

NOTICE

**HON'BLE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF
THE SUNDRY CREDITORS**

OF

ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED

(CIN: U99999TG1994PTC018352)

REGD OFF: 6-3-661, SOMAJIGUDA, HYDERABAD, TELANGANA- 500082 INDIA

EMAIL: RAMMOHAN66@GMAIL.COM, WEBSITE:WWW.AIGINDIA.NET

DAY THURSDAY

DATE 13TH DAY OF JULY, 2017

TIME 11:00 AM

**VENUE Registered Office of the Company Situated at 6-3-661, Somajiguda,
Hyderabad, Telangana- 500082, India**

ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED

(CIN: U99999TG1994PTC018352)

REGD OFF: 6-3-661, SOMAJIGUDA, HYDERABAD, TELANGANA- 500082, INDIA

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**NOTICE OF THE NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF
THE SUNDRY CREDITORS OF THE COMPANY**

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BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT HYDERABAD
C.A. (CAA) NO.40/230/HDB/2017
IN THE MATTER OF COMPANIES ACT, 2013 (18 of 2013)
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013,
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
AND
IN THE MATTER OF ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED
(TRANSFEREE COMPANY)
AND
SARVEJANA INSTITUTE OF TRAUMA AND ORTHOPEDICS PRIVATE LIMITED
(FIRST TRANSFEROR COMPANY)
AND
MAXIVISION HEALTH CARE PRIVATE LIMITED
(SECOND TRANSFEROR COMPANY)
AND
RAINBOW INSTITUTE OF HEALTH SCIENCES PRIVATE LIMITED
(THIRD TRANSFEROR COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

M/s. Asian Institute of Gastroenterology Private Limited

M/s. Sarvejana Institute of Trauma and Orthopedics Private Limited

M/s. Maxivision Health Care Private Limited

M/s. Rainbow Institute of Health Sciences Private Limited

...Applicant Companies

**NOTICE OF THE TRIBUNAL CONVENED MEETING OF THE SUNDRY CREDITORS OF
ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED / APPLICANT /
TRANSFEREE COMPANY AS PER THE DIRECTIONS OF THE HON'BLE NATIONAL
COMPANY LAW TRIBUNAL**

To
The Sundry Creditors of
Asian Institute of Gastroenterology Private Limited
("The Company" or "Applicant Company / Transferee Company")

Notice is hereby given that by an order dated the 19th day of May, 2017, the Hyderabad Bench of the Hon'ble National Company Law Tribunal, has directed a meeting to be held of Sundry Creditors of Asian Institute of Gastroenterology Private Limited for the purpose of considering, and if thought fit, approving with or without modification, the Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors, by passing the following Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications, amendments, re-enactments thereof for the time being in force, relevant rules of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and the provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, sanctions, consents, observations, no objections, confirmations, permissions from the Hon'ble National Company Law Tribunal (NCLT) Bench, Hyderabad or such other competent authority as may be applicable, and the confirmation, permission, sanction and approval of the other statutory/regulatory authorities, if any, in this regard and subject to such other conditions or guidelines, if any, as may be prescribed or stipulated by any such authorities, from time to time, while granting such approvals, sanctions, consents, observations, no objections, confirmations, permissions and which may be agreed by the Board of Directors of the Company, the draft “Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors” (“Scheme”), providing for amalgamation of Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) with the Company on a going concern basis with effect from 01.04.2016 (First Day of April, Two Thousand and Sixteen) being the appointed date, as placed before the meeting and initialed by the chairman for the purpose of identification, be and is hereby approved.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to aforesaid resolution and to effectively implement the arrangements embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal, Bench at Hyderabad, while sanctioning the amalgamation and arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as may be deemed fit and proper”.

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of Sundry Creditors of Asian Institute of Gastroenterology Private Limited will be held on 13th day of July, 2017, at 11:00 A.M. at the Registered Office of the Company situated at 6-3-661, Somajiguda, Hyderabad, Telangana- 500082, India, at which time and place the Sundry Creditors of the Company are requested to attend and vote.

Sundry Creditors entitled to attend and vote at the meeting may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting.

A copy of the Scheme of Amalgamation, Explanatory Statement under Section 102 read with Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and details & information as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, a Report adopted by the Board of Directors of the Company, explaining the effect of Scheme on key managerial personnel, promoters and non-promoter Shareholders of the Company, Supplementary Unaudited Accounting Statements of the Transferee Company, First Transferor Company, the Second Transferor Company and Third Transferor Company for the period ended on 28th day of February, 2017, a form of Proxy and attendance slip are forming part of this notice.

Forms of proxy will also be made available at the registered office of the Company.

The Hon'ble National Company Law Tribunal, bench at Hyderabad has appointed Mr. G. Bhupesh, Advocate, as the Chairman and Ms. G. Anuhya, as the Scrutinizer, for convening the said meeting.

The above mentioned Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors, if approved by the meeting, will be subject to the subsequent approval of the National Company Law Tribunal, bench at Hyderabad.

Sd/-
G. Bhupesh,
Chairperson-Tribunal Convened
Meeting of Sundry Creditors of
Asian Institute of Gastroenterology Private Limited

Dated this the 08th day of June, 2017
Hyderabad

Notes:

1. **ASUNDRY CREDITORENTITLED TOATTENDAND VOTEAT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A SUNDRY CREDITOROF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANYAT ITS REGISTERED OFFICE NOT LESSTHAN48HOURSPRIORTOTHECOMMENCEMENTOF THE MEETING.**
2. No person shall be appointed as a proxy who is a minor.
3. Sundry Creditors,who are all the Sundry Creditorsof the Applicant Company as on 28th day of February, 2017,may attend and vote at the meeting. The Authorised Representative of a body corporate which is a Sundry Creditors of the Applicant Company may attend and vote at the meeting provided a certified true copy of the resolution of the Board of Directors under Section 113 of the Companies Act, 2013 or other governing body of such body corporate authorizing such representative to attend and vote at the meeting is deposited at the Registered Office of the Applicant Company not later than 48 hours before the meeting.
4. The proxy of a Sundry Creditor blind or incapable of writing may be accepted if such Sundry Creditor has attached his signature or mark thereto in the presence of a witness who shall add to his signature his description and address. Provided that all insertions in the proxy are in the hand writing of the witness and such witness shall have certified at the foot of the proxy that all such insertions have been made by him at the request and in the presence of the Sundry Creditor before he attached his signature or mark.
5. The proxy of a Sundry Creditor who does not know English may be accepted if it is executed in the manner prescribed at point no. 4 above and the witness certifies that it was explained to the Sundry Creditor in the language known to him, and gives the Sundry Creditor'sname in English below the signature.
6. A Sundry Creditor or his/her Proxy is requested to bring the copy of the notice to the meeting and produce the attendance slip, duly completed and signed, at the entrance of the meeting venue.
7. The notice is being sent to all Sundry Creditors, whose names appeared in the books of account of the Applicant Company as on 28th day of February, 2017. This notice of the Tribunal Convened Meeting of Sundry Creditorsof the Applicant Company is also displayed / posted on the website of the Company i.e. at www.aigindia.net.
8. Sundry Creditorsdesirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting, so that the information required by them may be made

9. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the registered office of the Company on all working days (except on Saturdays, Sundays and Public holidays) between 2:00 P.M. to 5.00 P.M. up to 10th day of July, 2017.
10. All the Sundry Creditors, whose name appeared in the books of account of the Applicant Company as on 28th day of February, 2017, may cast their vote (for or against) through Poll at the Tribunal Convened Meeting on 13th day of July, 2017, at 11:00 A.M.
11. The voting rights of the Sundry Creditors shall be in proportion to the outstanding amount due by the Company as on 28th day of February, 2017.
12. The resolution provided in this notice seeks your approval to the said Scheme. The Scheme of Amalgamation, Explanatory Statement under section 102 read with sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and details & information as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, a Report adopted by the Board of Directors of the Company, explaining the effect of Scheme on key managerial personnel, promoters and non-promoter Shareholders of the Company, Supplementary Accounting Statements of the Transferee Company, First Transferor Company, the Second Transferor Company and the Third Transferor Company for the period ended on 28th day of July, 2017, a form of Proxy and attendance slip are forming part of this notice.

Sd/-
G. Bhupesh,
Chairperson - Tribunal Convened
Meeting of Sundry Creditors of
Asian Institute of Gastroenterology Private Limited

Dated this the 08th day of June, 2017
Hyderabad

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT HYDERABAD
C.A. (CAA) NO.40/230/HDB/2017
IN THE MATTER OF COMPANIES ACT, 2013 (18 of 2013)
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013,
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
AND
IN THE MATTER OF ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED
(TRANSFEREE COMPANY)
AND
SARVEJANA INSTITUTE OF TRAUMA AND ORTHOPEDICS PRIVATE LIMITED
(FIRST TRANSFEROR COMPANY)
AND
MAXIVISION HEALTH CARE PRIVATE LIMITED
(SECOND TRANSFEROR COMPANY)
AND
RAINBOW INSTITUTE OF HEALTH SCIENCES PRIVATE LIMITED
(THIRD TRANSFEROR COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

EXPLANATORY STATEMENT UNDER SECTION 102 READ WITH SECTIONS 230 TO 232 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND DETAILS & INFORMATION AS REQUIRED UNDER RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. A Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors (“Scheme”), was proposed by the Board of Directors of the Transferee Company and the Board of Directors of the Transferor Companies for the purpose of amalgamation of Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) with Asian Institute of Gastroenterology Private Limited (Transferee Company) on a going concern basis with effect from 01.04.2016 (First Day of April, Two Thousand and Sixteen) being the appointed date.
2. The said Scheme of Amalgamation was approved by the Board of Directors of the Company and the Board of Directors of the Transferor Companies at their respective meetings held on **30th day of March, 2017 (Thirtieth day of March Two Thousand and Seventeen) under the provisions of Sections 230 to 232 of the Companies Act, 2013**, by passing respective Board Resolutions. The Board of Directors of the Company approved the Scheme after taking into consideration the rationale of the Scheme and the certificate issued by the statutory auditor of the Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

3. The Board of Directors of the Applicant Companies at its meeting held on 30th day of March, 2017, authorized, empowered and directed Dr. D. Nageshwar Reddy (DIN:00324725) and Mr. PVS Raju, (DIN:00028230), Directors of the respective Company severally to file the Scheme along with necessary documents by making application, petition etc., with the NCLT and with such other authorities as may be required for taking their approval to the Scheme and further authorized, empowered and directed them to take all such necessary steps and actions to give effect to the provisions of the Scheme.
4. Accordingly, a Joint Application vide **C.A.(CAA) NO.40/230/HDB/2017** was made to the Hon'ble National Company Law Tribunal, Bench at Hyderabad, by the Applicant Companies for obtaining the sanction of the Tribunal to the **Scheme of Amalgamation** under sections of section 230 to 232 of the Companies Act, 2013, on 08th day of May, 2017.
5. The **C.A.(CAA) NO.40/230/HDB/2017**, was allowed by the Hon'ble National Company Law Tribunal, Bench at Hyderabad on the 19th day of May, 2017 and pursuant to the Order dated 19th day of May, 2017, passed by the Hon'ble Tribunal, in the **C.A.(CAA) NO.40/230/HDB/2017**, filed by the Company, a meeting of the Sundry Creditors of the **Asian Institute of Gastroenterology Private Limited (Transferee Company)** is being convened by the Transferee Company on Thursday, the 13th day of July, 2017, at 11:00 AM, at the registered office of the Company situated at 6-3-661, Somajiguda, Hyderabad, Telangana- 500082, India, for the purpose of considering, and, if thought fit, approving with or without modification(s), the Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors.

6. DESCRIPTION, INFORMATION AND OTHER DETAILS PERTAINING TO THE APPLICANT COMPANIES

- 6.1 **Asian Institute of Gastroenterology Private Limited (Transferee Company)** is a Private Limited Company incorporated in the erstwhile state of Andhra Pradesh (presently the state of Telangana) on 20.09.1994 (Twentieth day of September, One Thousand Nine Hundred and Ninety Four) under the provisions of Companies Act, 1956, vide Certificate of Incorporation Number 01-18352 of 1994-95, issued by the Registrar of Companies, Andhra Pradesh. **The present Corporate Identity Number (CIN)** of the Company is U99999TG1994PTC018352. The PAN of the Company is AABCA7322F.
- 6.2 The Registered Office of the Transferee Company is situated at 6-3-661, Somajiguda, Hyderabad, Telangana- 500082, India.
- 6.3 The present main objects of the **Transferee Company** are as follows:
 - a) To run, own, manage, administer diagnostic cum therapeutic unit for treating patients with gastroenterology diseases mainly through endoscopic Techniques.

- b) To run, own, manage, administer diagnostic centers, scan centers, nursing homes, hospitals, clinics, dispensaries, maternity homes, child welfare and family planning centers clinical pathological testing laboratories, X-ray and ECG clinics in India and abroad.
- c) To act as consultants and advisers providing technical know-how technical services and allied services for the establishment, operation and improvement of nursing homes, hospitals, clinics, medical institutions, medical centers, diagnostic centers and laboratories in India and abroad.
- d) To found, establish or take-over, and/or otherwise conduct research institutions in all discipline of medical and surgical knowledge.
- e) To provide research facilities for carrying on research, basic and applied in all systems and discipline of medical and surgical knowledge, keeping in view the socio-medical and socio-economic needs of the afflicted community.

6.4 The authorized, issued, subscribed and paid-up share capital of Transferee Company as on 31st March, 2016, is as follows:

Share Capital	Amount in Rs.
Authorised Capital	
2,28,55,000 Equity Shares of Rs. 10 /- each	22,85,50,000
1,45,000 Preference Shares of Rs.10/-each	14,50,000
Total	23,00,00,000
Issued, Subscribed and Paid-up Capital	
1,25,77,000 Equity Shares of Rs. 10 /- each	12,57,70,000
Total	12,57,70,000

Subsequent to 31.03.2016, in the month of April, 2016, the Transferee Company issued and allotted 10,00,000 equity shares of face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 990/- (Rupees Nine Hundred and Ninety only) each aggregating Rs. 10,00,00,000/- (Rupees Ten Crore only) and consequent upon such issue and allotment of shares, the issued, subscribed and paid-up share capital of the Transferee Company increased to Rs. 13,57,70,000 (Rupees Thirteen Crore Fifty Seven Lakh and Seventy Thousand only) divided into 1,35,77,000 (One Crore Thirty Five Lakh Seventy Seven Thousand) equity shares of Rs. 10/- (Rupees Ten only) each.

Subsequent to the aforesaid issue and allotment of shares by the Transferee Company and till the date of resolution approving the Scheme of Amalgamation by the Board of Directors of the Transferee Company, there has been no change in the capital structure of the Transferee Company.

6.5 The following is the extract of the Reister of Members of the Transferee Company showing the latest list of the Shareholders of the Transferee Company:

Sl. No.	Name of the Shareholder	No. of Shares held	Face Value	Total Capital Holding	% of
1.	Dr. D. Nageshwar Reddy	63,12,450	10	6,31,24,500	46.49
2.	Nile Investments Holdings Pte Ltd.	25,00,000	10	2,50,00,000	18.41
3.	Ileum Investments Ltd.	18,50,000	10	1,85,00,000	13.63
4.	Dr. G V Rao	7,50,000	10	75,00,000	5.52
5.	Mr. P V S Raju	11,87,870	10	1,18,78,700	8.75
6.	Ms. Sanjana Reddy	2,58,160	10	25,81,600	1.90
7.	Mr. AniruddhMundra	1,46,390	10	14,63,900	1.08
8.	Dr. Carol Ann Reddy	1,40,000	10	14,00,000	1.03
9.	Mr. VivekMundra (HUF)	1,10,000	10	11,00,000	0.81
10.	Mr. VivekMundra	10,000	10	1,00,000	0.07
11.	P Rajyalakshmi	3,12,130	10	31,21,300	2.30
	Total	1,35,77,000	10	13,57,70,000	100.00

6.6 Details of Promoters of Transferee Company:

Sl. No.	Full Name	Present Residential Address
1.	Dr. D.Nageswara Reddy	A-27, Journalists Colony, Jubilee Hills, Hyderabad 500033
2.	Dr. D. Carol Ann Reddy	A-27, Journalists Colony, Jubilee Hills, Hyderabad 500033

6.7 Details of Directors of Transferee Company:

Full Name	DIN	Present Residential Address	Designation	Date of Appointment
Penmetsa Venkata Subba Raju	00028230	Plot No.372, Road No. 22, Jubilee Hills, Hyderabad 500033	Director	18/08/2003
Dr. D Nageswara Reddy	00324725	A-27, Journalists Colony, Jubilee Hills, Hyderabad-500033	Managing Director	20/09/1994
Dr. D. Carol Ann Reddy	00331363	A-27, Journalists Colony, Jubilee Hills, Hyderabad-500033	Director	20/09/1994
Guduru Venkat Rao	00516005	Flat No . F -3, Hidden Treasure Apartments, 5th Floor, 6 -3-1102, Raj Bhavan Road, Somajiguda, Hyd-82	Whole time Director	01/04/2015
Mohana Ramakrishna Velagapudi	01263282	6 Hickory Court Moline, Illinois 61201US	Director	18/08/2003
Sumeet Narang	01874599	51-B, Jolly Maker 1, Cuff Parade Opp : World Trade Centre, Mumbai 400005	Director	09/01/2014
Amit Varma	02241746	49/B Aradhna Enclave Sector -13, R K Puram New Delhi 110065	Nominee Director	18/11/2015

6.8 Name of the Directors of **Asian Institute of Gastroenterology Private Limited (Transferee Company)** who voted in favor of the resolution approving the Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors at the meeting of Board of Directors the Company held on 30th day of March, 2017:

Sl. No.	Name of Directors
1.	Dr. D. Nageswara Reddy
2.	Penmetsa Venkata Subba Raju
3.	Dr. Guduru Venkat Rao
4.	Dr. Amit Varma

6.9 None of the Directors voted against the resolution. However Dr. D. Carol Ann Reddy, Mohana Ramakrishna Velagapudi and Sumeet Narang, directors of the Company did not attend the meeting.

- 6.10 The Transferee Company does not have any Secured or Unsecured Creditors as on 28th February, 2017, except outstanding in the nature of Sundry Creditors. The number of Sundry Creditors and the amount due to them as on 28.02.2017, is 386 (Three Hundred and Eighty Six) and Rs.14,16,10,717/- (Rupees Fourteen Crore Sixteen Lakh Ten Thousand Seven Hundred and Seventeen only) respectively.
- 6.11 Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company)** is a Private Limited Company incorporated in the erstwhile state of Andhra Pradesh (presently the state of Telangana) on 15.04.2009 (Fifteenth day of April, Two Thousand and Nine) under the provisions of Companies Act, 1956, vide Corporate Identity Number U85100AP2009PTC063343 of 2009-10, issued by the Registrar of Companies, Andhra Pradesh. The Present Corporate Identity Number (CIN) of the Company is U85100TG2009PTC063343. The PAN of the Company isAANCS0029F.
- 6.12 The Registered Office of the First Transferor Company is situated at C4, Road No.12, Film Nagar Phase II, Jubilee Hills, Hyderabad - 500033, Telangana, India.
- 6.13 The present main objects of the First Transferor Company are as follows:
- a) To carry on business in India as a health service provider especially in Trauma and Orthopaedics and to promote excellence in care for the injured patient, through provision of scientific forums and support of musculoskeletal research and education of Orthopaedic Surgeons and the public.
 - b) 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.
 - c) 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.
 - d) 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.

