



Kovai Medical Center and Hospital Limited

Details of AGM

Date of AGM	3 rd September 2014
Total No. of shareholders as on record date	6487
Book closure Date	Wednesday, 27 th August 2014 to Wednesday, 3 rd September 2014 (both days inclusive)
No. of shareholders present in the meeting either in person or through proxy	200
a. Promoter and promoter group	5
b. Public	195
No. of shareholders attended the meeting through video conferencing	NIL

Details of voting result

S.No.	Details of Agenda	Resolution	Mode of voting	Remarks
1.	Adoption of Audited Balance Sheet as at 31 st March 2014, Statement of Profit and Loss for the year ended on that date and reports of the Directors and Auditors thereon.	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority
2.	Declaration of dividend on Equity Shares	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority
3.	Appointment of a Director in place of Dr.M.C.Thirumoorthi, who retires by rotation and being eligible, seeks re-appointment	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority
4.	To appoint auditors and to fix their remuneration	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority

5.	Appointment of Mr.Kasi K Goundan as an Independent Director	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority
6.	Appointment of Dr.M.Manickam as an Independent Director	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority
7.	Appointment of Mr.A.M.Palanisamy as an Independent Director	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority
8.	Appointment of Mr.A.K.Venkatasamy as an Independent Director	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority
9.	Appointment of Mr.K.Saminathan as Independent Director	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority
10.	Appointment of Dr.M.A.Muthusethupathi as an Independent Director	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority
11.	Appointment of Dr.Purani P Palaniswami in place of retiring Director Dr.K.S.K.Murugaiyan under Section 152(6)(e) of the Companies Act 2013	Ordinary	E-voting and Postal Ballot	The resolution was passed with requisite majority
12.	Amendment of Articles of Association of the company pursuant to Section 14 of the Companies Act 2013	Special	E-voting and Postal Ballot	The resolution was passed with requisite majority
13.	Re-appointment of Dr.Nalla G Palaniswami as Managing Director	Special	E-voting and Postal Ballot	The resolution was passed with requisite majority
14.	Approval for borrowing money upto Rs.1000 crore over and above the aggregate of the paid-up share capital and free reserves of the company	Special	E-voting and Postal Ballot	The resolution was passed with requisite majority
15.	Approval for creation of charge / mortgage etc. on company's movable / immovable properties	Special	E-voting and Postal Ballot	The resolution was passed with requisite majority

KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

Details for reporting as per clause 35A

Details of Agenda :

Resolution No.1 Adoption of Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss for the year ended on that date and reports of the Directors and Auditors thereon

Resolution required: Ordinary

Mode of Voting Postal ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of favour 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	756679	756679	100	756679	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	843508	100	838918	4590	99.46	0.54
Total	1600187	1600187	100	1595597	4590	99.71	0.29

Resolution No.2 Declaration of dividend on Equity Shares

Resolution required: Ordinary

Mode of Voting Postal ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of favour 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	756679	756679	100	756679	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	843408	100	842108	1300	99.85	0.15
Total	1600187	1600087	100	1598787	1300	99.92	0.08



S. P. Chithra

Resolution No.3

Appointment of Director in place of Dr.M.C.Thirumoorthi, who retires by rotation and being eligible, seeks re-appointment

Resolution required: Ordinary

Mode of Voting: Postal ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	(1) 756679	(2) 756679	100	(4) 756679	(5) 0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	843408	100	835993	7415	99.12	0.88
Total	1600187	1600087	100	1592672	7415	99.54	0.46

Resolution No.4 To appoint Auditors and to fix their remuneration

Resolution required: Ordinary

Mode of Voting: Postal ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	(1) 756679	(2) 756679	100	(4) 756679	(5) 0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	843408	100	836193	7215	99.14	0.86
Total	1600187	1600087	100	1592872	7215	99.55	0.45



S. P. Umthay

Resolution No.5 Appointment of Mr.Kasi K Goundan as an Independent Director
 Resolution required: Ordinary
 Mode of Voting: Postal ballot / E-voting

