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NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH (COURT- V)

C.A.(CAA)-58/230-232/ND/2024

An Application under section 230 read with section 232 of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and other applicable provisions of law.

IN THE MATTER OF THE SCHEME OF AMALGAMATION:

BETWEEN

1. MEDANTA HOLDINGS PRIVATE LIMITED

Through its Authorized
Representative: Ms. Richa Gupta
Registered Office: E-18, Defence Colony,
Delhi-110024.
CIN: U74140DL2013PTC250579
PAN: AAICM9846K

... Transferor Company/Applicant Company 1

AND

2. GLOBAL HEALTH LIMITED

Through its Authorized
Representative: Mr. Rahul Ranjan
Registered Office: Medanta-Mediclinic,
E-18, Defence Colony, New Delhi-110024
CIN: L85110DL2004PLC128319
PAN: AACCG2681C

... Transferee Company/Applicant Company 2

Richa A
13.6.24

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Order Pronounced On: 12.06.2024





Order Pronounced on: 12.06.2024

CORAM:

SHRI MAHENDRA KHANDELWAL, HON'BLE MEMBER (JUDICIAL)

DR. SANJEEV RANJAN, HON'BLE MEMBER (TECHNICAL)

PRESENT

For the Applicant : Mr. Lokesh Dhyani, Ns. Ashima Jain,
Mr. Yash, Advs.

ORDER

PER: MAHENDRA KHANDELWAL, MEMBER (JUDICIAL)

1. This is a joint application filed by the applicant companies herein, Medanta Holdings Private Limited (Transferor Company/Applicant Company 1), and Global Health Limited (Transferee Company/Applicant Company 2) (hereinafter jointly referred to as the "Applicant Companies") under Section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
2. The Learned Counsel for the Applicant Companies submits that the present Scheme is a Scheme of Arrangement for Amalgamation between "Medanta Holdings Private Limited" and "Global Health Limited" (For brevity 'Scheme') under the provisions of Sections 230 to 232 of the Companies Act, 2013.
3. Medanta Holdings Private Limited (Transferor Company/Applicant Company-1) is a private company limited by shares, having CIN U74140DL2013PTC250579. incorporated on 10.04.2012 under the provision of Companies Act 1956, and has its registered office situated at E-18, Defence Colony, Delhi-110024 and the main object of the Applicant Company 1 as

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specified in its Memorandum of Association are " To carry on consulting, establishing, owning and management of healthcare ventures etc". As on 31.12.2023, the Authorized Share Capital of the Applicant Company 1 is Rs. 8,50,00,000/- equity shares of Rs. 10/- each and Rs. 1,50,00,000 compulsorily convertible preference shares of Rs. 10/- each (total amount of Authorized Share Capital is Rs. 1,00,00,00,000). Further, the subscribed and paid-up share capital of the Applicant Company 1 as on 31.12.2023 is Rs. 7,42,15,270 equity shares of Rs. 10/- each . A copy of the Memorandum of Association and Articles of Association of Applicant Company are attached as annexure B1 (colly) with the present Application. Applicant submitted that the Applicant Company 1 is a wholly owned subsidiary of the Applicant Company 2 i.e Global Health Limited.

4. Global Health Limited/Applicant Company- 2 is a public limited listed company incorporated under the provisions of Companies Act, 1956, on August 13, 2004, bearing CIN: L85110DL2004PLC128319, having its registered office situated at Medanta-Mediclinic E-18, Defence Colony, New Delhi-110024 and the main object of the Applicant Company 2 as specified in its Memorandum of Association are " to establish medicity, to design, build and construct, promote, establish, setup, develop, takeover, assist, run, manage and operate establishments, companies, organizations and institutions, and carrying out all medical and healthcare activities and services etc. As on 31.12.2023, the Authorized Share Capital of the Applicant Company 2 is Rs. 1,33,52,49,984/-divided into Rs. 66,76,24,992 Equity Shares of Rs.2/- each and the subscribed and paid-up share capital of the Applicant Company 2 as on 31.12.2023 is Rs. 53,68,54,764/- divided into 26,84,27,382 Equity Shares of Rs. 2/- each. A copy of the Memorandum of Association and Articles of Association of Applicant Company 2 are attached as annexure C1 (Colly) with the present Application.





