



NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of Kovai Medical Center and Hospital Limited will be held on Monday, the 06th August 2018 at 11.00 a.m. at "A.P.Kalyana Mandapam", 738/2, Avanashi Road, Goldwins, Coimbatore - 641 014 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statement (including audited consolidated financial statements) for the financial year ended 31st March, 2018 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2018.
3. Dr.M.C.Thirumoorthi, Director, retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ordinary resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, as recommended by the Audit Committee and Board of Directors of the company, M/s. VKS Aiyer & Co., Chartered Accountants (FRN.: 000066S), Coimbatore be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Haribhakti & Co. LLP, Chartered Accountants (FRN.:103523W/W100048), Coimbatore.

"RESOLVED FURTHER THAT M/s. VKS Aiyer & Co., Chartered Accountants, Coimbatore be and are hereby appointed as Statutory Auditors of the company and hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting of the company on such remuneration and reimbursement of out of pocket expenses as may be mutually agreed between the Auditors and the Board."

5. To consider and if thought fit to pass with or without modification(s) the following resolution as an **ordinary resolution** :

"RESOLVED THAT in accordance with the provisions of Section 196, 197, 198, read with Schedule V and all other applicable provisions of the Companies Act, 2013 the approval of the Company be and is hereby accorded to the appointment of Dr. Mohan S Gounder as Joint Managing Director of the Company for a period of five years with effect from 19th July 2018 by the Board of Directors of the Company at their meeting held on 29th May 2018 on

the terms and conditions including remuneration as are set out hereunder with liberty to the Board of Directors (hereinafter referred to as the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration so as not to exceed the limits specified herein and also specified in Schedule V to the Companies Act, 2013 or any amendments thereto as may be agreed to between the Board and Dr. Mohan S Gounder.

I. Salary

₹ 8,00,000/- (Rupees Eight lakhs only) per month.

II. Perquisites

Perquisites as follows will be paid and / or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the Company as per Income Tax Rules. However in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules.

- a. Medical Reimbursement
Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company.
- b. Leave Travel Concession / Allowance
For self and family, once in a year in accordance with the rules of the Company.
- c. Club Fees
Fees of Club payable as per the rules of the Company.
- d. Car
Use of Company's car with driver
- e. Telephone
Communication facilities at residence.
- f. Any other perquisites as may be allowed by the Board.

The total of the perquisites as a cost to the company basis payable to Dr.Mohan S Gounder shall not exceed ₹ 2,00,000/- per month.

III. Other benefits

- a. Contribution to Provident Fund to the extent not taxable under the Income Tax Act.
- b. Gratuity at the rate of half month's salary for each completed year of service.
- c. Encashment of leave at the end of the tenure as per the rules of the Company.

The above benefits under (a) to (c) shall not be included in the computation of ceiling on remuneration or perquisites.

IV. Overall Remuneration

That the total remuneration (i.e. salary, perquisites and allowances) in any one financial year shall not exceed the limits prescribed from time to time under Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act relating to total managerial remuneration payable by a public company. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee of Directors. Further, within the overall remuneration, the individual components may be changed as desired by Dr. Mohan S Gounder and accepted by the Nomination and Remuneration Committee.

6. To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT in accordance with the provisions of Section 196, 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 the consent of the Company be and is hereby accorded to the appointment of Dr. Arun N Palaniswami as Executive Director of the Company for a period of five years with effect from 25th September 2018, by the Board of Directors of the Company at their meeting held on 29th May 2018 on the terms and conditions including remuneration as are set out hereunder.

I. SALARY

₹ 5,00,000/- (Rupees Five lakhs only) per month.

[Annual increase in the salary as the Board may decide from time to time, however subject to a ceiling of ₹ 50,000/- (Rupees Fifty thousand only) per month. First increase to be effective from 25th September 2019 subject to the confirmation of the Board of Directors based on the recommendation of the Nomination and Remuneration Committee of Directors].

II. PERQUISITES

Perquisites as follows will be paid and / or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the Company as per Income Tax Rules. However in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules.

- a. Medical Expenses
Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company.
- b. Leave Travel Concession / Allowance
For self and family, once in a year in accordance with the rules of the Company.
- c. Club Fees
Fees of Club payable as per the rules of the Company.