Promote / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promote and Promoter Group	(1) 756679	(2) 756679	100	(4) 756679	(5) 0	100.00	0.00
Public Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Chers	843508	843308	100	841858	1450	99.83	0.17
Total	1600187	1599987	100	1598537	1450	99.91	0.09

Resolution No.6 Appointment of Dr.M.Manickam as an Independent Director
 Resolution required: Ordinary
 Mode of Voting: Postal ballot / E-voting

Promote / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promote and Promoter Group	(1) 756679	(2) 756679	100	(4) 756679	(5) 0	100.00	0.00
Public Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Chers	843508	842808	100	835393	7415	99.12	0.88
Total	1600187	1599487	100	1592072	7415	99.54	0.46



S. P. Chinniam

Resolution No.7 Appointment of Mr.A.M.Palanisamy as an Independent Director
 Resolution required: Ordinary
 Mode of Voting Postal ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour polled (6)=[(4)/(2)]*100	in votes on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	(1) 756679	(2) 756679	100	(4) 756679	(5) 0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	843108	100	834493	8615	98.98	1.02
Total	1600187	1599787	100	1591172	8615	99.46	0.54

Resolution No.8 Appointment of Mr.A.K.Venkatasamy as an Independent Director
 Resolution required: Ordinary
 Mode of Voting Postal ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour polled (6)=[(4)/(2)]*100	in votes on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	(1) 756679	(2) 756679	100	(4) 756679	(5) 0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	842908	100	834393	8515	98.99	1.01
Total	1600187	1599587	100	1591072	8515	99.47	0.53



S.P. Chinnayyan

Resolution No.9 Appointment of Mr.K.Saminathan as an Independent Director
 Resolution required: Ordinary
 Mode of Voting Postal ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of favour polled (6)=[(4)/(2)]*100	in votes (7) = [(5)/(2)]*100
Promoter and Promoter Group	756679	756679	100	756679	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	842508	100	835193	7315	99.13	0.87
Total	1600187	1599187	100	1591872	7315	99.54	0.46

Resolution No.10 Appointment of Dr.M.A.Muthusehupathi as an Independent Director
 Resolution required: Ordinary
 Mode of Voting Postal ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of favour polled (6)=[(4)/(2)]*100	in votes (7) = [(5)/(2)]*100
Promoter and Promoter Group	756679	756679	100	756679	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	842508	100	833948	8560	98.98	1.02
Total	1600187	1599187	100	1590627	8560	99.46	0.54



S.P. Srinivasan

Resolution No.11 Appointment of Dr.Purani P Palaniswami in place of retiring Director Dr.K.S.K.Murugaiyan under Section 152(6)(e) of the Companies Act 2013

Resolution required: Ordinary
Mode of Voting: Postal ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	(1) 756679	(2) 756679	100	(4) 756679	(5) 0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	843208	100	834893	8315	99.01	0.99
Total	1600187	1599887	100	1591572	8315	99.48	0.52

Resolution No.12 Amendment of Articles of Association of the company pursuant to Section 14 of the Companies Act 2013

Resolution required: Special
Mode of Voting: Postal ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	(1) 756679	(2) 756679	100	(4) 756679	(5) 0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	842368	100	833808	8560	98.98	1.02
Total	1600187	1599047	100	1590487	8560	99.46	0.54



S. P. Chinnaiyan

Resolution No.13 Re-appointment of Dr.Nalla G Palaniswami as Managing Director
 Resolution required: Special
 Mode of Voting: Postal ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	(1) 756679	(2) 756679	100	(4) 756679	(5) 0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	842368	100	833753	8615	98.98	1.02
Total	1600187	1599047	100	1590432	8615	99.46	0.54

Resolution No.14 Approval for borrowing money upto Rs.1000 crore over and above the aggregate of the paid-up share capital and free reserves of the company

Resolution required: Special
 Mode of Voting: Postal ballot / E-voting

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	(1) 756679	(2) 756679	100	(4) 756679	(5) 0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	841468	100	832708	8760	98.96	1.04
Total	1600187	1598147	100	1589387	8760	99.45	0.55



S. P. Umthang

Resolution No.15 Approval for creation of charge / mortgage etc. on company's movable / immovable properties

Resolution required: Special

Mode of Voting Postal ballot / E-voting

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = $\frac{(2)}{(1)} * 100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	756679	756679	100	756679	0	100.00	0.00
Public - Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public - Others	843508	842068	100	832808	9260	98.90	1.10
Total	1600187	1598747	100	1589487	9260	99.42	0.58

S. P. Williams



KSR/CBE/K49/811/2014-15

September 01, 2014

Dr.Nalla G.Palaniswami,
Chairman and Managing Director,
Kovai Medical Center and Hospital Limited,
3209, Avanashi Road,
Coimbatore – 641 014.

