

KSR & CO COMPANY SECRETARIES LLP

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KSR/CBE/K 49/1048/2017-18

January 06, 2018

Dr.Nalla G Palaniswami
Chairman appointed for the meeting
Kovai Medical Center and Hospital Limited,
PB No.3209, Avanashi Road,
Coimbatore – 641 014.

Dear Sir,

Sub: Report of the Scrutinizer on the Equity Shareholders convened as per the Directions of the National Company Law Tribunal, Chennai bench, under Section 230 and 232 of the Companies Act, 2013.

1. The undersigned was appointed by the Chairman appointed for the meeting vide Order dated 21st November, 2017, by the Hon'ble National Company Law Tribunal (NCLT), Chennai Bench, as Scrutinizer, for the meeting of Equity Shareholders of Kovai Medical Center and Hospital Limited (the Company) as per the provisions of Section 230 and 232 of the Companies Act read with rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rule, 2016 and as per the Directions of NCLT.
2. As per the Notice dated 29th November 2017 the Remote e-voting for Equity Shareholders of the company commenced on Monday, 04th December 2017 at 9.00 am and ended on Wednesday, 03rd January 2018 at 5.00 pm (IST).
3. **As regards voting by ballot at the Meeting;**
 - 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, provided by the Registrar and Transfer Agent, GNSA infotech Limited.
 - ii. In determining the validity or other wise of the ballots/votes cast at the meeting, I have adopted the following criteria:
 - a. Where the shareholder has left the ballot blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid.
 - b. 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.

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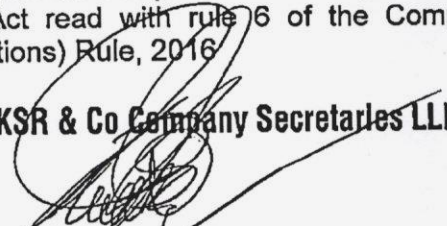


- c. Where the shareholder has already exercised voting through remote e-voting facility has been treated as invalid.
 - d. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
 - e. Particulars of all ballots cast at the AGM and by post have been entered in a Register separately maintained for the purpose.
- iii. At the meeting 81 (Eighty One) valid ballots were cast. On verification of the same as stated above, I hereby Report the result of ballot at the meeting as stated in **Annexure-1**.
4. **As regards the remote e-voting,**
- i. The reports on remote e-voting from portal of National Securities Depository Limited (NSDL) was opened and downloaded in the presence of two witnesses after counting the votes cast by ballot at the meeting, in respect of the resolution as proposed in the said Notice.
 - ii. A total of 52 (Fifty Two) shareholders have voted successfully using the Remote e-voting facility. The summary of the votes cast for and against the resolution as per the said Notice and as extracted from the summary report of Remote e-voting from the said NSDL portal is annexed as **Annexure-2**.
5. A complete summary of voting carried out by the following modes in respect of the resolution as per the said Notice is annexed as **Annexure-3**.
- i. Voting by ballot at the meeting
 - ii. Voting thorough remote E-voting
6. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 230 and 232 of the Companies Act read with rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rule, 2016

Place: Coimbatore

Date: 06th January 2018

For **KSR & Co Company Secretaries LLP**


C.V.MADHUSUDHANAN
PARTNER
SCRUTINIZER

KSR & CO COMPANY SECRETARIES LLP

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ANNEXURE -1

RESULT OF VOTING BY BALLOT – EQUITY SHAREHOLDERS - KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

RES. NO.	SUBJECT MATTER OF THE RESOLUTION	FOR	AGAINST	RESULT
1.	To approve the resolution in the matter of Scheme of Amalgamation between Idhayam Hospitals Erode Limited (transferor Company) and Kovai Medical Center and Hospital Limited (Transferee Company) as per notice dated 29 th November 2017	241913	100	PASSED



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ANNEXURE - 2

RESULT OF REMOTE E VOTING - EQUITY SHARE HOLDERS - KOVAI MEDICAL CENTRE LIMITED

RES. NO	SUBJECT MATTER OF THE RESOLUTION	FOR	AGAINST	RESULT
1.	To approve the resolution in the matter of Scheme of Amalgamation between Idhayam Hospitals Erode Limited (transferor Company) and Kovai Medical Center and Hospital Limited (Transferee Company) as per notice dated 29 th November 2017	6158166	58	PASSED



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**KOVAI MEDICAL CENTER AND HOSPITAL LIMITED****ANNEXURE -3****SUMMARY RESULT OF EQUITY SHARE HOLDERS**

R. NO.	SUBJECT MATTER OF THE RESOLUTION	E VOTING		VOTING BY BALLOT		TOTAL		RESULT
		FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	To approve the resolution in the matter of Scheme of Amalgamation between Idhayam Hospitals Erode Limited (transferor Company) and Kovai Medical Center and Hospital Limited (Transferee Company) as per notice dated 29 th November 2017	6158166	58	241913	100	6400079	158	PASSED

**C.V.MADHUSUDHANAN**
SCRUTINIZER FOR EQUITY SHAREHOLDERS

General information about company	
Scrip code	523323
Name of the company	Kovai Medical Center and Hospital Limited
Type of meeting	Court Convened Meeting
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	04-01-2018
Start time of the meeting	04:00 PM
End time of the meeting	05:00 PM



Voting results	
Record date	27-11-2017
Total number of shareholders on record date	7464
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	3
b) Public	100
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	



[Handwritten signature]

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the Scheme of Amalgamation between M/s Idhayam Hospitals Erode Limited (Transferor Company) and M/s Kovai Medical Center and Hospital Limited (Transferee Company)				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5447127	5310135	97.4851	5310135	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5447127	5310135	97.4851	5310135	0	100	0
Public- Institutions	E-Voting	341364	186364	54.5939	186364	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	341364	186364	54.5939	186364	0	100	0
Public- Non Institutions	E-Voting	5153771	661725	12.8396	661667	58	99.9912	0.0088
	Poll		242013	4.6958	241913	100	99.9587	0.0413
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	5153771	903738	17.5355	903580	158	99.9825	0.0175
Total		10942262	6400237	58.491	6400079	158	99.9975	0.0025
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