- d. Car
Use of Company's car with driver.
- e. Telephone
Communication facilities at residence.
- f. Any other perquisites as may be allowed by the Board

The total of the perquisites as a cost to the company basis payable to Dr.Arun N Palaniswami shall not exceed ₹ 2,50,000/- per month.

III. Other benefits

- a. Contribution to Provident Fund to the extent not taxable under the Income Tax Act.
- b. Gratuity at the rate of half month's salary for each completed year of service
- c. Encashment of leave at the end of the tenure as per the rules of the Company.

The above benefits under (a) to (c) shall not be included in the computation of ceiling on remuneration or perquisites.

IV. Overall Remuneration

That the total remuneration (i.e. salary, perquisites and allowances) in any one financial year shall not exceed the limits prescribed from time to time under Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, relating to total managerial remuneration payable by a public company. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee of Directors. Further, within the overall remuneration, the individual components may be changed as desired by Dr. Arun N Palaniswami and accepted by the Nomination and Remuneration Committee.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and Companies (Audit and Audits) Rules 2014 (including any statutory modifications) or re-enactment thereof, for the time being in force, Mr. V.Sakthivel (Membership No.23292) Partner, M/s RKMS & Associates, Cost Accountants, Tirupur appointed by the Board of Directors of the Company on recommendation of the Audit Committee to conduct the audit of cost records of the company for the financial year 2018-19 on a remuneration of ₹ 3,00,000/- (Rupees Three lakhs only) plus GST and out-of-pocket expenses if any for the purpose of audit be and is hereby ratified and confirmed".

By order of the Board
For Kovai Medical Center and Hospital Limited

Place : Coimbatore
Date : 23.06.2018

Sd/-
CS S.P. CHITTIBABU
COMPANY SECRETARY

NOTES

1. **A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the company. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or other authority shall be deposited at the Registered Office of the company at 99, Avanashi Road, Coimbatore - 641 014 not less than 48 hours before the commencement of the meeting.**
2. In case of joint holders attending the meeting, only such joint holder whose name appears at the top in the hierarchy of names shall be entitled to vote.
3. Members / proxies should bring the attendance slips duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. The statement of material facts pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Item No.4,5, 6 and 7 of special business is annexed thereto.
5. Pursuant to the provisions of Section 91 of the Companies Act 2013, the Register of members and Share Transfer Books of the Company will remain closed from Sunday, 29th day of July 2018 to Monday, 06th day of August 2018 (both days inclusive) in connection with the 32nd Annual General Meeting.
6. Dividend upon its declaration at the meeting will be paid within statutory period of 30 days to those members whose names appear:
 - a) As members on the Register of Members of the company as on 06th August 2018 after giving effect to all valid share transfers in physical form which would be received by the company upto the closing hours of business on 28th July 2018.
 - b) As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on 28th July 2018.
7. Electronic Clearing Service (ECS) Facility

Shareholders holding shares in physical form who now wish to avail ECS facility, are requested to forward their ECS mandate in the prescribed form to the Company's Registrar and Share Transfer Agent, M/s GNSA Infotech Limited, STA Department, Nelson Chambers, F-Block, 4th Floor, No.115 Nelson Manickam Road, Aminjikarai, Chennai - 600 029.

8. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2009-10, to the Investor Education and Protection Fund (IEPF) established by the Central Government. The details of the same are available on the website of the Company and the same can be accessed through the link: http://www.kmchhospitals.com/wp-content/uploads/2017/04/KMCH-UNCLAIMED-DIVIDEND_LIST.pdf. The said uploaded details on the website of the Ministry of Corporate Affairs can be accessed through the link: www.mca.gov.in.

Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more. In accordance with the aforesaid provision of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already transferred shares in respect of which dividend declared for the financial year 2009-10 and subsequent financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.