Dear Sir,

Sub: Report of the Scrutinizer for the E-Voting and Ballot by Post vide Notice Dated 17th July, 2014 under Section 108 of the Companies Act, 2013 read with Clause 35B of the Listing Agreement.

1. The undersigned was appointed as Scrutinizer for the E-Voting and also voting by Ballot by Post in respect of resolutions proposed vide Notice dated 17th July, 2014 of Kovai Medical Center And Hospital Limited (the Company) as per the provisions of Section 108 read with The Companies (Management and Administration) Rules, 2014 in connection with the 28th Annual General Meeting of the Company convened on 3rd September 2014. In addition to the E-Voting, the Ballot by Post was required to be conducted as per the provisions of Clause 35B of the Listing Agreement in respect of shareholders who have no access to e-voting.
2. As per the said Notice, the record date for ascertaining voting rights of shareholders for e-voting and voting by Ballot by Post is as on July 25th 2014.
3. The E-Voting and Ballot by Post ended at 6 PM IST on 30th August 2014.
4. As regards the E-Voting,
 - a. I unblocked the votes cast by electronic means from the E-Voting portal of National Securities Depository Limited (NSDL) in the presence of two witnesses namely Mrs.G.Sarojini and Mrs.G.Indumathi on Monday, the 01st September, 2014 and ascertained the votes cast for and against the resolutions as proposed in the said Notice.
 - b. A total of only 18 shareholders have voted successfully using the E-Voting facility. The Summary of the votes cast for and against the 15 resolutions as per the said Notice and as extracted from the summary report of E-Voting from the said NSDL and also the complete voting list provided by NSDL is annexed as **Annexure-1**.

- c. Upon consideration of the E-Voting, I have provided the summary of the voting position and results for all the resolutions as per the said Notice, as per **Annexure-2**.
5. As regards the Ballot by Post the Scrutinizer has received a total of 112 ballots. On verification of the 112 ballots received up to the said date from the shareholders of the Company holding Equity Shares and based on the information made available to me, I hereby submit my Report on the Result of Ballot by Post, as per **Annexure-3** and further state as under:
- a. Particulars of all Ballot Forms by Post received from members have been entered in a Register separately maintained for the purpose.
- b. The Ballots were duly opened in my presence and scrutinized and the shareholding and signatures were matched / confirmed with the Register of Members/ List of Beneficiaries, as the case may be.
- c. 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 Ballot Forms was accordingly verified and duly entered.
- d. All Ballot Forms received up to 6 PM IST on Saturday, 30th August 2014, the last date and time fixed by the Company for receipt of the Ballot by Post was considered for my scrutiny.
- e. I have not found any defaced or mutilated or decrepit Ballot Form.
- f. In determining the validity or other wise of the Ballots received, I have adopted the following criteria:
- i. Where the shareholder has left the Ballot Paper blank or not indicated his vote or incorrectly filled or where no ballot was found inside the cover etc, the ballot has been treated as invalid.
- ii. Where signatures are made available, which do not tally or ballot paper 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.

