



## KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

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CIN: L85110TZ1985PLC001659

### NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of Kovai Medical Center and Hospital Limited (“the Company”), pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs vide General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 39/2020 dated December 31, 2020 respectively (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws and regulations, if any, the resolutions set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only (‘remote e-voting’).

In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

#### **Resolution No:1 Amendment in Articles of Association of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the rules made thereunder, the consent of the shareholders be and is hereby accorded for amending the Articles of Association of the Company by way of substitution of the following clause in place of the existing Article 72.”

72. The minimum and maximum number of Directors shall be three and fifteen respectively.

**Resolution No:2 Appointment of Mr. A.P.Ammasaiyutti (DIN: 00909930) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and qualification of Directors) Rules, 2014 and Regulation 16(1)(b) read with Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.A.P.Ammasaiyutti (DIN: 00909930) who qualifies for being appointed as an Independent Non-Executive Director, who was appointed as an additional director to occupy the position of Independent Director on 3<sup>rd</sup> June, 2021 by the Board of Directors of the Company, on the basis of recommendation of the Nomination and Remuneration Committee of the Board, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from 3<sup>rd</sup> June 2021 to 2<sup>nd</sup> June 2026.”

**Resolution No:3 Appointment of Dr.K.Kolandaswamy (DIN: 06702305) as an Independent Director of the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and qualification of Directors) Rules, 2014 and Regulation 16(1)(b) read with Regulation 17(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr.K.Kolandaswamy (DIN: 06702305) who qualifies for being appointed as an Independent Non-Executive Director and whose appointment was proposed by the Nomination and Remuneration Committee of the Board and further recommended by the Board of Directors of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years, from 1<sup>st</sup> August 2021 to 31<sup>st</sup> July 2026.”

**Resolution No.4 Approval for increase in Remuneration of Dr.K.S.K Murugaiyan Holding an office or place of profit in the Company**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act 2013 read with Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended and approved by the Audit Committee and Nomination and Remuneration Committee and the Board of Directors, approval of the shareholders be and is hereby accorded to enhance the maximum limit of Consultancy Charges payable to Dr.K.S.K.Murugaiyan, Medical Consultant, a related party holding office or place of profit in the Company to Rs. 3,00,000/- (Rupees Three Lakhs only).”

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

Place: Coimbatore  
Date : 03.06.2021

S.P.Chittibabu  
Company Secretary

Notes:

1. The Explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the proposed resolutions are appended herein below.
2. In compliance with the MCA Circulars, SEBI (LODR) Regulations and Secretarial Standard – 2 of ICSI, this Postal Ballot Notice (“Notice”) along with explanatory statement and remote e-voting instructions are being sent only through electronic mode to all those Members whose e-mail address are registered with the Company/Registrar and Share Transfer Agent (“RTA”)/Depository Participants and whose names appear in the Register of Members/List of Beneficial Owners maintained by the Company / Depositories as on 18<sup>th</sup> June 2021.
3. Taking reference to various MCA Circulars mentioned in the preamble and on account of the threats posed by the COVID-19 pandemic, physical copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot and accordingly, the shareholders are required to communicate their assent or dissent through remote e-voting system only.
4. Members may note that the Postal Ballot Notice will also be available on Company’s website [www.kmchhospitals.com](http://www.kmchhospitals.com), Stock Exchange i.e. BSE Limited website [www.bseindia.com](http://www.bseindia.com) and National Securities Depository Limited (‘NSDL’) website ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)).