9. Those Shareholders who have so far not claimed or collected their dividend upto the aforesaid financial year may claim their dividend as per Rule 7 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
10. Members holding shares in physical form are requested to intimate the following directly to the company's Registrar and Share Transfer Agent, M/s GNSA Infotech Limited, STA Department, Nelson Chambers, F-Block, 4th Floor, No.115, Nelson Manickam Road, Aminjikarai, Chennai - 600 029.
 - a. Bank mandate with full particulars for remittance of dividend directly into their bank accounts, if declared at the meeting.
 - b. Changes, if any, in their address at an early date along with proof for address change.
 - c. Application for consolidation of folios, if shareholdings are under multiple folios.
 - d. Despatch of share certificates for consolidation.
 - e. Request for nomination forms for making nominations as per amended provisions of the Companies Act, 2013.
 - f. Members are requested to quote ledger folio numbers in all their correspondences.
11. Members holding shares in dematerialised form (electronic form) are requested to intimate any change in their address, bank mandate etc. directly to their respective Depository Participants.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent M/s GNSA Infotech Limited, Chennai.

13. Documents referred to in the accompanying Notice and the Statement of material facts are open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) upto the date of the Annual General Meeting.
14. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
15. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
16. The Companies Act, 2013 enables sending of notice of general meetings in electronic mode. Electronic copy of the Annual Report for the year 2018 is being sent to all the members whose Email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the year 2018 is being sent in the permitted mode. The members who have not registered their email ids so far are requested to register / update their e-mail address with the Company or Share Transfer Agent M/s GNSA Infotech Limited, Chennai.
17. Pursuant to the requirements of Corporate Governance under SEBI (LODR) Regulations, 2015, the brief resume of the Directors proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they holds directorship and membership/chairmanship of Board/Committees, shareholding and relationships between Directors inter-se, are provided in the Notice forming part of the Annual Report.
18. Members may also note that the Notice of the 32nd Annual General Meeting and the Annual Report for the year 2018 will also be available on the Company's website for their download. The physical copies of the Notice and Annual Report will also be available at the Company's Registered Office during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: secretarialdept@kmchhospitals.com.
19. As a measure of economy, copies of Annual Reports will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of Annual Report to the meeting.

20. Members seeking any information as regards the accounts are requested to write to the Company at least seven days prior to the meeting so as to enable the management to keep the information available at the meeting.

21. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
- (i) Open email and open PDF file viz; "kmchltd.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on Shareholder-Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of KMCH LTD.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote

- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to madhu@ksrandco.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) (a) Initial password is provided as below/at the bottom of the Attendance Slip EVEN (E-voting Event Number) User ID and Password.
 - (b) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - (ii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
 - (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
 - (iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (v) The remote e-voting period commences on 03rd August 2018 (9:00 am) and ends on 05th August 2018 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 28th July 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - (vi) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 28th July 2018.
 - (vii) Mr. C.V. Madhusudhanan, Practising Company Secretary (Membership No. FCS 5367) Partner, KSR & Co Company Secretaries LLP, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (viii) A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes then voting done through e-voting shall prevail and ballot shall be treated as invalid.

The facility for voting through ballot paper will be made available at the venue of the Annual General Meeting to enable the Shareholders to vote. Shareholders who have already exercised their votes through remote e-voting will not be eligible to vote again in the Annual General Meeting.

- (ix) The Results shall be declared within 48 hours after the close of Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be displayed on the Company's website www.kmchhospitals.com and on the website of NSDL within the aforesaid period and communicated to BSE Limited where the shares of the company are listed.

By order of the Board
For Kovai Medical Center and Hospital Limited

Place : Coimbatore
Date : 23.06.2018

Sd/-
CS S.P. CHITTIBABU
COMPANY SECRETARY

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED HERETO AND FORMS PART OF THE NOTICE DATED 23rd JUNE 2018

Item No: 4

M/s. Haribhakti & Co. LLP, Chartered Accountants, (FRN.: 103523W/W100048) were appointed as Statutory Auditors of the Company for five consecutive years at the Annual General Meeting held on 25th September 2015 and the term enures up to the completion of the Audit of the Financial Year 2019-20. However in the context of certain proposed internal restructuring in the Audit Firm, the Company has opted for an early rotation. This was discussed with the Audit Firm and in order to facilitate smooth transition from financial year 2018-19, they have chosen to resign from the position of Statutory Auditors of the Company upon the completion of the audit for the financial year 2017-18 and have conveyed their No-Objection to the Company appointing another Statutory Auditor for the financial year 2018-19 vide their letter dated 11th June 2018.

