

5th September, 2018

BSE Limited
25th Floor, P J Towers
Dalal Street, Fort
Mumbai- 400 001

Dear Sir,

Sub: Notice of 35th Annual General Meeting under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Scrip Code: 524520; Scrip ID: KMC SHIL

We wish to inform you that the 35th Annual General Meeting of KMC Speciality Hospitals (India) Limited is scheduled to be held on Friday, 28th September, 2018 at 10:30 AM at Hotel Breeze Residency, Mc Donald's Road, Trichy, Tamilnadu – 620001.

For ascertaining members eligible for casting their votes (Remote e-voting & Physical Ballot) on the business to be transacted in the Annual General Meeting, 21st September, 2018 (Friday) shall be the cut-off date. However, any person who has received the notice and disposes off their shares before the cut-off date i.e. 21st September, 2018 (Friday), may treat the notice of Annual General Meeting only as information.

The Register of Members and Share Transfer Register will remain closed from 22nd September, 2018 to 28th September, 2018 (inclusive of both days) pursuant to Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (LODR) Regulations, 2015.

In this regard, please find enclosed the Notice of the 35th Annual General Meeting of the Company along with the proxy form, attendance slip and route map. The Annual Report along with the notice of the Annual General Meeting has been dispatched to all the eligible shareholders taking 24th August, 2018 as the cut-off date through e-mail and permitted mode.

As per Regulation 47 of SEBI (LODR) Regulations, 2015 and other relevant provisions, the said notice will be published in "**BUSINESS STANDARD**" and in "**MALAI MALAR**" newspapers and a copy of the advertisement will be made available in the website of the Company www.kauveryhospital.com/investors#.

Kindly take the same on record.

With regards,

For **KMC SPECIALITY HOSPITALS (INDIA) LIMITED**


SATHYAN G
COMPANY SECRETARY

**Regd. Office****KMC Speciality Hospitals (India) Ltd**

CIN - L85110TN1982PLC009781

No. 6, Royal Road, Cantonment, Trichy - 620 001.

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KMC SPECIALITY HOSPITALS (INDIA) LIMITED
CIN: L85110TN1982PLC009781
REGISTERED OFFICE: NO: 6, ROYAL ROAD, CANTONMENT, TRICHY - 620001

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **THIRTY FIFTH ANNUAL GENERAL MEETING** of the Members of the Company will be held on **Friday, the 28th day of September, 2018** at **10:30 AM** at Hotel Breeze Residency, Mc Donald's Road, Trichy – 620001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr S Manivannan (DIN: 00910804), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Dr T Senthilkumar (DIN: 01742558), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Dr S Chandrakumar (DIN: 01867847) as Executive Chairman (Whole-Time)

To consider and if thought fit, to pass, the following Resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the appointment of Dr S Chandrakumar (DIN: 01867847), as Executive Chairman (Whole-Time) of the Company for a period of **3 years** from 29th September, 2018 to 28th September, 2021 at a remuneration not exceeding **Rs. 52,50,000/- (Rupees Fifty Two Lakhs and Fifty Thousand only)** per annum;

RESOLVED FURTHER THAT Dr S Chandrakumar shall be eligible for a maximum increase of 8% on the applicable Fixed remuneration effective 1st January, 2019;

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to revise/ vary/ alter/ amend the remuneration payable to Dr S Chandrakumar as per the terms that may be determined by the Nomination and Remuneration Committee from time to time and approved by the Board, which shall not exceed the maximum amount payable to a Whole Time Director in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act, including any statutory modification or re-enactment thereof;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Dr S Chandrakumar as Executive Chairman (Whole-Time) be paid the minimum remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 as in force in each financial year;

RESOLVED FURTHER THAT in addition to the remuneration Dr S Chandrakumar, Executive Chairman (Whole-Time) shall be eligible for reimbursement of expenses incurred relating to official purposes as per the Company Policy from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director or Director(s) to give effect to the aforesaid resolution."

