

# KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

## Details of AGM

Date of AGM	25 <sup>th</sup> September 2015
Total No. of shareholders as on record date	7755
Book closure Date	Saturday, 19 <sup>th</sup> September 2015 to Friday, 25 <sup>th</sup> September 2015 (both days inclusive)
No. of shareholders present in the meeting either in person or through proxy	186
a. Promoter and promoter group	5
b. Public	181
No. of shareholders attended the meeting through video conferencing	NIL

## Details of voting result

S.No.	Details of Agenda	Resolution	Mode of voting	Remarks
1.	Adoption of Audited Balance Sheet as at 31 <sup>st</sup> March 2015, Statement of Profit and Loss for the year ended on that date and reports of the Directors and Auditors thereon	Ordinary	Remote E-voting, Ballot by Post and Poll at Annual General Meeting	The resolution was passed with requisite majority
2.	Declaration of dividend on Equity Shares	Ordinary	Remote E-voting, Ballot by Post and Poll at Annual General Meeting	The resolution was passed with requisite majority
3.	Appointment of Dr.Arun N Palaniswami in place of retiring Director Dr.P.R.Perumalswami under Section 152(6)(e) of the Companies Act 2013	Ordinary	Remote E-voting, Ballot by Post and Poll at Annual General Meeting	The resolution was passed with requisite majority



4.	Appointment of Auditors for a period of five years and to fix their remuneration	Ordinary	Remote E-voting, Ballot by Post and Poll at Annual General Meeting	The resolution was passed with requisite majority
5.	Amendment of Articles of Association of the company pursuant to Section 14 of the Companies Act 2013	Special	Remote E-voting, Ballot by Post and Poll at Annual General Meeting	The resolution was passed with requisite majority
6.	Re-appointment of Dr.Thavamani Devi Palaniswami as Joint Managing Director	Special	Remote E-voting, Ballot by Post and Poll at Annual General Meeting	The resolution was passed with requisite majority
7.	Appointment of Dr.Arun N Palaniswami as Whole Time Director	Ordinary	Remote E-voting, Ballot by Post and Poll at Annual General Meeting	The resolution was passed with requisite majority
8.	Ratification of remuneration of Cost Auditor	Ordinary	Remote E-voting, Ballot by Post and Poll at Annual General Meeting	The resolution was passed with requisite majority



## KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

Details for reporting as per clause 35A

Details of Agenda :

Resolution No.1 Adoption of Audited Balance Sheet as at 31st March 2015, Statement of Profit and Loss for the year ended on that date and reports of the Directors and Auditors thereon

Resolution required: Ordinary

Mode of Voting Remote E-voting, Ballot by Post and Poll at the Annual General Meeting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	5186184	5186184	100	5186184	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	617911	617911	100	562772	55139	91.08	8.92
Total	5804095	5804095	100	5748956	55139	99.05	0.95

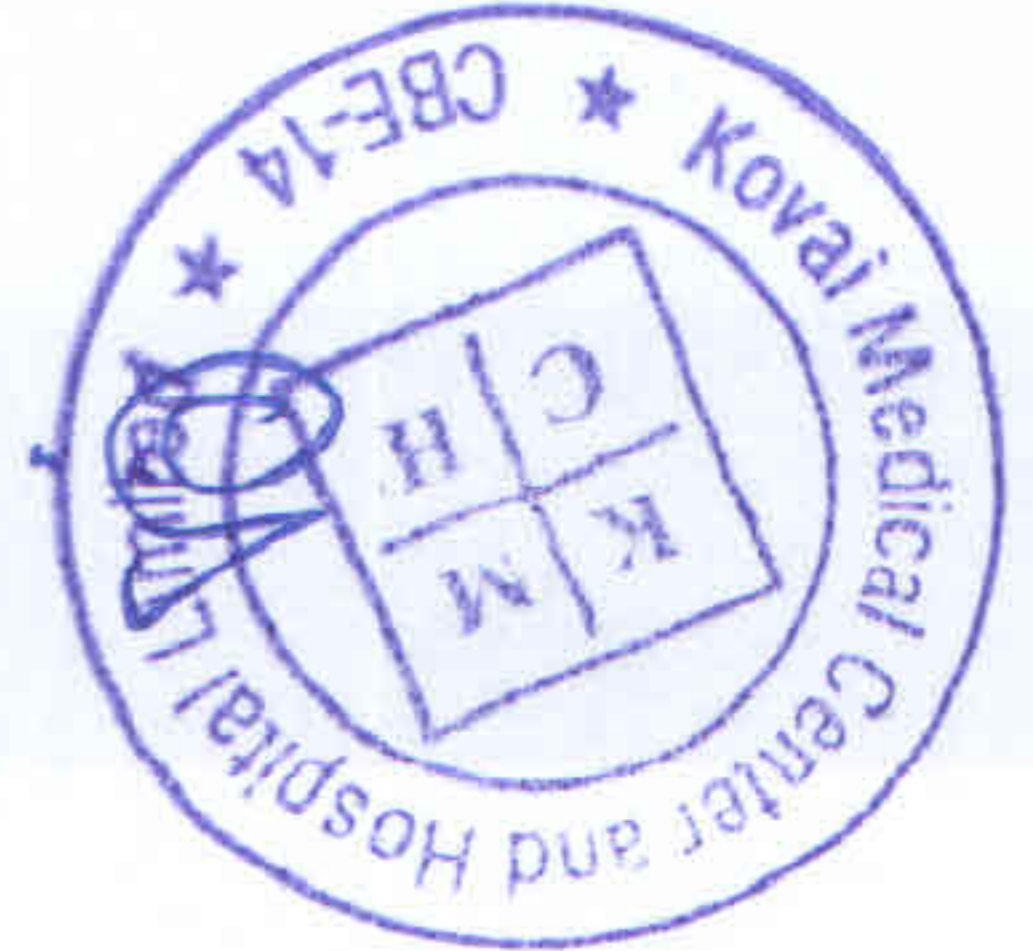
Resolution No.2 Declaration of dividend on Equity Shares