As per the provisions of Section 139(8) of the Companies Act, 2013, casual vacancy caused by the resignation of auditors can be filled by the Board within 30 days of vacancy and is required to be approved by the Company in general meeting within three months thereof. Hence the Board of Directors at their meeting held on 23rd June 2018 appointed M/s.VKS Aiyer & Co., Chartered Accountants (FRN: 000066S), Coimbatore to fill the casual vacancy and that they will hold office until this Annual General Meeting. The Board proposes that M/s.VKS Aiyer & Co., Chartered Accountants, (FRN: 000066S), may be appointed as the Statutory Auditors of the Company for a period of 5 years in terms of Section 139(1) of the Companies Act, 2013.

M/s. VKS Aiyer & Co., Chartered Accountants, (FRN: 000066S), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

Item No: 5

The members of the Company vide their Annual General Meeting of the Company held on 19th July 2013 had appointed Dr. Mohan S. Gounder as Joint Managing Director for a period upto 18th July 2018. The Board in its meeting held on 29th May 2018 had resolved to re-appoint Dr. Mohan S Gounder for a period of five years from 19th July, 2018 to 18th July, 2023. The Nomination and Remuneration Committee in its meeting held on 26th May 2018 had also recommended the re-appointment and payment of remuneration to Dr. Mohan S. Gounder for a period of five years subject to the approval of members and the Board of Directors at their meeting held on 29th May 2018 appointed him as such.

Dr. Mohan S Gounder has 18+ years of experience of management, operations, consulting and teaching experience with a variety of healthcare organisation, consulting organisation and university settings. He earned both his Bachelor of Science and Medical Degree at the University of Michigan in Ann Arbor, Michigan before completing his training in Internal Medicine at Emory University in Atlanta, GA. He is Board Certified in Internal Medicine and continues to practice medicine.

The proposed re-appointment of Dr. Mohan S Gounder as Joint Managing Director and payment of remuneration are in conformity with Schedule V to the Companies Act, 2013. The terms and conditions of his re-appointment and payment of remuneration are subject to the approval of the members at the ensuing Annual General Meeting under Section 197 read with Schedule V to the Companies Act, 2013.

In terms of Article 103(b) of the Articles of Association of the Company, Dr. Mohan S Gounder is liable to retire by rotation.

None of the Directors except Dr. Nalla G Palaniswami, Dr. Thavamani Devi Palaniswami, Dr. Mohan S Gounder, Dr. Arun N Palaniswami and Dr. Purani P Palaniswami are interested in the proposed resolution.

The Board recommends the resolution set out in Item No.5 for the approval of the members.

Item No: 6

The members of the Company vide their Annual General Meeting of the Company held on 25th September 2015 had appointed Dr. Arun N Palaniswami as Whole time Director for a period upto 24th September 2018. The Board in its meeting held on 29th May 2018 had resolved to re-appoint Dr. Arun N Palaniswami as Executive Director for a period of five years with effect from 25th September, 2018. The Nomination and Remuneration Committee in its meeting held on 26th May 2018 had also recommended the re-appointment and payment of remuneration to Dr. Arun N Palaniswami for a period of five years subject to the approval of members and the Board of Directors at their meeting held on 29th May 2018 re-appointed him as such.

Dr. Arun N Palaniswami MBBS, MD - Internal Medicine is a specialist in Internal Medicine and was practicing medicine in USA for nine years. With his insight into the operations of various health care facilities across United States, Dr. Arun N Palaniswami used his knowledge and expertise to provide guidance to KMCH over these years. The Nomination and Remuneration Committee had also recommended his remuneration and other terms and conditions at its meeting held on 26th May 2018.

The proposed re-appointment of Dr. Arun N Palaniswami as Executive Director and the payment of remuneration are in conformity with Schedule V of the Companies Act, 2013. The terms and conditions of the re-appointment and payment of remuneration are subject to the approval of the Shareholders in General Meeting.

In terms of Article 103(b) of the Articles of Association of the Company, Dr. Arun N Palaniswami is liable to retire by rotation.

None of the Directors except Dr. Nalla G Palaniswami, Dr. Thavamani Devi Palaniswami, Dr. Mohan S Gounder, Dr. Arun N Palaniswami and Dr. Purani P Palaniswami are interested or concerned in the proposed resolution.