5. Appointment of Dr S Manivannan (DIN: 00910804) as Managing Director of the Company

To consider and if thought fit, to pass, the following Resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and subject to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the appointment of Dr S Manivannan (DIN: 00910804), as Managing Director of the Company for a period of **3 years** from 1st October, 2018 to 30th September, 2021 at a remuneration not exceeding **Rs. 47,12,500/- (Rupees Forty Seven Lakhs Twelve Thousand Five Hundred Only)** per annum;

RESOLVED FURTHER THAT Dr S Manivannan shall be eligible for a maximum increase of 8% on the applicable Fixed remuneration effective 1st January 2019;

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to revise/ vary/ alter/ amend the remuneration payable to Dr S Manivannan as per the terms that may be determined by the Nomination and Remuneration Committee from time to time and approved by the Board, which shall not exceed the maximum amount payable to a Managing Director in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Act, including any statutory modification or re-enactment thereof;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Dr S Manivannan as Managing Director be paid the minimum remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 as in force in each financial year;

RESOLVED FURTHER THAT in addition to the remuneration Dr S Manivannan, Managing Director shall be eligible for reimbursement of expenses incurred relating to official purposes as per the Company Policy from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director or Director(s) to give effect to the aforesaid resolution."

6. Appointment of Dr S Aravindan (DIN: 05172690) as Non-Executive Director of the Company

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 149, 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company, Dr S Aravindan (DIN:05172690), who was appointed as Additional Director of the Company with effect from 31st August, 2018 by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing along with a deposit of Rs 1,00,000 (Rupees One lakh only) from a member under Section 160 of the Act, proposing the candidature of Dr S Aravindan for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation."

7. To approve related party transactions under section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in

force, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any existing Committee(s) or any committee, the Board may hereafter constitute to exercise powers of the Board including the power conferred by this resolution) for the material related party transactions to be entered into and carried out in the ordinary course of business and at arm's length price with the holding company namely M/s. Sri Kavary Medical Care (Trichy) Limited, fellow subsidiaries or associate companies being related parties to the Company, in connection with Sale and purchase of goods and the various services including hospital services rendered / availed or to be availed, claims made and reimbursement of claims received or any other transactions involving a transfer of resources, services or obligations of whatever nature on such terms as may be mutually agreed upon with the holding company namely M/s. Sri Kavary Medical Care (Trichy) Limited, fellow subsidiaries or associate companies for an aggregate value not exceeding **Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores only)** per annum;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and empowered to do all such acts, deeds, matters and things to settle any queries, difficulties, doubts that may arise with regard to any transaction with M/s. Sri Kavary Medical Care (Trichy) Limited, fellow subsidiaries or associate companies and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose for giving effect to this resolution, in the best interest of the company."

8. To approve limits of borrowing under section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013

To consider and if thought fit to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**.

"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting of the Company held on 28th September, 2017, consent of the members be and is hereby accorded in terms of the provisions of **Section 180(1)(c), 180(1)(a)** and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors (hereinafter referred to as "the Board" which shall include any Committee(s) thereof) to borrow from time to time all such sum(s) of money as the Board may deem requisite for the purpose of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, provided however that the total amount so borrowed and to be borrowed and remaining outstanding at any one time shall not exceed **Rs 150,00,00,000/- (Rupees One Hundred and Fifty Crores only)** in the aggregate, with or without creating charges on one or more or all assets of the Company."

9. To approve limits of investment(s), guarantee(s) and security (ies) under Section 186 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board') which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give guarantee(s) and / or loan(s) and/ or to provide security(ies) in connection with a loan/any other form of debt to any other body corporate or person and to make investments or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas up to a maximum amount of **Rs 100,00,00,000/- (Rupees One Hundred Crores only)** outstanding at any point of time notwithstanding that the aggregate amount of all the guarantees / loans/ securities / investments so far made together with the proposed guarantees / loans/ securities / investments to be made, exceeds the prescribed limits under Section 186 (2) of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investments including the timing, amount and other terms and conditions of such loans, guarantees, securities and investments and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary,

proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

10. To approve transactions under Section 185 of the Companies Act, 2013

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT subject to the provisions of Section 185, 186 and such other provisions, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any Director or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to give loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a holding or subsidiary or associate or joint venture of the Company, (in which any director(s) is or may be deemed to be interested) upto a sum not exceeding **Rs 25,00,00,000/- (Rupees Twenty Five Crores only)** at any point of time, in their absolute discretion deem beneficial and in the interest of the Company;

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof, be and are hereby authorized to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investments including but not limited to the timing, amount and other terms and conditions of such loans, guarantees and securities and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

11. To re-appoint Mr S Chenthilkumar (DIN: 02621693) as Independent Director of the Company for a second term:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr S Chenthilkumar (DIN: 02621693), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Independent Director of the Company for the second term of 5 years with effect from 1st April, 2019 to 31st March, 2024."

