



## NOTICE

NOTICE is hereby given that the **Thirty Third Annual General Meeting** of the Members of Kovai Medical Center and Hospital Limited will be held on Friday, the 16<sup>th</sup> August 2019 at 11.00 a.m. at "A.P.Kalyana Mandapam", 738/2, Avanashi Road, Goldwins, Coimbatore - 641014 to transact the following business.

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended 31<sup>st</sup> March, 2019 and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2019.
3. Dr. Arun N Palaniswami (DIN: 02706099), 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 a **Special Resolution**:

"RESOLVED THAT Pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act and Regulation 16(1)(b) read with Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Kasi K Goundan (DIN: 01145935), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 3<sup>rd</sup> September 2019 and whose office shall not be liable to retire by rotation".

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

"RESOLVED THAT Pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act and Regulation 16(1)(b) read with Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. M.Manickam (DIN: 00102233) Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 3<sup>rd</sup> September 2019 and whose office shall not be liable to retire by rotation".

6. To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution** :

"RESOLVED THAT Pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act and Regulation 16(1)(b) read with 17(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, CA.A.M.Palanisamy (DIN: 00112303) Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as

amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 3<sup>rd</sup> September 2019 and whose office shall not be liable to retire by rotation".

7. To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution** :

"RESOLVED THAT Pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act and Regulation 16(1)(b) read with Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. A.K.Venkatasamy (DIN: 00036191) Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 3<sup>rd</sup> September 2019 and whose office shall not be liable to retire by rotation".

8. To consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution** :

"RESOLVED THAT Pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Act and Regulation 16(1)(b) read with Regulation 17(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr.K.Saminathan (DIN: 01104196), Independent Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for a second term of five consecutive years with effect from 3<sup>rd</sup> September 2019 to and whose office shall not be liable to retire by rotation".

9. To consider and if though fit to pass with or without modification(s) 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), Mrs R.Bhuvaneshwari (DIN:01628512) who qualifies for being appointed as an Independent Non-Executive Director, 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> September 2019 upto 2<sup>nd</sup> September 2024".

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

#### **Re-appointment of Managing Director**

"RESOLVED THAT pursuant to provisions of Section 196, 197, 198, 203 read with other applicable provisions of the Companies Act, 2013 (including any statutory modifications and re-enactments thereof, for the time being in force) read with Schedule V of the said Act, the consent of the Company be and is hereby accorded to the appointment of Dr.Nalla G Palaniswami (DIN:00013536) as Managing Director of the Company for a period of five years with effect from 01.10.2019 on the terms and conditions including remuneration, allowances, perquisites and other benefits etc. as specified under with the authority to the Board to alter or vary the same from time to time with effect from such date or dates as may be decided by it and agreed to by Dr.Nalla G Palaniswami".

[REDACTED]

"RESOLVED FURTHER THAT in the absence of inadequacy of the profits in any year, Dr.Nalla G Palaniswami shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated under subject however, to the necessary approvals and ceiling specified under Schedule V of the Companies Act, 2013 "

#### **I. Salary**

₹ 9,00,000/- (Rupees Nine 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 1<sup>st</sup> October 2020 subject to the confirmation of the Board of Directors based on the recommendation of the Nomination and Remuneration Committee of Directors].

#### **II. Commission**

2% (two percent) commission on the net profits of the Company subject to a maximum ceiling specified in Section I of Part II of Schedule V of the Companies Act, 2013.

#### **III. 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  
Coverage of medical expenses / personal accident insurance for self and family.
- 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 subject to the provisions of the Companies Act, 2013.

#### **IV. 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.



## V. Overall Remuneration

That the total remuneration (i.e. salary, perquisites, commission and allowances) in any one financial year shall not exceed the limits prescribed from time to time under Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act, as may for the time being, be in force and any amendments thereto. 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.Nalla G Palaniswami and accepted by the Nomination and Remuneration Committee.