The Board recommends this resolution set out in Item No.6 for the approval of the members.

Item No: 7

In view of the revised Cost Audit Rules as part of new Companies Act, 2013 notified by the Ministry of Corporate Affairs in the month of July 2014, the Board of Directors on the recommendation of the Audit Committee has approved the appointment of Mr. V.Sakthivel (Membership No.23292) Partner, M/s RKMS & Associates, Cost Accountants, Tirupur as Cost Auditor to conduct audit of cost records of the company for the financial year ending 31st March 2019 and fixed his remuneration as ₹ 3,00,000/- (Rupees Three lakhs only) plus GST and reimbursement of out-of-pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditor for the financial year ending 31st March 2019 has to be ratified by the shareholders.

Accordingly, the consent of the members is sought for passing an ordinary resolution set out in Item No.7 of the notice for ratification of remuneration payable to the Cost Auditor for the financial year ending 31st March 2019.

None of the Directors, Key Managerial Personnel of the company / their relatives are in any way, concerned or interested financially or otherwise in the resolution set out in Item No.7 of the notice.

The Board commends the ordinary resolution set out in Item No.7 of the notice for approval by the members.

By order of the Board
For Kovai Medical Center and Hospital Limited

Place : Coimbatore
Date : 23.06.2018

Sd/-
CS S.P. CHITTIBABU
COMPANY SECRETARY

ANNEXURE

The details of Directors' seeking reappointment in the forthcoming Annual General Meeting as per Regulation 36(3) of SEBI

(Refer Item No. 3, 5 & 6 of the Notice)

Name of the Director	Dr.M.C.Thirumoorthi	Dr.Mohan S Gounder	Dr.Arun N Palaniswami
Director Identification Number (DIN)	00129814	02479218	02706099
Date of Birth	12.11.1947	26.11.1973	03.08.1979
Date of Appointment on the Board	16.09.1985	19.07.2013	25.09.2015
Qualifications	MD AB (USA)	MD AB (USA)	MBBS, MD - Internal Medicine
Expertise	Specialist in Paediatric Infectious disease	Healthcare Practices & Process, Strategy & Information Technology	Hospital Operations, Quality Function including accreditations – NABH etc
Brief Resume	<p>He is a paediatric infectious disease specialist in Detroit, Michigan and is affiliated with St. John Hospital and Medical Center. He received his medical degree from Stanley Medical College, Chennai and has been in practice for more than 30 years. He is presently Professor of Paediatrics at Wayne State University School of Medicine in Detroit, Michigan.</p>	<p>Over 18 years of experience of management, operations, consulting and teaching experience with a variety of healthcare and consulting organizations and university settings. Board Certified in Internal Medicine, Has been a healthcare administrator as Medical Director with one of the largest healthcare practices in USA.</p>	<p>12 Years of Experience. Was practicing medicine in USA for 9 years. Insight into operations of various healthcare facilities across United States. Worked in Hospital Administration as Director of Quality Control in KMCH for last 3 years</p>
Relationship between Directors Inter-se	NIL	Son of Dr.Nalla G Palaniswami & Dr.Thavamani Devi Palaniswami, Brother of Dr.Arun N Palaniswami & Dr.Purani P Palaniswami	Son of Dr.Nalla G Palaniswami & Dr.Thavamani Devi Palaniswami, Brother of Dr.Mohan S Gounder & Dr.Purani P Palaniswami

Directorship held in other Public Companies (excluding foreign, private and Section 8 Companies)	<u>Public Limited Companies</u> 1. Appu Hotels Ltd.	<u>Public Limited Companies</u> 1. AOSTA Software Technologies (I) Ltd. 2. Purani Hospital Supplies Ltd. 3. EDG Pharmaceuticals (India) Ltd.	<u>Public Limited Companies</u> 1. AOSTA Software Technologies (I) Ltd. 2. Purani Hospital Supplies Ltd. 3. EDG Pharmaceuticals (India) Ltd.
Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board	Nil	Nil	Nil
Shareholding in the company (as on 31.03.2018)	6,013	10,000	10,000

By order of the Board
For Kovai Medical Center and Hospital Limited

Sd/-
CS S.P. CHITTIBABU
COMPANY SECRETARY

Place : Coimbatore
Date : 23.06.2018