12. To re-appoint Mr A Krishnamoorthy (DIN: 00386122) as Independent Director of the Company for a second term:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr A Krishnamoorthy (DIN: 00386122), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Independent Director of the Company for the second term of 5 years with effect from 1st April, 2019 to 31st March, 2024."

13. To re-appoint Mr N Bala Baskar (DIN: 00469656) as Independent Director of the Company for a second term:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr N Bala Baskar (DIN: 00469656), Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, be and is hereby re-appointed as Independent Director of the Company for the second term of 5 years with effect from 1st April, 2019 to 31st March, 2024."

14. To appoint Mrs Jayanthi Narayanaswamy (DIN: 07143462) as Independent Director of the Company:

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 Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs Jayanthi Narayanaswamy (DIN: 07143462), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company for an initial term of 5 years with effect from 30th August, 2018 to 29th August, 2023."

15. To appoint Mr A Ganesan (DIN:02122660) as Nominee Director of the Company:

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 149, 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, Mr A Ganesan (DIN: 02122660), who was appointed as an Additional Director of the Company with effect from 31st August, 2018 by the Board of Directors of the company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing along with a deposit of Rs 1,00,000 (Rupees One lakh only) from a member under Section 160 of the Act, proposing the candidature of Mr A Ganesan for the office of Director, is be and hereby appointed as a Nominee Director of the Company not liable to retire by rotation.

By the order of the Board

Place: Chennai
Date: 30th August 2018

G Sathyan
Company Secretary

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the act"), concerning the Special business in the notice is annexed hereto and forms part of this notice. The profile of the directors seeking appointment/reappointment, as required in terms of clause 36 (3) of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 is annexed.

2. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. 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 with the Registered Office at least 48 hours before the meeting. A proxy form is sent herewith. The proxy shall not be entitled to vote except on a poll.**
3. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the board resolution/power of attorney authorizing their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive).
6. Members, proxies and Authorised Representatives are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting. Copies of the Annual Report will not be provided at the venue of the Annual General Meeting.
7. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Registrar and Transfer Agents.
8. A route map showing directions to reach the venue of the 35th Annual General Meeting is given along with this Notice as per the requirement of the Secretarial Standard – 2 on “General Meetings”.
9. Members are requested to notify Change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, Viz. M/s Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai - 600001.
10. Shareholders desiring any information as regards to financial statement are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
11. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
12. The Ministry of Corporate Affairs (“Ministry”), Government of India, has taken a “Green Initiative in Corporate Governance” by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notices/ documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders. In case you are desirous of having a printed copy of Annual Report 2017-18, you may write to us at cs.kmcs@kauverhospital.com or at the registered Office of the Company. The Annual report of the Company can be accessed at www.kauverhospital.com/investors in the investor section. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 financial year 2017-18 is being sent in the permitted mode. Electronic copy of the Notice of the 35th Annual General Meeting of the Company along with Attendance Slip and Proxy Form 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 Notice of the 35th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Members may also note that the Notice of the Thirty Fifth Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website www.kauveryhospital.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Trichy for inspection during normal business hours on working days, except Saturdays, Sundays and public holidays. 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 investor email id: cs.kmcshil@kauveryhospital.com.
14. The Notice and the Route map for the venue of the Annual General Meeting is hosted on the Company's website and can be accessed at <http://www.kauveryhospital.com/investors#>.
15. The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice by 'electronic means' (i.e. voting electronically from a place other than the venue of the General Meeting) and all the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited. The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rule, 2014 and Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The E-Voting instructions/ procedure and details of Scrutinizer for the E-voting process is provided elsewhere in the report.
16. The remote e-voting period starts on Tuesday, 25th September, 2018, 10:00 AM (IST) and ends on Thursday, 27th September, 2018 at 05:00 PM (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2018 may cast their votes electronically.
17. The Facility for voting through Ballot paper shall be made available at the 35th Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper.
18. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.
19. The Company's website is www.kauveryhospital.com. Annual Reports of the Company and other shareholder communications are made available on the Company's website.
20. All the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is investor@cameoindia.com mentioning the Company's name i.e., KMC Speciality Hospitals (India) Limited so as to enable the Company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.

Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Special Business:

Item No. 4: Appointment of Dr S Chandrakumar (DIN: 01867847) as Executive Chairman (Whole-Time)

Dr S Chandrakumar was re-appointed as Managing Director of the Company at the Annual General Meeting of the Company held on 29th September, 2015 for a period of 3 years which expires on 28th September, 2018.

Dr S Chandrakumar is the founder of Sri Kavery Medical Care (Trichy) Limited, the holding Company of your Company and has contributed immensely to the growth of the Company.

Considering the long-term strategic vision and objectives of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on 30th August, 2018 considered and approved the appointment of Dr S Chandrakumar as **Executive Chairman (Whole-Time)** considering his rich and varied experience in the Industry and contributions in steering the company to its current phenomenal turnaround.

STATEMENT PURSUANT TO SECTION II OF PART II TO SCHEDULE V TO THE COMPANIES ACT, 2013 RELEVANT TO MANAGERIAL REMUNERATION

I. GENERAL INFORMATION

1	Nature of Industry	Health Care Services
2	Date of Commencement of Commercial Activities	31-12-1982 (As Pvt Ltd Company)
		15-07-1988 (As Public Ltd Company)
3	New Company Details	Not Applicable
4	Financial performance of the Company for the Financial Years 2015-2016, 2016-17 and 2017-18 are given below :	

Particulars	Amount Rs. in Lakhs		
	2015-16	2016-17	2017-18
Net Annual Sales/Revenue	4350.46	5494.38	7098.82
Net Profit after taxes	321.36	535.41	665.20

5	Export Performance	Not Applicable
6	Foreign Investments and Collaborations	Not Applicable

II. INFORMATION ABOUT THE APPOINTEE

1. Background details - Dr S Chandrakumar is an Anesthesiologist, with over 20 years of reputed clinical experience and managing multi-specialty hospitals.

2. Past Remuneration –An amount not exceeding Rs. 52,50,000/- (Rupees Fifty Two Lakhs Fifty Thousand only) per annum

3. Recognition or awards –

- * The Hindu - The Doyens Guardians of Health care -2018
- * "THE HEALERS in Health Care sector" in Tamil Nadu 2015 by FICCI & TANCARE
- * The PIONEERS in Healthcare in Tamilnadu" for the year 2013 – 14 by FICCI
- * "Vocational Excellence Award" for the year 2011 – 12 by Rotary Dist 3000.
- * "Young Turks of Trichy Zone for the year 2010 – 11 by Periyar Maniammai University.
- * Selected as one of the Top 101 entrepreneurs in Tamilnadu by the CII for the year 2009 – 10.
- * "Young Achiever Award" for the year 2008.

He is also associated with the following organisations:

- * Entrepreneur Organization (Global) – Member Chennai Chapter
- * Independent and external expert - Health Strategy Group of General Insurance Council
- * Core Committee member Trichy Development Forum
- * Member in Equitable Healthcare Access Consortium
- * Convener Medical Tourism Panel Tamilnadu
- * Past Tamilnadu CII state Healthcare Panel Chairman
- * Past Chairman for CII Trichy Zone
- * Founder Chairman – BharatiyaVidyaBhavan Trichy Kendra
- * Founder Managing Trustee – Kavery Medical Trust.
- * Life member in Indian Medical Council.
- * Life member in Indian Society of Anesthesiologists & Critical care medicine

4. Job Profile and his suitability

He has more than twenty years of rich and varied experience in the healthcare industry. He has been the Managing Director of this multi-speciality hospital in Trichy with renowned brand value. In spite of the competitions existing in the industry the noteworthy growth of the hospital in all dimensions erasing out its past negative reputations with its present quality performance, is the indication of his suitability to his designation.

5. Remuneration proposed: As per the resolution proposed in item (4) above.

6. Comparative Remuneration Profile - The nature of this industry depends upon the caliber / skills of the individual involved, therefore not-comparable.

