

QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company: KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

Quarter ended on : 31<sup>st</sup> December 2014

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
<b>II. Board of Directors</b>	49 (II)		
A. Composition of Board	49(IIA)	Yes	Total strength of the Board is 12. No. of Independent Directors-6, No. of Non-Independent Directors - 6
B. Independent Directors	49(IIB)	Yes	Independent Directors do not have any material pecuniary relationships or transactions with the company or subsidiary or associated companies
C. Non-executive Directors' Compensation disclosures	49(IIC)	Yes	No stock option has been granted to any of the Directors during the quarter ended 31 <sup>st</sup> December 2014
D. Other provisions as to Board and Committees	49(IID)	Yes	
E. Code of Conduct	49(IIE)	Yes	Adopted
F. Whistle Blower Policy	49(IIF)	Yes	Adopted
<b>III. Audit Committee</b>	49(III)		
A. Qualified & Independent Audit Committee	49(IIIA)	Yes	Total strength of the Committee is 3 of which all are independent Directors including Chairman
B. Meeting of Audit Committee	49(IIIB)	Yes	
C. Powers of Audit Committee	49(IIIC)	Yes	
D. Role of Audit Committee	49(IIID)	Yes	
E. Review of Information by Audit Committee	49(IIIE)	Yes	
<b>IV. Nomination and Remuneration Committee</b>	49(IV)	Yes	Total strength of the committee is 3 of which all are independent directors including Chairman

<b>V. Subsidiary Companies</b>	49(V)	Yes	Minutes of the Board Meeting of the unlisted Subsidiary Company was placed before the Board of the company
<b>VI. Risk Management</b>	49(VI)	Yes	The Board constituted Risk Management Committee
<b>VII. Related Party Transactions</b>	49(VII)	Yes	
<b>VIII. Disclosures</b>	49(VIII)		
(A) Related party Transactions	49(VIII A)	Yes	Statement of transaction with related parties are submitted on a quarterly basis to the Audit Committee and on annual basis in the Annual Report
(B) Disclosure of Accounting Treatment	49(VIII B)	Yes	Applicable accounting standards are being complied with on a continual basis and due disclosure is made in Annual Report
(C) Remuneration of Directors	49(VIII C)	Yes	Disclosed in the Annual Report
(D) Management	49(VIII D)	Yes	
(E) Shareholders	49(VIII E)	Yes	
(I) Proceeds from public issues, rights issue, preferential issues etc.	49(VIII I)	Yes	Will be complied when need arises
<b>IX. CEO/CFO Certification</b>	49(IX)	Yes	
<b>X. Report on Corporate Governance</b>	49(X)	Yes	
<b>XI. Compliance</b>	49(XI)	Yes	