5. The Company has appointed Dr.C.V.Madhusudhanan, Practising Company Secretary (Membership No. FCS 5367; CP 4408) or failing him Dr.K.S.Ravichandran, Practising Company Secretary (Membership No. FCS 3675; CP 2160), Partners of M/s KSR & Co Company Secretaries LLP, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.
6. Voting rights of Members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company as on 18<sup>th</sup> June 2021 (“Cut-off date”). A person, whose name is recorded in the Register of Members of the Company or in the List of Beneficial Owners maintained by the Depositories as on the Cut-off date shall only be entitled to cast their vote through remote e-voting. A person who ceases to be a Member as on Cut-off date will not be entitled to vote and should treat this Notice for information purposes only.
7. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, SS-2 and MCA Circulars as aforesaid, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by National Securities Depository Limited (“NSDL”). Instructions for remote e-voting are provided in the Notice.
8. Remote e-voting period will commence on 28<sup>th</sup> June 2021 at 9:00 A.M. IST and ends on 27<sup>th</sup> July 2021 at 5.00 P.M. IST (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. 18<sup>th</sup> June 2021 (including those Members who have not received this Notice due to non-registration of their e-mail address with the Company / Depository Participants), can cast their vote electronically, in respect of the resolutions as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
9. During the remote e-voting period, Members can login at NSDL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
10. Results of postal ballot will be announced not later than by 5.00 P.M. (IST) on Thursday, 29<sup>th</sup> July 2021. The results declared along with the Scrutinizer’s Report will be communicated to BSE Limited where the shares of the Company are listed. The results will be displayed on the Company’s website [www.kmchhospitals.com](http://www.kmchhospitals.com) and BSE Limited website [www.bseindia.com](http://www.bseindia.com).
11. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 27<sup>th</sup> July 2021.

12. Members who have not registered their e-mail address with the Company can now register the same by sending an email to Compliance Officer of the Company at [secretarialdept@kmchhospitals.com](mailto:secretarialdept@kmchhospitals.com) and/or by sending a request to Registrar and Share Transfer Agent ('RTA') M/s GNSA Infotech Private Limited, STA Department, Nelson Chambers, F-Block, 4th Floor, No.115, Nelson Manickam Road, Aminjikarai, Chennai - 600 029 at [sta@gnsaindia.com](mailto:sta@gnsaindia.com) .
13. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. The registered e-mail address will be used for sending future communications.
14. All material documents referred to in the Explanatory Statements, will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send e-mail to [secretarialdept@kmchhospitals.com](mailto:secretarialdept@kmchhospitals.com).

#### **Instructions and other information relating to e-voting:**

#### **How do I vote electronically using NSDL e-Voting system?**




*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDEAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDEAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>    </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. 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 download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [sta@gnsaindia.com](mailto:sta@gnsaindia.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [sta@gnsaindia.com](mailto:sta@gnsaindia.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## **Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013**

### **Resolution No:1 Amendment in Articles of Association of the Company**

Pursuant to the provisions of Section 149(1) of the Companies Act, 2013, a Company can have a maximum of fifteen Directors as members of the Board. As per Article 72 of the Articles of Association of the Company, presently the maximum number of Directors is limited to Twelve. To align with the said provision under the Companies, Act, 2013 and to enable the Company to appoint more than twelve Board of Directors, it is proposed to amend Article 72 of the Articles of Association.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, amendment of Articles of Association would require approval of shareholders by way of special resolution. Accordingly, this matter has been placed before the shareholders for approval.

The Board of Directors recommend passing of the resolution set out in Item No.1 of the for the approval of members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the Resolution.

### **Resolution No:2 Appointment of Mr.A.P.Ammasaikutti (DIN: 00909930) as an Independent Director of the Company**

The Board of Directors propose to appoint Mr.A.P.Ammasaikutti as an Independent Director for a period of 5 years from 3<sup>rd</sup> June 2021 to 2<sup>nd</sup> June 2026.

Mr.A.P.Ammasaikutti is a seasoned businessman with interests in Textile industry. An Economics Graduate by qualification, he manages and leads a group of textile mills and is responsible for overall operations, and other administrative functions. He has won several awards and recognitions from Industry bodies and Government. He has also represented the Industry in various Trade bodies and is involved in various religious and philanthropic activities.