7. Pecuniary relationship with the company – Nil

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits – The endeavors of the administration to erode the legacy deficiencies, by undertaking renovation and revamping of its civil structure, replenishment of medical equipments, developing IT and other infrastructure requirements and increasing bed capacity have resulted into additional cost of operations, financing cost and depreciation, causing a strain on the profitability.

2. Steps taken or proposed to be taken for improvement – Adopted strategies to ensure the quality performance and achieving higher levels of revenue.

3. Expected increase in productivity and profits in measurable terms - Expected to be in increasing trend in line with the performance since takeover of management in May, 2008. The financial performance during the last 5 years' has shown tremendous positivity and is expected to grow to higher levels.

Other Terms:

The Executive Chairman (Whole-Time) shall not be liable to retire by rotation.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution in relation to the appointment of Dr S Chandrakumar as Executive Chairman (Whole-Time) for the approval of the shareholders of the Company.

The disclosure under Clause 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as Annexure to this Notice.

Except Dr S Chandrakumar, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 4.

Item No. 5: Appointment of Dr S Manivannan (DIN: 00910804) as Managing Director of the Company

Dr S Manivannan is one of the promoters of Sri Kavery Medical Care (Trichy) Limited, the holding Company of your Company and has contributed immensely to the growth of the Company.

Presently, he is on the Board of the Company as a Non-Executive Director and Joint Managing Director of Sri Kavery Medical Care (Trichy) Limited, the holding Company.

Considering the long-term strategic vision and objectives of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on 30th August, 2018 considered and approved the appointment of Dr S Manivannan as **Managing Director** considering his rich and varied experience in the Industry and expertise in managing Hospital enterprises.

STATEMENT PURSUANT TO SECTION II OF PART II TO SCHEDULE V TO THE COMPANIES ACT, 2013, RELEVANT TO MANAGERIAL REMUNERATION

I. GENERAL INFORMATION

1	Nature of Industry	Health Care Services
2	Date of Commencement of Commercial Activities	31-12-1982 (As Pvt Ltd Company)
		15-07-1988 (As Public Ltd Company)
3	New Company Details	Not Applicable
4	Financial performance of the Company for the Financial Years 2015-2016, 2016-17 and 2017-18 are given below :	

Particulars	Amount Rs. in Lakhs		
	2015-16	2016-17	2017-18
Net Annual Sales/Revenue	4350.46	5494.38	7098.82
Net Profit after taxes	321.36	535.41	665.20

5	Export Performance	Not Applicable
6	Foreign Investments and Collaborations	Not Applicable

II. INFORMATION ABOUT THE APPOINTEE

1. Background details - Dr S Manivannan is an Anaesthesiologist, with over 20 years of reputed clinical experience and managing multi speciality hospitals.
2. Past remuneration – Not Applicable
3. Recognition or awards:
 - Awarded as outstanding Anaesthesiologist of India for the year 2010 by Indian Society of Anaesthesiology
 - Certified assessor in NABH (National Accreditation Board for Hospitals & Healthcare)
 - Awarded as Best Doctor Award 2012 in by Tamilnadu Dr.MGR Medical University, Chennai
 - Passionate about Information Technology and Healthcare Analytics
 - Past Chairman of Round Table India
 - Past District Secretary of Indian Society of Anesthesiologist in Trichy City Branch
4. Job Profile and his suitability

He is one of the Promoters of Sri Kavery Medical Care (Trichy) Ltd, the holding Company with renowned brand value. In spite of the competitions existing in the industry, he has led to the phenomenal growth of the Company from 40 bedded hospital to a 1000 bed hospital with various geographical expansions justifies his suitability to his

designation.

He is also the founder of MEDICAL, India's Largest Medical Equipment Exhibition.

4. Remuneration proposed: As per the resolution proposed in item (5) above.
5. Comparative Remuneration Profile - The nature of this industry depends upon the caliber / skills of the individual involved, therefore not-comparable.
6. Pecuniary relationship with the company – Nil

III. OTHER INFORMATION

1. Reasons of loss or inadequate profits – The endeavors of the administration to erode the legacy deficiencies, by undertaking renovation and revamping of its civil structure, replenishment of medical equipments, developing IT and other infrastructure requirements and increasing bed capacity have resulted into additional cost of operations, financing cost and depreciation, causing a strain on the profitability.
2. Steps taken or proposed to be taken for improvement – Adopted strategies to ensure the quality performance and achieving higher levels of revenue.
3. Expected increase in productivity and profits in measurable terms - Expected to be in increasing trend in line with the performance since takeover of management in May, 2008. The financial performance during the last 5 years' has shown tremendous positivity and is expected to grow to higher levels.