11. 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, Coimbatore 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 2019-20 on a remuneration of ₹ 3,50,000/- (Rupees Three Lakhs and Fifty Thousand 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**

**Sd/-  
CS S.P. CHITTIBABU  
COMPANY SECRETARY**

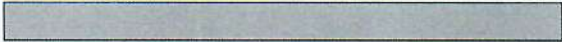
Place : Coimbatore  
Date : 25.05.2019

## 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 notarized 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 to 11 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 Thursday, 8th day of August 2019 to Friday, 16th day of August 2019 (both days inclusive) in connection with the 33rd 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 16th August 2019 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 7th August 2019.
  - b) As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on 7th August 2019.
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 Private Limited, STA Department, Nelson Chambers, F-Block, 4th Floor, No.115 Nelson Manickam Road, Aminjikarai, Chennai-600029.
8. The Company has transferred the unpaid or unclaimed dividends declared upto financial year 2010-11, 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/2018/04/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](http://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 2010-11 or earlier financial years has not been paid or claimed by the members for 7 (seven) consecutive years or more.

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9. Those Shareholders who have so far not claimed or collected their dividend upto the aforesaid financial year may claim their dividend and shares there to as per Rule 5 (7) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
  10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April 2019 except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Share Transfer Agent M/s GNSA Infotech Private Limited, STA Department, Nelson Chambers, F-Block, 4<sup>th</sup> Floor, No.115, Nelson Manickam Road, Aminjikarai, Chennai - 600 029 for assistance in this regard.
  11. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code etc. to their DPs in case the shares are held in electronic form and to M/s GNSA Infotech Private Limited in case the shares are held in physical form.
  12. As per Section 72 read with relevant Rules of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. The said form can be obtained from M/s GNSA Infotech Private Limited. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to M/s GNSA Infotech Private Limited in case the shares are held in physical form.
  13. The Companies Act, 2013 enables sending of notice of general meetings in electronic mode. Electronic copy of the Annual Report for the year 2019 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 2019 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 Private Limited, Chennai.
  14. 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.
  15. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for the year 2019 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](mailto:secretarialdept@kmchhospitals.com)
  16. 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.
  17. Members seeking any information as regard to 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.

## 18. 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.nsd.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](mailto:madhu@ksrandco.in) with a copy marked to [evoting@nsdl.co.in](mailto: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 (Evoting 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.nsd.com](http://www.evoting.nsd.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 13<sup>th</sup> August 2019 (9:00 am) and ends on 15<sup>th</sup> August 2019 (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 7<sup>th</sup> August 2019 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 7<sup>th</sup> August 2019.
- vii. 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 to scrutinize the e-voting process (Including Ballot Paper received from the members at the AGM Venue) 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](http://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**

**Sd/-  
CS S.P. CHITTIBABU  
COMPANY SECRETARY**

Place : Coimbatore  
Date : 25.05.2019

## **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 25<sup>th</sup> MAY 2019**

#### **Item No: 4**

At the 28<sup>th</sup> Annual General Meeting of the Members of the Company held on 3<sup>rd</sup> September 2014, Mr.Kasi K Goundan was appointed as an Independent Director for a period of 5 years with effect from 3<sup>rd</sup> September 2014. His existing term expires on 2<sup>nd</sup> September 2019.

Pursuant to Sections 149,150 and 152 and other applicable provisions of the Companies Act, 2013, the Independent Director can be re-appointed for a second term upto 5 consecutive years after obtaining the approval of the shareholders by passing a special resolution. As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations), w.e.f. 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.

Mr. Kasi K Goundan, a post graduate in Materials Science and Metallurgical Engineering from University of Cincinnati, USA, has retired with more than 45 years of service as Principal Engineer from General Motors Corporation, Detroit, USA. He participated actively in the initial fund raising programme of KMCH and has been associated with the Company as a Director since 1986. Mr. Kasi K Goundan's long corporate experience is highly valuable to KMCH.

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. Kasi K Goundan had 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. Mr. Kasi K Goundan being eligible, has given his consent for re-appointment as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr. Kasi K Goundan continues to fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent Director.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 25<sup>th</sup> May 2019, have recommended the appointment of Mr.Kasi K Goundan as an Independent Director of the Company for another term of five consecutive years from 3<sup>rd</sup> September 2019, subject to the approval of the shareholders, by way of a Special Resolution.