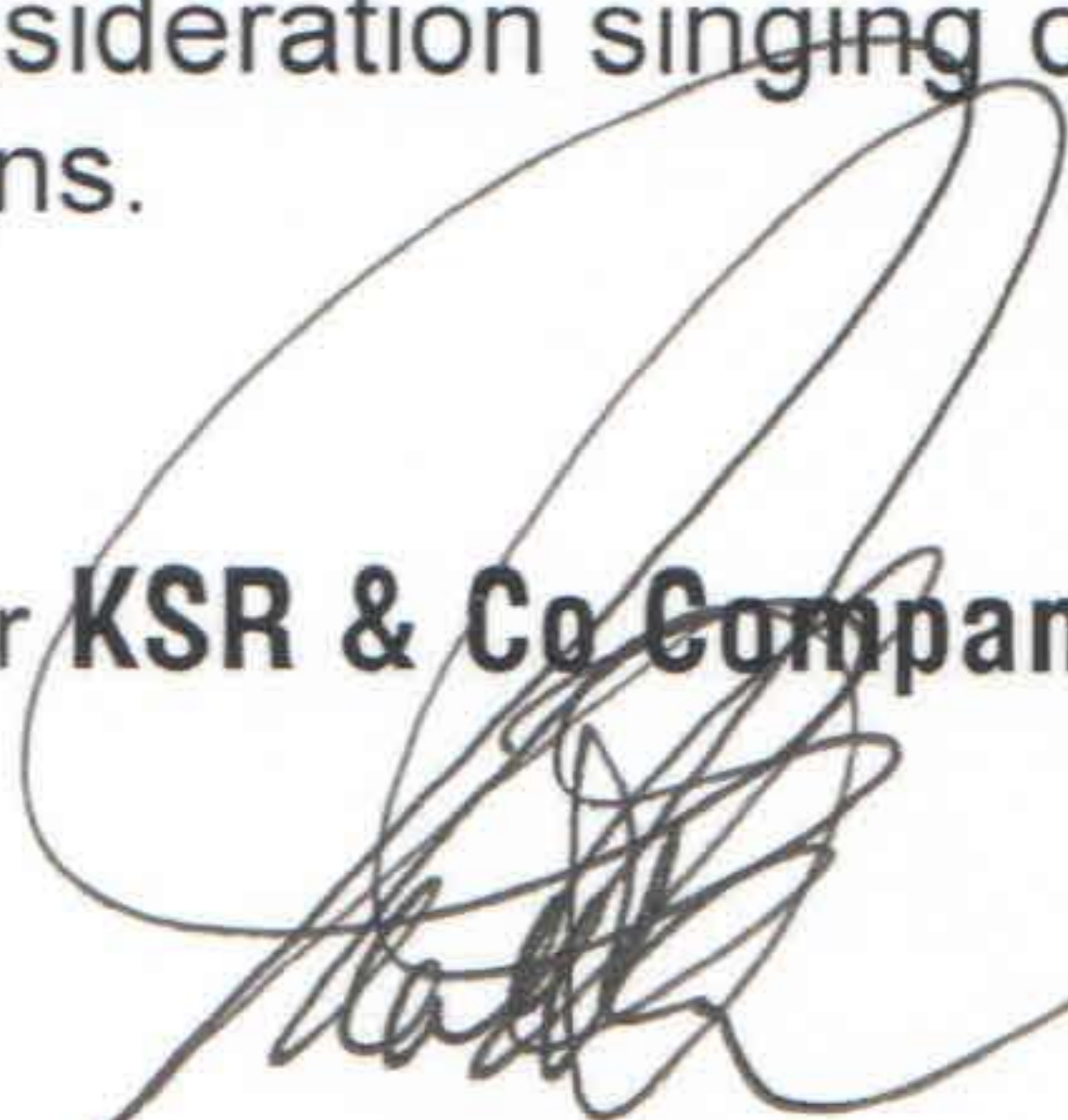
- iii. Where the shareholder being a company has omitted to send a certified copy of the resolution of the Board of Directors authorizing the signatory to vote and sign, the ballot paper has been treated as invalid
- g. Based on the data and information / reports / statements, I have carried out necessary checks / verifications as I considered necessary.
- h. The following are the statistics relating to the Ballots received by Post:

S. No.	Particulars	Numbers
1.	Total Number of Ballots Received	112
2.	Total Number of Ballots considered valid	64
3.	Total Number of invalid Ballots	48
4.	Total Number of Postal Ballots received in mutilated, decrepit, defaced condition	NIL

6. I request you to consider the results of the polling, if any, at the Annual General Meeting, collate the results thereof and declare the result of the resolutions accordingly. If there is no polling in the Annual General Meeting, the results as per my report and the Summary Result of Ballot by Post and E Voting as per **Annexure-4** hereto can be deemed as final and accordingly be published.
7. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Companies (Management and Administration) Rules, 2014 and further read with Clause 35B of the Listing Agreement.
8. I will hand over the ballot forms and other related papers / registers and records for safe custody to the Company Secretary upon your consideration signing of the minutes of the meeting and declaration of results on the resolutions.

