



KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

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CIN: L85110TZ1985PLC001659

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear members,

Notice is hereby given that pursuant to the provisions of Section 110 and 108 of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), and other applicable provisions of the Act, rules, circulars and notifications thereunder, as amended from time to time, and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and any other applicable laws, rules and regulations (including any amendments and statutory modification(s) thereof, for the time being in force), that the resolution appended below is proposed for seeking the approval of members for the appointment of Mr.M.Balasubramaniam (DIN:00377053) and Mr.M.Alagiriswamy (DIN: 02112350) , as Independent Directors through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“the Notice” or “the Postal Ballot Notice”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “LODR Regulations”) and pursuant to the provisions of Sections 108 and 110 of the Act, Rules framed there under and the relevant MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board 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 have been appointed as the scrutinizer (“Scrutinizer”) for conducting the /e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to the Members, to enable them to cast their votes

electronically and the detailed procedure with respect to e- voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting.

The Company has made necessary arrangements with GNSA Infotech Private Limited (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their E-mail address or those who have change in e-mail address are requested to register the same by following the procedure set out elsewhere in this Postal Ballot Notice. Members are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00p.m. (IST) on 19.10.2024. The voting facility will be disabled by NSDL immediately thereafter and e-voting will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than two working days from the date of conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting is 19.10.2024 and shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

RESOLUTION THROUGH POSTAL BALLOT

Resolution No:1 Appointment of Mr.M.Balasubramaniam(DIN:00377053) 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 amendment(s) thereof, for the time being in force), Mr.M.Balasubramaniam (DIN:00377053) who qualifies for being appointed as an Independent Non-Executive Director, who was appointed earlier as an additional director to occupy the position of Independent Director on 3rd September, 2024 by the Board of Directors of the Company through Circular Resolution, 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 3rd September 2024 to 2nd September 2029.”

“RESOLVED FURTHER THAT Mr.M.Balasubramaniam’s ceasing of additional director and his appointment by shareholders by virtue of this resolution through e-voting by postal ballot, shall not be considered as a break in his office as Independent Director and hence his office as Independent Director shall be deemed to run continuously from 03rd September, 2024 to 02nd September, 2029”.

Resolution No:2 Appointment of Mr.M.Alagiriswamy (DIN: 02112350)as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an **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 amendment(s) thereof, for the time being in force), Mr.M.Alagiriswamy (DIN: 02112350) who qualifies for being appointed as an Independent Non-Executive Director, who was appointed earlier as an additional director to occupy the position of Independent Director on 3rd September, 2024 by the Board of Directors of the Company through Circular Resolution, 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 3rd September 2024 to 2nd September 2029.”

“RESOLVED FURTHER THAT in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.M.Alagiriswamy will cross of the age of 75 during his tenure of 5 years as Independent Director and accordingly approval of the shareholders is be and is hereby granted for his continuance as Independent Director during the said period of 5 (five) consecutive years from 3rd September 2024 to 2nd September 2029 despite he crossing the age of 75 years.”

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

Place: Coimbatore
Date : 03.09.2024

R.Ponmanikandan
Company Secretary

Notes:

1. The explanatory statement pursuant to Section 102 and any other applicable provisions of the Act, the rules made thereunder, SEBI Listing Regulations and

Secretarial Standard on General Meetings (SS-2) stating all material facts and the reasons thereof for the proposed resolution, forming part of this Notice, is annexed herewith.

2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members/ list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on Friday the 13.09.2024 (“Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. Similarly, a person who is not a shareholder as on the cut-off date but becomes a shareholder subsequently can vote electronically by following voting process set out herein. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e.19.10.2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
4. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than two working days after the date of conclusion of e-voting and will also be displayed on the Company website www.kmchhospitals.com, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and RTA.
5. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to secretarialdept@kmchhospitals.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.

6. In accordance with the MCA Circulars, the Members are requested to take note of the following:

Members holding shares of the Company in electronic form can update their KYC with RTA. Members may send an email request to sta@gnsaindia.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to register their email address and mobile number.

In case of any queries, in this regard, Members are requested to write to secretarialdept@kmchhospitals.com or contact RTA at toll free number: 044-4296-2025.

7. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at sta@gnsaindia.com. Members may follow the process detailed below for registration of email ID:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, GNSA INFOTECH private Limited either by email to sta@gnsaindia.com or by post to 'Nelson Chambers' No. 115, Nelson Manickam Road, 'F' Block, 4th Floor, Aminthakarai, Chennai - 600029.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes /update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital anddebenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3

	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other servicerequestsfor shares / debentures / bonds, etc., held in physical form	ISR 4
	The forms for updating the above details are available at https://www.kmchhospitals.com/investor-services/	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

8. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021, has mandated furnishing of PAN, Address with pin code, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities..