Other Terms:

The Managing Director shall not be liable to retire by rotation.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution in relation to the appointment of Dr S Manivannan as Managing Director for the approval of the shareholders of the Company.

The disclosure under Clause 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided as Annexure to this Notice.

Except Dr S Manivannan, being the appointee and Dr S Aravindan, being his relative none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in this resolution set out at item no. 5.

Item No. 6: Appointment of Dr S Aravindan (DIN: 05172690) as Non-Executive Director of the Company

The Board of Directors at their meeting held on 30th August, 2018 appointed Dr S Aravindan as Additional Director of the Company, pursuant to Section 161 of the Companies Act, 2013 w.e.f 31st August, 2018. Dr S Aravindan holds the office of Director upto the date of the Thirty Fifth Annual General Meeting.

The Company has received notice in writing along with a deposit of Rs 1,00,000 (Rupees One lakh only) from a member under Section 160 of the Act, signifying the candidature of Dr S Aravindan to be appointed as Non- Executive Director, liable to retire by rotation.

Dr S Aravindan has consented to and declared as qualified for the appointment as Director, if made. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to the approval of members in this Annual General Meeting, has accorded its consent, to appoint Dr S Aravindan as Non-Executive Director, liable to retire by rotation.

Information required under Regulation 36(3) of the SEBI (LODR) Regulations 2015 is annexed to this notice as Annexure.

Brief profile of Dr S Aravindan:

Dr. S Aravindan, a gold medalist in Orthopedic surgery, is a very competent and specialized surgeon who is passionate about bringing high quality healthcare in India on par with International Standards. He practiced in UK for 15 years in world renowned hospitals like Kings College Hospital and Guys & St Thomas Hospital, London, where he was able to see healthcare at its best first hand.

He was given the BEST DOCTOR award by Tamil Nadu Dr. MGR medical University for his outstanding contribution to the advancement of Orthopedic surgery in 4th August, 2012.

He is also the Unit Head and Chief Orthopedic Surgeon of Kauvery Hospital, Chennai functioning under Sri Kavery Medical Care (Trichy) Ltd, the holding Company and has been instrumental in setting up the Chennai hospital and its clinical services which has added significant value to the entire group.

The Board of Directors of your Company recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice.

Memorandum of Interest: Dr S Aravindan is the brother of Dr S Manivannan, Director of the Company. Except, Dr S Aravindan, being an appointee and Dr S Manivannan, being his relative, none of the Directors, Key Managerial Personnel of the Company, and their relatives is concerned or interested, financial or otherwise in the resolution.

Item No. 7: To approve Related Party Transactions under Section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 exempts any transactions entered into by the Company in its ordinary course of business and done at arm's length price, from the requirement of prior approval of the shareholders by way of ordinary resolution. However, Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that material related party transaction, i.e. if a transaction(s) to be entered into which individually or together with previous transactions during a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the shareholders of the Company by way of an Ordinary Resolution.

The Company in the Ordinary course of business and at arm's length price enters into various transactions with M/s. Sri Kavery Medical Care (Trichy) Limited (the holding Company), fellow subsidiaries or associate companies being related parties to the Company for providing and availing various services including Sale and purchase of goods, rendering and availing of hospital services, claims made and reimbursement of claims received. These transactions are continuous in nature and are not for a specific period. M/s. Sri Kavery Medical Care (Trichy) Limited, fellow subsidiaries or associate companies are related parties as defined under Accounting Standard (AS 18).

Pursuant to rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution. The Board recommends the Ordinary Resolution set out at Item No.7 of the Notice for approval by the Members.

The members are further informed that pursuant to Clause 23 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 any member of the company who is a related party whether or not related to the particular transaction shall not be entitled to vote on this Ordinary resolution as set out at item No. 7.