6.14 The authorized, issued, subscribed and paid-up share capital of the first transferor company as on 31.03.2016 (Thirty First day of March, Two Thousand and Sixteen), is as follows:

Share Capital	Amount in Rs.
Authorised Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
69,90,000 Preference Shares of Rs.10/-each	6,99,00,000
Total	7,00,00,000
Issued, Subscribed and Paid-up Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
66,96,500 - 2% Optionally Convertible Cumulative Preference Shares of Rs.10/-each	6,69,65,000
Total	6,70,65,000

Subsequent to 31.03.2016 and till the date of resolution approving the Scheme of Amalgamation by the Board of Directors of the First Transferor Company, there has been no change in the capital structure of the First Transferor Company.

The Transferee Company is the Holding Company of the First Transferor Company holding 100% of the total paid up share capital of the First Transferor Company.

6.15 The following is the extract of the register of equity shareholders of the First Transferor Company showing the latest list of the equity shareholders of the First Transferor Company:

Sl. No.	Name of the equity shareholder	No. of equity shares	Face value	Total equity capital	% of Holding
1.	M/s. Asian Institute of Gastroenterology Private Limited	9,999	10	99,990	99.99
2.	Dr. D. Nageshwar Reddy (Nominee of M/s. Asian Institute of Gastroenterology Private Limited)	01	10	10	0.01
	Total	10,000	10	1,00,000	100.00

6.16 The following is the extract of the register of members showing the latest list of 2% Optionally Convertible Cumulative Preference Shareholder of the First Transferor Company:

Sl. No.	Name of the Shareholder	No. of 2% Optionally Convertible Cumulative Preference shares	Face Value	Total 2% Optionally Convertible Cumulative Preference shares	% of holding
1.	M/s. Asian Institute of Gastroenterology Private Limited	66,96,500	10	66,96,500	100.00
	Total	66,96,500	10	6,69,65,000	100.00

6.17 Details of Promoters of Transferee Company:

Sl. No.	Full Name	Present Address
1.	M/s. Asian Institute of Gastroenterology Private Limited	6-3-661, Somajiguda, Hyderabad, Telangana - 500082, India

6.18 Details of Directors of First Transferor Company:

Full Name	DIN	Present Address	Designation	Date of Appointment
Penmetsa Venkata Subba Raju	00028230	Plot No.372, Road No. 22, Jubilee Hills, Hyderabad 500033	Director	09/03/2015
Dr. D. Nageswara Reddy	00324725	A-27, Journalists Colony, Jubilee Hills, Hyderabad-500033	Director	09/03/2015
Dr Venkata Gurava Anna pareddy	00480134	Plot No 18 & 19, Green Walk Ways, Rajendra Nagar Hyderabad 500091	Director	15/04/2009

6.19 Name of the Directors of Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) who voted in favor of the resolution approving the Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors at the meeting of Board of Directors the Company held on 30th day of March, 2017:

Sl. No.	Name of the Directors
1.	Dr. D. Nageswara Reddy
2.	Penmetsa Venkata Subba Raju

- 6.20 None of the Directors voted against the resolution. However Dr Venkata Gurava Annapareddy did not attend the meeting.
- 6.21 The First Transferor Company does not have any Secured or Unsecured Creditors as on 28th February, 2017, except outstanding in the nature of Trade Creditors. The number of Trade Creditors and the amount due to them by the Company as on 28th February, 2017, is 3 (Three) and Rs.33,36,452/- (Rupees Thirty Three Lakh Thirty Six Thousand Four Hundred and Fifty Two only) respectively.
- 6.22 Maxivision Health Care Private Limited (Second Transferor Company)** is a Private Limited Company incorporated in the erstwhile state of Andhra Pradesh (Presently the state of Telangana) on 20.04.2009 (Twentieth day of April, Two Thousand and Nine) under the provisions of Companies Act, 1956, vide Corporate Identity Number U85100AP2009PTC063364 of 2009-10, issued by the Registrar of Companies, Andhra Pradesh. The Present Corporate Identity Number (CIN) is U85100TG2009PTC063364. The PAN of the Company is AAGCM0079A.
- 6.23 The Registered Office of the Second Transferor Company is currently situated at 1-11-252/1A to 1D, Alladin Street, Begumpet, Hyderabad, Telangana- 500016, India.
- 6.24 The present main objects of the Second Transferor Company are as follows:
- To acquire, establish and maintain hospitals for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of persons requiring medical attention, or rehabilitation and to own, operate, hire, lease, and rent various medical and laboratory establishments including hospitals, clinics and diagnostics centers.
 - To carry on the business of manufacturers, producers, refiners, processors, exporters, importers, distributors, traders, merchants, dealers, manufacturers, representatives, selling agents, buying agents, re packers, buyers, sellers, wholesalers, retailers, suppliers and stockists of all kinds and varieties of surgical and medical equipments, gadgets, disposables, instruments, furniture, medical equipments, diagnostic equipments and other related instruments.

c) To provide medical services for investigation of all diseases by all means including X-Rays, Ultra sound, Magnetic resonance or other such modalities as well as by bio-chemicals, clinical pathological micro biological bacteriological or electro physiological means.

6.25 The authorized, issued, subscribed and paid-up share capital of the Second Transferor Company as on 31st March, 2016, is as follows:

Share Capital	Amount in Rs.
Authorised Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
72,90,000 2% Optionally Convertible Cumulative Preference shares of Rs.10/- each.	72,90,000
Total	7,30,00,000
Issued, Subscribed and Paid-up Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
72,88,500 2% Optionally Convertible Cumulative Preference shares of Rs.10/- each.	7,28,85,000
Total	7,29,85,000

Subsequent to 31.03.2016 and till the date of resolution approving the Scheme of Amalgamation by the Board of Directors of the Second Transferor Company, there has been no change in the capital structure of the Second Transferor Company.

The Transferee Company is the Holding Company of the Second Transferor Company holding 100% of the total paid up share capital of the Second Transferor Company.

6.26 The following is the extract of the register of equity shareholders of the Second Transferor Company showing the latest list of the equity shareholders of the Second Transferor Company:

Sl. No.	Name of the equity shareholder	No. of equity shares	Face value	Total equity capital	% of Holding
	M/s. Asian Institute of Gastroenterology Private Limited	9,999	10	99,990	99.99
	Dr. D. Nageshwar Reddy (Nominee of M/s. Asian Institute of Gastroenterology Private Limited)	01	10	10	0.01
	Total	10,000	10	1,00,000	100.00

6.27 The following is the extract of the register of members showing the latest list of 2% Optionally Convertible Cumulative Preference shareholders of the Second Transferor Company:

Sl. No.	Name of the shareholder	No. of 2% Optionally Convertible Cumulative Preference shares	Face value	Total 2% Optionally Convertible Cumulative Preference Capital	% of Holding
1.	M/s. Asian Institute of Gastroenterology Private Limited	72,88,500	10	7,28,85,000	100.00

6.28 Details of Promoters of Second Transferor Company:

Sl. No.	Full Name	Present Address
1.	M/s. Asian Institute of Gastroenterology Private Limited	6-3-661, Somajiguda, Hyderabad, Telangana- 500082, India

6.29 Details of Directors of Second Transferor Company:

Full Name	DIN	Present Residential Address	Designation	Date of Appointment
Penmetsa Venkata Subba Raju	00028230	Plot No.372, Road No. 22, Jubilee Hills, Hyderabad 500033	Director	29/06/2013
Dr. D. Nageswara Reddy	00324725	A-27, Journalists Colony, Jubilee Hills, Hyderabad-500033	Director	29/06/2013
Prasad Reddy Kasu	00246457	Plot No. 14, Silent Lake Valley Society, Road No. 51, Jubilee Hills, Shaikpet Hyd 500033	Director	20/04/2009

6.30 Name of the Directors of Maxivision Health Care Private Limited (Second Transferor Company) who voted in favor of the resolution approving the Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors at the meeting of Board of Directors the Company held on 30th day of March, 2017:

Sl. No.	Name of Directors
1.	Dr. D. Nageswara Reddy
2.	Penmetsa Venkata Subba Raju

- 6.31 None of the Directors voted against the resolution. However Prasad Reddy Kasu, Director of the Company did not attend the meeting.
- 6.32 The Second Transferor Company does not have any Secured or Unsecured Creditors as on 28th February, 2017, except in the nature of Trade Payables. The number of Trade Creditors and the total amount due to them by the Company as on 28th day of February, 2017, is 4 (Four) and Rs.24,81,313/- (Rupees Twenty Four Lakh Eighty One Thousand Three Hundred and Thirteen only) respectively.
- 6.33 Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) is a Private Limited Company incorporated in the erstwhile state of Andhra Pradesh (Presently the state of Telangana) on 20.04.2009 (Twentieth day of April, Two Thousand and Nine) under the provisions of Companies Act, 1956, vide Corporate Identity Number U93000AP2009PTC063361 of 2009-10, issued by the Registrar of Companies, Andhra Pradesh. The Present Corporate Identity Number (CIN) of the Company is U93000TG2009PTC063361. The PAN of the Company is AAECR3317G.
- 6.34 The Registered Office of the Third Transferor Company is currently situated at 22, Road No. 10, Banjara Hills, Hyderabad, Telangana- 500034, India.
- 6.35 The present main objects of the Third Transferor Company are as follows:
- a) To carry and to own, establish, run, manage and maintain hospitals, research centers diagnostic centers, blood bank service 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 aids to medical personnel for research and development, to establish allied health training centers and to act and work as consultant in medical profession in India and abroad.
 - b) To carry on the business of manufacturing, selling, buying, importing and exporting, distributing, stocking or otherwise and to generally to deal in all kinds of drugs and medicines, sterilized equipments, consumables required for medicare and for hospitals and for the said purpose to enter into technical collaborations, royalty agreements actual users or concession agreements or any agreements with foreign and Indian parties.

6.36 The authorized, issued, subscribed and paid-up share capital of the Third Transferor Company as on 31st March, 2016, is as follows:

Share Capital	Amount in Rs.
Authorised Capital	
67,50,000 Equity Shares of Rs. 10/- each	6,75,00,000
Total	6,75,00,000
Issued, Subscribed and Paid-up Capital	
66,53,000 Equity Shares of Rs. 10/- each	6,65,30,000
Total	6,65,30,000

Subsequent to 31.03.2016 and till the date of resolution approving the Scheme of Amalgamation by the Board of Directors of the Third Transferor Company, there has been no change in the capital structure of the Third Transferor Company.

The Transferee Company is the Holding Company of the Third Transferor Company holding 100% of the total paid up share capital of the Third Transferor Company.

6.37 The following is the extract of the Register of Members of the Third Transferor Company showing the latest list of the Shareholders of the Company:

Sl. No.	Name of the shareholder	No. of Equity shares	Face value	Total capital	%
1.	M/s. Asian Institute of Gastroenterology Private Limited	66,52,900	10	6,65,29,000	99.99
2.	Dr. Nageshwar Reddy (Nominee of M/s. Asian Institute of Gastroenterology Private Limited)	100	10	1,000	0.01
	Total	66,53,000	10	6,65,30,000	100.00

6.38 Details of Promoters of Third Transferor Company:

Sl. No.	Full Name	Present Address
1.	M/s. Asian Institute of Gastroenterology Private Limited	6-3-661, Somajiguda, Hyderabad, Telangana- 500082, India

6.39 Details of Directors of Third Transferor Company:

Full Name	DIN	Present Residential	Designation	Date of
PenmetsaVenkata SubbaRaju	00028230	Plot No.372, Road No. 22, Jubilee Hills, Hyderabad 500033	Director	20/01/2016
Dr. D. Nageswara Reddy	00324725	A-27, Journalists Colony, Jubilee Hills, Hyderabad-500033	Director	20/01/2016
Ramesh Kancharla	00212270	Plot No.8-41, Road No.7, Site-11 Film Nagar, Hyderabad 500034	Director	20/04/2009

6.40 Name of the Directors of Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) who voted in favor of the resolution approving the Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors at the meeting of Board of Directors of the Company held on 30th day of March, 2017:

Sl. No.	Name of the Directors
1.	PenmetsaVenkataSubbaRaju
2.	Dr. D. Nageswara Reddy

6.41 None of the Directors voted against the resolution. However Dr. Ramesh Kancharla, Director of the Company did not attend the meeting.

6.42 The Third Transferor Company does not have any Secured or Unsecured Creditors as on 28th day of February, 2017, except in the nature of Trade Payables. The number of Trade Creditors and the total amount due to them by the Company as on 28th day of February, 2017, is 2 (Two) and Rs.16,06,191/- (Rupees Sixteen Lakh Six Thousand One Hundred and Ninety One only) respectively.

6.43 All the Transferor Companies i.e. Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company), Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) are the wholly owned subsidiaries of the Transferee Company. All the Companies involved in the Scheme are having common promoters and the management.

7. RATIONALE, OBJECTIVE, PURPOSE AND BENEFITS OF THE SCHEME TO THE COMPANY AND ITS STAKEHOLDERS

- a) The Scheme is presented under sections 230 to 232 of the Companies Act, 2013 and it provides for amalgamation of First Transferor Company, Second Transferor Company and Third Transferor Company into Transferee Company, resulting in consolidation of business of four Companies in one entity and thereby strengthening the position of the amalgamated entity by enabling it to harness and optimize the synergies of equipments and human resources, which is in the best interest of all the Companies and their respective shareholders.
- b) All the Transferor Companies are wholly owned subsidiaries of the Transferee Company and all the Transferor Companies are engaged in the business akin to that of the Transferee Company. In order to integrate the businesses carried on by all the companies, it is proposed to consolidate all the Transferor Companies and Transferee Company into a single company which will enable the combined entity to have greater and optimal use of resources. A consolidation of the Transferor Companies and the Transferee Company by way of amalgamation would therefore lead to a more efficient utilization of capital, talent pooling and will result in creation of a single larger unified entity in place of various entities under the same management and control, thus resulting in efficient synergies of operations and streamlined business transactions.
- c) The proposed Amalgamation will lead to the benefits such as economies of scale, besides other synergetic advantages particularly in view of the fact that the Companies involved in the amalgamation are engaged in the businesses, which are akin and can be conveniently combined with one another for mutual benefit.
- d) The proposed amalgamation will reduce administrative costs and also result in reduction of overheads and other expenses, economies of scale, reduction in administrative and procedural work, enable the amalgamated company to effect internal economies and optimize profitability as also to reduce administrative inefficiencies by reducing duplication of functions.
- e) In order to achieve the objectives as mentioned in clause (a) to (d) above, the Boards of directors of the Transferor Companies and the Transferee Company have proposed to consolidate the Transferor Companies and the Transferee Company into a Single Company by amalgamating the businesses carried on by the Transferor Companies and the Transferee Company.
- f) The Scheme shall be beneficial and in the best interests of the shareholders, creditors and employees of the Transferor Companies, the Transferee Company and to the interest of public at large and all concerned.

8. SCOPE OF THE SCHEME

The Scheme of Amalgamation provides for:

- a) Amalgamation of First Transferor Company (Sarvejana Institute of Trauma and Orthopedics Private Limited), Second Transferor Company (Maxivision Health Care Private Limited) and Third Transferor Company (Rainbow Institute of Health Sciences Private Limited) into Transferee Company (Asian Institute of Gastroenterology Private Limited).
- b) Reorganization of authorised share capital of First Transferor Company, the Second Transferor Company and the Transferee Company and clubbing of authorized share capital of Transferor Companies with the authorized share capital of Transferee Company.
- c) This Scheme of Amalgamation has been drawn up to comply with the conditions as specified under section 2(1B) of Income Tax Act, 1961, such that:
 - (i) All the properties of Transferor Companies, immediately before the amalgamation, become the properties of Transferee Company by virtue of amalgamation.
 - (ii) All the liabilities of Transferor Companies, immediately before the amalgamation, become the liabilities of Transferee Company by virtue of amalgamation.

9. SALIENT FEATURES OF THE SCHEME

- a) The Scheme of Amalgamation is presented under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, and it provides for the Amalgamation of Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) into Asian Institute of Gastroenterology Private Limited (Transferee Company). The Scheme also provides for various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme.
- b) “Appointed date” means 01.04.2016 (First day of April, Two Thousand and Sixteen) or such other date as may be approved by the Hon'ble National Company Law Tribunal, Hyderabad Bench or such other competent authority having jurisdiction to sanction the Scheme.
- c) All the Immovable properties (more specifically described in the Schedules) of the Transferor Companies shall under the provisions of Sections 230 to 232 of the Companies Act, 2013, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date the Properties of the Transferee Company.
- d) All the movable assets including but not limited to computers and equipments, office

equipments, machineries, softwares, products, websites, portals, capital work in progress, cash in hand of the Transferor Companies capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, as the case may be, to the Transferee Company.

- e) In respect of movables other than those specified in sub clause (c) above, including, outstanding loans and advances, Investments (whether current or non – current), trade receivables, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and /or be deemed to be transferred to and stand vested in the Transferee Company under the provisions of Sections 230 to 232 of the Companies Act, 2013.
- f) In relation to all licenses, franchises, permissions, approvals, consents, entitlements, sanctions, permits, rights, privileges and licenses including rights arising from contracts, deeds, license instruments and agreements, if any, belonging to the Transferor Companies, which require separate documents of transfer including documents for attornment or endorsement, as the case may be, the Transferee Company will execute the necessary documents of transfer including documents for attornment or endorsement, as the case maybe, as and when required.
- g) All secured and/or unsecured debts, if any, all liabilities, duties and obligations of every kind, nature, description, whether or not provided for in the books of account and whether disclosed or undisclosed in the balance sheet of the Transferor Companies shall also, under the provisions of Sections 230 to 232 of the Companies Act, 2013, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or restructuring by virtue of which such secured and/or unsecured debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub clause.