Having regard to his qualifications, knowledge and vast experience, his re-appointment to the Board of Directors of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr.Kasi K Goundan is concerned or interested in this Resolution.

The Board recommends the resolution set out in Item No.4 for the approval of the members.

#### **Item No: 5**

At the 28<sup>th</sup> Annual General Meeting of the Members of the Company held on 3<sup>rd</sup> September 2014, Dr.M.Manickam was appointed as an Independent Director for a period of 5 years with effect from 3<sup>rd</sup>September 2014. His existing term expires on 2<sup>nd</sup>September 2019.

Pursuant to Sections 149,150 and 152 and other applicable provisions of the Companies Act, 2013, the Independent Director can be re-appointed for a second term up to 5 consecutive years after obtaining the approval of the shareholders by passing a special resolution.

Dr. M.Manickam is a post graduate with specialization in Statistics from University of Madras with an academic distinction of 5<sup>th</sup> rank in the University. He is also a Master in Business Administration with specialization in Policy and Control from University of Michigan, USA. He is a leading industrialist in South India and heads the entire Sakthi Group of Industries. A very well-known and respected figure in the industrial circles he has represented various industry forums. His extensive corporate experience and his industry association is very valuable to KMCH.

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.M.Manickam had 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. Dr.M.Manickam being eligible, has given his consent for re-appointment as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Dr.M.Manickam continues to fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent Director.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 25<sup>th</sup> May 2019, have re-appointed Dr.M.Manickam as an Independent Director of the Company for another term of five consecutive years from 3<sup>rd</sup> September 2019 to 2<sup>nd</sup> September 2024, subject to the approval of the shareholders, by way of a Special Resolution.

Having regard to his qualifications, knowledge and vast experience, his re-appointment on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

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

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

#### **Item No: 6**

At the 28<sup>th</sup> Annual General Meeting of the Members of the Company held on 3<sup>rd</sup> September 2014, Mr.A.M.Palanisamy was appointed as an Independent Director for a period of 5 years w.e.f. 3<sup>rd</sup> September 2014. His existing term expires on 2<sup>nd</sup> September 2019.

Pursuant to Sections 149,150 and 152 and other applicable provisions of the Companies Act, 2013, the Independent Director can be re-appointed for a second term up to 5 consecutive years after obtaining the approval of the shareholders by passing a special resolution.

Mr. A.M.Palanisamy, is a Commerce Graduate and Fellow Member of the Institute of Chartered Accountants of India. After practising for about 16 years specializing on Production, Planning, Financial Management and Taxation, he became an Entrepreneur. He is the Chairman of Aerospace Materials Private Limited, a unique Company Manufacturing and supplying materials required for Space Vehicle (Suppliers to ISRO). He is also the Managing Trustee of reputed Schools and a Trust. He is a Member in Systems Society of India and Indian Carbon Society. He is associated with the Company as an Independent Director since 1990.

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.M.Palanisamy had 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. Mr.A.M.Palanisamy being eligible, has given his consent for re-appointment as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr.A.M.Palanisamy continues to fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent Director.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 25<sup>th</sup> May 2019, have re-appointed Mr.A.M.Palanisamy as an Independent Director of the Company for another term of five consecutive years from 3<sup>rd</sup> September 2019 to 2<sup>nd</sup> September 2024, subject to the approval of the shareholders, by way of a Special Resolution.

Having regard to his qualifications, knowledge and vast experience, his re-appointment on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

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

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

#### **Item No: 7**

At the 28<sup>th</sup> Annual General Meeting of the Members of the Company held on 3<sup>rd</sup> September 2014, Mr.A.K.Venkatasamy was appointed as an Independent Director for a period of 5 years w.e.f. 3<sup>rd</sup> September 2014. His existing term expires on 2<sup>nd</sup> September 2019.

Pursuant to Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, the Independent Director can be re-appointed for a second term up to 5 consecutive years after obtaining the approval of the shareholders by passing a special resolution. As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations), w.e.f. 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.