Resolution required: Ordinary

Mode of Voting Remote E-voting, Ballot by Post and Poll at the Annual General Meeting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	5186184	5186184	100	5186184	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	617836	617836	100	593789	24047	96.11	3.89
Total	5804020	5804020	100	5779973	24047	99.59	0.41

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Resolution No.3 Appointment of Dr.Arun N Palaniswami in place of retiring Director Dr.P.R.Perumalswami under Section 152(6)(e)

of the Companies Act 2013

Resolution required: Ordinary

Mode of Voting Remote E-voting, Ballot by Post and Poll at the Annual General Meeting

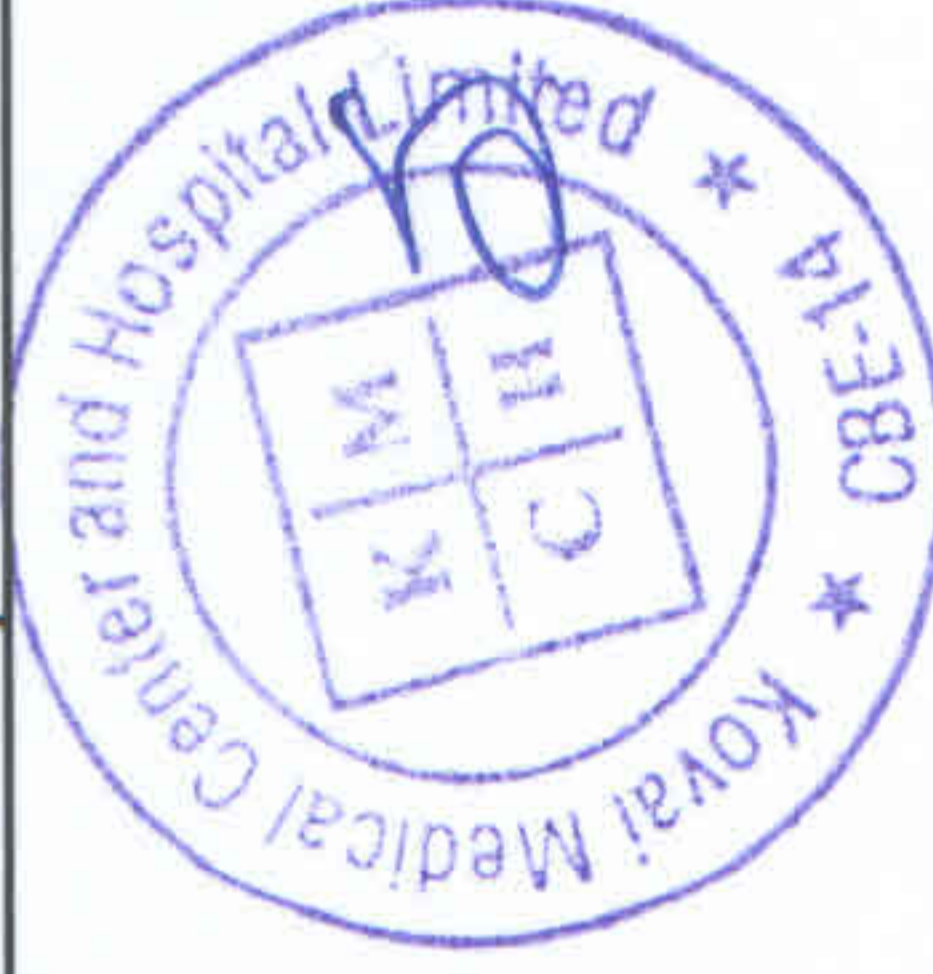
Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5186184	5186184	100	5186184	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	617836	617836	100	552713	65123	89.46	10.54
Total	5804020	5804020	100	5738897	65123	98.88	1.12

