

KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS

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COMPANY SECRETARIES
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KSR/CBE/K49/ /2018-19

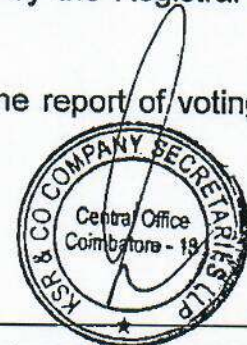
August 07, 2018

Dr. Nalla G Palaniswami
Chairman & Managing Director
No.99, Avanashi Road,
Coimbatore – 641 014.

Dear Sir,

Sub: Report of the Scrutinizer on the remote e-voting, and physical voting at Annual General Meeting held vide Notice Dated 23rd, June 2018 under Section 108 of the Companies Act, 2013 read with Regulation 44 of the SEBI (LODR) Regulations, 2015.

1. The undersigned was appointed as Scrutinizer for the remote e-voting, voting through ballot at AGM in respect of resolutions proposed vide Notice dated 23rd June 2018 of Kovai Medical Center And Hospital Limited (the Company) as per the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (LODR) Regulations, 2015 in connection with the 32nd Annual General Meeting (AGM) of the Company convened and held on Monday, the 06th August 2018.
2. As per the said Notice, the cutoff date for ascertaining voting rights of shareholders for remote e-voting and voting by ballot at AGM was 28th July 2018.
3. The remote e-voting commenced on Friday, 03rd August 2018 at 9.00am (IST) and ended on Sunday 05th August, 2018 at 5.00pm (IST).
4. **As regards voting by ballot at the AGM;**
 - i. The ballots were duly opened in my presence and in the presence of two witnesses who are not in the employment of the company and were scrutinized. The shareholding and signatures were verified with the Register of Members/ List of Beneficiaries, as the case may be, duly assisted by the Registrar and Transfer Agent (RTA) of the Company.
 - ii. At the AGM 14 Share holders voted successfully. And the report of voting by ballot at the AGM is annexed as **Annexure-1**



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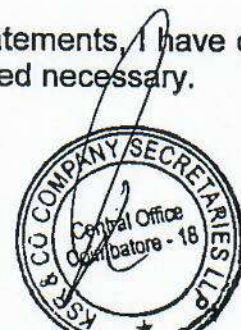
Branches : Chennai : Flat No. 1 26/27 Venkatesham Flat, Gopal Street T. Nagar, Chennai - 600 017. Phone : (044) 24337620

5. **As regards the remote e-voting,**

- i. The reports on remote e-voting from portal of National Securities Depository Limited (NSDL) was opened and downloaded on 06th August 2018 (Monday) after counting the votes cast by ballot at the AGM, in respect of the resolutions as proposed in the said Notice.
- ii. A total of 30 shareholders have voted successfully using the Remote e-voting facility. The summary of the votes cast for and against the 07 (Seven) resolutions as per the said Notice and as extracted from the summary report of Remote e-voting from the said NSDL portal is annexed as **Annexure-2**

6. **As regards the option given to the shareholders to cast vote through ballot paper at the AGM;**

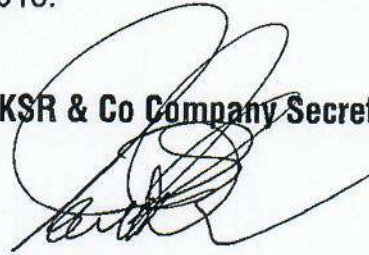
- i. The ballots were duly opened in my presence and scrutinized and the shareholding and signatures were verified / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
- ii. I have been provided with adequate system support including the Register of Members / List of Beneficiaries, specimen signatures, certified extracts of board resolutions from the office of the Company's RT&A and the data from the ballots was accordingly verified and duly entered.
- iii. In determining the validity or other wise of the ballots/votes cast ballot by post and votes cast at the AGM, I have adopted the following criteria:
 - a. Where the shareholder has left the ballot blank or not indicated his vote or incorrectly filled, the ballot has been treated as invalid.
 - b. Where signatures are made available, which do not tally or ballot bears no signature or both the columns provided "for" and "against" have been tick marked or left blank, the ballot has been treated as invalid.
 - c. Where the shareholder has already exercised voting through remote e-voting facility the ballot by post has been treated as invalid.
 - d. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.