Mr.A.K.Venkatasamy hails from a modest family of agriculturalists, an Electrical Engineer by qualification, and his entrepreneurial spirit drove him to establish Shanti Enterprises. Shanti Group of Companies, now has diverse activities including turnkey electrical projects, manufacturing of auto components and fragrance ingredients.

One of the early advisors to KMCH, he has been a Director of the Company since 1990. Having served in various Governmental Bodies, he is an active participant in the Board as an Independent Director.

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.K.Venkatasamy had 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. Mr.A.K.Venkatasamy being eligible, has given his consent for re-appointment as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr.A.K.Venkatasamy continues to fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent Director.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 25<sup>th</sup> May 2019, have re-appointed Mr.A.K.Venkatasamy as an Independent Director of the Company for another term of five consecutive years from 3<sup>rd</sup> September 2019 to 2<sup>nd</sup> September 2024, subject to the approval of the shareholders, by way of a Special Resolution.

Having regard to his qualifications, knowledge and vast experience, his re-appointment on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

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

The Board recommends the resolution set out in Item No.7 for the approval of the members.

**Item No: 8**

At the 28<sup>th</sup> Annual General Meeting of the Members of the Company held on 3<sup>rd</sup> September 2014, Mr.K.Saminathan was appointed as an Independent Director for a period of 5 years w.e.f. 3<sup>rd</sup>September 2014. His existing term expires on 2<sup>nd</sup> September 2019.

Pursuant to Sections 149,150 and 152 and other applicable provisions of the Companies Act, 2013, the Independent Director can be re-appointed for a second term up to 5 consecutive years after obtaining the approval of the shareholders by passing a special resolution.

Mr.K.Saminathan from modest beginnings as an agriculturist is now a renowned Garment exporter from Tiruppur. With his extensive business experience, he is able to guide the Company and add substantial value to KMCH.

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. K.Saminathan had 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. Mr. K.Saminathan being eligible, has given his consent for re-appointment as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr.K.Saminathan continues to fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for re-appointment as an Independent Director.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 25<sup>th</sup> May 2019, have re-appointed Mr.K.Saminathan as an Independent Director of the Company for another term of five consecutive years from 3<sup>rd</sup>September 2019 to 2<sup>nd</sup> September 2024, subject to the approval of the shareholders, by way of a Special Resolution.

Having regard to his qualifications, knowledge and vast experience, his re-appointment on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

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

The Board recommends the resolution set out in Item No.8 for the approval of the members.

**Item No: 9**

At the 28<sup>th</sup> Annual General Meeting of the Members of the Company held on 3<sup>rd</sup> September 2014, Dr.M.A.Muthusethupathi was appointed as an Independent Director for a period of 5 years w.e.f. 3<sup>rd</sup>September 2014. His existing term expires on 2<sup>nd</sup> September 2019. Dr.M.A.Muthusethupathi expressed his inability to continue the Directorship.

Keeping in view of the above the Board of Directors propose to appoint Mrs.R. Bhuvaneshwari with effect from 3<sup>rd</sup>September 2019 consequent to cessation of office by Dr.M.A.Muthusethupathi on 2<sup>nd</sup>September 2019.

Mrs.R. Bhuvaneshwari is an Advocate by profession. Her expertise in Corporate Law, Law relating to Securities Law and Foreign Direct Investment will be of immense value to KMCH.

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.

Mrs.R.Bhuvaneshwari has given a declaration to the effect that she meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013, & Regulation 16 of the Listing Regulations.

In the opinion of the Board of Directors of the Company, Mrs.R.Bhuvaneshwari fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder she may be appointed as an Independent Director of the company.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on 25<sup>th</sup> May 2019, have recommended the appointment of Mrs.R.Bhuvaneshwari as an Independent Director of the Company for a term of five consecutive years from 3<sup>rd</sup> September 2019, subject to the approval of the shareholders, by way of an Ordinary Resolution.

Having regard to her qualifications, knowledge and vast experience, her appointment on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing an Ordinary Resolution.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mrs.R.Bhuvaneshwari is concerned or interested in the Resolution.

The Board of Directors recommend passing of the resolution set out in Item No.9 of the for the approval of members.

