

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]



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 LI

(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@babymhospital.org

(d) *Telephone number with STD code

0495277777

(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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 29/09/2023

(b) Due date of AGM 30/09/2023

(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
2	P	Education	P3	Sports, recreation, cultural and other education	3

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

*No. of Companies for which information is to be given 7

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	ALTHOM PROPERTY DEVELOPE	U70101KL2008PTC021761	Subsidiary	99.85
2	ANAS PROPERTY DEVELOPERS	U70102KL2008PTC021764	Subsidiary	99.9
3	ANUBA PROPERTY DEVELOPER	U70101KL2008PTC021760	Subsidiary	99.96
4	NITHYAJA PROPERTY DEVELOP	U70101KL2008PTC022612	Subsidiary	99.94
5	BABY BUILDERS PRIVATE LIMIT	U45202KL2007PTC020899	Subsidiary	99.97
6	BMH CARE HOSPITAL LIMITED	U85110KL2013PLC034222	Subsidiary	99.99

7	GENESIS INSTITUTE OF MEDICAL	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	133,675,791	133,675,791	133,675,791
Total amount of equity shares (in Rupees)	1,750,000,000	1,336,757,910	1,336,757,910	1,336,757,910

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	175,000,000	133,675,791	133,675,791	133,675,791
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,750,000,000	1,336,757,910	1,336,757,910	1,336,757,910

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	10,000,000	0	0	0
Total amount of preference shares (in rupees)	100,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
20% Cumulative convertible participating preference				
Number of preference shares	10,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	100,000,000	0	0	0

(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	14,721,946	113,987,072	128709018	1,287,090,1	1,287,090,	
Increase during the year	0	4,966,773	4966773	49,670,730	49,670,730	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	4,966,773	4966773	49,667,730	49,667,730	
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 Dematerialisation				3,000	3,000	
Decrease during the year	0	0	0	3,000	3,000	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 Dematerialisation				3,000	3,000	
At the end of the year	14,721,946	118,953,845	133675791	1,336,757,9	1,336,757,9	
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

INE07EV01012

(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

29/09/2022

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

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) *Debtentures (Outstanding as at the end of financial year)

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

Details of debtentures

Class of debtentures	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 debtentures	0	0	0	0
Partly convertible debtentures	0	0	0	0
Fully convertible debtentures	0	0	0	0

(v) Securities (other than shares and debtentures)

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**

2,997,200,000

(ii) Net worth of the Company

2,948,040,000

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	110,760,566	82.86	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	110,760,566	82.86	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	20,703,627	15.49	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)	2,211,598	1.65	0	
10.	Others	0	0	0	
	Total	22,915,225	17.14	0	0

Total number of shareholders (other than promoters)

64

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

68

**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)	66	64
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	82.86	0
B. Non-Promoter	0	4	0	4	0	4.26
(i) Non-Independent	0	2	0	2	0	4.09
(ii) Independent	0	2	0	2	0	0.17
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	4	4	4	82.86	4.26

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

(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 KADAKKI	01209235	Managing Director	39,900,566	
ANITHA ALEXANDER	01204532	Whole-time director	28,150,000	
ANJU MIRIAM ALEX	01204568	Whole-time director	22,420,000	
VINEETH ABRAHAM	01968561	Whole-time director	20,300,000	
GEORGE KADAKKETH	00966044	Director	110,000	
ANUSH KALLUVILA TH	01254212	Director	120,797	
JACOB KALLUVILA BA	01254213	Director	3,988,090	
GEORGE JACOB	01599799	Director	1,485,000	
AMBICA PRAVEESH	02602317	Director	8,192,579	
ROSHIN	AZTPR5251Q	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 2

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)
NITTIN MUTHIRAKALA	BOKPV5229P	Company Secretary	31/01/2023	Cessation
MOHANAN ATHAKASS	ACYPA1082G	CFO	30/11/2022	Cessation

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

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	29/09/2022	68	8	92.15
Extra Ordinary General Mee	06/02/2023	68	8	92.15
Extra Ordinary General Mee	30/03/2023	68	8	92.15

B. BOARD MEETINGS

*Number of meetings held

18

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	07/04/2022	8	8	100
2	14/04/2022	8	4	50
3	18/04/2022	9	5	55.56
4	17/05/2022	9	4	44.44
5	16/06/2022	9	4	44.44
6	26/09/2022	9	4	44.44
7	15/11/2022	9	4	44.44
8	23/12/2022	9	4	44.44
9	12/01/2023	9	4	44.44
10	31/01/2023	9	4	44.44
11	02/02/2023	9	4	44.44
12	06/02/2023	9	4	44.44

C. COMMITTEE MEETINGS

Number of meetings held

11

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 Committee	14/04/2022	3	3	100
2	Audit Committee	16/06/2022	3	3	100
3	Audit Committee	26/09/2022	3	3	100
4	Audit Committee	15/11/2022	3	3	100
5	Nomination and Remuneration Committee	14/04/2022	3	3	100
6	Nomination and Remuneration Committee	16/06/2022	3	3	100
7	Nomination and Remuneration Committee	15/11/2022	3	3	100
8	Nomination and Remuneration Committee	12/01/2023	3	3	100
9	Nomination and Remuneration Committee	31/01/2023	3	3	100
10	Nomination and Remuneration Committee	06/03/2023	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	29/09/2023
								(Y/N/NA)
1	ALEXANDER	18	18	100	11	11	100	Yes
2	ANITHA ALEX	18	18	100	0	0	0	Yes
3	ANJU MIRIAM	18	18	100	0	0	0	Yes
4	VINEETH ABF	18	18	100	0	0	0	Yes
5	GEORGE KAL	18	1	5.56	11	11	100	Yes
6	ANUSH KALL	18	1	5.56	11	11	100	Yes
7	JACOB KALLU	18	1	5.56	0	0	0	Yes
8	GEORGE JAC	18	1	5.56	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 KADAM	Managing Director	18,000,000	0	0	1,983,000	19,983,000
2	ANITHA ALEXANDER	Wholetime Director	7,200,000	0	0	0	7,200,000
3	ANJU MIRIAM ALEXANDER	Wholetime Director	8,400,000	0	0	2,400,000	10,800,000
4	VINEETH ABRAHAM	Wholetime Director	8,400,000	0	0	3,000,000	11,400,000
	Total		42,000,000	0	0	7,383,000	49,383,000

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

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MOHANAN ATHAK	CFO	2,130,000	0	0	0	2,130,000
2	NITTIN MUTHIRAK	COMPANY SECRETARY	663,000	0	0	0	663,000
3	SANTOSH KUMAR	CFO	1,357,000	0	0	0	1,357,000
4	ROSHIN	COMPANY SECRETARY	163,000	0	0	0	163,000
	Total		4,313,000	0	0	0	4,313,000

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. ...

03

dated

02/09/2023

(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 complied 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: 2023.11.27
11:01:15 +0530'

DIN of the director

01968561

To be digitally signed by

Kaipurath
Pongott
Satheesan
Digitally signed by
KAIPURATH
PONGOTT
SATHEESAN
Date: 2023.11.27
11:04:02 +0530'

- ☐ Company Secretary
- ☒ Company secretary in practice

Membership number 4173

Certificate of practice number 2665

Attachments

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

Attach

Attach

Attach

Attach

List of attachments

Share Holding 31-03-2023.pdf

Meeting Dates_Attendance of Directors an

MGT 8.pdf

Secretarial Audit Report.pdf

Letter to ROC.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