Resolution No.4 Appointment of Auditors for a period of five years and to fix their remuneration

Resolution required: Ordinary

Mode of Voting Remote E-voting, Ballot by Post and Poll at the Annual General Meeting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	5186184	5186184	100	5186184	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	617836	617836	100	562713	55123	91.08	8.92
Total	5804020	5804020	100	5748897	55123	99.05	0.95



*P. Chulitham*



Resolution No.5 Amendment of Articles of Association of the company pursuant to Section 14 of the Companies Act 2013

Resolution required: Special

Mode of Voting Remote E-voting, Ballot by Post and Poll at the Annual General Meeting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	5186184	5186184	100	5186184	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	617836	617836	100	562513	55323	91.05	8.95
Total	5804020	5804020	100	5748697	55323	99.05	0.95

Resolution No.6 Re-appointment of Dr.Thavamani Devi Palaniswami as Joint Managing Director

Resolution required: Special

Mode of Voting Remote E-voting, Ballot by Post and Poll at the Annual General Meeting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	5186184	5186184	100	5186184	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	617836	617836	100	556713	61123	90.11	9.89
Total	5804020	5804020	100	5742897	61123	98.95	1.05



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Resolution No.7 Appointment of Dr.Arun N Palaniswami as Whole Time Director  
Resolution required: Ordinary

Mode of Voting Remote E-voting, Ballot by Post and Poll at the Annual General Meeting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	5186184	5186184	100	5186184	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	617836	617836	100	558613	59223	90.41	9.59
Total	5804020	5804020	100	5744797	59223	98.98	1.02

Resolution No.8 Ratification of remuneration of Cost Auditor  
Resolution required: Ordinary

Mode of Voting Remote E-voting, Ballot by Post and Poll at the Annual General Meeting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	5186184	5186184	100	5186184	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	617836	617836	100	567358	50478	91.83	8.17
Total	5804020	5804020	100	5753542	50478	99.13	0.87



P. Chinnam,



# KSR & CO COMPANY SECRETARIES LLP

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KSR/CBE/K49/ /2015-16

September 28, 2015

Dr. Nalla G Palaniswamy,  
Chairman,  
Kovai Medical Center and Hospital Limited,  
Post Box No.3209, Avinashi Road,  
Coimbatore – 641 014.

Dear Sir,

**Sub: Report of the Scrutinizer on the remote e-voting, ballot by post, voting at Annual General Meeting vide Notice Dated 29<sup>th</sup>, May 2015 under Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.**

1. The undersigned was appointed as Scrutinizer for the Remote e-voting, voting through ballot by post and voting at Annual General Meeting in respect of resolutions proposed vide Notice dated 29<sup>th</sup>, **May 2015** of Kovai Medical Center and Hospital Limited (the Company) as per the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 in connection with the 29<sup>th</sup> Annual General Meeting (AGM) of the Company convened and held on Friday, the 25<sup>th</sup> September 2015.
2. As per the said Notice, the cutoff date for ascertaining voting rights of shareholders for remote e-voting and also for e-voting and voting by ballot at AGM is 18<sup>th</sup> September 2015. In addition to the above, shareholders to whom notice of AGM was served and who have no access to remote e-voting, have also been provided an option to vote by ballot through post.
3. The remote e-voting commenced on Tuesday, 22<sup>nd</sup> September 2015 at 09.00 am (IST) and ended on Thursday 24<sup>th</sup> September, 2015 at 5.00pm (IST).
4. **As regards voting by ballot at the AGM;**
  - i. The ballots were duly opened in my presence in the presence of two witnesses who are not in the employment of the company and scrutinized and the shareholding and signatures were verified with the Register of Members/ List of Beneficiaries, as the case may be.
  - ii. At the AGM 27 (Twenty Seven) ballots were cast. On verification of the 27 (Twenty Seven) ballots, I hereby submit my Report on the result of voting through ballot by post, on the 8 (Eight) resolutions **as per Annexure No.1** and further state as under:

**Central Office :** Coimbatore : Indus Chambers, Ground Floor, No. 101, Govt. Arts College Road, Coimbatore - 641 018. Phone : (0422) 2302867, 2302868, 2305676  
E-mail : rirs@eth.net

**Branches :** Chennai : Flat No. 1, Ground Floor, Baba Foundation Building, 102, South West Boag Road, T. Nagar, Chennai - 600 017. Phone : (044) 24337620  
E-mail : rirs07@dataone.in, rirschennai@vsnl.net

[www.kstrandco.in](http://www.kstrandco.in)



- iii. The ballots were duly opened in my presence and scrutinized and the shareholding and signatures were verified / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
- iv. I have been provided with adequate system support including the Register of Members / List of Beneficiaries, specimen signatures, certified extracts of board resolutions from the office of the Company's RT&A and the data from the ballots was accordingly verified and duly entered.

