

NATIONAL COMPANY LAW TRIBUNAL KOCHI BENCH

CORAM:
SHRI VINAY GOEL, HON'BLE MEMBER (JUDICIAL)
SHRI RAVICHANDRAN RAMASAMY, HON'BLE MEMBER (TECHNICAL)

PETITION No./IA No.	CA(CAA)/9/KOB/ 2026
SECTION	SEC.230 TO 232 C/ACT
NAME OF PARTIES	KINDER WOMEN HOSPITAL AND FERTILITY CENTRE PRIVATE LIMITED AND KINDORAMA HEALTHCARE PRIVATE LIMITED AND THEIR RESPECTIVE SHAREHOLDERS
PETITIONERS ADVOCATE/ PROFESSIONAL	YOGINDUNATH S
RESPONDENTS ADVOCATE/ PROFESSIONAL	

18 JUNE 2026

O R D E R

IA(C/ACT)/120/KOB/2026 in CA(CAA)/9/KOB/2026

This application has been filed with the following prayers:-

- a. *permit the Applicant Companies to produce and place on record the No Objection Certificate dated 04.05.2026 issued by HDFC Bank Limited and the Consent Affidavits filed by the Equity and Preference Shareholders of the Transferee Company;*
- b. *pass appropriate orders dispensing with the meetings of the Secured Creditors of the Applicant Companies and the meetings of the Equity Shareholders and Preference Shareholders of the Transferee Company, in view of the consent affidavits/no objection certificates filed by them; and*
- c. *pass such other orders as this Hon'ble Tribunal may deem fit and proper in the interests of justice.*

PCS, Mr. Yogindunath S appears virtually for the applicant.

The Original Company Application, bearing reference CA(CAA)/09(KOB)/2026, was filed by the Applicant Companies under Sections 230 to 232 of the Companies Act, 2013, seeking directions in relation to the Scheme of Merger between Kinder Womens Hospital and Fertility Centre Private Limited and Kindorama Healthcare Private Limited.

(2)

This application has been filed by the Applicant Companies to place on record the No Objection Certificate dated 04.05.2026 issued by HDFC Bank Limited and the Consent Affidavits filed by the Equity and Preference Shareholders of the Transferee Company.

Heard counsel for the applicant and perused the materials available on record.

In order to contest the case and afford an opportunity to the applicant, the documents filed are taken on record.

In view thereof, this application stands **allowed and disposed of**.

CA(CAA)/9/KOB/2026

PCS, Mr. Yogindunath S appears virtually for the applicant.

Counsel for the applicant sought an adjournment to answer the query raised by this Adjudicating Authority about the consent of shareholders of the transferor company, as such concurrence of the shareholders of the Transferor Company is essential for initiating proceedings under Sections 230 to 232 of the Companies Act, 2013. The query is how the proceedings could be initiated in the absence of the knowledge and concurrence of the shareholders and without any Board Resolution passed.

At request, case is adjourned to **29.06.2026**.

Sd/-
RAVICHANDRAN RAMASAMY
MEMBER (TECHNICAL)

Sd/-
VINAY GOEL
MEMBER (JUDICIAL)