

FORM NO. MGT-7

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



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U74900KA2010PTC054928

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AADCV3997K

(ii) (a) Name of the company

VIDAL HEALTHCARE SERVICES

(b) Registered office address

1st Floor, Tower 2, SJR i Park EPIP Zone, Whitefield NA
Bangalore
Bangalore
Karnataka
560066

(c) *e-mail ID of the company

co.sec@vidalhealth.com

(d) *Telephone number with STD code

08040125678

(e) Website

www.vidalhealth.com

(iii) Date of Incorporation

24/08/2010

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Private Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	Q	Hospital and Medical Care	Q6	Other Hospital and Medical Care Activities	100

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

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	VIDAL HEALTH INSURANCE TP	U85199KA2002PTC030218	Subsidiary	100
2	VIDAL HEALTH BEST DOCTORS	U85110KA2014PTC073627	Subsidiary	100
3	VH MEDCARE PRIVATE LIMITED	U85110KA2009PTC151571	Subsidiary	100
4	INTENTHEALTH TECHNOLOGIE	U74999KA2020PTC132646	Associate	21.3

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

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	8,115,000	1,753,858	1,753,858	1,753,858
Total amount of equity shares (in Rupees)	81,150,000	17,538,580	17,538,580	17,538,580

Number of classes

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	8,115,000	1,753,858	1,753,858	1,753,858
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	81,150,000	17,538,580	17,538,580	17,538,580

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	30,000	21,614	21,614	21,614
Total amount of preference shares (in rupees)	38,850,000	27,990,130	27,990,130	27,990,130

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	30,000	21,614	21,614	21,614
Nominal value per share (in rupees)	1,295	1,295	1,295	1,295
Total amount of preference shares (in rupees)	38,850,000	27,990,130	27,990,130	27,990,130

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

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

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	474,623	1,279,235	1753858	17,538,580	17,538,580	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify 0				0	0	
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify 0				0	0	
At the end of the year	474,623	1,279,235	1753858	17,538,580	17,538,580	
Preference shares						
At the beginning of the year	21,614	0	21614	27,990,130	27,990,130	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify 0				0	0	
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify 0				0	0	
At the end of the year	21,614	0	21614	27,990,130	27,990,130	

ISIN of the equity shares of the company

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

0

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

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

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

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

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

Transferee's Name			
	Surname	middle name	first name

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

Ledger Folio of Transferee	
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Transferee's Name			
	Surname	middle name	first name

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

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	3,700	100000	370,000,000
Total			370,000,000

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	370,000,000	0	0	370,000,000

(v) Securities (other than shares and debentures)

0

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

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

(i) Turnover

347,224,495

(ii) Net worth of the Company

127,288,550

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	545,473	31.1	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	0	0	0	0
10.	Others	0	0	0	0
	Total	545,473	31.1	0	0

Total number of shareholders (promoters)

1

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

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	764,579	43.59	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	441,706	25.18	21,614	100
9.	Body corporate (not mentioned above)	2,100	0.12	0	0
10.	Others	0	0	0	0

	Total	1,208,385	68.89	21,614	100
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Total number of shareholders (other than promoters)

11

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

12

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

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	11	11
Debenture holders	1	1

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	1	0	1	0	30.6	0
B. Non-Promoter	0	1	0	1	0	9.91
(i) Non-Independent	0	1	0	1	0	9.91
(ii) Independent	0	0	0	0	0	0
C. Nominee Directors representing	0	1	0	1	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	1	0	1	0	0
Total	1	2	1	2	30.6	9.91

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

3

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

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GIRISH RAO	00073937	Managing Director	545,473	
NANDITA DURAI SWAI	03181823	Director	176,021	
PRATIK SETHI	06588155	Nominee director	0	03/07/2023

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

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
AGM	23/09/2022	12	3	66.32

B. BOARD MEETINGS

*Number of meetings held

7

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	10/05/2022	3	3	100
2	25/07/2022	3	3	100
3	22/09/2022	3	3	100
4	14/10/2022	3	3	100
5	05/12/2022	3	3	100
6	18/01/2023	3	3	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
7	01/03/2023	3	3	100

C. COMMITTEE MEETINGS

Number of meetings held

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	25/07/2022	3	3	100
2	Audit Committee	22/09/2022	3	3	100
3	Compensation	25/07/2022	2	2	100
4	CSR Committee	01/03/2023	2	2	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								28/09/2023 (Y/N/NA)
1	GIRISH RAO	7	7	100	4	4	100	Yes
2	NANDITA DUTTA	7	7	100	3	3	100	Yes
3	PRATIK SETHI	7	7	100	3	3	100	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

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

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GIRISH RAO	Managing Director	21,158,830	0	0	0	21,158,830
	Total		21,158,830	0	0	0	21,158,830