5. **As regards the option given to the shareholders to cast voting through ballot by post prior to the AGM;**

The ballot by post ended on 24/09/2015 and the scrutinizer has received in all 108 ballots. On verification of the same with the information made available to me, I hereby submit my Report on the result of voting through ballot by post, on the 8 (Eight) resolutions **as per Annexure No.2** and further state as under:

- i. The ballots were duly opened in my presence and scrutinized and the shareholding and signatures were verified / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
- ii. I have been provided with adequate system support including the Register of Members / List of Beneficiaries, specimen signatures, certified extracts of board resolutions from the office of the Company's RT&A and the data from the ballots was accordingly verified and duly entered.

6. **As regards the Remote e-voting, prior to the date of AGM:**

- i. The reports on Remote e-voting was made available only by 1130 Hrs today (28<sup>th</sup> September, 2015) at the portal of National Securities Depository Limited (NSDL) and the same was opened and downloaded in the presence of two witnesses after counting the votes cast by ballot at the AGM, in respect of the resolutions as proposed in the said Notice.
- ii. A total of 36 shareholders have voted successfully using the Remote e-voting facility. The summary of the votes cast for and against the 8 (Eight) resolutions as per the said Notice and as extracted from the summary report of Remote e-voting and also the complete voting list from the said NSDL portal is annexed as **Annexure-3**.

7. In determining the validity or other wise of the ballots/votes cast by remote e-voting /ballot by post and at the AGM, I have adopted the following criteria:





- i. Where the shareholder has left the ballot blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid.
  - ii. Where signatures are made available, which do not tally or ballot bears no signature or both the columns provided "for" and "against" have been tick marked or left blank, the ballot has been treated as invalid.
  - iii. Where the shareholder has already exercised their voting through remote e-voting facility their ballot by post have been treated as invalid.
  - iv. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
  - v. Particulars of all ballots cast at the AGM have been entered in a Register separately maintained for the purpose.
8. A complete summary of voting carried out by the following modes
- i. Voting by ballot at the AGM
  - ii. Voting by ballot through post
  - iii. Voting through remote E-voting prior to the AGM
- cast in respect of the (8) Eight resolution said per the said Notice of AGM is annexed as **Annexure-4**.
9. The detailed shareholder wise voting pattern by remote e-voting and by ballot at the AGM has been submitted separately by e-mail to the company secretary of the company.
10. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Companies (Management and Administration) Rules, 2014 and further read with Clause 35B of the Listing Agreement.

Place: Coimbatore  
Date : 28/09/2015

For **KSR & Co Company Secretaries LLP**

  
**Mr.C.V.Madhusudhanan**  
Partner  
SCRUTINIZER



**KOVAI MEDICAL CENTER AND HOSPITAL LIMITED**

**ANNEXURE - 4**

**SUMMARY OF RESULTS**

R. NO	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	BALLOT BY POST		BALLOT AT AGM		REMOTE E-VOTING		GRAND TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	Adoption of Annual Accounts for the year ended 31 <sup>st</sup> March 2015	Ordinary	19394	100	1342	0	5728220	55039	5748956	55139	PASSED
2	Declaration of dividend on Equity shares for the Financial year 2014-2015	Ordinary	15319	4100	1342	0	5763312	19947	5779973	24047	PASSED
3	Appointment of a Director in place of retiring Director under Section 152(6) (e) of the Companies Act 2013	Ordinary	9319	10100	1342	0	5728236	55023	5738897	65123	PASSED

  
**C.V.MADHUSUDHANAN**

**SCRUTINIZER FOR BALLOT BY POST AND E-VOTING**



**KSR & CO COMPANY SECRETARIES LLP**  
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4	Appointment of Statutory Auditors	Ordinary	19319	100	1342	0	5728236	55023	5748897	55123	PASSED
5	Amendment of Articles of Association of the Company Pursuant to Section 14 of the Companies Act 2013	Special	19169	250	1342	0	5728186	55073	5748697	55323	PASSED
6	Appointment of Joint Managing Director	Special	13319	6100	1342	0	5728236	55023	5742897	61123	PASSED
7	Appointment of Whole Time Director	Ordinary	15269	4150	1342	0	5728186	55073	5744797	59223	PASSED
8	To ratify the remuneration of Cost Auditor	Ordinary	19219	200	1342	0	5732981	50278	5753542	50478	PASSED

**C.V.MADHUSUDHANAN**

**SCRUTINIZER FOR BALLOT BY POST AND E-VOTING**