It is clarified that unless otherwise determined by the Board of Directors of the Transferee Company, in so far as the borrowings / debts and assets comprising the Transferor Companies are concerned:

- (a) the security or charge, if any existing or created in future before the date of sanction of this Scheme by the Tribunal, for the loans or borrowings of the Transferor Companies shall, without any further act or deed continue to relate to the said assets after the date of sanction of this Scheme by the Tribunal; and
- (b) the assets of the Transferee Company shall not relate to or be available as security in relation to the said borrowings of the Transferor Companies;

- h) In so far as the various incentives, subsidies, special status and other benefits or privileges enjoyed (including credit on account of tax on book profits, sales tax, excise duty, custom duty, service tax, value added tax and other incentives), granted by any government body, local authority or by any other person and availed by the Transferor Companies, the same shall vest with and be available to the Transferee Company on the same terms and conditions.
- i) The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such writings on behalf of any of the Transferor Companies, to implement and carry out all formalities and compliances, if required, referred to above.
- j) All the properties or assets of the Transferor Companies whether movable or immovable, being transferred pursuant to this Scheme, which are registered and standing in the name of Transferor Companies shall, upon sanction of this Scheme by the Tribunal, be registered in the name of the Transferee Company and the name of the Transferor Company concerned shall be substituted with the name of the Transferee Company in all such certificates of registration, endorsements, records and in revenue/mutation records in case of immovable properties by such appropriate authorities.
- k) On the Scheme coming into effect, all staff, workmen and employees of the Transferor Companies in service on the date of sanction of this Scheme by the Tribunal shall be deemed to have become staff, workmen and employees of the Transferee Company with effect from the date of sanction of this Scheme by the Tribunal without any break in their service and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Companies on the date of sanction of this Scheme by the Tribunal.
- l) As an integral part of the Scheme, all the outstanding 2% Optionally Convertible Cumulative Preference Shares of the First Transferor Company shall be reclassified as equity shares, and following such reclassification, the First Transferor Company shall cease to have any outstanding 2% Optionally Convertible Cumulative Preference Shares.
- m) As an integral part of the Scheme, all the outstanding 2% Optionally Convertible Cumulative Preference Shares of the Second Transferor Company shall be reclassified as equity shares, and following such reclassification, the Second Transferor Company shall cease to have any outstanding 2% Optionally Convertible Cumulative Preference Shares.
- n) As an integral part of the Scheme, all the outstanding Compulsory Convertible Preference Shares of the Transferee Company shall be reclassified as equity shares, and following such reclassification, the Transferee Company shall cease to have any outstanding Compulsory Convertible Preference Shares.

- o) Upon sanction of the Scheme by the Tribunal, Clause V of the Memorandum of Association of the Transferee Company (relating to the Authorized Share Capital) shall, without any further act, instrument or deed, or payment of any fees, stamp duty or levies, including fee payable to Registrar of Companies, stand altered, modified and amended pursuant to Sections 13, 61, 64 of the Companies Act, 2013 and other applicable provisions of the Act, as the case may be, in the manner set out below and be replaced by the following clause:

“THE AUTHORIZED SHARE CAPITAL OF THE COMPANY IS RS. 44,05,00,000/- (RUPEES FORTY FOUR CRORE AND FIVE LAKH ONLY) COMPRISING 4,40,50,000 (FOUR CRORE FORTY LAKH AND FIFTY THOUSAND) EQUITY SHARES OF RS. 10/- (RUPEES TEN ONLY) EACH. THE SHARE CAPITAL OF THE COMPANY (WHETHER ORIGINAL, INCREASED OR REDUCED) MAY BE SUB-DIVIDED, CONSOLIDATED OR DIVIDED INTO SUCH CLASSES OF SHARES AS MAY BE ALLOWED UNDER LAW FOR THE TIME BEING IN FORCE RELATING TO COMPANIES WITH SUCH PRIVILEGES OR RIGHTS AS MAY BE ATTACHED AND TO BE HELD UPON SUCH TERMS AS MAY BE PRESCRIBED BY THE REGULATIONS OF THE COMPANY”.

- p) In view of the fact that the Transferor Companies are wholly owned subsidiaries of Transferee Company, upon sanction of this Scheme by the Tribunal, no shares will be issued / allotted under the Scheme by the Transferee Company to any person.
- q) Further, upon sanction of this Scheme by the Tribunal, all the equity and preference shares of the Transferor Companies held by Transferee Company, shall stand cancelled and the investments of Transferee Company, as appearing on the Asset side of the Balance Sheet of Transferee Company, shall stand cancelled to the extent of book value of the equity and preference shares of the Transferor Companies.
- r) On completion of the scheme, all equity and preference shares of the Transferor Companies held by Transferee Company shall stand cancelled and the share certificate held by Transferee Company shall be destroyed.
- s) Inter-corporate deposits / loans and advances, if any, outstanding between the Transferee Company and the Transferor Companies inter-se shall stand cancelled and there shall be no further obligation / outstanding in that behalf. Any difference arising on such cancellation should be adjusted in the reserves of the Transferee Company.
- t) Upon sanction of this Scheme by the Tribunal, all the Transferor Companies i.e. Sarvejana Institute of Trauma and Orthopedics Private Limited(First Transferor Company), Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited(Third Transferor Company)shall, without any further act or deed, stand dissolved without going through the process of winding up.
- u) The Scheme is conditional upon and subject to:
- (i) The Scheme being agreed to by the respective requisite majorities of the members and various classes of creditors (wherever applicable) of the Transferor Companies and the Transferee Company as required under the Act.

- (ii) The requisite sanctions and approvals, as may be required by law in respect of this Scheme being obtained.

YOU ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF. THE AFORESAID ARE ONLY SOME OF THE KEY PROVISIONS OF THE SCHEME.

10. Pre and Post Amalgamation Capital Structure

- a) The pre amalgamation Capital Structure of the Transferee Company i.e. of Asian Institute of Gastroenterology Private Limited is given at clause 6.4 of this Explanatory Statement and the post amalgamation Capital Structure of the Transferee Company remains the same as there is no issue of shares or reduction of capital contemplated in the Scheme.
- b) The pre amalgamation Capital Structure of the First Transferor Company i.e. of Sarvejana Institute of Trauma and Orthopedics Private Limited is given at clause 6.14 of this Explanatory Statement.
- c) The pre amalgamation Capital Structure of the Second Transferor Company i.e. of Maxivision Health Care Private Limited is given at clause 6.25 of this Explanatory Statement.
- d) The pre amalgamation Capital Structure of the Third Transferor Company i.e. of Rainbow Institute of Health Sciences Private Limited is given at clause 6.36 of this Explanatory Statement.

11. Pre and Post Amalgamation Shareholding Pattern

- a) The pre amalgamation shareholding pattern of Transferee Company i.e. of Asian Institute of Gastroenterology Private Limited, as on 31st day of March, 2017, is given at clause 6.5 of this Explanatory Statement and the post amalgamation shareholding pattern of the Transferee Company remains the same as there is no issue of shares or reduction of capital contemplated in the Scheme.
- b) The pre amalgamation shareholding pattern of First Transferor Company i.e. of Sarvejana Institute of Trauma and Orthopedics Private Limited, as on 31st day of March, 2017, is given at clause 6.15 & 6.16 of this Explanatory Statement.
- c) The pre amalgamation shareholding pattern of Second Transferor Company i.e. of Maxivision Health Care Private Limited, as on 31st day of March, 2017, is given at clause 6.26 & 6.27 of this Explanatory Statement.
- d) The pre amalgamation shareholding pattern of Third Transferor Company i.e. of Rainbow Institute of Health Sciences Private Limited, as on 31st day of March, 2017, is given at clause 6.37 of this Explanatory Statement.
12. The Scheme of Amalgamation, if approved by the appropriate authorities and the Tribunal, shall not have any adverse impact or effect on the Directors, Promoters, Non-Promoter

Members, Creditors, whether secured or unsecured, employees of Company and / or Transferee or Transferor Companies. The Applicant Companies does not have any Depositors or Debenture Holders.

13. The Directors of the Applicant Companies have no material interest in the proposed Scheme of Amalgamation except as shareholders in general and the Scheme of Amalgamation shall not have any adverse effect on the Directors of respective Companies.
14. A report adopted by the Board of Directors of the Company, explaining the effect of Scheme on promoters and non-promoter Shareholders, is enclosed to this Notice.
15. Supplementary Accounting Statements of Asian Institute of Gastroenterology Private Limited (Transferee Company), Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company), Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) for the period ended on 28th day of February, 2017, are enclosed to this Notice.
16. The rights and interests of creditors of the Applicant Companies will not be prejudicially affected by the Scheme as no sacrifice or waiver is, at all called from them nor their rights sought to be modified in any manner and post the Scheme, the Transferee Company will be able to meet its liabilities as they arise in the ordinary course of business.
17. There are no winding up proceedings pending against any of the Applicant Companies as on date.
18. No inquiry or investigation under sections 235 to 251 of the Companies Act, 1956, or under Section 210 to 227 of Companies Act, 2013, is pending against any of the Applicant Companies.
19. The financial position of the Transferee Company will not be adversely affected by the Scheme.
20. A copy of the Scheme has been filed by the Company with the Registrar of Companies, Hyderabad, for the State of Telangana and the State of Andhra Pradesh, on 08th day of May, 2017.
21. The Scheme of Amalgamation requires the approval / sanction / no objection from the following the regulatory and government authorities:
 - a) **Registrar of Companies**
 - b) **Regional Director**
 - c) **Official Liquidator**
 - d) **National Company Law Tribunal**

The Companies are yet to obtain the sanction of Registrar of Companies, Regional Director, Official Liquidator and the National Company Law Tribunal, Bench at Hyderabad. The approval of the aforesaid authorities will be obtained at appropriate time.

22. Inspection and / or extract by the Sundry Creditors of the Transferee Company, of the following documents is allowed at the Registered Office of the Company on all working days (excepts on Saturdays, Sundays and Public Holidays) upto 10th day of July, 2017, between 2:00 PM to 05:00 PM.
- a) Joint Company Application No. C.A.(CAA)NO.40/230/HDB/2017 filed by the Applicant Companies with the Hon'ble National Company Law Tribunal, Bench at Hyderabad.
 - b) Certified copy of the order dated 19th day of May, 2017, passed by the Hon'ble National Company Law Tribunal, Bench at Hyderabad in the C.A.(CAA) NO.40/230/HDB/2017.
 - c) Resolution passed by the Board of Directors of Applicant Companies approving the Scheme of Amalgamation at their respective meetings held on 30th day of March, 2017.
 - d) Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors.
 - e) A certificate issued by Auditor of the company to the effect that the accounting treatment proposed in the scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013;
 - f) Memorandum and Articles of Association of the Applicant Companies.
 - g) Audited Balance Sheet and Profit and Loss account of the Applicant Companies for the financial year ended 31.03.2016.
 - h) Report adopted by the Board of Directors of the Transferee Company, explaining the effect of Scheme on promoters and non-promoter Shareholders of the Company.
 - i) Supplementary Accounting Statement of Asian Institute of Gastroenterology Private Limited (Transferee Company) for the period ended on 28th day of February, 2017.
 - j) Supplementary Accounting Statement of Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) for the period ended on 28th day of February, 2017.
 - k) Supplementary Accounting Statement of Maxivision Health Care Private Limited (Second Transferor Company) for the period ended on 28th day of February, 2017.
 - l) Supplementary Accounting Statement of Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) for the period ended on 28th day of February, 2017.

23. The Scheme of Amalgamation, if approved by the Sundry Creditors, shall be operative from the Appointed Date subject to the approval and directions of the National Company Law Tribunal at Hyderabad.
24. A copy of the Notice, the Explanatory Statement, the Scheme of Amalgamation, details & information as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Report adopted by the Board of Directors of the Transferee Company, explaining the effect of Scheme promoters and non-promoter Shareholders of the Company, Supplementary Accounting Statements of the Transferee Company, First Transferor Company, the Second Transferor Company and the Third Transferor Company for the period ended on 28th day of February, 2017, a form of Proxy and attendance slip and other relevant documents are also available on the website of the Company and also available for inspection at the registered office on all working days (excepts on Saturdays, Sundays and Public Holidays) upto 10th day of July, 2017, between 2:00 PM to 05:00 PM.
25. None of the Directors of respective Companies and their respective relatives is concerned or interested, financially or otherwise in the proposed resolution except as shareholders of their respective companies in general.
26. The Board of Directors recommends the resolution set out in the notice in relation to the approval of the proposed Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors, for approval by the Sundry Creditors of the Company.
27. This statement may be treated as an Explanatory Statement under Section 102 read with sections 230 to 232 of the Companies Act, 2013, read with relevant rules made thereunder.
28. A copy of the Scheme, Explanatory Statement, Proxy Forms and Attendance Slips may be obtained from the Registered Office of the Company.

Sd/-
G. Bhupesh,
Chairperson - Tribunal Convened
Meeting of Sundry Creditors of
Asian Institute of Gastroenterology Private Limited

Dated this the 08th day of June, 2017
Hyderabad

**SCHEME OF AMALGAMATION
UNDER SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013
BETWEEN
ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED
(TRANSFEREE COMPANY)
AND
SARVEJANA INSTITUTE OF TRAUMA AND ORTHOPEDICS PRIVATE LIMITED
(FIRST TRANSFEROR COMPANY)
AND
MAXIVISION HEALTH CARE PRIVATE LIMITED
(SECOND TRANSFEROR COMPANY)
AND
RAINBOW INSTITUTE OF HEALTH SCIENCES PRIVATE LIMITED
(THIRD TRANSFEROR COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

(A) PREAMBLE OF THE SCHEME

This Scheme of Amalgamation is presented under Sections **230 to 232 of the Companies Act, 2013** and other applicable provisions of the Companies Act, 2013, and it provides for the Amalgamation of **Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company)** and **Maxivision Health Care Private Limited (Second Transferor Company)** and **Rainbow Institute of Health Sciences Private Limited (Third Transferor Company)** into Asian Institute of Gastroenterology Private Limited (**Transferee Company**).

The Scheme also provides for various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme.

(B) DESCRIPTION OF THE COMPANIES

- 1. M/s. ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED** is a Private Limited Company incorporated in the erstwhile state of Andhra Pradesh (presently the state of Telangana) on 20.09.1994 (Twentieth day of September, One Thousand Nine Hundred and Ninety Four) under the provisions of Companies Act, 1956, vide Certificate of Incorporation Number 01-18352 of 1994-95, issued by the Registrar of Companies, Andhra Pradesh. **The present Corporate Identity Number (CIN)** of the Company is U99999TG1994PTC018352. The PAN of the Company is AABCA7322F. (Hereinafter referred to as the **“Transferee Company”/“AIGPL”**).

The Registered Office of the Transferee Company is situated at 6-3-661, Somajiguda, Hyderabad, Telangana- 500082, India.

The present main objects of the Transferee Company are as follows:

- a) To run, own, manage, administer diagnostic cum therapeutic unit for treating patients with gastroenterology diseases mainly through endoscopic Techniques.
- b) To run, own, manage, administer diagnostic centers, scan centers, nursing homes, hospitals, clinics, dispensaries, maternity homes, child welfare and family planning centers clinical pathological testing laboratories, X-ray and ECG clinics in India and abroad.
- c) To act as consultants and advisers providing technical know-how technical services and allied services or the establishment, operation and improvement of nursing homes, hospitals, clinics, medical institutions, medical centers, diagnostic centers and laboratories in India and abroad.
- d) To found, establish or take-over, and/or otherwise conduct research institutions in all discipline of medical and surgical knowledge.
- e) To provide research facilities for carrying on research, basic and applied in all systems and discipline of medical and surgical knowledge, keeping in view the socio-medical and socio-economic needs of the afflicted community.

The authorized, issued, subscribed and paid-up share capital of Transferee Company as on 31st March, 2016, is as follows:

Share Capital	Amount in Rs.
Authorised Capital	
2,28,55,000 Equity Shares of Rs. 10/- each	22,85,50,000
1,45,000 Preference Shares of Rs.10/-each	14,50,000
Issued, Subscribed and Paid-up Capital	
1,25,77,000 Equity Shares of Rs. 10/- each	12,57,70,000
Total	12,57,70,000

Subsequent to 31.03.2016, in the month of April, 2016, the Transferee Company issued and allotted 10,00,000 equity shares of face value of Rs. 10/- (Rupees Ten only) each at a premium of Rs. 990/- (Rupees Nine Hundred and Ninety only) each aggregating Rs. 10,00,00,000/- (Rupees Ten Crore only) and consequent upon such issue and allotment of shares, the issued, subscribed and paid-up share capital of the Transferee Company increased to Rs. 13,57,70,000 (Rupees Thirteen Crore Fifty Seven Lakh and Seventy Thousand only) divided into 1,35,77,000 (One Crore Thirty Five Lakh Seventy Seven Thousand) equity shares of Rs. 10/- (Rupees Ten only) each.

Subsequent to the aforesaid issue and allotment of shares by the Transferee Company and till the date of resolution approving the Scheme of Amalgamation by the Board of Directors of the Transferee Company, there has been no change in the capital structure of the Transferee Company.

The following is the extract of the Register of Members of the Transferee Company showing the latest list of the Shareholders of the Transferee Company:

Sl. No.	Name of the Shareholder	No. of Shares held	Face Value	Total Capital	% of Holding
1.	Dr. D. Nageshwar Reddy	63,12,450	10	6,31,24,500	46.49
2.	Nile Investments Holdings Pte Ltd.	25,00,000	10	2,50,00,000	18.41
3.	Ileum Investments Ltd.	18,25,000	10	1,82,50,000	13.44
4.	Dr. G V Rao	7,50,000	10	75,00,000	5.52
5.	Mr. P V S Raju	11,87,870	10	1,18,78,700	8.75
6.	Ms. Sanjana Reddy	2,58,160	10	25,81,600	1.90
7.	Mr. AniruddhMundra	1,46,390	10	14,63,900	1.08
8.	Dr. Carol Ann Reddy	1,40,000	10	14,00,000	1.03
9.	Mr. VivekMundra (HUF)	1,10,000	10	11,00,000	0.81
10.	Dr. Mohan R Velagapudi	25,000	10	2,50,000	0.18
11.	Mr. VivekMundra	10,000	10	1,00,000	0.07
12.	P.Rajyalakshmi	3,12,130	10	31,21,300	2.30
	Total	1,35,77,000	10	13,57,70,000	100.00

2. **SARVEJANA INSTITUTE OF TRAUMA AND ORTHOPEDICS PRIVATE LIMITED** is a Private Limited Company incorporated in the erstwhile state of Andhra Pradesh (Presently the state of Telangana) on 15.04.2009 (Fifteenth day of April, Two Thousand and Nine) under the provisions of Companies Act, 1956, vide Corporate Identity Number U85100AP2009PTC063343 of 2009-10, issued by the Registrar of Companies, Andhra Pradesh. The Present Corporate Identity Number (CIN) of the Company is U85100TG2009PTC063343. The PAN of the Company isAANCS0029F. (Hereinafter referred to as the “**First Transferor Company**” / “**SITO**”).

The Registered Office of the First Transferor Company is situated at C4, Road No.12, Film Nagar Phase II, Jubilee Hills, Hyderabad, Telangana- 500033, India.

The present main objects of the First Transferor Company are as follows:

- e) To carry on business in India as a health service provider especially in Trauma and Orthopaedics and to promote excellence in care for the injured patient, through provision of scientific forums and support of musculoskeletal research and education of Orthopaedic Surgeons and the public.

- f) 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.
- g) 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.
- h) 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.

The authorized, issued, subscribed and paid-up share capital of First Transferor as on 31st March, 2016, is as follows:

Share Capital	Amount in Rs.
Authorised Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
69,90,000 Preference Shares of Rs.10/-each	6,99,00,000
Total	7,00,00,000
Issued, Subscribed and Paid-up Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
66,96,500 - 2% Optionally Convertible Cumulative Preference Shares of Rs.10/-each	6,69,65,000
Total	6,70,65,000

Subsequent to 31.03.2016 and till the date of resolution approving the Scheme of Amalgamation by the Board of Directors of the First Transferor Company, there has been no change in the capital structure of the First Transferor Company.