5. The Applicant Company- 1 as well as the Applicant Company 2 have filed their respective Memorandum and Articles of Association inter alia delineating their object clauses, and the Applicant Company 1 and Applicant Company-2 have filed their latest Audited Financial Statements for the Financial Year "FY" 01.04.2023 to 31.12.2023.
6. The Applicant companies, vide their meeting of the Board of Directors held on 21.03.2024 have unanimously approved the proposed Scheme of Amalgamation as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record.
7. Applicant Companies submitted that the Scheme is not prejudicial to the interests of the shareholders and creditors of the Applicant Companies. It is further submitted that the proposed Scheme is beneficial to the Applicant Companies and their respective Shareholders and Creditors.
8. The Applicant Companies submitted that Applicant Company-1 has 2 equity shareholders and 2 secured creditors. All such equity shareholders and secured creditors of Applicant Company-1 have given their consent to the Scheme. The list of equity shareholders and secured creditors of Applicant Company-1, along with consent affidavits, is attached to the Application. It is further submitted that Applicant Company-1 has 424 unsecured creditors, and about 90.50% of them have given their consent to the Scheme by way of affidavits. The list of unsecured creditors of Applicant Company 1, along with their consent affidavits, annexed with the present petition, therefore, the necessity of convening/holding a meeting does not arise.
9. Applicant Companies submitted that the Applicant Company -2 has 1,24,775 equity shareholders. None of them have given their consent to the Scheme therefore, the Applicant Company-2 hereby prayed to convene their meeting. It was further represented that the Applicant Company -2 has 3 Secured Creditors and all such secured creditors have provided their consent to the





Scheme. The list of secured creditors of the Applicant Company-2, along with their consent affidavits annexed with the Application and prayed to dispense the requirement of convening the meeting of the secured creditors of the Applicant Company 2. Further the Applicant Companies submitted that the Applicant Company 2 has 2,346 unsecured creditors and none of them have given their consent to the Scheme therefore, the Applicant Company-2 prayed to convene the meeting of unsecured creditors of Applicant Company-2.

10. The appointed date as specified in the Scheme is 01.04.2024 subject to the directions of this Tribunal.
11. The Applicant Companies confirmed that the provisions relating to the accounting treatment for the proposed amalgamation, as contained in the Scheme, were in conformity with the applicable provisions of the Companies Act, 2013, Certificates from respective Statutory Auditors of the Companies on the accounting treatment, as proposed in the Scheme, were annexed to the application and it is clearly stated that the accounting treatment is in conformity with the applicable prescribed under Section 133 of Companies Act, 2013
12. The Applicant Companies have stated that no proceedings for inspection, inquiry or investigation were pending against any of the Applicant Companies.
13. Taking into consideration the submissions and the documents filed therewith, the following directions are issued with respect to convening/holding or dispensing with the meetings of the Shareholders, Secured and Unsecured Creditors as well as issue of notices including by way of paper publication as follows:

I. In relation to the Applicant Company-1:

- a) **With respect to Equity shareholders:** In view of consent affidavits from 02 equity shareholders, having 100% voting





share, been filed, convening the meeting of shareholders/members is dispensed with.

- b) **With respect to Secured Creditors:** In view of consent affidavits from 02 secured creditor, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.
- c) **With respect to Unsecured Creditors:** In view of consent affidavits from 424 unsecured creditor, comprising 90.50% of the total amount of debt, convening the meeting of shareholders/members is dispensed with

II. In relation to the Applicant Company -2:

- a) **With respect to Equity shareholders:** The Applicant Company-2 seeks for holding the meeting of Equity shareholders. The meeting of the Equity shareholders of the Applicant Company-2 is directed to be held at the venue, date, time and mode as decided by the Chairperson in consultation with the counsel for Applicant Companies. The quorum for the meeting will be 62,389 in number.
- b) **With respect to Secured Creditors:** In view of consent affidavits from 03 secured creditors, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.
- c) **With respect to Unsecured Creditors:** The Applicant Company-2 seeks for holding the meeting of Unsecured Creditors. The meeting of the Unsecured Creditors of the Applicant Company-2 is directed to be held at the venue, date, time and mode as decided by the Chairperson in consultation with the counsel for





Applicant Companies. The quorum for the meeting will be 1,174 in number.