The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

E-voting:

- a) In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable the Members to cast their votes electronically in respect of the resolution as set out in this Postal Ballot Notice.
- b) The e-voting period commences from 20.09.2024 (9.00 AM-IST) and ends on 19.10.2024, (5.00 PM-IST).The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he /she shall not be allowed to change it subsequently. The e-voting event number (EVEN) is 131644.
- c) The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. 13.09.2024.
- d) Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. 13.09.2024 (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in this Postal Ballot Notice only through the 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">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 **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.

4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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.nsdl.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.nsdl.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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 131644 then user ID is 131644001***

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.
 - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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.com 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. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to madhu@ksrandco.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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 to reset the password.
3. 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 or call on : 022 - 4886 7000 or send a request to evoting@nsdl.com

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 secretarialdept@kmchhospitals.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 secretarialdept@kmchhospitals.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.com 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 Section 102, of the Companies Act, 2013 (hereinafter referred to as “Act”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”) and Secretarial Standard on General Meetings (hereinafter referred to as “SS-2”)

Resolution No:1 Appointment of Mr.M.Balasubramaniam(DIN:00377053) as an Independent Director of the Company

Pursuant to Section 161(1) of the Companies Act, 2013, the Board of Directors, through Circular Resolution dated 03.09.2024 , appointed Mr.M.Balasubramaniam(DIN:00377053) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from September 03, 2024 to September 02, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received notice in writing under Section 160(1) of the Companies Act,2013 from a member proposing him for appointment as an Independent Director of the Company, for a term of five consecutive years effective from 03.09.2024 and till 02.09.2029.

M. Balasubramaniam is qualified to be appointed as Independent Director in terms of Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further he does not suffer any disqualification from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his declaration to that effect and his consent to act as a Director.

The Nomination and remuneration Committee of the Company, has recommended the candidature of Mr.M.Balasubramaniam(DIN:00377053), for appointment as an Independent Director of the Company. Further, in the opinion of the Board, Mr Mr.M.Balasubramaniam fulfils the conditions for independence specified in the Act, the Rules made there under and the SEBI Listing Regulations and other laws/ regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr.M.Balasubramaniam’s skills, background and experience are aligned to the attributes identified by the Nomination and remuneration Committee and that he is eligible for appointment as an Independent Director of the Company. The Board was cognizant of the skills and experience of Mr.M.Balasubramaniam, which fit into the criteria of Company’s skill matrix in the areas of Finance sector, which would be beneficial for the Company.

Accordingly, to take the approval of the shareholders, this resolution is being moved through postal ballot and approval by shareholders through compulsory remote e-voting method.

As required under the Secretarial Standards and the SEBI (LODR) Regulations, 2015 a brief profile and necessary disclosures of Mr.M.Balasubramaniam, is annexed hereto for the information of the members.

Interest of Directors

None of the Promoters, Directors, key managerial personnel and their relatives, except the appointee Mr.M.Balasubramaniam is concerned or interested in this resolution.

Resolution No:2 Appointment of Mr.M.Alagiriswamy(DIN:02112350)as an Independent Director of the Company

Pursuant to Section 161(1) of the Companies Act, 2013, the Board of Directors, through Circular Resolution dated 03.09.2024, appointed Mr.M.Alagiriswamy(DIN: 02112350) as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from September 03, 2024 to September 02, 2029 (both days inclusive) subject to the approval of the shareholders through special resolution.

The Company has received notice in writing under Section 160(1) of the Companies Act,2013 from a member proposing him for appointment as an Independent Director of the Company, for a term of five consecutive years effective from 03.09.2024 and till 02.09.2029.

Mr.M.Alagiriswamy is qualified to be appointed as Independent Director in terms of Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further he does not suffer any disqualification from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his declaration to that effect and consent to act as a Director.

The Nomination and remuneration Committee of the Company, has recommended the candidature of Mr.M.Alagiriswamy(DIN: 02112350), for appointment as an Independent Director of the Company. Further, in the opinion of the Board, Mr.M.Alagiriswamy fulfils the conditions for independence specified in the Act, the Rules made there under and the SEBI Listing Regulations and other laws/ regulations for the time being in force, to the extent applicable to the Company. The Board noted that Mr.M.Alagiriswamy's skills, background and experience are aligned to the attributes identified by the Nomination and remuneration Committee and that he is eligible for appointment as an Independent Director of the Company. The Board was cognizant of the skills and experience of Mr.M.Alagiriswamy, which fit into the criteria of Company's skill matrix in the areas of strategic and organization analysis, conception and implementation of strategy, Establishment of new Organizational, Educational Institutions, Cultural Change and Management Development., which would be beneficial for the Company.