The Transferee Company is the Holding Company of the First Transferor Company holding 100% of the total paid up share capital of the First Transferor Company.

The following is the extract of the register of equity shareholders of the First Transferor Company showing the latest list of the equity shareholders of the First Transferor Company:

Sl. No.	Name of the equity shareholder	No. of equity shares	Face value	Total equity capital	% of Holding
1.	M/s Asian Institute of Gastroenterology Private Limited	9,999	10	99,990	99.99
2.	Dr. D. Nageshwar Reddy (Nominee of M/s. Asian Institute of Gastroenterology Private Limited)	01	10	10	0.01
	Total	10,000	10	1,00,000	100.00

The following is the extract of the register of members showing the latest list of 2% Optionally Convertible Cumulative Preference Shareholder of the First Transferor Company

Sl. No.	Name of the shareholder	No. of 2% Optionally Convertible Cumulative Preference shares	Face value	Total 2% Optionally Convertible Cumulative Preference Capital	% of Holding
1.	M/s. Asian Institute of Gastroenterology Private Limited	66,96,500	10	6,69,65,000	100.00
	Total	66,96,500	10	6,69,65,000	100.00

3. **MAXIVISION HEALTH CARE PRIVATE LIMITED** is a Private Limited Company incorporated in the erstwhile state of Andhra Pradesh (Presently the state of Telangana) on 20.04.2009 (Twentieth day of April, Two Thousand and Nine) under the provisions of Companies Act, 1956, vide Corporate Identity Number U85100AP2009PTC063364 of 2009-10, issued by the Registrar of Companies, Andhra Pradesh. The Present Corporate Identity Number (CIN) is U85100TG2009PTC063364. The PAN of the Company is AAGCM0079A. (Hereinafter referred to as the “**Second Transferor Company**” / “**Maxivision**”).

The Registered Office of the Second Transferor Company is currently situated at 1-11-252/1A to 1D, Alladin Street, Begumpet, Hyderabad, Telangana- 500016, India.

The present main objects of the **Second Transferor Company** are as follows:

- d) To acquire, establish and maintain hospitals for the reception and treatment of persons suffering from illness, or mental defect or for the reception and treatment of persons during convalescence, or of persons requiring medical attention, or rehabilitation and to own, operate, hire, lease, and rent various medical and laboratory establishments including hospitals, clinics and diagnostics centers.
- e) To carry on the business of manufacturers, producers, refiners, processors, exporters, importers, distributors, traders, merchants, dealers, manufacturers, representatives, selling agents, buying agents, re packers, buyers, sellers, wholesalers, retailers, suppliers and stockists of all kinds and varieties of surgical and medical equipments, gadgets, disposables, instruments, furniture, medical equipments, diagnostic equipments and other related instruments.
- f) To provide medical services for investigation of all diseases by all means including X-Rays, Ultra sound, Magnetic resonance or other such modalities as well as by bio-chemicals, clinical pathological micro biological bacteriological or electro physiological means.

The authorized, issued, subscribed and paid-up share capital of the Second Transferor Company as on 31st March, 2016, is as follows:

Share Capital	Amount in Rs.
Authorised Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
72,90,000 2% Optionally Convertible Cumulative Preference shares of Rs.10/- each.	72,90,000
Total	7,30,00,000
Issued, Subscribed and Paid-up Capital	
10,000 Equity Shares of Rs. 10/- each	1,00,000
72,88,500 2% Optionally Convertible Cumulative Preference shares of Rs.10/- each.	7,28,85,000
Total	7,29,85,000

Subsequent to 31.03.2016 and till the date of resolution approving the Scheme of Amalgamation by the Board of Directors of the Second Transferor Company, there has been no change in the capital structure of the Second Transferor Company.

The Transferee Company is the Holding Company of the Second Transferor Company holding 100% of the total paid up share capital of the Second Transferor Company.

The following is the extract of the register of equity shareholders of the Second Transferor Company showing the latest list of the equity shareholders of the Second Transferor Company:

Sl. No.	Name of the equity shareholder	No. of equity shares	Face value	Total equity capital	% of Holding
1.	M/s. Asian Institute of Gastroenterology Private Limited	9,999	10	99,990	99.99
2.	Dr. D. Nageshwar Reddy (Nominee of M/s. Asian Institute of Gastroenterology Private Limited)	01	10	10	0.01
Total		10,000	10	1,00,000	100.00

The following is the extract of the register of members showing the latest list of 2% Optionally Convertible Cumulative Preference shareholders of the Second Transferor Company:

Sl. No.	Name of the Shareholder	No. of 2% Optionally Convertible Cumulative Preference shares	Face Value	Total 2% Optionally Convertible Cumulative Preference shares	% of Holding
1.	M/s. Asian Institute of Gastroenterology Private Limited	72,88,500	10	7,28,85,000	100.00
Total		72,88,500	10	7,28,85,000	100.00

4. **RAINBOW INSTITUTE OF HEALTH SCIENCES PRIVATE LIMITED** is a Private Limited Company incorporated in the erstwhile state of Andhra Pradesh (Presently the state of Telangana) on 20.04.2009 (Twentieth day of April, Two Thousand and Nine) under the provisions of Companies Act, 1956, vide Corporate Identity Number U93000AP2009PTC063361 of 2009-10, issued by the Registrar of Companies, Andhra Pradesh. The Present Corporate Identity Number (CIN) of the Company is U93000TG2009PTC063361. The PAN of the Company is AAECR3317G. (Hereinafter referred to as the “**Third Transferor Company**” / “**RAINBOW**”).

The Registered Office of the Third Transferor Company is currently situated at 22, Road No. 10, Banjara Hills, Hyderabad, Telangana- 500034, India.

The present main objects of the **Third Transferor Company** are as follows

- a) To carry and to own, establish, run, manage and maintain hospitals, research centers diagnostic centers, blood bank service 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 aids to medical personnel for research and development, to establish allied health training centers and to act and work as consultant in medical profession in India and abroad.

- b) To carry on the business of manufacturing, selling, buying, importing and exporting, distributing, stocking or otherwise and to generally to deal in all kinds of drugs and medicines, sterilized equipments, consumables required for medicare and for hospitals and for the said purpose to enter into technical collaborations, royalty agreements actual users or concession agreements or any agreements with foreign and Indian parties.

The authorized, issued, subscribed and paid-up share capital of the Third Transferor Company as on 31st March, 2016, is as follows:p

Share Capital	Amount in Rs.
Authorised Capital	
67,50,000 Equity Shares of Rs. 10/- each	6,75,00,000
Total	6,75,00,000
Issued, Subscribed and Paid-up Capital	
66,53,000 Equity Shares of Rs. 10/- each	6,65,30,000
Total	6,65,30,000

Subsequent to 31.03.2016 and till the date of resolution approving the Scheme of Amalgamation by the Board of Directors of the **Third**Transferor Company, there has been no change in the capital structure of the **Third**Transferor Company.

The Transferee Company is the Holding Company of the **Third**Transferor Company holding 100% of the total paid up share capital of the **Third**Transferor Company.

The following is the extract of the Register of Members of the Third Transferor Company showing the latest list of the Shareholders of the Company:

Sl. No.	Name of the shareholder	No. of Equity shares	Face value	Total capital	%
1.	M/s. Asian Institute of Gastroenterology Private Limited	66,52,900	10	6,65,29,000	99.99
2.	Dr. Nageshwar Reddy (Nominee of M/s. Asian Institute of Gastroenterology Private Limited)	100	10	1,000	0.01
	Total	66,53,000	10	6,65,30,000	100.00

(C) RATIONALE, OBJECTIVE & PURPOSE OF THE SCHEME

- a) The Scheme is presented under sections 230 to 232 of the Companies Act, 2013 and it provides for amalgamation of First Transferor Company, Second Transferor Company and Third Transferor Company into Transferee Company, resulting in consolidation of business of four Companies in one entity and thereby strengthening the position of the amalgamated entity by enabling it to harness and optimize the synergies of equipments and human resources, which is in the best interest of all the Companies and their respective shareholders.
- b) All the Transferor Companies are wholly owned subsidiaries of the Transferee Company and all the Transferor Companies are engaged in the business akin to that of the Transferee Company. In order to integrate the businesses carried on by all the companies, it is proposed to consolidate all the Transferor Companies and Transferee Company into a single company which will enable the combined entity to have greater and optimal use of resources. A consolidation of the Transferor Companies and the Transferee Company by way of amalgamation would therefore lead to a more efficient utilization of capital, talent pooling and will result in creation of a single larger unified entity in place of various entities under the same management and control, thus resulting in efficient synergies of operations and streamlined business transactions.
- c) The proposed Amalgamation will lead to the benefits such as economies of scale, besides other synergetic advantages particularly in view of the fact that the Companies involved in the amalgamation are engaged in the businesses, which are akin and can be conveniently combined with one another for mutual benefit.
- d) The proposed amalgamation will reduce administrative costs and also result in reduction of overheads and other expenses, economies of scale, reduction in administrative and procedural work, enable the amalgamated company to effect internal economies and optimize profitability as also to reduce administrative inefficiencies by reducing duplication of functions.
- e) In order to achieve the objectives as mentioned in clause (a) to (d) above, the Boards of directors of the Transferor Companies and the Transferee Company have proposed to consolidate the Transferor Companies and the Transferee Company into a Single Company by amalgamating the businesses carried on by the Transferor Companies and the Transferee Company.
- f) The Scheme shall be beneficial and in the best interests of the shareholders, creditors and employees of the Transferor Companies, the Transferee Company and to the interest of public at large and all concerned.

(D) SCOPE OF THE SCHEME

The Scheme of Amalgamation provides for:

- a) Amalgamation of First Transferor Company (Sarvejana Institute of Trauma and Orthopedics Private Limited), Second Transferor Company (Maxivision Health Care Private Limited) and Third Transferor Company (Rainbow Institute of Health Sciences Private Limited) into Transferee Company (Asian Institute of Gastroenterology Private Limited).
- b) Reorganization of authorised share capital of First Transferor Company, the Second Transferor Company and the Transferee Company and clubbing of authorized share capital of Transferor Companies with the authorized share capital of Transferee Company.
- c) This Scheme of Amalgamation has been drawn up to comply with the conditions as specified under section 2(1B) of Income Tax Act, 1961, such that:
 - (i) All the properties of Transferor Companies, immediately before the amalgamation, become the properties of Transferee Company by virtue of amalgamation.
 - (ii) All the liabilities of Transferor Companies, immediately before the amalgamation, become the liabilities of Transferee Company by virtue of amalgamation.

(E) PARTS OF THE SCHEME:

This Scheme of Amalgamation is explained by dividing it into the following parts:

PART A: Deals with Definitions.

PART B: Deals with the Amalgamation of SITO (First Transferor Company), Maxivision (Second Transferor Company) and Rainbow (Third Transferor Company) into AIGPL (Transferee Company).

PART C: Deals with General Terms and Conditions.

PART-A
DEFINITIONS

1. DEFINITIONS

- 1.1 “Act” or “the Act”** means the Companies Act, 2013 and every modification or re-enactment thereof and references to sections of the Act shall be deemed to mean and include reference to sections enacted in modification or replacement thereof.
- 1.2 “Applicable Law(s)”** means any statute, notification, bye-laws, rules, regulations, guidelines, or common law, policy, code, directives, ordinance, schemes, notices, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.
- 1.3 “Amalgamation”** means the blending of the Transferor Companies with the Transferee Company.
- 1.4 “Amalgamating Undertaking”** shall mean:
- a) All the assets and properties of the Transferor Companies as on the Appointed Date.
 - b) All the secured and unsecured debts, liabilities, whether short term or long term contingent liabilities or duties and obligations of the Transferor Companies as on the Appointed Date.
 - c) Without prejudice to the generality of sub clause (a) above, the Undertaking of the Transferor Companies shall include all the assets and properties, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but not limited to land and building, all fixed and movable plant and machinery, vehicles, fixed assets, plant and machinery, capital work in progress, current assets, investments, reserves, provisions, funds, licenses, franchises, registrations, certificates, permissions, consents, approvals, concessions (including but not limited to sales tax concessions, excise duty, services tax or customs, value added tax and other incentives of any nature whatsoever), remissions, remedies, subsidies, guarantees, bonds, copyrights, patents, trade names, trademarks, track record, good-will and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, leave and license agreements, tenancy rights, premises, ownership flats, hire purchase, lending arrangements, benefits of security arrangements, computers, insurance policies, office equipment, telephones, telexes, facsimile connections, communication facilities, website designing equipments, software development equipments and installations and utilities, electricity, water and other service connections, contracts and arrangements, powers, authorities, permits, allotments, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage, deposits, reserves, preliminary expenses, benefit of deferred revenue expenditure, provisions, advances, receivables, deposits, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, incentives, tax credits, whether granted by state government or central government or any such other authority, (including but not limited to credits in respect of income-tax, tax on book profits, value added tax, sales tax, service tax, etc.), and other claims and powers, all books of accounts, documents and records of whatsoever nature and where so ever situated

belonging to or in the possession of or granted in favour of or enjoyed by the Transferor Companies, as on the Appointed Date.

- d) All statutory licenses, franchises, approvals, permissions, no-objection certificates, permits, consents, patents, trademarks, tenancies, offices, depots, quotas, rights, entitlements, privileges, benefits of all contracts / agreements / leases (including, but not limited to, contracts / agreements with vendors, customers, government etc.), all other rights (including, but not limited to, right to use and avail electricity connections, water connections, environmental clearances, telephone connections, facsimile connections, telexes, e-mail, internet, leased line connections and installations, lease rights, easements, powers and facilities), of the Transferor Companies as on the Appointed Date.
 - e) All staff, workmen and employees engaged in the Transferor Companies.
 - f) All records, files, papers, information, computer programs, software applications, manuals, data, catalogues, quotations, advertising materials, lists of present and former customers, pricing information and other records, whether in physical form or electronic form of the Transferor Companies.
- 1.5 “Appointed date”** means **01.04.2016 (First day of April, Two Thousand and Sixteen)** or such other date as may be approved by the Hon'ble National Company Law Tribunal, Hyderabad Bench or such other competent authority having jurisdiction to sanction the Scheme.
- 1.6 “Appropriate Authority”** means any applicable central, state or local government, legislative body, regulatory, administrative or statutory authority, agency or commission or department of public or judicial body or authority, including but not limited to Registrar of Companies, Regional Director, Official Liquidator, National Company Law Tribunal etc.,.
- 1.7 “Board of Directors” or “Board”** in relation to Transferor Companies and Transferee Company, as the case may be, shall, unless it be repugnant to the context or otherwise, includes any Committee of Directors or any person authorized by the Board of Directors or such Committee of Directors.
- 1.8 “First Transferor Company”** means **Sarvejana Institute of Trauma and Orthopedics Private Limited** bearing CIN: U85100TG2009PTC063343 and having its registered office situated at C4, Road No.12, Film Nagar Phase II, Jubilee Hills, Hyderabad, Telangana-500033, India.
- 1.9 “Registrar of Companies”** means the Registrar of Companies at Hyderabad for the State of Telangana and Andhra Pradesh.
- 1.10 “Scheme of Amalgamation” or “Scheme” or “the Scheme” or “this Scheme”** means this Scheme of Amalgamation in its present form or with any modifications, imposed or approved or directed by the Board of Directors of Transferee Company and/ or Transferor Companies, or by the members or creditors of the Companies involved and /or by the NCLT or by any other appropriate authority.

- 1.11 **“Shareholders”** means respectively the persons registered as holders of Equity Shares or the 2% Optionally Convertible Cumulative Preference Shareholders, as the case may be, of the Companies concerned.
- 1.12 **“Second Transferor Company”** means **Maxivision Health Care Private Limited**, a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: U85100TG2009PTC063364 and having its registered office situated at 1-11-252/1A to 1D, Alladin Street, Begumpet, Hyderabad, Telangana- 500016, India.
- 1.13 **“Schedules”** means the Schedule I Schedule II and Schedule III attached to this Scheme.
- 1.14 **“Third Transferor Company”** means **Rainbow Institute of Health Sciences Private Limited**, a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: U93000TG2009PTC063361 and having its registered office situated at 22, Road No. 10, Banjara Hills, Hyderabad, Telangana- 500034, India.
- 1.15 **“Transferee Company”** means **Asian Institute of Gastroenterology Private Limited**, a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: U99999TG1994PTC018352 and having its Registered Office situated at 6-3-661, Somajiguda, Hyderabad, Telangana- 500082, India.
- 1.16 **“Transferor Companies”** includes each of the Transferor Company and means all of the Transferor Companies (i.e. the First Transferor Company, the Second Transferor Company and the Third Transferor Company,) and the term **“Transferor Company”** means any of the Transferor Company as the context may require.
- 1.17 **“Tribunal / NCLT”** means the Hon'ble National Company Law Tribunal at Hyderabad or any other appropriate authority having jurisdictions to sanction the Scheme.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Income-tax Act, 1961 or any other applicable laws, rules, regulations, bye laws, as the case may be, including any statutory modification or re-enactment thereof from time to time.

PART-B

AMALGAMATION OF SITO (FIRST TRANSFEROR COMPANY), MAXIVISION (SECOND TRANSFEROR COMPANY) AND RAINBOW (THIRD TRANSFEROR COMPANY) INTO AIGPL (TRANSFEEE COMPANY)

SECTION 1: TRANSFER & VESTING OF AMALGAMATING UNDERTAKING

2. Transfer of assets, properties, estates, claims, refunds, debts, duties, liabilities, obligations etc.,
- 2.1 Subject to the provisions of this Scheme as specified herein and with effect from the appointed date, the entire amalgamating undertaking of the Transferor Companies shall be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company in the following manner:
 - a) The Amalgamating Undertaking of the Transferor Companies comprising of their respective business, all assets and liabilities of whatsoever nature and where-so-ever situated, shall, under the provisions of Sections 230 to 232 of the Companies Act, 2013 and all other applicable provisions, if any, of the Act, without any further act or deed (save as provided in sub clauses (b) (c) and (d) below) be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become the Undertaking of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Companies therein.
 - b) All the Immovable properties (more specifically described in the Schedules) of the Transferor Companies shall under the provisions of Sections 230 to 232 of the Companies Act, 2013, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date the Properties of the Transferee Company.
 - c) All the movable assets including but not limited to computers and equipments, office equipments, machineries, softwares, products, websites, portals, capital work in progress, cash in hand of the Transferor Companies capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, as the case may be, to the Transferee Company.
 - d) In respect of movables other than those specified in sub clause (c) above, including, outstanding loans and advances, Investments (whether current or non – current), trade receivables, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and /or be deemed to be transferred to and stand vested in the Transferee Company under the provisions of Sections 230 to 232 of the Companies Act, 2013.

