



MOMIN JURIS LAW

**“Tailoring Secretarial and Compliance
Services Seamlessly”**

ADJUDICATION ORDER SUMMARY

**IN THE MATTER OF M/S. BABY MEMORIAL HOSPITAL LIMITED
UNDER SECTION 454 OF THE COMPANIES ACT, 2013 READ WITH RULE 3 OF THE
COMPANIES (ADJUDICATION OF PENALTIES) RULES, 2014**

1. BACKGROUND OF THE COMPANY

M/s. Baby Memorial Hospital Limited (“Company”) is an unlisted public company incorporated under the Companies Act, 2013, having its registered office within the jurisdiction of the Registrar of Companies, Kerala.

2. NATURE OF DEFAULT

The Company voluntarily filed an application for adjudication under **Form GNL-1** (SRN: 1796265863 dated 19.06.2024) admitting default in compliance with:

- **Section 29(1A)** of the Companies Act, 2013,
- **Rule 9A(2)** and **Rule 9A(3)(b)** of the Companies (Prospectus and Allotment of Securities) Rules, 2014.

Subsequent clarifications were filed on 02.09.2024, 09.01.2025, and 04.06.2025.

3. RELEVANT LEGAL PROVISIONS

- **Rule 9A(2):** Requires complete dematerialisation of securities held by promoters, directors, and KMPs before making any offer of securities.
- **Rule 9A(3)(b):** Mandate’s dematerialisation of all existing securities held by any subscriber before subscribing to further issues.

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4. CHRONOLOGY OF OFFENCES

S.R. NO.	BOD/EGM DATE	DETAILS OF ISSUE	OFFEREE	OBSERVATIONS
1	17.07.2021 / 23.07.2021	1,39,42,579 equity shares	Ms. Ambica Praveesh	Non-compliance with Rule 9A(2)
2	26.09.2022 / 29.09.2022	1,07,16,773 equity shares	Ms. Ambica Praveesh	Non-compliance with Rule 9A(2)
3	10.04.2023 / 05.06.2023	80,64,510 equity shares	M/s. Trinity Finsec Pvt Ltd	Non-compliance with both Rule 9A(2) and 9A(3)(b)

For the third offer, M/s. Trinity Finsec Pvt Ltd held 22,11,598 shares in physical form prior to allotment. The existing shares were dematerialized only on **27.12.2023**, in breach of Rule 9A(3)(b).

5. OFFICERS IN DEFAULT (AS PER SECTION 2(60))

S. NO.	NAME	DESIGNATION	OFFICER IN DEFAULT
1	Mr. Alexander Kadakketh Geevarghese	Managing Director	Yes
2	Ms. Anitha Alexander	Whole-time Director	Yes
3	Ms. Anju Mariam Alex	Whole-time Director	Yes
4	Mr. Vineeth Abraham	Whole-time Director	Yes
5	Mr. Jacob Kalluvila Babu	Director	Yes
6	Mr. Vasant Kumar Santhosh Kumar	CFO (appointed 01.12.2022)	Yes
7	Mr. Roshin	Company Secretary (appointed 01.02.2023)	Yes
8	Mr. George Kadakketh Ninan	Independent Director	No
9	Mr. Anush Kalluvila Thomas	Independent Director	No

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6. PENALTY IMPOSED

For Non-Compliance with Rule 9A(2):

NAME	PENALTY FOR EACH OFFER	TOTAL PENALTY
Company	₹10,000 x 3	₹30,000
Each Officer in Default (S.No. 1–6)	₹10,000 x 3	₹30,000
Mr. Vasant Kumar Santhosh Kumar (CFO)	₹10,000	₹10,000
Mr. Roshin (CS)	₹10,000	₹10,000

*CFO and CS appointed on 01.12.2022 and 01.02.2023 respectively.

For Non-Compliance with Rule 9A(3)(b):

- **M/s. Trinity Finsec Private Limited** – ₹10,000 under Section 450 of the Act.

7. FINAL PENALTY SUMMARY

S. No.	Name	Role	Penalty Imposed
1	M/s. Baby Memorial Hospital Ltd	Company	₹30,000
2	Mr. Alexander Kadakketh Geevarghese	Managing Director	₹30,000
3	Ms. Anitha Alexander	Whole-time Director	₹30,000
4	Ms. Anju Mariam Alex	Whole-time Director	₹30,000
5	Mr. Vineeth Abraham	Whole-time Director	₹30,000
6	Mr. Jacob Kalluvila Babu	Director	₹30,000
7	Mr. Vasant Kumar Santhosh Kumar	CFO	₹10,000
8	Mr. Roshin	Company Secretary	₹10,000
9	M/s. Trinity Finsec Pvt. Ltd.	Share Subscriber	₹10,000
Total			₹2,10,000

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8. COMPLIANCE REQUIREMENT

- The total penalty must be paid **within 90 days** from the date of receipt of the order via the **“Pay Miscellaneous Fees”** option on the **MCA portal**.
- Proof of payment (Challan/SRN) must be filed in **e-Form INC-28** with the Registrar of Companies.

9. RIGHT TO APPEAL

- The Company and its officers in default may **appeal to the Regional Director (South), MCA, Chennai**, within **60 days** from the date of receipt of the order.
- Appeal to be made in **Form ADJ**, along with a **certified copy** of this order.

10. CONSEQUENCES OF NON-COMPLIANCE

Failure to comply may result in penal action under **Section 454(8)** of the Companies Act, 2013, which includes further fines and/or prosecution.

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