- e. Particulars of all ballots cast at the AGM and by post have been entered in a Register separately maintained for the purpose.
7. A complete summary of voting carried out by the following modes in respect of the 07 (Seven) resolutions as per the said Notice of AGM is annexed as **Annexure-3**.
- i. Voting thorough remote E-voting
 - ii. Voting by ballot through post
8. The detailed shareholder wise voting pattern by remote e-voting as downloaded from NDSL has been submitted separately by e-mail to the Company Secretary of the company.
9. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Companies (Management and Administration) Rules, 2014 Regulation 44 of the SEBI (LODR) Regulations, 2015.

Place: Coimbatore

For **KSR & Co Company Secretaries LLP**



Date: 07th August 2018

Mr.C.V.MADHUSUDHANAN
Partner
SCRUTINIZER

ANNEXURE - 1**VOTING AT AGM POSITION OF KOVAI MEDICAL CENTER AND HOSPITAL LIMITED**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	RESULT
1.	Adoption of Annual Accounts for the year ended 31 st March 2018	Ordinary	4024	0	PASSED
2.	Confirmation of payment of dividend on Equity Shares for the Financial Year 2017-2018	Ordinary	4024	0	PASSED
3.	Re-appointment of Dr.M.C Thirumoorthi as Director who retires by rotation.	Ordinary	4024	0	PASSED
4.	Appointment of Statutory Auditors.	Ordinary	4024	0	PASSED
5.	Re-appointment of Dr. Mohan S Gounder as Joint Managing Director	Ordinary	4024	0	PASSED
6.	Re-appointment of Dr. Arun N Palaniswami as Executive Director	Ordinary	4024	0	PASSED
7.	To ratify the remuneration payable to Cost Auditor for the Financial Year 2018-2019	Ordinary	4024	0	PASSED



ANNEXURE - 2**REMOTE E-VOTING POSITION OF KOVAI MEDICAL CENTER AND HOSPITAL LIMITED**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIREMENT	FOR	AGAINST	RESULT
1.	Adoption of Annual Accounts for the year ended 31 st March 2018	Ordinary	6191095	0	PASSED
2.	Confirmation of payment of dividend on Equity Shares for the Financial Year 2017-2018	Ordinary	6191095	0	PASSED
3.	Re-appointment of Dr.M.C Thirumoorthi as Director who retires by rotation.	Ordinary	6003580	187515	PASSED
4.	Appointment of Statutory Auditors.	Ordinary	6191095	0	PASSED
5.	Re-appointment of Dr. Mohan S Gounder as Joint Managing Director	Ordinary	6190595	500	PASSED
6.	Re-appointment of Dr. Arun N Palaniswami as Executive Director	Ordinary	6190595	500	PASSED
7.	To ratify the remuneration payable to Cost Auditor for the Financial Year 2018-2019	Ordinary	6191095	0	PASSED



KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

ANNEXURE - 3

SUMMARY RESULT OF REMOTE E-VOTING AND VOTING AT AGM

R. NO	SUBJECT MATTER OF THE RESOLUTION	RESOLUTION REQUIRING	REMOTE E-VOTING		VOTING AT THE AGM		TOTAL		RESULT
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	
1.	Adoption of Annual Accounts for the year ended 31 st March 2018	Ordinary	6191095	0	4024	0	6195119	0	PASSED
2	Confirmation of payment of dividend on Equity Shares for the Financial Year 2017-2018	Ordinary	6191095	0	4024	0	6195119	0	PASSED



Mr.C.V.MADHUSUDHANAN

SCRUTINIZER FOR REMOTE E-VOTING AND VOTING AT AGM



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	Ordinary	6003580	187515	4024	0	6007604	187515	PASSED
3	Re- appointment of Dr.M.C Thirumoorthi as Director who retires by rotation.							
4	Appointment of Statutory Auditors	6191095	0	4024	0	6195119	0	PASSED
5	Re- appointment of Dr. Mohan S Gounder as Joint Managing Director	6190595	500	4024	0	6194619	500	PASSED
6	Re- appointment of Dr. Arun N Palaniswami as Executive Director.	6190595	500	4024	0	6194619	500	PASSED



Mr.C.V.MADHUSUDHANAN

SCRUTINIZER FOR REMOTE E-VOTING AND VOTING AT AGM



7	To ratify the remuneration payable to Cost Auditor for the Financial Year 2018-2019	Ordinary	6191095	0	4024	0	6195119	0	PASSED
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Mr.C.V.MADHUSUDHANAN

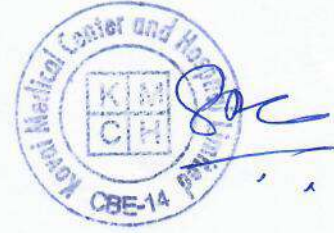
SCRUTINIZER FOR REMOTE E-VOTING AND VOTING AT AGM



General information about company	
Scrip code	523323
NSE Symbol	
MSEI Symbol	
ISIN	
Name of the company	Kovai Medical Center and Hospital Limited
Type of meeting	AGM
Date of the meeting / Date of declaration of results (in case of Postal Ballot)	06-08-2018
Start time of the meeting	11:00 AM
End time of the meeting	03:30 PM