- e) In relation to all licenses, franchises, permissions, approvals, consents, entitlements, sanctions, permits, rights, privileges and licenses including rights arising from contracts, deeds, license instruments and agreements, if any, belonging to the Transferor Companies, which require separate documents of transfer including documents for attornment or endorsement, as the case may be, the Transferee Company will execute the necessary documents of transfer including documents for attornment or endorsement, as the case maybe, as and when required.
- f) All secured and/or unsecured debts, if any, all liabilities, duties and obligations of every kind, nature, description, whether or not provided for in the books of account and whether disclosed or undisclosed in the balance sheet of the Transferor Companies shall also, under the provisions of Sections 230 to 232 of the Companies Act, 2013, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date the debts, liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or restructuring by virtue of which such secured and/or unsecured debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub clause.

It is clarified that unless otherwise determined by the Board of Directors of the Transferee Company, in so far as the borrowings / debts and assets comprising the Transferor Companies are concerned:

- (a) the security or charge, if any existing or created in future before the date of sanction of this Scheme by the Tribunal, for the loans or borrowings of the Transferor Companies shall, without any further act or deed continue to relate to the said assets after the date of sanction of this Scheme by the Tribunal; and
 - (b) the assets of the Transferee Company shall not relate to or be available as security in relation to the said borrowings of the Transferor Companies;
- g) In so far as the various incentives, subsidies, special status and other benefits or privileges enjoyed (including credit on account of tax on book profits, sales tax, excise duty, custom duty, service tax, value added tax and other incentives), granted by any government body, local authority or by any other person and availed by the Transferor Companies, the same shall vest with and be available to the Transferee Company on the same terms and conditions.
- 2.2 The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such writings on behalf of any of the Transferor Companies, to implement and carry out all formalities and compliances, if required, referred to above.
- 2.3 All the properties or assets of the Transferor Companies whether movable or immovable, being transferred pursuant to this Scheme, which are registered and standing in the name of Transferor Companies shall, upon sanction of this Scheme by the Tribunal, be registered in the name of the Transferee Company and the name of the Transferor Company concerned

shall be substituted with the name of the Transferee Company in all such certificates of registration, endorsements, records and in revenue/mutation records in case of immovable properties by such appropriate authorities.

- 2.4 Any tax liabilities under the Income-tax Act, 1961, service tax laws, customs law or other applicable laws/ regulations dealing with taxes/ duties / levies of the Transferor Companies to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date, if any, shall be transferred to Transferee Company.
- 2.5 Any refund under the Income-tax Act, 1961, service tax laws or other applicable laws / regulations dealing with taxes/ duties / levies tax due to Transferor Companies consequent to the assessment made on Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 2.6 On or after the date of sanction of this Scheme by the Tribunal, all rights, entitlements and powers to revise returns and filings of the Transferor Companies under the Income-tax Act, 1961, service tax laws and other laws, and to claim refunds and / or credits for taxes paid, etc. and for matters incidental thereto, shall be available to, and vest with the Transferee Company.
- 2.7 All tax assessment proceedings / appeals of whatsoever nature by or against the Transferor Companies pending and/or arising at the Appointed Date and relating to the Transferor Companies shall be continued and / or enforced until the date of sanction of this Scheme by the Tribunal against the Transferor Companies and from the date of sanction of this Scheme by the Tribunal, the same shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies.

Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Companies into the Transferee Company or anything contained in the Scheme.

- 2.8 All the tax payments (including, without limitation payments under the Income-Tax Act, 1961 Service Tax law, and other laws) whether by way of deduction at source, advance tax or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operation of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall, in all proceedings, be dealt with accordingly. Further, any tax deducted at source by Transferor Companies on transactions with the Transferee Company, if any (from Appointed Date till date of sanction of this Scheme by the Tribunal) shall be deemed to be advance taxes paid by the Transferee Company and shall, in all proceedings be dealt with accordingly.
- 2.9 Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Companies under the Income-tax Act, 1961, service tax laws, or other applicable laws / regulations dealing with taxes/ duties / levies shall be made or deemed to have been made and duly complied with by the Transferee Company.

2.10 This Scheme has been drawn up to comply with the conditions relating to “Amalgamation” as specified under Section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section at a later date including resulting from a retrospective amendment of law or for any other reason whatsoever, till the date of sanction of this Scheme by the Tribunal, the provisions of the said section of the Income-Tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961.

3. Validity of existing resolutions, etc. in respect of the prior acts

Upon sanction of this Scheme by the Tribunal, the resolutions of the Transferor Companies, as are considered necessary by the Board of Directors of the Transferee Company and which are valid and subsisting on the Appointed Date, shall continue to be valid and subsisting in respect of the relative acts performed / steps taken prior to the Appointed Date by respective Transferor Company and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then said limits as are considered necessary by the Board of Directors of the Transferee Company shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

4. Legal Proceedings

4.1 Upon the sanction of this Scheme by the Tribunal, all legal and other proceedings, including before any statutory or quasi-judicial authority or tribunal of whatsoever nature, if any, by or against the Transferor Companies pending and/or arising at the Appointed Date, shall be continued and enforced by or against the Transferee Company only, to the exclusion of the Transferor Companies in the manner and to the same extent as it would have been continued and enforced by or against the Transferor Companies. On and from the date of sanction of this Scheme by the Tribunal, the Transferee Company shall and may, if required, initiate any legal proceedings in relation to the Transferor Companies in the same manner and to the same extent as it would or might have been initiated by the Transferor Company concerned.

4.2 After the Appointed Date, if any proceedings are taken against the Transferor Companies the same shall be defended by and at the cost of the Transferee Company.

5. Contracts, deeds and other instruments

Subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements, leave and license agreements, licenses, engagements, certificates, benefits, privileges, entitlements, grants, sanctions, permissions, consents, approvals, concessions, any schemes under which the Transferor Companies are registered with the government or any other authorities and incentives (including but not limited to benefits under the Income-Tax

Act, 1961, service tax, and other laws), remissions, remedies, subsidies, guarantees, licences and other instruments, if any, of whatsoever nature to which the Transferor Companies is a party and which have not lapsed and are subsisting or having effect on the date of sanction of this Scheme by the Tribunal, shall be in full force, and be effective against or in favour of the Transferee Company, as the case may be, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company concerned, the Transferee Company had been a party thereto. The Transferee Company may enter into and/or issue and/or execute deeds, writings or confirmations or enter into any tripartite restructurings, confirmations or novations, to which the Transferor Company concerned will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Company concerned and to implement or carry out all formalities required on the part of the Transferor Company concerned to give effect to the provisions of this Scheme.

6. Saving of concluded transactions

The transfer of Amalgamating Undertaking under clause 2 above and the continuation of proceedings by or against the Transferee Company under clause 4 above and the effectiveness of the contracts and deeds under clause 5 shall not affect any transactions and proceedings or contracts or deeds already concluded by the Transferor Companies on or before the Appointed Date and after the Appointed Date till the date of sanction of this Scheme by the Tribunal, to the end and intent that the Transferee Company accepts and adopts all such acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of itself.

7. Staff, workmen and employees

- 7.1 Upon sanction of this Scheme by the Tribunal, all staff, workmen and employees of the Transferor Companies in service on the date of sanction of this Scheme by the Tribunal shall be deemed to have become staff, workmen and employees of the Transferee Company with effect from the date of sanction of this Scheme by the Tribunal without any break in their service and the terms and conditions of their employment with the Transferee Company shall not be less favourable than those applicable to them with reference to the Transferor Company concerned on the date of sanction of this Scheme by the Tribunal.
- 7.2 It is expressly provided that, in so far as the Gratuity Fund, Provident Fund, Super Annuation Fund, if applicable, Employee's State Insurance Corporation Contribution, Labour Welfare Fund or any other Fund created or existing for the benefit of the staff, workmen and employees of the Transferor Companies are concerned, upon the sanction of this Scheme by the Tribunal, the Transferee Company shall stand substituted for the Transferor Company concerned for all purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Company concerned in relation to such fund or funds shall become those of the

Transferee Company and all the rights, duties and benefits of the employees of the Transferor Companies under such Funds and Trusts shall be protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of respective Transferor Companies will be treated as having been continuous for the purpose of the said Fund or Funds.

7.3 In so far as the Provident Fund, Gratuity Fund, Superannuation Fund, if applicable, or other Special Scheme(s) / Fund(s) created or existing for the benefit of the employees of the Transferor Companies are concerned upon sanction of this Scheme by the Tribunal, balances lying in the accounts of the employees of respective Transferor Companies in the said funds as on the date of sanction of this Scheme by the Tribunal shall stand transferred from the respective trusts / funds of the Transferor Companies to the corresponding trusts / funds set up by the Transferee Company.

8. Reorganization of authorised share capital of First Transferor Company, Second Transferor Company and Transferee Company and Clubbing of authorized share capital of Transferor Companies with the authorized share capital of Transferee Company

8.1 As an integral part of the Scheme, all the outstanding 2% Optionally Convertible Cumulative Preference Shares of the First Transferor Company shall be reclassified as equity shares, and following such reclassification, the First Transferor Company shall cease to have any outstanding 2% Optionally Convertible Cumulative Preference Shares and consequently, the authorised share capital of the First Transferor Company shall be reflected as follows:

“The authorised share capital of the Company is Rs. 7,00,00,000/- (Rupees Seven Crore only) divided into 70,00,000 (Seventy Lakh) equity shares of Rs. 10/- (Rupees Ten only) each”.

8.2 The members of the First Transferor Company, on approval of the Scheme, shall be deemed to have given their approval u/s 61 of the Companies Act, 2013 and all other applicable provisions of the Act for reclassification of the authorised share capital of the First Transferor Company and no separate resolutions will be required to be passed for reclassification of the authorised share capital of the First Transferor Company under section 61 of the Companies Act, 2013 and all other applicable provisions of the Act and no separate notice will be required to be given to the Registrar of Companies, for intimation of alteration of the authorised share capital of the First Transferor Company under section 64 of the Companies Act, 2013 and all other applicable provisions of the Act.

8.3 As an integral part of the Scheme, all the outstanding 2% Optionally Convertible Cumulative Preference Shares of the Second Transferor Company shall be reclassified as equity shares, and following such reclassification, the Second Transferor Company shall cease to have any outstanding 2% Optionally Convertible Cumulative Preference Shares and consequently, the authorised share capital of the Second Transferor Company shall be reflected as follows:

“The authorised share capital of the Company is Rs. 7,30,00,000/- (Rupees Seven Crore and Thirty Lakh only) divided into 73,00,000 (Seventy Three Lakh) equity shares of Rs. 10/- (Rupees Ten only) each”.

- 8.4 The members of the Second Transferor Company, on approval of the Scheme, shall be deemed to have given their approval u/s 61 of the Companies Act, 2013 and all other applicable provisions of the Act for reclassification of the authorised share capital of the Second Transferor Company and no separate resolutions will be required to be passed for reclassification of the authorised share capital of the Second Transferor Company under section 61 of the Companies Act, 2013 and all other applicable provisions of the Act and no separate notice will be required to be given to the Registrar of Companies, for intimation of alteration of the authorised share capital of the Second Transferor Company under section 64 of the Companies Act, 2013 and all other applicable provisions of the Act.
- 8.5 As an integral part of the Scheme, all the outstanding Compulsory Convertible Preference Shares of the Transferee Company shall be reclassified as equity shares, and following such reclassification, the Transferee Company shall cease to have any outstanding Compulsory Convertible Preference Shares and consequently, the authorised share capital of the Transferee Company shall be reflected as follows:
- “The authorised share capital of the Company is Rs. 23,00,00,000/- (Rupees Twenty Three Crore only) divided into 2,30,00,000 (Two Crore and Thirty Lakh) equity shares of Rs. 10/- (Rupees Ten only) each”.*
- 8.6 The members of the Transferee Company, on approval of the Scheme, shall be deemed to have given their approval u/s 61 of the Companies Act, 2013 and all other applicable provisions of the Act for reclassification of the authorised share capital of the Transferee Company and no separate resolutions will be required to be passed for reclassification of the authorised share capital of the Transferee Company under section 61 of the Companies Act, 2013 and all other applicable provisions of the Act and no separate notice will be required to be given to the Registrar of Companies, for intimation of alteration of the authorised share capital of the Transferee Company under section 64 of the Companies Act, 2013 and all other applicable provisions of the Act.
- 8.7 Upon sanction of this Scheme by the Tribunal, the authorized share capital of the Transferee Company shall automatically stand increased without any further act, instrument or deed on the part of the Transferee Company including payment of stamp duty and fees payable to Registrar of Companies, by the authorized share capital of the First Transferor Company amounting to Rs. 7,00,00,000/- (Rupees Seven Crores only) comprising 70,00,000 (Seventy Lakh) equity shares of Rs. 10/- (Rupees Ten only) each and by the authorised share capital of the Second Transferor Company amounting to Rs. 7,30,00,000/- (Rupees Seven Crores and Thirty Lakhs only) comprising 73,00,000 (Seventy Three Lakh) equity shares of Rs. 10/- (Rupees Ten only) each and by the authorized share capital of the Third Transferor Company amounting to Rs. 6,75,00,000/- (Rupees Six Crore and Seventy Five Lakhs only) comprising 67,50,000 (Sixty Seven Lakh and Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each.
- 8.8 For the purpose of sub clause 8.7 above, the stamp duties and fees paid on the authorized share capital of the Transferor Companies by the respective Transferor Company shall be utilized and applied to the increased authorized share capital of the Transferee Company and

there would be no requirement for any further payment of stamp duty and/or fee by the Transferee Company for clubbing the authorized share capital of the Transferor Companies to that extent.

- 8.9 The Memorandum of Association of the Transferee Company (relating to the authorized share capital) shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purpose of effecting sub-clause 8.7 no further resolution(s) under Sections 13, 61, 64 of the Companies Act, 2013 and other applicable provisions of the Act would be required to be separately passed.
- 8.10 Upon sanction of this Scheme by the Tribunal, Clause V of the Memorandum of Association shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to Sections 13, 61, 64 of the Companies Act, 2013 and other applicable provisions of the Act, as the case may be, in the manner set out below and be replaced by the following clause:

“The Authorized Share Capital of the Company is Rs. 44,05,00,000/- (Rupees Forty Four Crore and Five Lakh only) comprising 4,40,50,000 (Four Crore Forty Lakh and Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each. The Share Capital of the Company (whether original, increased or reduced) may be sub-divided, consolidated or divided into such classes of shares as may be allowed under law for the time being in force relating to companies with such privileges or rights as may be attached and to be held upon such terms as may be prescribed by the regulations of the Company”.

SECTION 2: CONDUCT OF BUSINESS

- 9 With effect from the Appointed Date up to and including the date of sanction of this Scheme by the Tribunal:
- 9.1 The Transferor Companies shall carry on and be deemed to have carried on their respective businesses and activities and shall stand possessed of Amalgamating Undertaking, in trust for the Transferee Company and shall account for the same to the Transferee Company.
- 9.2 Any income or profit accruing or arising to the Transferor Companies and all costs, charges, expenses and losses or taxes incurred by the Transferor Companies shall for all purposes be treated as the income, profits, costs, charges, expenses and losses or taxes, as the case may be, of the Transferee Company and shall be available to the Transferee Company for being disposed off in any manner as it thinks fit.
- 9.3 All liabilities debts, duties, obligations which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Transferee Company.
- 9.4 The Transferor Companies shall carry on its business with reasonable diligence and in the same manner as it had been doing hitherto and the Transferor Companies shall not alter or substantially expand its business except with the written concurrence of the Transferee Company.

- 9.5 The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the central government and all other agencies, departments and authorities concerned as are necessary under any law for such consents, approvals and sanctions which the Transferee Company may require to own and carry on the business of the Transferor Companies.
- 9.6 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the ancillary and incidental alterations, if any, to be carried out to the Memorandum of Association of the Company as may be required under the Act and there would be no further requirement of obtaining the members approval for such alterations arising pursuant to the sanctioned Scheme.

SECTION 3: CONSIDERATION

10. In view of the fact that the Transferor Companies are wholly owned subsidiaries of Transferee Company, upon sanction of this Scheme by the Tribunal, no shares will be issued / allotted under the Scheme by the Transferee Company to any person.
- 10.1 Further, upon sanction of this Scheme by the Tribunal, all the equity and preference shares of the Transferor Companies held by Transferee Company, shall stand cancelled and the investments of Transferee Company, as appearing on the Asset side of the Balance Sheet of Transferee Company, shall stand cancelled to the extent of book value of the equity and preference shares of the Transferor Companies.
- 10.2 On completion of the scheme, all equity and preference shares of the Transferor Companies held by Transferee Company shall stand cancelled and the share certificate held by Transferee Company shall be destroyed.

SECTION 4: ACCOUNTING TREATMENT

11. Accounting Treatment in the Books of the Transferee Company:

- 11.1 Upon sanction of this Scheme by the Tribunal, the Transferee Company shall record the assets and liabilities of the Transferor Companies transferred to the Transferee Company pursuant to this Scheme and account for the amalgamation of the Transferor Companies pursuant to this Scheme in accordance with Accounting Standard -14 as notified by the Companies (Accounting Standards) Rules, 2006, as amended from time to time.
- 11.2 Inter-corporate deposits / loans and advances, if any, outstanding between the Transferee Company and the Transferor Companies inter-se shall stand cancelled and there shall be no further obligation / outstanding in that behalf. Any difference arising on such cancellation should be adjusted in the reserves of the Transferee Company.
- 11.3 Upon sanction of this Scheme by the Tribunal, the equity shares and the 2% Optionally Convertible Cumulative Preference Shares held by the Transferee Company as investments in the share capital of the Transferor Companies shall stand cancelled.

- 11.4 The difference, if any, of the value of the assets over the value of the liabilities and reserves of the Transferor Companies being vested in the Transferee Company pursuant to this Scheme and recorded in the books of account of the Transferee Company shall be adjusted in the Reserves in the Balance Sheet of the Transferee Company. In terms of the provisions of the Accounting Standard 14, any surplus/deficit arising out of Amalgamation shall be adjusted in the Reserves of the Transferee Company.
- 11.5 In case of any differences in accounting policy between the Transferor Companies and Transferee Company, the accounting policies followed by Transferee Company will prevail and the difference till the Appointed Date will be quantified and adjusted against Profit and Loss Account, to ensure that the financial statements of Transferee Company reflect the financial position on the basis of consistent accounting policy.
- 11.6 Notwithstanding the above, the Transferee Company in consultation with its Auditors, is authorized to account for any of this balances in any manner, whatsoever if considered appropriate.

12. Dissolution of the Transferor Companies

Upon sanction of this Scheme by the Tribunal, all the Transferor Companies (i.e. First Transferor Company - SITO, Second Transferor Company - Maxivision and the Third Transferor Company – Rainbow) shall, without any further act or deed, stand dissolved without going through the process of winding up.

PART - C **GENERAL TERMS AND CONDITIONS**

13. Impact of the Scheme on creditors

This Scheme of Amalgamation, if approved by the appropriate authorities and the Tribunal, shall not have any adverse impact on the creditors whether secured or unsecured, of Transferee Company and / or Transferor Companies.