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

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

Number of other directors whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NANDITA DURAI S	Director	0	0	0	9,000,000	9,000,000
	Total		0	0	0	9,000,000	9,000,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

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

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

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

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

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

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

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

☒ Yes ☐ No

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

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

Name

Whether associate or fellow

☐ Associate ☐ Fellow

Certificate of practice number

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of the incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of a one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

06

dated

28/09/2023

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

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

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

To be digitally signed by

Director

GIRISH
RAO
Digitally signed
by GIRISH RAO
Date: 2023.11.22
14:36:23 +05'30'

DIN of the director

00073937

To be digitally signed by

TALAKAD
RAMASHESHA
SHASTRY
JAINRAM
Digitally signed by
TALAKAD
RAMASHESHA
SHASTRY
Date: 2023.11.22
17:58:27 +05'30'

☐ Company Secretary

☒ Company secretary in practice

Membership number

4393

Certificate of practice number

2644

Attachments

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

Attach**Attach****Attach****Attach****List of attachments**

List of shareholding- VHC.pdf
UDIN MGT-7 2023.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

LIST OF EQUITY SHAREHOLDERS OF THE COMPANY AS ON 31ST MARCH, 2023

Sl.No	Name of the Shareholder	No. of shares	Face value per share (Rs.)	Share capital (Rs.)
1.	Mr. Girish Rao	5,45,473	10	54,54,730
2.	Ms. Kameshwari Rao	2,817	10	28,170
3.	Ms. Nandita Swamy	1,76,021	10	17,60,210
4.	Mr. V Ravichandar	70,409	10	7,04,090
5.	Ms. Hema Ravichandar	70,409	10	7,04,090
6.	Mr. Srivathsan Aparajithan	1,41,137	10	14,11,370
7.	Ms. Vidya Hariharan	1,76,021	10	17,60,210
8.	M/s. Feedback Business Consulting Services Private Limited	2,100	10	21,000
9.	Mr. Prakash Nene	28,000	10	2,80,000
10.	Ms. Ireena Vittal	28,000	10	2,80,000
11.	Ms. Sheela Anand	71,765	10	7,17,650
12.	M/s Ambit Pragma Fund II	4,41,706	10	44,17,060
	Total	17,53,858		1,75,38,580

For and on behalf of
Vidal Healthcare Services Private Limited


Girish Rao
Managing Director
DIN: 00073937

Address: Villa 132, Phase1,
Adarsh Palm Meadows,
Varthur Main Road, Ramanagondanahalli,
White field, Bengaluru – 560066.

VIDAL HEALTHCARE SERVICES PRIVATE LIMITED

Regd. & Corp. Office : "SJR iPark," First Floor, Tower No. 2, EPIP Zone, Whitefield , Bangalore-560 066. Phone : 080 - 40125678

E-mail : co.sec@vidalhealth.com website : www.vidalhealth.com CIN : U74900KA2010PTC054928

LIST OF COMPULSORILY CONVERTIBLE PREFERENCE SHAREHOLDERS AS ON 31ST MARCH, 2023

SL.NO	Name of the Shareholder	No. of shares	Face value per share (Rs.)	Share capital (Rs.)
1.	M/s Ambit Pragma Fund II	21,614	1,295	2,79,90,130
	Total	21,614	1,295	2,79,90,130

For and on behalf of
Vidal Healthcare Services Private Limited




Girish Rao
Managing Director
DIN:00073937
Address: Villa 132, Phase1,
Adarsh Palm Meadows,
Varthur Main Road, Ramanagondanahalli,
White field, Bengaluru – 560066.

VIDAL HEALTHCARE SERVICES PRIVATE LIMITED

Regd. & Corp. Office : "SJR iPark," First Floor, Tower No. 2, EPIP Zone, Whitefield , Bangalore-560 066. Phone : 080 - 40125678

E-mail : co.sec@vidalhealth.com website : www.vidalhealth.com CIN : U74900KA2010PTC054928

LIST OF COMPULSORILY CONVERTIBLE DEBENTUREHOLDERS AS ON 31ST MARCH, 2023

SL.NO	Name of the Debenture holder	No. of Debentures	Face value per Debenture (Rs.)	Compulsory Convertible Debentures (Rs.)
1.	Victus Capital Services LLP	3700	1,00,000/-	37,00,00,000/- Compulsory Convertible Debentures

For and on behalf of
Vidal Healthcare Services Private Limited


Girish Rao
Managing Director
DIN:00073937

Address: Villa 132, Phase1,
Adarsh Palm Meadows,
Varthur Main Road, Ramanagondanahalli,
White field, Bengaluru – 560066.

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VIDAL HEALTHCARE SERVICES PRIVATE LIMITED

CIN: U74900KA2010PTC054928

UDIN for MGT-7 2023

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