#### **Item No: 10**

The members of the Company vide their Annual General Meeting held on 3<sup>rd</sup> September 2014 had appointed Dr.Nalla G Palaniswami as Managing Director from 01<sup>st</sup> October 2014 to 30<sup>th</sup> September 2019. The Board in its meeting held on 25<sup>th</sup> May 2019 had resolved to re-appoint Dr.Nalla G Palaniswami for a period of five years with effect from 01<sup>st</sup> October 2019. The Nomination and Remuneration Committee in its meeting held on 24<sup>th</sup> May 2019 had also recommended the re-appointment and remuneration of Dr.Nalla G Palaniswami for a period of five years subject to approval of members.

During the tenure of Dr.Nalla G Palaniswami, Kovai Medical Center and Hospital Limited has established itself as one of the leading health care provider in India. Dr.Nalla G Palaniswami has made substantial and significant contribution to the development of the Company, from its conception to the establishment of a world class hospital. His vast experience in health care industry spanning over more than four decades would take the Company to newer heights in delivering quality health care at par with international standards.

The proposed re-appointment of Dr.Nalla G Palaniswami as Managing Director and the payment of remuneration are in conformity with Schedule V of the Companies Act 2013.

In terms of Article 103(b) of the Articles of Association of the Company, Dr.Nalla G Palaniswami is not liable to retire by rotation.

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

The Board recommends this special resolution set out in No.10 for the approval of the members.

**Item No: 11**

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, Coimbatore as Cost Auditor to conduct audit of cost records of the company for the financial year ending 31<sup>st</sup> March 2020 and fixed his remuneration as ₹ 3,50,000/- (Rupees Three Lakhs Fifty Thousand Only) plus 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 31<sup>st</sup> March 2020 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.11 of the notice for ratification of remuneration payable to the Cost Auditor for the financial year ending 31<sup>st</sup> March 2020.

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.11 of the notice.

The Board commends the ordinary resolution set out in Item No.11 of the notice for approval by the members.

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

Place : Coimbatore  
Date : 25.05.2019

**Sd/-  
CS S.P. CHITTIBABU  
COMPANY SECRETARY**

**ANNEXURE**

The details of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting as per Regulation 36(3) of SEBI (LODR) Regulations, 2015 are as follows:

(Refer Item No.3 to 10 of the Notice)

<b>Name of the Director</b>	<b>Dr.Nalla G Palaniswami</b>	<b>Dr.Arun N Palaniswami</b>
Director Identification Number (DIN)	00013536	02706099
Date of Birth & Age	15 Mar 1941 & 78 Years	3 Aug 1979 & 39 Years
Date of Appointment on the Board	1 Oct 1989	25 Sep 2015
Qualifications	MBBS, MD AB (USA)	MBBS, MD - Internal Medicine
Expertise	Hospital Overall Management, Strategy, Direction, Project Management, Finance & Accounts	Hospital Operations, Quality Function including accreditations – NABH etc
Brief Resume	Over 50 Years of Experience. Was practicing Medicine in USA for more than 15 years when he decided to return to India to set up KMCH. Since 01 Oct 1989 he has been the Managing Director of KMCH steering the Company to its present state.	13 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 4 years
Relationship between Directors Inter-se	Wife : Dr. Thavamani Devi Palaniswami, Son : Dr. Mohan S Gounder & Dr. Arun N Palaniswami, Daughter : Dr. Purani P Palaniswami	Father :Dr.Nalla G Palaniswami Mother :Dr.Thavamani Devi Palaniswami, Brother :Dr.Mohan S Gounder Sister : Dr.Purani P Palaniswami
Directorship held in other Public Companies (excluding foreign, private and Section 8 Companies)	<u>Public Limited Companies</u> 1. Biomed Hitech Industries Limited	<u>Public Limited Companies</u> 1. AOSTA Software Technologies (I) Ltd. 2. Purani Hospital Supplies Ltd. 3. EDG Pharmaceuticals (India) Ltd.
Names of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board	Nil	Nil
Shareholding in the company (as on 31.03.2019)	10,000	10,000