Scrutinizer Details	
Name of the Scrutinizer	Mr.C.V.Madhusudhanan
Firms Name	KSR & Co Company Secretaries LLP
Qualification	CS
Membership Number	5367
Date of Board Meeting in which appointed	29-05-2018
Date of Issuance of Report to the company	07-08-2018



Voting results	
Record date	28-07-2018
Total number of shareholders on record date	6597
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	6
b) Public	156
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	7
Disclosure of notes on voting results	



Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Adoption of Annual Accounts for the year ended 31st March 2018				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5541951	5448052	98.3057	5448052	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5541951	5448052	98.3057	5448052	0	100
Public- Institutions	E-Voting	552725	154749	27.9975	154749	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		552725	154749	27.9975	154749	0	100
Public- Non Institutions	E-Voting	4847586	588294	12.1358	588294	0	100	0
	Poll		4024	0.083	4024	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4847586	592318	12.2188	592318	0	100
Total		10942262	6195119	56.6164	6195119	0	100	0
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			Confirmation of payment of dividend on Equity Shares for the Financial Year 2017-18					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5541951	5448052	98.3057	5448052	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5541951	5448052	98.3057	5448052	0	100
Public-Institutions	E-Voting	552725	154749	27.9975	154749	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		552725	154749	27.9975	154749	0	100
Public- Non Institutions	E-Voting	4847586	588294	12.1358	588294	0	100	0
	Poll		4024	0.083	4024	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4847586	592318	12.2188	592318	0	100
Total		10942262	6195119	56.6164	6195119	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Dr.M.C.Thirumoorthi as Director retire by rotation				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5541951	5448052	98.3057	5448052	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5541951	5448052	98.3057	5448052	0	100
Public-Institutions	E-Voting	552725	154749	27.9975	0	154749	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		552725	154749	27.9975	0	154749	0
Public- Non Institutions	E-Voting	4847586	588294	12.1358	555528	32766	94.4303	5.5697
	Poll		4024	0.083	4024	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4847586	592318	12.2188	559552	32766	94.4682
Total		10942262	6195119	56.6164	6007604	187515	96.9732	3.0268
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Statutory Auditors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5541951	5448052	98.3057	5448052	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5541951	5448052	98.3057	5448052	0	100
Public-Institutions	E-Voting	552725	154749	27.9975	154749	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		552725	154749	27.9975	154749	0	100
Public- Non Institutions	E-Voting	4847586	588294	12.1358	588294	0	100	0
	Poll		4024	0.083	4024	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4847586	592318	12.2188	592318	0	100
Total		10942262	6195119	56.6164	6195119	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Dr.Mohan S Gounder as Joint Managing Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5541951	5448052	98.3057	5448052	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5541951	5448052	98.3057	5448052	0	100
Public-Institutions	E-Voting	552725	154749	27.9975	154749	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		552725	154749	27.9975	154749	0	100
Public- Non Institutions	E-Voting	4847586	588294	12.1358	587794	500	99.915	0.085
	Poll		4024	0.083	4024	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4847586	592318	12.2188	591818	500	99.9156
Total		10942262	6195119	56.6164	6194619	500	99.9919	0.0081
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								



Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Re-appointment of Dr.Arun N Palaniswami as Executive Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5541951	5448052	98.3057	5448052	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5541951	5448052	98.3057	5448052	0	100
Public- Institutions	E-Voting	552725	154749	27.9975	154749	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		552725	154749	27.9975	154749	0	100
Public- Non Institutions	E-Voting	4847586	588294	12.1358	587794	500	99.915	0.085
	Poll		4024	0.083	4024	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4847586	592318	12.2188	591818	500	99.9156
Total		10942262	6195119	56.6164	6194619	500	99.9919	0.0081
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								



Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration payable to Cost Auditor for the Financial Year 2018-19				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5541951	5448052	98.3057	5448052	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		5541951	5448052	98.3057	5448052	0	100
Public-Institutions	E-Voting	552725	154749	27.9975	154749	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		552725	154749	27.9975	154749	0	100
Public- Non Institutions	E-Voting	4847586	588294	12.1358	588294	0	100	0
	Poll		4024	0.083	4024	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		4847586	592318	12.2188	592318	0	100
Total		10942262	6195119	56.6164	6195119	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