14. Dr. Binod Kumar Sinha, IRS (Retd.), Mobile: 9868367189, Email id- bscita32@gmail.com appointed as the Chairperson, and Shri. R.K. Srivastava, ILS (Retd.), Mobile: 9818212654, Email Id- r.k.srivastava4762@gmail.com is appointed as the Alternate Chairperson and Shri. Vijendra Singh, Mobile 9810773154, Email Id- advocate.vijendra@gmail.com is appointed as Scrutinizer for the meeting of the Equity Shareholders and Unsecured Creditors of the Applicant Companies in terms of the direction issued.
15. In case the quorum as noted above for the aforesaid meetings are not present at the meeting, then the meeting shall be adjourned by half an hour. Thereafter, the persons present and voting shall be deemed to constitute the quorum. The Chairperson appointed herein along with the Scrutinizer shall ensure that the proxy Registers are properly maintained.
16. The Fees of the Chairperson for the aforesaid meetings shall be Rs.1,50,000. The Fees of the Alternate Chairperson Shall be Rs. 1,25,000 and the fees of the Scrutinizer shall be Rs. 1,00,000 in addition to meeting their incidental expenses. The Chairperson will file his report within a week from the date of holding of the aforesaid meeting. The fees of Chairperson, Alternate Chairperson and Scrutinizer along with the travelling expenses and other out of pocket expenses shall be borne by the Applicant Companies. A copy of this order shall be supplied to the learned counsels for the Applicant Companies who in turn shall supply a copy of the same to the Chairperson, Alternate Chairperson and the Scrutinizer.
17. Individual Notices shall be sent to the Equity Shareholders and Unsecured Creditors as above by the Applicant Company-2 through email or through registered post or speed post, 30 days in advance before the scheduled date of meeting, indicating the day, date, the place fixed for and time of meeting as aforesaid, together with a copy of the Scheme and copy of explanatory statement as required under the Companies Act, 2013 and the Rules, along





with the proxy/forms and any other documents as may be prescribed under the Act. These will be provided free of cost. A compliance affidavit of service will be filed with this Tribunal.

18. The Applicant Companies shall publish a notice of meeting at least 30 clear days before the aforesaid meetings, indicating the day, date and the place fixed and time of meetings as aforesaid, which will be published in "Business Standard" (English, Delhi Edition) and in "Business Standard" (Hindi, Delhi Edition). The Applicant Companies shall also publish the notice on their websites, if any, and file a compliance affidavit of service with this Tribunal.
19. The Chairperson shall be responsible to report the results of the meetings to the Tribunal in Form No. CAA 4, as per Rule 14 of the Rules within 7 (seven) days of the conclusion of the meetings. The Authorized Representative/ Company Secretary of the Applicant Companies and the Scrutinizer, will assist the Chairperson and Alternate Chairperson in preparing and finalising the reports.
20. Voting shall be allowed on the proposed Scheme by voting in person, by proxy, through postal ballot or through electronic means as may be decided by the Chairperson in consultation with the counsel of the Applicant Companies in terms of the provisions of the Companies Act, 2013 and Rules framed there under.
21. Notice of this application shall also be served on the following:
 - a) Regional Director, Ministry of Corporate Affairs, B-2 Wing, 2 Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003;
 - b) Registrar of Companies at 4th floor, IFCI Tower, 61, Nehru Place, NewDelhi-110019;
 - c) Official liquidator, Lok Nayak Bhavan, 8th Floor, Khan Market, New Delhi-110001;



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d) Income Tax Department, Income Tax Office, Additional Commissioner of Income Tax, Special Range 4, Central Revenue Building, IP Estate, New Delhi-110002. The notices to Income Tax Authorities shall disclose sufficient details like PAN, ward numbers and assessing officers so that timely and proper reply may be filed.

e) Any other sectoral regulators required to be served.

22. The present application stands allowed on the aforesaid terms and hence, disposed of.

Sd/-

(DR. SANJEEV RANJAN)
MEMBER (TECHNICAL)

Sd/-

(MAHENDRA KHADLWAL)
MEMBER (JUDICIAL)



Rohant
Kumar
13-3-2024

Deputy Registrar
National Company Law Tribunal
CGO Complex, New Delhi-110003

13.6.24