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and Secretarial Standard (SS2) issued by the Institute of Company Secretaries of India are appended.

Mr.A.P.Ammasaikutti has given a declaration to the effect that he meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013 & Regulation 16 of Listing Regulations.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 3<sup>rd</sup> June 2021, have recommended the appointment of Mr.A.P.Ammasaikutti as an Independent Director of the Company for a term of five consecutive years from 3<sup>rd</sup> June 2021 to 2<sup>nd</sup> June 2026, subject to the approval of the shareholders, by way of a Special Resolution. His appointment by the Board is in accordance with second proviso to Rule 4(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 to fill in the casual vacancy caused by the demise of Mr.A.K.Venkatasamy, who passed away on 11<sup>th</sup> May 2021.

In terms of Regulation 25(8) of SEBI (LODR) Regulations, Mr.A.P.Ammasaiakutti has confirmed that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence.

In the opinion of the Board, Mr.A.P.Ammasaiakutti fulfils the conditions as specified in the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the Management. As on date of this Notice, Mr.A.P.Ammasaiakutti does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

Having regard to his qualifications, knowledge and vast experience despite Mr.A.P.Ammasaiakutti is more than 70 years of age, the Board is of the opinion that a senior established entrepreneur like him can bring in varied experience in decision making process and hence the appointment of Mr.A.P.Ammasaiakutti on the Board of the Company as an Independent Director will be in the interest of the Company.

As per Regulation 17(1A) of SEBI (LODR) (Amendment) Regulations 2018 (Amended Listing Regulations), with effect from 1<sup>st</sup> April 2019, no listed entity shall appoint a person or continue the Directorship of any persons as a non-executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect. If appointed during the course of tenure, Mr.A.P.Ammasaiakutti would attain the age of seventy five. Hence the approval is sought by special resolution.

The Board of Directors recommend passing of the resolution set out in Item No.2 of the Notice by the members by means of a special resolution.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr.A.P.Ammasaiakutti is concerned or interested in the Resolution.

**Resolution No:3 Appointment of Dr.K.Kolandaswamy (DIN: 06702305) as an Independent Director of the Company**

The Board of Directors propose to appoint Dr.K.Kolandaswamy as an Independent Director for a period of 5 years from 1<sup>st</sup> August 2021 to 31<sup>st</sup> July 2026.

Dr.K.Kolandaswamy is a Post Graduate in Applied Epidemiology has got extensive professional education in Public Health and Family Welfare management. With 30 years' experience in the Government of Tamil Nadu as a Public Health Service Expert, he has got multiple papers and presentations published. He has made significant contributions during Disease Surveillance and prevention of outbreaks after disasters like Tsunami, Cyclones and Floods. He is involved extensively in Epidemic control activities including COVID-19 pandemic. He retired from Government of Tamil Nadu service as Director of Public Health.

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and Secretarial Standard (SS2) issued by the Institute of Company Secretaries of India are appended.

Dr.K.Kolandaswamy has given a declaration to the effect that he meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013, & Regulation 16 of the Listing Regulations.

Upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 3<sup>rd</sup> June 2021, have recommended the appointment of Dr.K.Kolandaswamy as an Independent Director of the Company for a term of five consecutive years from 1<sup>st</sup> August 2021 to 31<sup>st</sup> July 2026, subject to the approval of the shareholders, by way of an Ordinary Resolution.

In the opinion of the Board of Directors of the Company, Dr.K.Kolandaswamy fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder, and considering his vast experience in Applied Epidemiology his appointment as Independent Director will provide much fillip to the Board in its decision making on matters related to management of epidemics and hence the Board recommends his appointment as an Independent Director of the company.

The Board of Directors recommend passing of the resolution set out in Item No.3 of the Notice by the members by means of an ordinary resolution.

None of the Directors, Key Managerial Personnel and / or their relatives, except Dr.K.Kolandaswamy is concerned or interested in the Resolution.