14. Dividends

- 14.1 Nothing contained in this Scheme shall be construed as restricting or restraining any of the Companies from being entitled to declare and pay dividends, whether interim or final, to their respective equity shareholders, whether during the pendency of the Scheme or otherwise.
- 14.2 The holders of the Shares of respective Companies shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under the Articles of Association of the respective Companies concerned including the right to receive dividends.
- 14.3 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any member of any Company to

demand or claim any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the Boards of Directors of the respective Companies and subject to the approval of the shareholders of the respective Companies.

15. Filing of applications / petitions with the Tribunal (NCLT)

The Transferee Company and each of the Transferor Companies shall, jointly or severally, with all reasonable diligence, make and file all necessary applications, affidavits, petitions etc., before the Hon'ble Tribunal or any other competent authority having jurisdiction over the Scheme for obtaining the sanction to this Scheme of Amalgamation under Sections 230 to 232 of the Companies Act, 2013 and each of them shall apply for all necessary approvals as may be required under law.

16. Modification to the Scheme

- 16.1 The Transferee Company and Transferor Companies by their respective Board of Directors or any Committee thereof or any Director authorized in that behalf (hereinafter referred to as the "Delegate") may assent to, or make, from time to time, any modifications or amendments or additions to this Scheme to any conditions or limitations that the Tribunal or any appropriate authority (ies) under law may deem fit to approve or impose and which Transferee Company and Transferor Companies may in their discretion accept or such modifications or amendments or additions as Transferee Company and Transferor Companies or as the case may be, their respective Delegate may deem fit, or required for the purpose of resolving any doubts or difficulties that may arise for carrying out this Scheme, and Transferee Company and Transferor Companies by their respective Boards of Directors or Delegate are hereby authorized to do, perform and execute all acts, deeds, matters and things necessary for bringing this Scheme into effect, or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect. In the event that any conditions may be imposed by any authorities, which Transferee Company and Transferor Companies find unacceptable for any reason, then Transferee Company and Transferor Companies shall be at liberty to withdraw the Scheme. The aforesaid powers of Transferee Company and Transferor Companies may be exercised by their respective Delegates.
- 16.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the Delegates (acting jointly) of Transferee Company and Transferor Companies may give such directions as they may consider necessary to settle any question or difficulty arising under this Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any matter whatsoever connected therewith (including any question or difficulty arising in connection with any deceased or insolvent shareholders, depositors of the respective Companies), or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those conditions (to the extent permissible under law).

17. Scheme Conditional Upon

17.1 This Scheme is conditional upon and subject to:

- a) The Scheme being agreed to by the respective requisite majorities of the members and various classes of creditors (wherever applicable) of the Transferor Companies and the Transferee Company as required under the Act.
- b) The requisite sanctions and approvals, as may be required by law in respect of this Scheme being obtained; and

17.2 In the event of this Scheme failing to take effect before 31st day of March, 2018, or such later date as may be agreed by the respective Boards of Directors of Transferee Company and Transferor Companies, this Scheme shall stand revoked, cancelled and be of no effect and become null and void and in that event no rights and liabilities whatsoever shall accrue to or be incurred inter-se by the Companies or their shareholders or creditors or employees or any other person. In such case, both the Companies shall bear its own costs, charges and expenses or shall bear costs, charges and expenses as may be mutually agreed.

18. Effect of non-receipt of approvals

In the event of any of the said sanctions and approvals referred to in clause 17 above not being obtained (unless otherwise decided by the Board of Directors) and / or the Scheme not being sanctioned by the Tribunal or such other competent authority as aforesaid, this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and / or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

19. Severability

If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall subject to the decision of Transferee Company and Transferor Companies, not affect the validity or implementation of the other parts and / or provisions of this Scheme.

20. Costs, charges, etc.

All costs, charges, levies and expenses (including stamp duty) in relation to or in connection with or incidental to this Scheme or the implementation thereof shall be borne and paid by Transferee Company.

SCHEDULE I

Details of the immovable properties of Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) being transferred to Asian Institute of Gastroenterology Private Limited (Transferee Company) pursuant to the Scheme

All those parts and parcels of land detailed and described herein below:

Sl.No.	Address	Sy. No.	Area in Acer	Docu ment No.	Document Date
1.	Plot No. 3, Gachibowli Village, SerilingampallyMandal, Ranga Reddy District, Telangana.	136	1 Acre and Two Guntas	2596	05.06.2009

SCHEDULE II

Details of the immovable properties of Maxivision Health Care Private Limited (Second Transferor Company) being transferred to Asian Institute of Gastroenterology Private Limited (Transferee Company) pursuant to the Scheme

All those parts and parcels of land detailed and described herein below:

Sl.No.	Address	Sy. No.	Area in Acer	Docu ment No.	Document Date
1.	Plot No. 3, Gachibowli Village, SerilingampallyMandal, Ranga Reddy District, Telangana.	136	1 Acre and Seven Guntas	2594	05.06.2009

SCHEDULE III

Details of the immovable properties of Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) being transferred to Asian Institute of Gastroenterology Private Limited (Transferee Company) pursuant to the Scheme

All those parts and parcels of land detailed and described herein below:

Sl.No.	Address	Sy. No.	Area in Acer	Docu ment No.	Document Date
1.	Plot No. 4, Gachibowli Village, SerilingampallyMandal, Ranga Reddy District, Telangana.	136	1 Acre and One Gunta	2593	05.06.2009

REPORT ADOPTED BY CIRCULATION BY THE BOARD OF DIRECTORS OF ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED BEARING CIN: U99999TG1994PTC018352, ON 08TH DAY OF JUNE, 2017,

BACKGROUND:

1. This report is being adopted pursuant to the requirement of section 232(2)(c) of the Companies Act, 2013, for circulating to the Sundry Creditors of the Company. This report explains the effect of the Scheme of Amalgamation on the equity promoters and non-promoter shareholders of the Company.
2. A Scheme of Amalgamation between Asian Institute of Gastroenterology Private Limited (Transferee Company) and Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) and their respective Shareholders and Creditors (“**Scheme**”), was proposed by the Board of Directors of the Transferee Company and the Board of Directors of the Transferor Companies for the purpose of amalgamation of Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company) and Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) **with** Asian Institute of Gastroenterology Private Limited (Transferee Company) on a going concern basis with effect from 01.04.2016 (First Day of April, Two Thousand and Sixteen) being the appointed date.
3. The said Scheme of Amalgamation was approved by the Board of Directors of the Company and the Board of Directors of the Transferor Companies at their respective meetings held on 30th day of March, 2017 (Thirtieth day of March Two Thousand and Seventeen) under the provisions of Sections 230 to 232 of the Companies Act, 2013, by passing respective Board Resolutions. The Board of Directors of the Company approved the Scheme after taking into consideration the rationale of the Scheme and the certificate issued by the statutory auditor of the Company to the effect that the accounting treatment proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.

REPORT:

1. In view of the fact that the Transferor Companies are wholly owned subsidiaries of Transferee Company, upon sanction of this Scheme by the Tribunal, no shares will be issued / allotted under the Scheme by the Transferee Company to any person.
2. Further, upon sanction of this Scheme by the Tribunal, all the equity and preference shares of the Transferor Companies held by Transferee Company, shall stand cancelled and the investments of Transferee Company, as appearing on the Asset side of the Balance Sheet of Transferee Company, shall stand cancelled to the extent of book value of the equity and preference shares of the Transferor Companies.

3. Inter-corporate deposits / loans and advances, if any, outstanding between the Transferee Company and the Transferor Companies inter-se shall stand cancelled and there shall be no further obligation / outstanding in that behalf. Any difference arising on such cancellation should be adjusted in the reserves of the Transferee Company.
4. Upon sanction of this Scheme by the Tribunal, **all the Transferor Companies i.e.** Sarvejana Institute of Trauma and Orthopedics Private Limited (First Transferor Company), Maxivision Health Care Private Limited (Second Transferor Company) and Rainbow Institute of Health Sciences Private Limited (Third Transferor Company) shall, without any further act or deed, stand dissolved without going through the process of winding up.
5. As far as the Shareholders of the Company are concerned (Promoter Shareholders as well as Non-Promoter Shareholders), the amalgamation of the Transferor Companies with the Transferee Company will not have any impact on any of the shareholders holding in the Transferee Company and the shareholding pattern of the Transferee Company will remain unchanged since there is no issue of shares or reduction of capital contemplated in the Scheme in view of the fact that all the Transferor Companies are wholly owned subsidiary companies of the Transferee Company and there will be no change in economic interest of any of the shareholders of the Transferee Company pre and post scheme.
6. The Scheme would not have any effect on Key Managerial Personnel of the Company.

FOR ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED

D NAGESHWAR REDDY
CHAIRMAN AND MANAGING DIRECTOR
(DIN: 00324725)

Place: Hyderabad

Date: 08.06.2017

Asian Institute of Gastroenterology Private Limited
Supplementary Unaudited Accounting Statement
Standalone Balance Sheet

(All amounts in Indian rupees, except share data and unless otherwise stated)

	Notes	As at 28 FEB, 2017	As at 31 March 2016
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	135,770,000	125,770,000
Reserves and surplus	2.2	<u>5,360,541,131</u>	<u>3,764,071,797</u>
		<u>5,496,311,131</u>	<u>3,889,841,797</u>
Non-current liabilities			
Deferred tax liability	2.26	-	
Other long-term liabilities	2.3	2,541,250	1,705,250
Long-term provisions	2.4	<u>19,463,963</u>	<u>14,715,356</u>
		<u>22,005,213</u>	<u>16,420,606</u>
Current liabilities			
Trade payables:	2.5		
- Total outstanding dues to other than micro and small enterprises		94,438,188	100,199,615
Other current liabilities	2.6	631,584,295	615,794,699
Short-term provisions	2.7	<u>84,594,448</u>	<u>32,562,500</u>
		<u>810,616,931</u>	<u>748,556,814</u>
TOTAL		<u>6,328,933,275</u>	<u>4,654,819,217</u>
ASSETS			
Non-current assets			
Fixed assets:	2.8		
- Tangible assets		144,314,172	156,971,158
- Intangible assets		152,061	152,061
- Capital work-in-progress		<u>3,628,842,989</u>	<u>1,576,957,077</u>
		<u>3,773,309,222</u>	<u>1,734,080,296</u>
Non-current investments	2.9	439,557,865	289,948,000
Long-term loans and advances	2.10	760,981,641	434,907,007
Other non-current assets	2.11	5,000,000	5,000,000
Deferred tax asset	2.26	<u>16,016,127</u>	<u>13,421,637</u>
		<u>4,994,864,855</u>	<u>2,477,356,940</u>
Current assets			
Inventories	2.12	34,317,980	45,932,291
Trade receivables	2.13	25,191,543	23,441,762
Cash and bank balances	2.14	1,108,551,813	1,994,055,555
Short-term loans and advances	2.15	34,311,792	19,086,714
Other current assets	2.16	<u>131,695,292</u>	<u>94,945,955</u>
		<u>1,334,068,420</u>	<u>2,177,462,277</u>
TOTAL		<u>6,328,933,275</u>	<u>4,654,819,217</u>

Asian Institute of Gastroenterology Private Limited
Supplementary Unaudited Accounting Statement
Standalone Statement of Profit and Loss

(All amounts in Indian rupees, except share data and unless otherwise stated)

	Notes	For the period ended 28 FEB, 2017	For the year ended 31 March 2016
Income			
Revenue from operations	2.17	1,933,944,083	1,973,696,436
Other income	2.18	154,572,855	179,909,482
Total income		2,088,516,939	2,153,605,918
Expenses			
Cost of medicines and consumables items consumed	2.19	468,481,977	500,779,604
Operating expenses	2.20	339,958,826	341,884,748
Employee benefits expense	2.21	241,909,747	234,175,698
Depreciation and amortisation expense	2.8	18,841,046	23,194,327
Other expenses	2.22	89,959,766	111,864,880
Total expenses		1,159,151,362	1,211,899,257
Profit before tax		929,365,577	941,706,661
Prior Period Expenses		3,209,936	-
Tax expense:			
- Current tax		322,280,797	330,217,229
- Deferred tax expense/ (benefit)		(2,594,490)	(3,826,962)
- Income taxes pertaining to previous years		-	(950,525)
		319,686,307	325,439,742
Profit for the year		606,469,334	616,266,919
Earnings per equity share - par value of Rs. 10 per share			
- Basic		48.73	53.36
- Diluted		48.73	53.00

Asian Institute of Gastroenterology Private Limited
Supplementary Unaudited Accounting Statement
Standalone Cash Flow Statement

(All amounts in Indian rupees, except share data and unless otherwise stated)

Particulars	For the period ended 28 FEB, 2017	For the year ended 31 March 2016
Cash flows from operating activities:		
Profit before tax	926,155,641	941,706,661
Adjustments:		
Depreciation and amortisation expense	18,841,046	23,194,327
Loss on sale of investments	-	29,700,000
Profit on sale of mutual funds	-	-
Liabilities no longer required writtenback	-	(1,756,399)
Provision for diminution in value of investments/ (writtenback)	-	(30,000,000)
Provision for doubtful trade receivables/ (writtenback)	-	(2,313,035)
Interest income	<u>(153,816,044)</u>	<u>(137,308,822)</u>
Operating cash flow before working capital changes	791,180,643	823,222,732
(Increase) / Decrease in inventories	11,614,310	(13,880,434)
(Increase)/ Decrease in tradereceivables	(1,749,782)	(1,664,404)
(Increase) / Decrease in loans and advances	(16,808,459)	(42,938,003)
(Increase) / Decrease in other assets	2,558,421	430,441
Increase/ (Decrease) in liabilities and provisions	<u>15,779,589</u>	<u>31,882,819</u>
Cash generated from operations	802,574,722	797,053,152
Income tax paid, net	<u>(270,248,849)</u>	<u>(324,152,522)</u>
Net cash from operating activities (A)	532,325,873	472,900,630
Cash flows from investing activities:		
Purchase of fixed assets (net of capital work-in-progress, capital advances and capital creditors)	(2,412,728,039)	(918,171,745)
Proceeds from sale of investments	-	-
Net proceeds/ (investment) in Mutual funds	-	-
Inter-corporate deposit (given)/realised	30,000,000	160,000,000
Investment in Shares	(149,609,865)	(150,000,000)
Term deposits placed with banks (having original maturity of more than three months)	930,739,459	(831,237,117)
Interest received	<u>114,508,289</u>	<u>103,811,486</u>
Net cash used in investing activities (B)	(1,487,090,156)	(1,635,597,376)
Cash flows from financing activities:		
Proceeds from issue of shares including premium	<u>1,000,000,000</u>	<u>1,149,050,000</u>
Net cash from financing activities (C)	1,000,000,000	1,149,050,000
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	45,235,717	(13,646,746)
Cash and cash equivalents at the beginning of the year	<u>34,642,002</u>	<u>48,288,748</u>
Cash and cash equivalents at the end of the year	79,877,719	34,642,002

Asian Institute of Gastroenterology Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28 FEB, 2017 (continued)

(All amounts in Indian rupees, except share data and unless otherwise stated)

	As at 28 FEB, 2017	As at 31 March 2016
2.1 Share capital		
Authorised capital		
22,855,000 Equity Shares of Rs.10 each	228,550,000	228,550,000
145,000 Compulsory convertible preference shares (CCPS) of Rs. 10 each	1,450,000	1,450,000
Issued, subscribed and paid up		
13,577,000 (previous year: 12,577,000) equity shares of Rs. 10 each, fully paid-up	135,770,000	125,770,000
	135,770,000	125,770,000

i) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period:

Particulars	As at 28 FEB, 2017		As at 31 March 2016	
	Number of shares	Amount	Number of shares	Amount
Equity shares:				
At the beginning of the year	12,577,000	125,770,000	10,777,000	107,770,000
Shares issued during the year (refer note vi below)	1,000,000	10,000,000	1,655,000	16,550,000
Conversion of 0.000001%, CCPS at the ratio of 1:1	-	-	145,000	1,450,000
Outstanding at the end of the year	13,577,000	135,770,000	12,577,000	125,770,000
0.000001%, Compulsory convertible preference shares:				
At the beginning of the year	-	-	145,000	1,450,000
Shares issued during the year	-	-	-	-
Less: Converted into equity shares at the ratio of 1:1	-	-	(145,000)	(1,450,000)
Outstanding at the end of the year	-	-	-	-

ii) Rights, preferences and restrictions attached to shares:

Equity shares:

The Company has only one class of equity shares having par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time subject to payment of dividend to preference shareholders. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

0.000001%, Compulsory convertible preference shares:

0.000001% Cumulative convertible preference shares carry a preferential right as to dividend over equity shareholders. These preference shares shall (unless converted into equity shares in the manner stated in the Shareholders Agreement) be compulsorily converted into equity shares in the ratio of 1:1 on expiry of four years from the date of allotment i.e. on 8 January 2018. In the event of liquidation, preference shareholders have a preferential right over equity shareholders to be repaid to the extent of paid-up capital and dividend in arrears on such shares.

iii) The details of shareholders holding more than 5% shares in the Company

Particulars	As at 28 FEB, 2017		As at 31 March 2016	
	Number of shares	Percentage	Number of shares	Percentage
Equity shares:				
Dr. D Nageshwar Reddy	6,312,450	46.49%	6,312,450	50.19%
Dr. G V Rao	750,000	5.52%	750,000	5.96%
Regal Corporate Advisors Private Limited	0	0	1,235,000	9.82%
Ileum Investment Limited, Mauritius	1,850,000	13.63%	1,825,000	14.51%
Nile Investments Holdings Pte. Limited, Singapore	2,500,000	18.41%	1,500,000	11.93%
P V S Raju	1,187,870	8.75%	399,000	3.17%

Asian Institute of Gastroenterology Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28 FEB, 2017 (continued)
(All amounts in Indian rupees, except share data and unless otherwise stated)

2.1 Share capital (continued)

iv) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares brought back during the period of five years immediately preceding the reporting date:

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
Equity shares of Rs.10 each bought back -at a price of Rs. 170 per share aggregating to Rs. 386,410,000	-	-	-	2,273,000	-

	As at 28 FEB, 2017	As at 31 March 2016
2.2 Reserves and surplus		
Capital redemption reserve		
Balance at the beginning of the year	22,730,000	22,730,000
Add: Transferred from surplus towards buyback of equity shares	-	-
Balance at the end of the year	22,730,000	22,730,000
Security premium account:		
Balance at the beginning of the year	1,313,590,850	181,090,850
Add: Received during the year	990,000,000	1,132,500,000
Balance at the end of the year	2,303,590,850	1,313,590,850
General reserve		
Balance at the beginning of the year	1,136,320,000	1,136,320,000
Add: Transferred from surplus	-	-
Balance at the end of the year	1,136,320,000	1,136,320,000
Surplus in the statement of profit and loss:		
Balance at the beginning of the year	1,291,430,947	675,164,028
Add: Profit for the year	606,469,334	616,266,919
Balance at the end of the year	1,897,900,281	1,291,430,947
	5,360,541,131	3,764,071,797

Asian Institute of Gastroenterology Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28 FEB, 2017 (continued)

(All amounts in Indian rupees, except share data and unless otherwise stated)