Memorandum of Interest: None of the Directors or Key Managerial Personnel of the company or their relatives except Dr S Chandrakumar, Dr S Manivannan, Mr A Krishnamoorthy and Mr N Bala Baskar who are directors in both the Companies is concerned or interested financially or otherwise in the aforesaid Ordinary resolution.

Dr S Chandrakumar, Dr S Manivannan, Dr S Aravindan and Dr T Senthilkumar individually hold 7.42%, 6.32%, 5.90% and 2.29% respectively in the paid up share capital of M/s. Sri Kavery Medical Care (Trichy) Limited (the holding Company).

The Board of Directors recommends the resolution set forth in item No. 7 for approval of members as an Ordinary resolution.

Item No 8: To approve limits of borrowing under Section 180 (1) (c) and 180 (1) (a) of the companies Act, 2013.

As per the provisions of Section 180(1) (c) and Section 180(1) (a) of the Companies Act, 2013 the power to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose can be exercised by the Board with the consent of the Members obtained by a Special Resolution.

At the Annual General Meeting of the Company held on 28th September 2017, the Members had accorded consent to the Board of Directors to borrow any sum or sums of money not exceeding at any time the sum of Rs. 100 crores.

It is proposed to seek the approval of the shareholders for a higher limit of Rs. 150 Crores keeping in view the Company's

business requirements.

The Board of Directors recommends the resolution set forth in item No. 8 for approval of members as a Special resolution.

Memorandum of Interest: None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

Item No 9: To approve limits of investment(s), guarantee(s) and security (ies) under Section 186 of the Companies Act, 2013

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make or grant any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if a special resolution is passed by the members of the Company.

The Company had obtained approval from the members for providing guarantees/ securities and making investments to the extent of Rs 75 crores in the Annual General Meeting of the Company held on 28th September, 2017.

This permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making investment(s), granting or providing loans / guarantee(s) or provide security (ies) in connection with loans taken by other companies including holding, fellow subsidiary and associate companies or any other body corporate for an amount not exceeding **100 Crores**.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and the relevant rules made there under.

The Board of Directors recommends the resolution set forth in item No. 9 for approval of members as Special resolution.

Memorandum of Interest: None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

Item No 10: To approve transactions under Section 185 of the Companies Act, 2013

The Board of Directors has been judicious in acting upon the delegations provided by the shareholders of the Company in respect of powers to make investment(s)/ provide guarantee(s)/ security (ies) as prescribed under Section 186 of the Companies Act, 2013.

The Company being part of the Kauvery Hospital group is expected to avail and render support to other entities for the business requirements of the entire group.

As a matter of legal prudence and in light of the amendment to Section 185 of the Companies Act, 2013 notified effective 7th May, 2018 the Company seeks the approval of the members by way of a Special Resolution to provide financial assistance by extending loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a holding or subsidiary or associate or joint venture of the Company, (in which any director(s) is or may deemed to be interested) subject to compliance requirements under the Companies Act, 2013 and the rules made thereunder.

The members may take note that the Board of Directors would exercise care in evaluating proposals to extend loan/guarantee/ security to other entities including entities within the same group through deployment of funds out of internal resources/ accruals and / or any other appropriate sources from time to time, only for the principal business activities of such entities.

The Board of Directors recommends the resolution set forth in item No. 10 for approval of members as Special resolution.

Memorandum of Interest: None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

Item No 11 to 13: To approve re-appointment of Independent Directors

Pursuant to the provisions of Sections 149, 150, 152 and Schedule IV of the Companies Act, 2013 read with the rules thereunder, Mr S Chenthilkumar, Mr A Krishnamoorthy and Mr N Bala Baskar were appointed as Independent Directors of the Company to hold office upto 31st March, 2019. Since all the 3 Independent Directors will be completing their initial term as an Independent Director of the Company on 31st March, 2019, they are eligible for re-appointment for one more term.

Based on the outcome of the performance evaluation of the Independent Directors, recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 30th August, 2018 approved the re-appointment of Mr S Chenthilkumar, Mr A Krishnamoorthy and Mr N Bala Baskar for the second term as provided in the respective resolutions and they shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received declarations from all the 3 Independent Directors confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013 and are independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing the candidature of Mr S Chenthilkumar, Mr A Krishnamoorthy and Mr N Bala Baskar to be re-appointed as Independent Directors of the Company as per the provisions of the Companies Act, 2013.