**Resolution No.4 Approval for increase in Remuneration of Dr.K.S.K Murugaiyan Holding an office or place of profit in the Company**

In terms of provisions of Section 188(1)(f) of the Companies Act, 2013 read with Rules framed there under and the Policy on Related Party Transactions, for entering into related party transactions as prescribed there under, the Company is required to obtain approval of the Audit Committee of the Board and where such transactions are not at arm's length and / or not in the ordinary course of business, the approval of the Board of Directors. It also provides that where the related party transactions exceed the threshold prescribed under Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014 read with first proviso to Section 188(1)(f) of the Companies Act, 2013, or do not meet the criteria mentioned therein, prior approval of the Shareholders will be required.

Dr.K.S.K.Murugaiyan is the brother of Dr.Thavamani Devi Palaniswami (Director and promoter of the Company) was appointed as Medical Consultant and hence deemed to be holding a place of profit under section 188(1)(f) read with Rule 15 of the Companies (Meeting of the Board and its Powers) Rules, 2014. Considering the efficient service of Dr.K.S.K.Murugaiyan, it is now proposed to increase the consultation fee subject to a maximum limit of Rs.3,00,000/- (Rupees Three Lakhs only) per month. Such increase in the monthly consultation fee payable exceeding the threshold limit prescribed under Act will require approval of the shareholders by means of an ordinary resolution.

The Nomination and Remuneration Committee and Audit Committee at their respective meetings held on 2<sup>nd</sup> June 2021 and 3<sup>rd</sup> June 2021 recommended the enhancement consultation fee payable to Dr.K.S.K.Murugaiyan.

It is hereby clarified that the increase in limit of payment of consultation fee to Dr.K.S.K.Murugaiyan does not exceed the annual turnover of the company and hence the proposed transaction is not a material related party transaction requiring compliance of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the consent of the members is sought for passing an ordinary resolution set out in Item No.4 of the notice for enhancement of consultancy charges payable to Dr.K.S.K.Murugaiyan, Consultant of the Company. The said transaction is not a material related party transaction within the meaning of Explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommend passing of the resolution set out in Item No.4 of the Notice by the members by means of an ordinary resolution.

Except Dr.Thavamani Devi Palaniswami none of the Directors, Key Managerial Personnel of the company / their relatives are concerned or interested in the Resolution.

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

Place: Coimbatore  
Date : 03.06.2021

S.P.Chittibabu  
Company Secretary

## Annexure

### Details of Directors seeking appointment through Postal Ballot by remote e-voting process

Name of the Director	<b>Mr.A.P.Ammasaikutti</b>	<b>Dr.K.Kolandaswamy</b>
Director Identification Number (DIN)	00909930	06702305
Date of Birth	15.01.1949	20.04.1962
Date of Appointment	03.06.2021	01.08.2021
Qualifications	B.A. Economics	MBBS, DPH, MAE
Expertise	Business Leader	Healthcare, Administration and General Management.
Brief Resume	Mr.A.P.Ammasaikutti is a businessman with interests in Textile industry. An Economics Graduate by qualification, he manages and leads a group of textile mills and is responsible for overall operations, and other administrative functions. He represents various industry and trade bodies. He is also involved in many philanthropic activities in western Tamil Nadu	Dr.K.Kolandaswamy is a Post Graduate in Applied Epidemiology has got extensive professional education in Public Health and Family Welfare management. With 30 years' experience in the Government of Tamil Nadu as a Public Health Service Expert, he has got multiple papers and presentations published. Some of the major projects undertaken by him include Helpline for Epidemics Control. He is presently involved in Epidemic control activities including COVID-19 pandemic.
Relationship between Directors Inter-se	Nil	Nil
Directorship held in other Public Companies (excluding foreign, private and Section 8 Companies)	Nil	Nil
Names of listed entities in which the person also holds the Directorship and the membership of Committees of the Board	Nil	Nil
Shareholding in the company	Nil	Nil