	As at 28 FEB, 2017	As at 31 March 2016
2.3 Other long-term liabilities		
Security deposits from staff	2,541,250	1,705,250
	<u>2,541,250</u>	<u>1,705,250</u>
2.4 Long-term provisions		
Provision for employee benefits:		
- Gratuity	15,423,667	11,573,667
- Compensated absences	4,040,296	3,141,689
	<u>19,463,963</u>	<u>14,715,356</u>
2.5 Trade payables		
Trade Payables:		
- dues to micro and small enterprises	-	-
- due to other than micro and small enterprises	94,438,188	100,199,615
	<u>94,438,188</u>	<u>100,199,615</u>
2.6 Other current liabilities		
Capital creditors	67,499,397	1,828,183
Provision for capital expenditure	524,412,982	590,251,009
Advance from customers	16,950,754	12,673,055
Accrued salaries, wages and benefits	9,929,740	317,466
Statutory dues payable	8,072,415	10,271,024
Other liabilities	4,719,007	453,962
	<u>631,584,295</u>	<u>615,794,699</u>
2.7 Short-term provisions		
Provision for employee benefits:		
- Gratuity	1,202,555	1,202,555
- Compensated absences	764,578	764,578
Others		
Provision for taxation [net of advance tax of Rs.239653481.94 (previous year: Rs. 299,621,863)]	82,627,315	30,595,367
	<u>84,594,448</u>	<u>32,562,500</u>

2.8 (A) Fixed assets

Particulars	Gross block			Accumulated depreciation and amortisation			Net block				
	As at 1 April 2016	Additions during the year	Deletions during the year	As at 28 FEB, 2017	As at 1 April 2016	Change for the year	Adjustments	Deletions / Adjustments	As at 28 FEB, 2017	As at 28 FEB, 2017	As at 31 March 2016
Tangible assets:											
Land	75,581,115	-	-	75,581,115	-	-	-	-	-	75,581,115	75,581,115
Lenshold improvements	36,234,402	-	-	36,234,402	30,494,937	2,422,313	-	-	32,917,250	3,313,152	5,735,465
Plant and equipment	2,077,094	323,600	-	2,400,694	2,077,094	-	-	-	2,077,094	323,600,000	-
Medical equipments	256,390,394	3,587,012	-	259,977,406	196,505,832	11,569,756	-	-	208,075,588	51,901,818	59,884,562
Electrical installation	42,625,608	629,440	-	43,255,048	35,911,022	1,836,285	-	-	37,747,307	5,507,741	6,714,586
Furniture and fixtures	15,299,056	961,800	-	16,260,856	13,983,935	430,666	-	-	14,434,601	1,826,255	1,315,121
Office equipment	15,975,031	27,708	-	16,002,739	12,826,346	1,172,536	-	-	13,998,882	2,003,857	3,148,685
Computers	25,705,602	654,500	-	26,360,102	25,542,157	201,457	-	-	25,745,614	616,488	1,63,445
Vehicles	12,523,126	-	-	12,523,126	8,094,947	1,188,033	-	-	9,282,980	3,240,146	4,428,179
Total (A)	482,407,428	6,184,060	-	488,591,488	325,436,270	18,841,046	-	-	344,277,316	144,314,172	156,971,158
Previous year	468,258,092	14,149,236	0	482,407,428	302,241,943	23,194,327	-	-	325,436,270	156,971,138	166,016,149
Intangible assets:											
Computer software	6,396,996	-	-	6,396,996	6,244,935	-	-	-	6,244,935	152,061	152,061
Total (B)	6,396,996	-	-	6,396,996	6,244,935	-	-	-	6,244,935	152,061	152,061
Previous year	6,396,996	-	-	6,396,996	6,143,561	101,374	-	-	6,244,935	152,061	152,061
Total (A+B)	488,804,424	6,184,060	-	494,988,484	331,681,205	18,841,046	-	-	350,522,251	144,663,233	157,123,219
Previous year	474,655,088	14,149,336	-	488,804,424	308,486,878	23,194,327	-	-	331,681,205	157,123,219	166,168,210
Capital work-in-progress (refer note 2.38)									3,628,842,989	340,019,501	

Asian Institute of Gastroenterology Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28 FEB, 2017 (continued)

(All amounts in Indian rupees, except share data and unless otherwise stated)

	As at 28 FEB, 2017	As at 31 March 2016
2.9 Non-current investments		
<i>(valued at cost unless otherwise stated)</i>		
Equity Shares - Unquoted- other than trade		
I. Investment in Subsidiaries:		
Maxivision Healthcare Private Limited	49,000	49,000
4,900 (previous year: 4,900) equity shares of Rs. 10 each, fully paid-up		
Sarvejana Institute of Trauma and Orthopedics Private Limited	49,000	49,000
4,900 (previous year: 4,900) equity shares of Rs. 10 each, fully paid-up		
Rainbow Institute of Health Science Private Limited	150,000,000	150,000,000
6,653,000(previous year: Nil) equity shares of Rs.10 each, fully paid-up		
II. Investment in others:		
Potluri Laboratories Private Limited	25,000,000	25,000,000
3,053 (previous year: 3,053) equity shares of Rs. 10 each, fully paid-up		
Less: Provision for diminution in value of investments	(25,000,000)	(25,000,000)
Asian Institute of Nephrology and Urology Private Limited		
3,030,997 (previous year: Nil) equity shares of Rs. 10 each, fully paid-up	149,609,865	-
Preference Shares - Unquoted- other than trade		
III. Investment in Subsidiaries:		
Maxivision Healthcare Private Limited		
7,288,500 (previous year: 7,288,500) 2%, optionally convertible preference shares of Rs. 10 each, fully paid-up	72,885,000	72,885,000
Sarvejana Institute of Trauma and Orthopedics Private Limited		
6,696,500 (previous year: 6,696,500) 2%, optionally convertible preference shares of Rs. 10 each, fully paid-up	66,965,000	66,965,000
	439,557,865	289,948,000
Aggregate amount of unquoted investments	414,557,865	264,948,000
2.10 Long-term loans and advances		
<i>(Unsecured and considered good)</i>		
Capital advances	690,658,021	336,166,767
Advance for Purchase of Shares	51,000	-
Inter-corporate deposit	-	30,000,000
Security deposits	26,566,120	26,002,740
Loans and advances to employees	43,706,500	42,737,500
	760,981,641	434,907,007

Asian Institute of Gastroenterology Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28 FEB, 2017 (continued)

(All amounts in Indian rupees, except share data and unless otherwise stated)

	As at 28 FEB, 2017	As at 31 March 2016
2.11 Other non-current assets		
(Unsecured and considered good)		
Bank deposits (due to mature after 12 months from the reporting date)*	5,000,000	5,000,000
	<u>5,000,000</u>	<u>5,000,000</u>
*Represents balances with banks held as margin money or security deposits towards guarantees given.		
2.12 Inventories		
(Valued at the lower of cost and net realisable value)		
Medicines and consumable items	34,317,980	45,932,291
	<u>34,317,980</u>	<u>45,932,291</u>
2.13 Trade receivables		
(Unsecured)		
Outstanding for a period exceeding six months from the date they became due for payment:		
Considered good	2,076,102	2,585,306
Considered doubtful	1,132,171	1,132,171
Less: Provision for doubtful trade receivables	<u>(1,132,171)</u>	<u>(1,132,171)</u>
	<u>2,076,102</u>	<u>2,585,306</u>
Other receivables:		
Considered good	23,115,441	20,856,456
	<u>25,191,543</u>	<u>23,441,762</u>
2.14 Cash and bank balances		
Cash and cash equivalents:		
Cash on hand	3,465,442	3,069,228
Balances with banks:		
-In current accounts	76,412,277	31,572,774
	<u>79,877,720</u>	<u>34,642,002</u>
Other bank balances:		
Balances with banks:		
- In deposit accounts (due to Maturity more than 3 months & less than 12 months)	1,028,674,094	1,959,413,553
	<u>1,108,551,813</u>	<u>1,994,055,555</u>
2.15 Short-term loans and advances		
(Unsecured and considered good)		
Advance to suppliers	1,554,580	93,556
Advances to related parties	1,405,263	1,405,263
Prepaid expenses	16,441,794	9,544,903
Loans and advances to employees	6,803,000	6,164,000
Other advances and receivables	8,107,155	1,878,992
	<u>34,311,792</u>	<u>19,086,714</u>
2.16 Other current assets		
(Unsecured and considered good)		
Interest accrued but not due on deposits	119,471,920	80,164,161
Unbilled revenue	11,923,372	14,481,794
Receivable against sale of investments	300,000	300,000
	<u>131,695,292</u>	<u>94,945,955</u>

Asian Institute of Gastroenterology Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28 FEB, 2017 (continued)

(All amounts in Indian rupees, except share data and unless otherwise stated)

	For the period ended 28 FEB, 2017	For the year ended 31 March 2016
2.17 Revenue from operations		
Revenue from medical and healthcare services	1,395,495,918	1,407,598,286
Pharmacy sales	538,448,165	562,173,604
Clinical research receipts	-	3,924,546
	<u>1,933,944,083</u>	<u>1,973,696,436</u>
2.18 Other income		
Interest income	153,816,044	137,308,822
Profit on sale of mutual funds	-	-
Liabilities no longer required written back	-	1,756,399
Provision for diminution in value of investments no longer required written back	-	30,000,000
Provision no longer required written back	-	2,313,035
Income from academic courses	678,611	956,816
Miscellaneous income	78,200	7,574,410
	<u>154,572,855</u>	<u>179,909,482</u>
2.19 Cost of medicines and consumables items consumed		
Opening stock	45,932,290	32,051,858
Add: Purchases:		
Pharmacy purchases	332,466,277	375,025,355
Consumables purchases	124,401,389	139,634,681
Less: Closing stock	(34,317,979)	(45,932,290)
	<u>468,481,977</u>	<u>500,779,604</u>
2.20 Operating expenses		
Medical consultancy charges	176,210,866	167,691,039
Rent	35,033,014	35,586,843
Housekeeping expenses	45,395,602	50,632,523
Lab charges	23,751,114	19,701,684
Power and fuel	29,908,336	32,721,270
Repairs and maintenance:		
- Buildings	2,478,878	3,870,751
- Plant and equipment	20,495,338	28,023,050
Insurance premium	6,685,678	3,657,588
	<u>339,958,826</u>	<u>341,884,748</u>

Asian Institute of Gastroenterology Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28 FEB, 2017 (continued)

(All amounts in Indian rupees, except share data and unless otherwise stated)

	For the period ended 28 FEB, 2017	For the year ended 31 March 2016
2.21 Employee benefits expense		
Salaries, wages and bonus*	180,066,776	174,204,551
Managerial remuneration	32,356,610	32,089,200
Contributions to provident and other funds	17,422,399	11,806,897
Staff welfare expenses	8,213,962	6,880,006
Gratuity	3,850,000	9,195,044
	<u>241,909,747</u>	<u>234,175,698</u>
2.22 Other expenses*		
Legal and professional fees	26,550,822	15,282,572
Travelling and conveyance	15,363,650	16,381,153
Printing and stationery	9,915,711	10,366,716
Rates and taxes	4,864,156	6,756,544
Donations and contributions	9,901,000	9,001,000
Bank charges	8,525,233	8,414,673
Repairs and maintenance - others	632,126	570,427
Advertisement and business promotion	3,918,935	4,080,263
Security charges	1,977,067	2,432,217
Communication expenses	2,580,128	2,793,996
Office maintenance	783,805	577,375
Loss on sale of investments	-	29,700,000
Provision for diminution in value of investments	-	-
Provision for doubtful trade receivables	-	-
Miscellaneous expenses	4,947,133	5,507,944
	<u>89,959,766</u>	<u>111,864,880</u>

Sarvejana Institute of Trauma and Orthopedics Private Limited
 Supplementary Unaudited Accounting Statement
Standalone Balance Sheet As At 28th Feb 2017
 (All amounts in Indian rupees, except share data and unless otherwise stated)

PARTICULARS	Note No.	28-02-2017	31-03-2016
I. EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUNDS			
a. Share Capital	1	6,70,65,000	6,70,65,000
b. Reserves and Surplus	2	(28,21,026)	(20,18,876)
		6,42,43,974	6,50,46,124
2. CURRENT LIABILITIES			
- Trade Payables	3	33,36,425	60,69,525
		33,36,425	1,17,81,525
TOTAL		6,75,80,399	7,68,27,649
II. ASSETS			
1. NON-CURRENT ASSETS			
- Fixed Assets	4		
i. Tangible Assets		5,80,41,239	5,80,41,239
ii. Capital Work-in-progress		94,77,750	1,87,25,000
		6,75,18,989	7,67,66,239
2. CURRENT ASSETS			
- Cash and Cash Equivalents	5	61,410	61,410
		61,410	61,410
TOTAL		6,75,80,399	7,68,27,649

**For SARVEJANA INSTITUTE OF TRAUMA AND ORTHOPEDICS
 PRIVATE LIMITED**

Dr. D. NAGESHWAR REDDY
DIN: 00324725
Director

Hyderabad
March 30, 2017

Sarvejana Institute of Trauma and Orthopedics Private Limited
 Supplementary Unaudited Accounting Statement
Standalone Statement of Profit and Loss For The Period Ended 28th Feb 2017
 (All amounts in Indian rupees, except share data and unless otherwise stated)

PARTICULARS	28-02-2017	31-03-2016
EXPENSES		
Other Expenses		
a. Rates and Taxes	8,02,150	2,175
b. Professional Charges	-	15,000
c. Miscellaneous Expenses	-	329
Total Expenses	8,02,150	17,504
LOSS FOR THE PERIOD	8,02,150	17,504

For SARVEJANA INSTITUTE OF TRAUMA AND ORTHOPEDICS
 PRIVATE LIMITED

Dr. D. NAGESHWAR REDDY
 DIN: 00324725
 Director

Hyderabad
 March 30, 2017

Sarvejana Institute of Trauma and Orthopedics Private Limited
 Supplementary Unaudited Accounting Statement
Standalone Cash Flow Statement For The Period Ended 28th Feb 2017
 (All amounts in Indian rupees, except share data and unless otherwise stated)

Particulars	28-02-2017	31-03-2016
A. Cash flow from Operating activities		
Net Profit/(Loss) before Tax	(8,02,150)	(17,504)
Adjustment for depreciation and non cash expenses	-	-
Operating Profit before working capital changes	(8,02,150)	(17,504)
Adjustments for		
Increase/(Decrease) in Trade payables	(27,33,100)	(44,754)
Increase/(Decrease) in current assets / loans & advances	-	-
	(27,33,100)	(44,754)
Cash generated from operations	(35,35,250)	(62,258)
Interest paid	-	-
Direct taxes paid	-	-
Net cash from Operating activities	(35,35,250)	(62,258)
B. Cash flow from investing activities	-	-
C. Cash flow from Financing activities	-	-
Net Increase/(Decrease) in Cash & cash equivalents	(35,35,250)	(62,258)
Cash and cash equivalents as at the beginning of the year	61,410	1,27,639
Cash and cash equivalents as at the end of the year	61,410	61,410

Sarvejana Institute of Trauma and Orthopedics Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28th FEB, 2017 (continued)
(All amounts in Indian rupees, except share data and unless otherwise stated)

1. SHARE CAPITAL

	28-02-2017	31-03-2016
Authorised Share Capital		
10,000 (Previous Year - 10,000) Equity Shares of `10 Par Value	1,00,000	1,00,000
69,90,000 Preference Shares of `10 Par Value	6,99,00,000	6,99,00,000
Issued,Subscribed and Paid-up Capital		
<i>At the beginning of the year</i>		
10,000 Equity Shares of `10 Par Value fully paid up in cash	1,00,000	1,00,000
66,96,500 2% Optionally Convertible Cumulative Preference Shares of `10 Par Value fully paid up in cash	6,69,65,000	6,69,65,000
<i>Issue During the year</i>	-	-
<i>At the close of the year</i>		
10,000 Equity Shares of `10 Par Value fully paid up in cash	1,00,000	1,00,000
66,96,500 2% Optionally Convertible Cumulative Preference Shares of `10 Par Value fully paid up in cash	6,69,65,000	6,69,65,000
	6,70,65,000	6,70,65,000

2. RESERVES & SURPLUS

Surplus		
Balance brought forward from previous year	(20,18,876)	(20,01,372)
Add: Transfer from Statement of Profit and Loss for the period	(8,02,150)	(17,504)
	(28,21,026)	(20,18,876)
Balance available for Appropriation		
Balance carried forward	(28,21,026)	(20,18,876)

Sarvejana Institute of Trauma and Orthopedics Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28th FEB, 2017 (continued)
(All amounts in Indian rupees, except share data and unless otherwise stated)

3. TRADE PAYABLES

	28-02-2017	31-03-2016
Trade payables	33,36,425	60,69,525
	33,36,425	60,69,525

4. FIXED ASSETS

A. Tangible Assets		
Land	5,80,41,239	5,80,41,239
B. Capital Work in Progress		
Land Development	94,77,750	1,87,25,000
	6,75,18,989	7,67,66,239

5. CASH AND CASH EQUIVALENTS

Balances with Banks	29,829	29,829
Cash on Hand	31,581	31,581
	61,410	61,410

Disclosures:

- i Details of shareholders holding more than 5% of the Share capital and their shareholding.

A) EQUITY SHAREHOLDERS:

S no.	Name of shareholder	28-02-2017		31-03-2016	
		% of Holding	No. of shares	% of Holding	No. of shares
1	Holding Company: Sarvejana Health Care P Ltd	0	0	51%	5,100
2	Others: Asian Institute of Gastroenterology Private Limited	100	10,000	49%	4,900
(Out of the total number of shares held by Asian Institute of Gastroenterology Private Limited, one share is being held by the Director, Dr. D. Nageshwar Reddy As The Nominee Of The Company)					

B) PREFERENCE SHAREHOLDERS:

Sl	Name of shareholder	28-02-2017		31-03-2016	
		<i>% of Holding</i>	<i>No. of shares</i>	% of Holding	No. of shares
1.	M/s. Asian Institute of Gastroenterology Private Limited	100	66,96,500	100	66,96,500
	Total	100	66,96,500	100	66,96,500

ii. Terms and Conditions with respect to the above Shares:**A) Equity Shares:**

All the equity shares carry equal rights and obligations with respect to voting rights and dividend.

B) 2% Optionally Convertible Cumulative Preference Shares:

- i The shares will have priority over equity shares in payment of dividend and repayment of capital.
- ii The shares are not entitled to participate in surplus assets and profits in the event of winding-up, which may remain after the entire capital has been repaid.
- iii The shares shall carry a dividend of 2% (Two percent) per annum. The dividend is cumulative in nature.
- iv The shares are non-participative and do not carry any voting rights. The shares to be issued are optionally convertible into Equity shares.
- v The shares may be converted on or before the completion of 3rd year from the date of allotment (i.e., 31.03.2015) at par i.e., One Equity Share for One Preference Share.