Place: Coimbatore
Date : 01/09/2014

For **KSR & Co Company Secretaries LLP**


Mr.C.V.Madhusudhanan
Partner
SCRUTINIZER


KOVAI MEDICAL CENTER AND HOSPITAL LIMITED
ANNEXURE - 4
SUMMARY RESULT OF BALLOT BY POST AND E-VOTING

R. NO	SUB MATTER OF THE RESOLUTION	RESOLUTION REQUIR EMENT	POSTAL BALLOT		E-VOTING		GRAND TOTAL			RESULT	
			FOR	AGAINST	FOR	AGAINST	FOR	AGAINST	%		
1.	Adoption of Annual Accounts for the year ended 31 st March 2014.	Ordinary	1470679	1200	124918	3390	1595597	4590	99.71	0.28	PASSED
2	Declaration of dividend on Equity shares	Ordinary	1470479	1300	128308	0	1598787	1300	99.91	0.081	PASSED
3	Appoint a Director in place of Dr.M.C.Thirumoorthi, who retires by rotation and being eligible, seeks re-appointment	Ordinary	1471579	200	121093	7215	1592672	7415	99.53	0.46	PASSED


C.V.MADHUSUDHANAN
SCRUTINIZER FOR POSTAL BALLOT AND E-VOTING

KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS



4	Appointment of Statutory Auditors	Ordinary	1471779	0	121093	7215	1592872	99.54	7215	0.45	PASSED
5	Appointment of Mr.Kasi K Goundan as an Independent Director	Ordinary	1470279	1400	128258	50	1598537	99.90	1450	0.090	PASSED
6	Appointment of Dr.M.Manickam as an Independent Director	Ordinary	1470979	200	121093	7215	1592072	99.53	7415	0.46	PASSED
7	Appointment of Mr.A.M.Palanisamy as an Independent Director	Ordinary	1470079	1400	121093	7215	1591172	99.46	8615	0.53	PASSED
8	Appointment of Mr.A.K.Venkatasamy as an Independent Director	Ordinary	1469979	1300	121093	7215	1591072	99.46	8515	0.53	PASSED
9	Appointment of MR.K.Saminathan as an Independent Director	Ordinary	1470779	100	121093	7215	1591872	99.54	7315	0.45	PASSED



C.V.MADHUSUDHANAN

SCRUTINIZER FOR POSTAL BALLOT AND E-VOTING

KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS



10	Appointment of Dr.M.A Muthusethupathi as an Independent Director	Ordinary	1469579	1300	121048	7260	1590627	99.46	8560	0.53	PASSED
11	Appointment of a Director in place of retiring Director under section 152(6) (e) of the Companies Act, 2013.	Ordinary	1470479	1100	121093	7215	1591572	99.48	8315	0.51	PASSED
12	Special Resolution for amendment of Articles of Association of the Company pursuant to Section 14 of the Companies Act, 2013	Special	1469439	1300	121048	7260	1590487	99.46	8560	0.53	PASSED
13	Special Resolution for Re-appointment of Managing Director	Special	1469339	1400	121093	7215	1590432	99.46	8615	0.53	PASSED



C.V.MADHUSUDHANAN

SCRUTINIZER FOR POSTAL BALLOT AND E-VOTING

KSR & CO COMPANY SECRETARIES LLP

PRACTISING COMPANY SECRETARIES & TRADE MARK AGENTS



14	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs.1000 crore over and above the aggregate of the paid-up share capital and free reserves of the Company	Special	1468339	1500	121048	7260	1589387	99.45	8760	0.54	PASSED
15	Approval for creation of Charge/mortgage etc on Company's movable / immovable properties	Special	1468439	2000	121048	7260	1589487	99.42	9260	0.57	PASSED



C.V.MADHUSUDHANAN

SCRUTINIZER FOR POSTAL BALLOT AND E-VOTING