<b>Name of the Director</b>	<b>Mr. Kasi K Goundan</b>	<b>Dr. M.Manickam</b>
Director Identification Number (DIN)	01145935	00102233
Date of Birth & Age	16 Jun 1942 & 77 Years	24 Mar 1956 & 63 Years
Date of Appointment on the Board	20 Oct 1986	17 Jan 1990
Qualifications	M.E. - Foundry Engineering, M.E. - Material Science & Metallurgical Engineering, University of Cincinnati, USA	Master in Statistics, MBA - Policy & Control, University of Michigan, USA
Expertise	Project Management, Strategy, Quality & General Management	Business & General Management & Strategy
Brief Resume	Over 45 Years of Service as Principal Engineer in General Motors Corporation, Detroit, USA	Over 35 Years of Experience in Handling Sakthi Group of Industries steering the Companies to its own Leadership positions. Represented various Trade bodies in Sugar and other industries associations.
Relationship between Directors Inter-se	Nil	Nil
Directorship held in other Public Companies (excluding foreign, private and Section 8 Companies)	Nil	<u>Public Limited Companies</u> 1. Sakthi Sugars Limited 2. Sakthi Auto Component Ltd. 3. Sakthi Finance Limited 4. Sakthi Properties (Coimbatore) Limited 5. ABT Foods Retailing (India) Ltd. 6. ABT Limited 7. Sri Chanundeswari Sugars Limited. 8. The Gounder and Company Auto Limited
Names of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board	Nil	1. Sakthi Sugars Limited 2. Sakthi Finance Limited
Shareholding in the company (as on 31.03.2019)	Nil	Nil

Name of the Director	CA A. M.Palanisamy	Mr. A.K. Venkatasamy
Director Identification Number (DIN)	00112303	00036191
Date of Birth & Age	15 Aug 1950 & 68 Years	9 Dec 1940 & 78 Years
Date of Appointment on the Board	17 Jan 1990	17 Jan 1990
Qualifications	B.Com, FCA	L.E.E., DBA
Expertise	Financial Management, Strategy & Compliances	Overall Management, Business Strategy & Government Liaison
Brief Resume	A Practising Chartered Accountant for more than 16 Years, he has extensive Experience in Financial Management and Taxation. Post practice he became an entrepreneur manufacturing components of Space Vehicles.	Over 4 decades of entrepreneurship, he has established Shanti Enterprises and is today known as one of the large turnkey electrical contractors
Relationship between Directors Inter-se	Nil	Nil
Directorship held in other Public Companies (excluding foreign, private and Section 8 Companies)	<u>Public Limited Companies</u> 1. KPR Mill Limited	<u>Public Limited Companies</u> 1. Genau Extrusions Limited 2. Biomed Hitech Industries Limited
Names of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board	Nil	Nil
Shareholding in the company (as on 31.03.2019)	4,000	2,500

<b>Name of the Director</b>	<b>Mr. K.Saminathan</b>	<b>Mrs.R.Bhuvaneshwari</b>
Director Identification Number (DIN)	01104196	01628512
Date of Birth & Age	28 Feb 1950 & 69 Years	5 Feb 1962 & 57 Years
Date of Appointment on the Board	27 Oct 2007	NA
Qualifications	Pre University Course	B.Com., B.L.
Expertise	General Management	Corporate Law
Brief Resume	Garment Export Business from Tirupur - Business commenced from small beginnings it is today one of the largest exporter of Garments	Seasoned Advocate with Expertise in Corporate Law. Experienced in Joint ventures, Mergers & Acquisitions Collaborations and technology transfers.
Relationship between Directors Inter-se	Nil	Nil
Directorship held in other Public Companies (excluding foreign, private and Section 8 Companies)	Nil	1. Precot Meridian Limited 2. Elgi Rubber Company Limited
Names of other listed entities in which the person also holds the Directorship and the membership of Committees of the Board	Nil	1. Precot Meridian Limited 2. Elgi Rubber Company Limited
Shareholding in the company (as on 31.03.2019)	8,000	Nil

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

**Sd/-  
CS S.P. CHITTIBABU  
COMPANY SECRETARY**

Place : Coimbatore  
Date : 25.05.2019