



KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

NABH Accredited Hospital

Excellence in Healthcare

99, Avanashi Road, Coimbatore - 641 014. INDIA | Phone : (0422) 4323800, 4324000, 6803000

Web : www.kmchhospitals.com | CIN No : L85110TZ1985PLC001659



Ref: KMCH/SEC/SE/2024-25/2152

May 29, 2024

To

Corporate Relationship Department
BSE Limited
1st Floor, New Trading Ring
Rotunda Building, P.J.Towers
Dalal Street, Fort
Mumbai - 400 001

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31st March 2024- reg.

Ref: Security ID: KOVAI, Security Code: 523323

Pursuant to SEBI Circular CIR/CFD/CMDI/27/2019 dated 8th February 2019, we submit herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March 2024 issued by Dr.C.V.Madhusudhanan, Managing Partner, M/s.KSR & Co. Company Secretaries LLP, Practising Company Secretaries.

We request you to take the same on record.

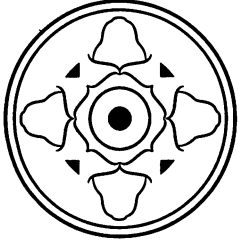
Thanking You

Yours Truly

For Kovai Medical Center and Hospital Limited

R.Ponmanikandan
Company Secretary





ANNUAL SECRETARIAL COMPLIANCE REPORT OF KOVAI MEDICAL CENTER AND HOSPITAL LIMITED FOR THE YEAR ENDED 31ST MARCH, 2024

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Kovai Medical Center and Hospital Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at No.99, Avanashi Road, Coimbatore - 641 014. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We have examined:

- (a) all the documents and records made available to us and explanation provided by **Kovai Medical Center and Hospital Limited** ("the Listed Entity"),
- (b) the filings / submissions made by the Listed Entity to the Stock Exchanges
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



CENTRAL OFFICE :

7C, Mayflower Signature
No. 365/13, Avinashi Road, Peelamedu.

Coimbatore - 641 004.

Phone : (0422) 2302867 / 68, 2305676, 4982868, 4952868

E-mail : info@ksrandco.in

BRANCH OFFICE :

Flat No. 1, 26/27, Venkatesham Flat,
Copal Street, T. Nagar.

Chennai -600 017.

Phone : (044) 24337620

E-mail : chennai@ksrandco.in

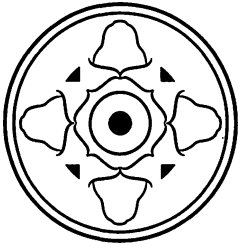
BRANCH OFFICE :

S-311, 3rd Floor, 2nd Block,
Manipal Centre, No. 47, Dickenson Road.

Bangalore - 560 042.

Phone : (080) 41749185

E-mail : bangalore@ksrandco.in

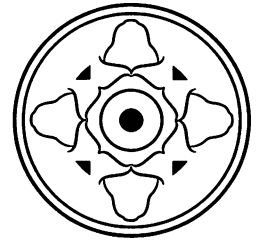


The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (g) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulation 2018
- (j) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993

And based on the above examination, We hereby report that, during the Review Period:





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- I.
a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in of matters specified below:

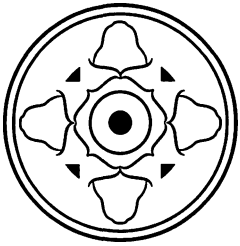
Sr. No.	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of PCS	Management Response	Remarks
NIL										

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of PCS	Management Response	Remarks
NIL										



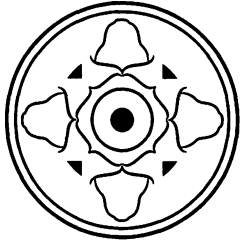
Continuation Sheet



II. We hereby **report** that, during the review period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS*
1.	Secretarial Standards: The compliances of listed entities are in accordance with the Auditing Standards issued by Institute of Company Secretaries India (ICSI);	Yes	NIL
2.	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	NIL
	All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI	Yes	NIL
3.	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website	Yes	However at times the website has issues with regard to accessibility which the company is working on to set it right
	Timely dissemination of the documents/ information under a separate section on the website	Yes	NIL
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	NIL

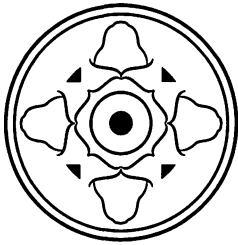




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4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	NIL
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: Have identified the material subsidiaries	Not applicable	No material subsidiaries
	The listed company and complied the disclosure of material subsidiary as well	Not applicable	No material subsidiaries
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	NIL
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	NIL
8.	Related Party Transactions: The listed entity has obtained prior approval of Audit Committee for all Related party transactions	Yes	NIL
	In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee;	Not Applicable	All related party transactions have prior approval of audit committee

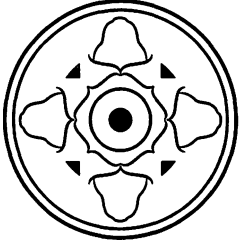




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9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder;	Yes	NIL
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	NIL
11.	Actions taken by SEBI or Stock Exchange(s), if any: No actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder;	Yes	NIL
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Nil	Nil
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	NIL





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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 29.05.2024

For **KSR & Co Company Secretaries LLP**

Place: Coimbatore

Dr.C.V.Madhusudhanan
Partner
(FCS: 5367; CP: 4408)
UDIN: F005367F000478928
PR.No: 2635/2022