Mr.M.Alagiriswamy if appointed as Director by the shareholders will be crossing the age of 75 during his tenure of 5 years. Hence the shareholders have to approve his

appointment specifically in terms of Regulation 17(1A) of the SEBI (LODR) Regulations, 2015.

Accordingly, to take the approval of the shareholders, this resolution is being moved through postal ballot and approval by shareholders through compulsory remote e-voting method.

As required under the Secretarial Standards and SEBI (LODR) Regulations, 2015 a brief profile with necessary disclosures of Mr.M.Alagiriswamy, is annexed hereto for the information of the members.

Interest of Directors

None of the Promoters, Directors key managerial personnel and their relatives except the appointee Mr.M.Alagiriswamy, can be said to be concerned or interested in this resolution.

PROFILE OF DIRECTORS SEEKING APPOINTMENT (In terms of Para 1.2.5 of Secretarial Standard-II under Section 118(10) of the Companies Act, 2013 read with Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Mr.M.Balasubramaniam	Mr.M.Alagiriswamy
Director Identification Number (DIN)	00377053	02112350
Date of Birth/Nationality	20.09.1958/Indian	02.05. 1952/Indian
Age	66	72
Inter-se relationship with other Directors	None	None
Qualification	Master's Degree in Commerce from Madras University and a Master's Degree in Business Administration from Notre Dame University, USA.	Chartered Accountant
Skills and Expertise	He has an experience of 39 years in the field of Finance, Auto and Sugar Industries.	Strategic and Organization analysis
Number of Shares held in the Company	NIL	NIL
Terms and conditions of appointment / reappointment	Independent Director, not liable to retire by rotation. Sitting Fee as fixed by the Board will be payable for attending every Board / Committee meeting (as applicable). Payment of Commission, if any on the net profits of the Company shall be subject to approval by the Board and Shareholders.	Independent Director, not liable to retire by rotation. Sitting Fee as fixed by the Board will be payable for attending every Board / Committee meeting (as applicable). Payment of Commission, if any on the net profits of the Company shall be subject to approval by the Board and Shareholders.

Remuneration last drawn	NIL	NIL
Directorships held in other companies	<ul style="list-style-type: none"> i. Sakthi Properties Coimbatore Limited ii. A B T Supply Chain Solutions Private Limited iii. The Gounder and Company Auto Limited iv. Magnum Foundations Private Limited v. Anamallais Bus Transport Private Limited vi. Nachimuthu Industrial association vii. A B T Limited viii. Sakthi Finance Limited ix. Sakthifinance Financial Services Limited x. Coimbatore Innovation and Business Incubator xi. Sakthi Auto Component Limited xii. Sakthi Sugars Limited xiii. Sri Chamundeswari Sugars Limited 	<ul style="list-style-type: none"> i. KPR Mill Ltd ii. Lotus Eye Hospital and Institute Limited
Chairman / Membership in other committees of the Board	<ul style="list-style-type: none"> i. Stakeholder Relationship Committee - Sakthi Finance Limited and Sakthi Sugars Limited ii. Corporate Social Responsibility - Sakthi Finance Limited iii. Asset Liability Management Committee – Sakthi Finance Limited 	<ul style="list-style-type: none"> i. Member- Audit Committee(KPR Mill Ltd) ii. Member - Nomination and Remuneration Committee(KPR Mill Ltd) iii. Member Stakeholders Relationship Committee(KPR Mill Ltd)

Date of first appointment on the Board	03 rd September, 2024	03 rd September, 2024
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and KMPs	None	None
Number of meetings of the Board attended during the year	Not Applicable	Not Applicable
Justification for appointment	<p>The Board was cognizant of the skills and experience of Mr.M.Balasubramaniam which fit into the criteria of Company's skill matrix in the areas of Finance sector, which would be beneficial for the Company.</p>	<p>The Board was cognizant of the skills and experience of Mr.M.Alagiriswamy, which fit into the criteria of Company's skill matrix in the areas of strategic and organization analysis, conception and implementation of strategy, Establishment of new Organizational, Educational Institutions, Cultural Change and Management Development., which would be beneficial for the Company.</p>