KADAKK	01209235	Managing Director	39,905,566	
ANITHA ALEXANDER	01204532	Whole-time directo	28,150,000	19/06/2024
ANJU MIRIAM ALEX	01204568	Whole-time directo	22,420,000	
VINEETH ABRAHAM	01968561	Whole-time directo	20,300,000	
ANUSH KALLUVILA TI	01254212	Director	120,797	
GEORGE KADAKKETI	00966044	Director	110,000	
JACOB KALLUVILA B/	01254213	Director	3,988,090	19/06/2024
GEORGE JACOB	01599799	Director	1,485,000	03/06/2024
AMBICA PRAVEESH	02602317	Director	13,942,579	19/06/2024
GAUTHAM MADHAVA	02826558	Director	0	19/06/2024
ROSHIN	AZTPR5251Q	Company Secretar	0	
VASANT KUMAR SAN	BARPS4976B	CFO	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

1

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
GAUTHAM MADHA\	02826558	Director	02/09/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	29/09/2023	68	12	86
ADJOURNED AGM	17/11/2023	68	11	75

B. BOARD MEETINGS

*Number of meetings held: 24

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/04/2023	9	9	100
2	25/04/2023	9	4	44.44
3	16/05/2023	9	4	44.44
4	17/05/2023	9	4	44.44
5	18/05/2023	9	4	44.44
6	19/05/2023	9	4	44.44
7	19/06/2023	9	4	44.44
8	26/06/2023	9	4	44.44
9	10/07/2023	9	4	44.44
10	01/08/2023	9	4	44.44
11	14/08/2023	9	4	44.44
12	02/09/2023	9	4	44.44

C. COMMITTEE MEETINGS

Number of meetings held: 10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	10/04/2023	3	3	100
2	AUDIT COMM	26/06/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
3	AUDIT COMM	30/09/2023	3	3	100
4	AUDIT COMM	18/10/2023	3	3	100
5	AUDIT COMM	03/01/2024	3	3	100
6	NOMINATION	10/04/2023	3	3	100
7	NOMINATION	16/06/2023	3	3	100
8	NOMINATION	29/09/2023	3	3	100
9	NOMINATION	30/12/2023	3	3	100
10	CSR COMMIT	29/09/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	28/09/2024 (Y/N/NA)
1	ALEXANDER	24	24	100	10	10	100	Yes
2	ANITHA ALEX	24	24	100	0	0	0	Yes
3	ANJU MIRIAM	24	24	100	0	0	0	Yes
4	VINEETH ABF	24	24	100	0	0	0	Yes
5	ANUSH KALL	24	1	4.17	10	10	100	Yes
6	GEORGE KAI	24	1	4.17	10	10	100	Yes
7	JACOB KALLU	24	1	4.17	0	0	0	Yes
8	GEORGE JAC	24	1	4.17	0	0	0	No
9	AMBICA PRAY	24	1	4.17	0	0	0	No
10	GAUTHAM MA	24	1	4.17	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ALEXANDER KADA	Managing Direct	12,000,000	0	0	2,318,000	14,318,000
2	ANITHA ALEXANDI	Whole-time Dire	4,800,000	0	0	0	4,800,000
3	ANJU MIRIAM ALE	Whole-time Dire	7,200,000	0	0	0	7,200,000
4	VINEETH ABRAHA	Whole-time Dire	7,200,000	0	0	0	7,200,000
	Total		31,200,000	0	0	2,318,000	33,518,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GRACY MATHAI	CEO	8,497,000	0	0	0	8,497,000
2	VASANT KUMAR S	CFO	3,999,000	0	0	0	3,999,000
3	ROSHIN	CS	828,000	0	0	0	828,000
	Total		13,324,000	0	0	0	13,324,000

Number of other directors whose remuneration details to be entered: 0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◉ Yes ◯ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: K P SATHEESAN

Whether associate or fellow: ◯ Associate ◉ Fellow

Certificate of practice number: 2665

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 05 dated 28/09/2024 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director: VINEETH ABRAHAM Digitally signed by VINEETH ABRAHAM Date: 2024.11.28 17:33:36 +05'30'

DIN of the director | 0*9*8*6*

To be digitally signed by KAIPPURATH PONGOTT SATHEESAN Digitally signed by KAIPPURATH PONGOTT SATHEESAN Date: 2024.11.28 17:35:10 +05'30'

◯ Company Secretary

◉ Company secretary in practice

Membership number | 4*7* | Certificate of practice number | 2*6*

Attachments

1. List of share holders, debenture holders [Attach]
2. Approval letter for extension of AGM; [Attach]
3. Copy of MGT-8; [Attach]
4. Optional Attachement(s), if any [Attach]

List of attachments

Board meeting attendance.pdf
MGT-8.pdf
SECRETERIAL AUDIT REPORT 2024.pdf
SHP_2024.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company