Maxivision Health Care Private Limited
 Supplementary Unaudited Accounting Statement
Standalone Balance Sheet As At 28th Feb 2017
 (All amounts in Indian rupees, except share data and unless otherwise stated)

PARTICULARS	Note No.	28-02-2017	31-03-2016
I. EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUNDS			
a. Share Capital	1	7,29,85,000	7,29,85,000
b. Reserves and Surplus	2	(13,86,711)	(7,83,598)
		7,15,98,289	7,22,01,402
2. CURRENT LIABILITIES			
- Trade Payables	3	24,81,313	19,12,908
		24,81,313	19,12,908
TOTAL		7,40,79,602	7,43,14,310
II. ASSETS			
1. NON-CURRENT ASSETS			
- Fixed Assets			
- Tangible Assets	4	7,40,77,937	7,43,12,645
2. CURRENT ASSETS			
- Cash and Cash Equivalents	5	1,665	1,665
TOTAL		7,40,79,602	7,43,14,310

For MAXIVISION HEALTH CARE PRIVATE LIMITED

Dr. D. NAGESHWAR REDDY
 DIN: 00324725
 Director

Hyderabad
 March 30, 2017

Maxivision Health Care Private Limited
 Supplementary Unaudited Accounting Statement
Standalone Statement of Profit and Loss For The Period Ended 28th Feb 2017
 (All amounts in Indian rupees, except share data and unless otherwise stated)

PARTICULARS	28-02-2017	31-03-2016
EXPENSES		
Other Expenses:		
a Professional Fee	-	17,000
b ROC Filing fee	6,03,113	1,200
c Rates & Taxes	-	2,175
	6,03,113	20,375
LOSS FOR THE PERIOD	6,03,113	20,375

For MAXIVISION HEALTH CARE PRIVATE LIMITED

Dr. D. NAGESHWAR REDDY
 DIN: 00324725
 Director

Hyderabad
 March 30, 2017

Maxivision Health Care Private Limited
 Supplementary Unaudited Accounting Statement
Standalone Cash Flow Statement For The Period Ended 28th Feb 2017
 (All amounts in Indian rupees, except share data and unless otherwise stated)

Particulars	28-02-2017	31-03-2016
A. Cash flow from Operating activities		
Net Profit/(Loss) before Tax	(6,03,113)	(20,375)
Adjustment for depreciation and non cash expenses	-	-
Operating Profit before working capital changes	(6,03,113)	(20,375)
Adjustments for		
Increase/(Decrease) in Trade payables	5,68,405	21,900
Increase/(Decrease) in current assets / loans & advances	-	-
	5,68,405	21,900
Cash generated from operations	(34,708)	1,525
Interest paid	-	-
Direct taxes paid	-	-
Net cash from Operating activities	(34,708)	1,525
B. Cash flow from investing activities	-	-
C. Cash flow from Financing activities	-	-
Net Increase/(Decrease) in Cash & cash equivalents	(34,708)	1,525
Cash and cash equivalents as at the beginning of the year	3,190	1,665
Cash and cash equivalents as at the end of the year	1,665	3,190

For MAXIVISION HEALTH CARE PRIVATE LIMITED

Dr. D. NAGESHWAR REDDY
DIN: 00324725
Director

Hyderabad
March 30, 2017

Maxivision Health Care Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28th FEB, 2017 (continued)
(All amounts in Indian rupees, except share data and unless otherwise stated)

1. SHARE CAPITAL

	28-02-2017	31-03-2016
Authorised Share Capital		
10,000 Equity Shares of `10 Par Value each	1,00,000	1,00,000
72,90,000 2% Optionally Convertible Cumulative Preference Shares of `10 each	7,29,00,000	7,29,00,000
	7,30,00,000	7,30,00,000
Issued,Subscribed and Paid-up Capital		
<i>At the beginning of the year</i>		
10,000 Equity Shares of `10 Par Value fully paid up in cash	1,00,000	1,00,000
72,88,500 2% Optionally Convertible Cumulative Preference Shares of `10 each fully paid up	7,28,85,000	7,28,85,000
<i>Issue during the year</i>	-	-
<i>At the close of the year</i>		
10,000 Equity Shares of `10 Par Value fully paid up in cash	1,00,000	1,00,000
72,88,500 2% Optionally Convertible Cumulative Preference Shares of `10 each fully paid up	7,28,85,000	7,28,85,000
	7,29,85,000	7,29,85,000

2. RESERVES & SURPLUS

Surplus		
Balance brought forward from previous year	(7,83,598)	(7,63,223)
Add: Transfer from Statement of Profit and Loss for the period	(6,03,113)	(20,375)
Balance available for Appropriations	(13,86,711)	(7,83,598)
Balance carried forward	(13,86,711)	(7,83,598)

Maxivision Health Care Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28th FEB, 2017 (continued)
 (All amounts in Indian rupees, except share data and unless otherwise stated)

3. TRADE PAYABLES

	28-02-2017	31-03-2016
Trade Payables	24,81,313	19,12,908
	24,81,313	19,12,908

4. FIXED ASSETS

Tangible Assets		
Land	7,39,62,645	7,39,62,645
Metal Fencing	1,15,292	3,50,000
	7,40,77,937	7,43,12,645

5. CASH AND CASH EQUIVALENTS

Cash on Hand	1,665	1,665
	1,665	1,665

Disclosures:**I. Details of shareholders holding more than 5% of the Share capital and their shareholding.****a) EQUITY SHAREHOLDERS**

S I	Name of shareholder	28-02-2017		31-03-2016	
		% of Holding	No. of shares	% of Holding	No. of shares
1	Dr. Prasad Reddy Kasu	0	0	50%	5,000
2	Asian Institute of Gastroenterology Private Limited	100	10,000	49%	4,900
3	Maxivision Laser Centre Private Limited	0	0	1%	100

(Out of the total number of shares held by Asian Institute of Gastroenterology Private Limited, one share is being held by the Director, Dr. D. Nageshwar Reddy As The Nominee Of The Company)

Maxivision Health Care Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28th FEB, 2017 (continued)
(All amounts in Indian rupees, except share data and unless otherwise stated)

**b) 2% OPTIONALLY CONVERTIBLE CUMULATIVE PREFERENCE
SHAREHOLDERS**

S I	Name of shareholder	28-02-2017		31-03-2016	
		% of Holding	No. of shares	% of Holding	No. of shares
1	Asian Institute of Gastroenterology Private Limited	100%	72,88,500	100%	72,88,500

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**Terms and Conditions with respect to the above
shares:****a) Equity Shares:**

- All the equity shares carry equal rights and obligations with respect to dividend and voting rights.

**b) 2% OPTIONALLY CONVERTIBLE CUMULATIVE
PREFERENCE SHARES:**

- i The shares will have priority over equity shares in payment of dividend and repayment of capital.
- ii The shares are not entitled to participate in surplus assets and profits in the event of winding -up, which may remain after the entire capital has been repaid.
- iii The shares shall carry a dividend of 2% (Two percent) per annum. The dividend is cumulative in nature.
- iv The shares are non-participative and do not carry any voting rights. The shares are optionally convertible into Equity shares.
- v The shares may be converted on or before the completion of 3rd year from the date of allotment (i.e., 31.03.2015) at par i.e., One Equity Share for One Preference Share.

Rainbow Institute of Health Sciences Private Limited

Supplementary Unaudited Accounting Statement

Standalone Balance Sheet As At 28th Feb 2017

(All amounts in Indian rupees, except share data and unless otherwise stated)

PARTICULARS	Note No.	28-02-2017	31-03-2016
I. EQUITY AND LIABILITIES			
1. SHAREHOLDERS' FUNDS			
a. Share Capital	1	6,65,30,000	6,65,30,000
b. Reserves and Surplus	2	(4,13,227)	(4,12,966)
		6,61,16,773	6,61,17,034
2. CURRENT LIABILITIES			
Other Current Liabilities	3	16,06,191	16,06,191
		16,06,191	18,60,375
TOTAL		6,77,22,964	6,79,77,409
II. ASSETS			
1. NON-CURRENT ASSETS			
Fixed Assets			
- Tangible Assets -Land		5,65,88,135	5,65,88,135
- Capital Works-in-progress		1,10,55,060	1,13,09,244
2. CURRENT ASSETS			
Cash and Cash Equivalents	4	79,769	80,030
TOTAL		6,77,22,964	6,79,77,409

For RAINBOW INSTITUTE OF HEALTH SCIENCES PRIVATE LIMITED

Dr. D. NAGESHWAR REDDY

Director (DIN: 00324725)

Hyderabad

March 30, 2017

Rainbow Institute of Health Sciences Private Limited
 Supplementary Unaudited Accounting Statement
Standalone Statement of Profit and Loss For The Period Ended 28th Feb 2017
 (All amounts in Indian rupees, except share data and unless otherwise stated)

PARTICULARS	<i>28-02-2017</i>	31-03-2016
EXPENSES		
Other Expenses:		
Professional Fee	-	17,850
Rates & Taxes	-	20,025
Bank charges	261	86
	261	37,961
LOSS FOR THE PERIOD	261	37,961

For RAINBOW INSTITUTE OF HEALTH SCIENCES PRIVATE LIMITED

Dr. D. NAGESHWAR REDDY
 Director (DIN: 00324725)

Hyderabad
 March 30, 2017

Rainbow Institute of Health Sciences Private Limited
 Supplementary Unaudited Accounting Statement
Standalone Cash Flow Statement For The Period Ended 28th Feb 2017
 (All amounts in Indian rupees, except share data and unless otherwise stated)

Particulars	28-02-2017	31-03-2016
A. Cash flow from Operating activities		
Net Profit/(Loss) before Tax	(261)	(37,961)
Operating Profit before working capital changes	(261)	(37,961)
Adjustments for		
Increase/(Decrease) in Other Current Liabilities	-	(11,339)
	-	(11,339)
Cash generated from operations	(261)	(49,300)
Net cash from Operating activities	(261)	(49,300)
B. Cash flow from investing activities	-	-
C. Cash flow from Financing activities	-	-
Proceeds from Long Term Borrowings		6,000
Repayment of Long Term Borrowings	(2,54,184)	-
Proceeds from issuance of share capital	1,74,30,000	-
Net cash from Financial activities	1,71,75,816	6,000
Net Increase/(Decrease) in Cash & cash equivalents	1,71,75,555	(43,300)
Cash and cash equivalents as at the beginning of the year	1,36,668	1,79,968
Cash and cash equivalents as at the end of the year	1,73,12,223	1,36,668

Rainbow Institute of Health Sciences Private Limited

Notes to the Supplementary standalone financial statements for the period ended 28th FEB, 2017 (continued)
(All amounts in Indian rupees, except share data and unless otherwise stated)

1. SHARE CAPITAL

	28-02-2017	31-03-2016
Authorised Share Capital		
67,50,000 Equity Shares of `10 Par Value each	6,75,00,000	6,75,00,000
	6,75,00,000	6,75,00,000
Issued,Subscribed and Paid-up Capital		
At the beginning of the year		
66,53,000 (4,910,000) Equity Shares of `10 Par Value fully paid up in cash	6,65,30,000	4,91,00,000
Further Issue During the year		
- (1,743,000) Equity Shares of `10 Par Value fully paid up in cash	-	1,74,30,000
At the close of the year		
66,53,000 Equity Shares of `10 Par Value fully paid up in cash	6,65,30,000	6,65,30,000

2. RESERVES & SURPLUS

Surplus		
Balance brought forward from previous year	(4,12,966)	(3,75,005)
Add: Transfer from Statement of Profit and Loss for the period	(261)	(37,961)
Balance available for Appropriations	(4,13,227)	(4,12,966)
Balance carried forward	(4,13,227)	(4,12,966)

3. OTHER CURRENT LIABILITIES

Creditors - Others	17,175	17,175
Creditors - Capital Expenditure	15,89,016	15,89,016
	16,06,191	16,06,191

4. CASH AND CASH EQUIVALENTS

Cash and Cash Equivalents		
Balance with Banks	79,769	80,030
	79,769	80,030

Disclosures:

i. Details of shareholders holding more than 5% of the Share capital and their shareholding.

a) EQUITY SHAREHOLDERS

Sl	Name of shareholder	28-02-2017		31-03-2016	
		% of Holding	No. of shares	% of Holding	No. of shares
1	Asian Institute of Gastroenterology (P) Ltd.	100.00%	66,52,900	100%	66,52,900

ii. Terms and Conditions with respect to the above shares:

a) Equity Shares: All the equity shares carry equal rights and obligations with respect to dividend and voting rights.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT HYDERABAD
C.A. (CAA) NO.40/230/HDB/2017
IN THE MATTER OF COMPANIES ACT, 2013 (18 of 2013)
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013,
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
AND
IN THE MATTER OF ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED
(TRANSFEREE COMPANY)
AND
SARVEJANA INSTITUTE OF TRAUMA AND ORTHOPEDICS PRIVATE LIMITED
(FIRST TRANSFEROR COMPANY)
AND
MAXIVISION HEALTH CARE PRIVATE LIMITED
(SECOND TRANSFEROR COMPANY)
AND
RAINBOW INSTITUTE OF HEALTH SCIENCES PRIVATE LIMITED
(THIRD TRANSFEROR COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

M/s. Asian Institute of Gastroenterology Private Limited
M/s. Sarvejana Institute of Trauma and Orthopedics Private Limited
M/s. Maxivision Health Care Private Limited
M/s. Rainbow Institute of Health Sciences Private Limited
...Applicant Companies

NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING 13TH DAY OF JULY, 2017

PROXY FORM

Name of the Sundry Creditor(s) :
 Registered address :
 Amount due by the Company :

I / We, being the Sundry creditor(s) of the above named company, hereby appoint:

1. Name: E-mail: Address:
 Signature: _____, or failing him / her

2. Name: E-mail: Address:
 Signature: _____, or failing him / her

3. Name: E-mail: Address:
 Signature: _____, or failing him / her

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENCH, AT HYDERABAD
C.A. (CAA) NO.40/230/HDB/2017
IN THE MATTER OF COMPANIES ACT, 2013 (18 of 2013)
IN THE MATTER OF SECTIONS 230 TO 232 OF THE COMPANIES ACT, 2013,
AND
IN THE MATTER OF SCHEME OF AMALGAMATION
AND
IN THE MATTER OF ASIAN INSTITUTE OF GASTROENTEROLOGY PRIVATE LIMITED
(TRANSFEREE COMPANY)
AND
SARVEJANA INSTITUTE OF TRAUMA AND ORTHOPEDICS PRIVATE LIMITED
(FIRST TRANSFEROR COMPANY)
AND
MAXIVISION HEALTH CARE PRIVATE LIMITED
(SECOND TRANSFEROR COMPANY)
AND
RAINBOW INSTITUTE OF HEALTH SCIENCES PRIVATE LIMITED
(THIRD TRANSFEROR COMPANY)
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

M/s. Asian Institute of Gastroenterology Private Limited

M/s. Sarvejana Institute of Trauma and Orthopedics Private Limited

M/s. Maxivision Health Care Private Limited

M/s. Rainbow Institute of Health Sciences Private Limited

....Applicant Companies

NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING 13TH DAY OF JULY, 2017

ATTENDANCE SLIP

I/We hereby record my/our presence at the Tribunal convened meeting of the Sundry Creditorsof Asian Institute of Gastroenterology Private Limited being convened on Thursday, 13th day of July, 2017, at 11:00 A.M., at the registered office of the Company Situated at 6-3-661, Somajiguda, Hyderabad, Telangana- 500082, India.

Name of the Sundry Creditors(s) / Proxy:

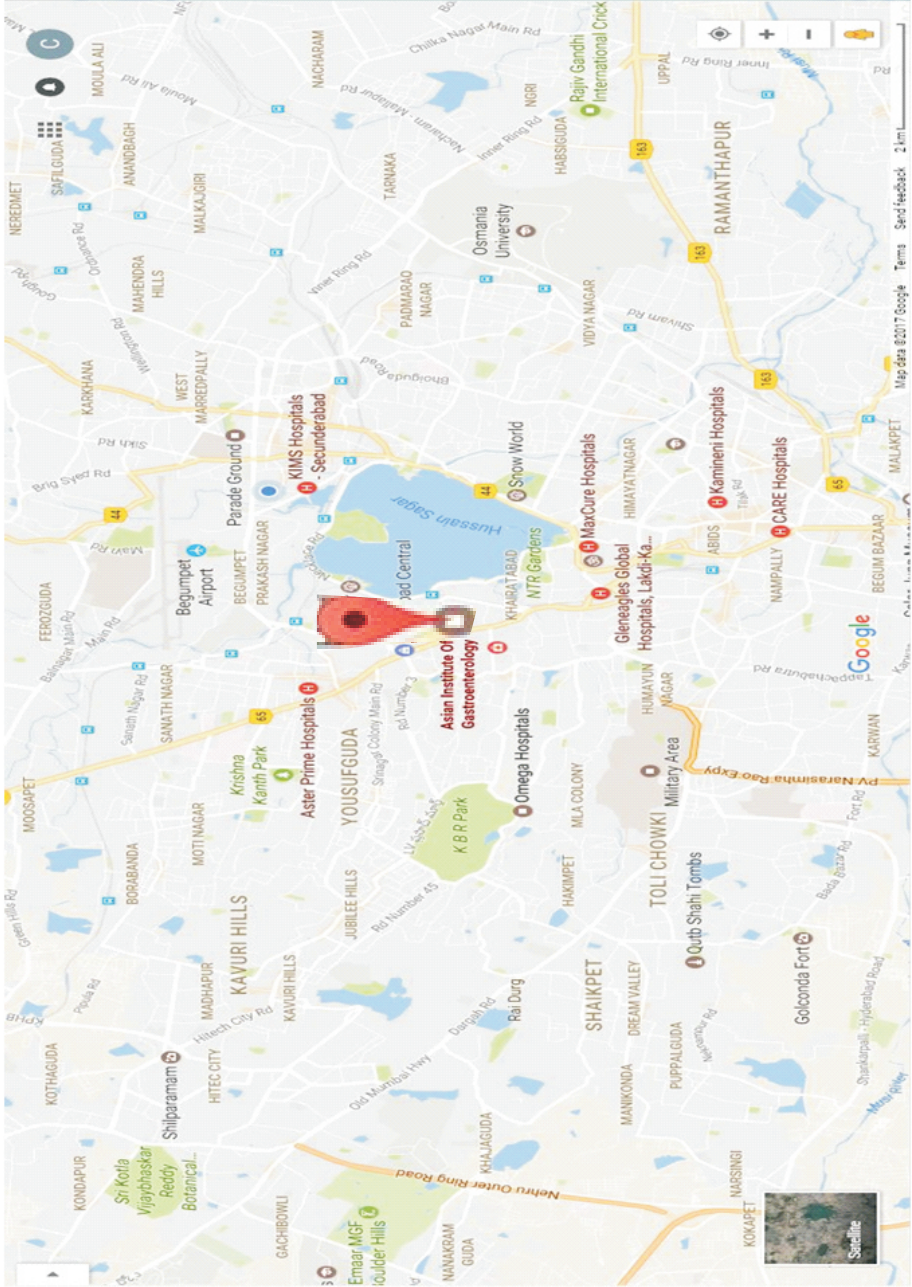
Registered address:

E-mail:

Amount Due:

Signature

Route Map of the Venue of the Meeting: 6-3-661, Somajiguda, Hyderabad, Telangana 500082, India 500082, India



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(CIN: U99999TG1994PTC018352)

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