Information required under Regulation 36(3) of the SEBI (LODR) Regulations 2015 is annexed to this notice as Annexure.

In the opinion of the Board the continued association of the Independent Directors proposed to be re-appointed would be of immense benefit to the Company and is desirable to continue availing their services. Accordingly the board recommends the passing of the resolutions set out in Item Nos 11 to 13 as Special Resolutions.

Memorandum of Interest: Except Mr S Chenthilkumar, Mr A Krishnamoorthy and Mr N Bala Baskar, being the appointees, none of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

Item No 14: To appoint Mrs Jayanthi Narayanaswamy (DIN: 07143462) as Independent Director of the Company

Mrs Jayanthi Narayanaswamy has been a Non-Executive Director of the Company from 31st March, 2015.

The Company has received declarations from Mrs Jayanthi Narayanaswamy confirming that she meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors at their meeting held on 30th August, 2018 taking into account the recommendations received from the Nomination & Remuneration Committee, appointed Mrs Jayanthi Narayanaswamy as Independent Director of the Company subject to the approval of the shareholders of the Company.

Mrs Jayanthi Narayanaswamy has consented to and declared as qualified for the appointment as Independent Director, if made.

The Company has received notice in writing along with a deposit of Rs 1,00,000 (Rupees One lakh only) from a member under Section 160 of the Act, proposing the candidature of Mrs Jayanthi Narayanaswamy to be appointed as Independent Director, not liable to retire by rotation.

The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to the approval of members in this Annual General Meeting, has accorded its consent, to appoint Mrs Jayanthi Narayanaswamy as Independent Director of the Company.

In the opinion of the Board, she fulfills the conditions specified in the Companies Act, 2013 and is independent of the management. Accordingly the Board recommends the passing of the resolution set out in Item No14 as an Ordinary Resolution.

Information required under Regulation 36(3) of the SEBI (LODR) Regulations 2015 is annexed to this notice as Annexure.

Memorandum of Interest: Except Mrs Jayanthi Narayanaswamy, being the appointee and holding 50,100 equity shares of the company, none of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

Item No 15: To appoint Mr A Ganesan (DIN:02122660) as Nominee Director of the Company

The Board of Directors had, at their meeting held on 30th August, 2018, co-opted Mr A Ganesan as Additional Director, on behalf of Investors of the Holding Company, pursuant to Section 161 of the Companies Act, 2013. Mr A Ganesan shall hold the office of Director upto the date of the thirty fifth Annual General Meeting. The Company has received notice in writing along with a deposit of Rs 1,00,000 (Rupees One Lakh only) from a member under Section 160 of the Act, signifying the candidature of Mr A Ganesan to be appointed as Nominee Director, not liable to retire by rotation. Mr A Ganesan has consented to and declared as qualified for the appointment as Director, if made. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to the approval of members in this AGM, has accorded its consent, to appoint Mr A Ganesan as Nominee Director, not liable to retire by rotation.

Information required under Regulation 36(3) of the SEBI (LODR) Regulations 2015 is attached to this notice as Annexure.

Brief profile of Mr A Ganesan:

Mr A Ganesan has over 33 years of professional experience in Assurance and Advisory practice. He also has rich experience in Transaction Advisory Services having handled several Due Diligence assignments and handled several M&A deals in India and outside India.

Mr A Ganesan has vast experience in domestic and international taxation. He was actively involved in the acquisition and Fund-raising activities of Trivitron Healthcare, Medfort Hospitals and Metropolis Healthcare.

He is a founder of Stakeboat Capital LLP.

He is a fellow member of the Institute of Chartered Accountants of India (ICAI)

The Board of Directors of your Company recommends the passing of the Ordinary Resolution as set out in the Item no. 15 of the Notice.

Memorandum of Interest: Except, Mr A Ganesan, being an appointee, none of the Directors, Key Managerial Personnel of the Company, and their relatives is concerned or interested, financial or otherwise in the resolution.

Annexure

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING
(Pursuant to Clause 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

Name of Directors	Appointment	
	Dr S Chandrakumar	Dr S Manivannan
Directors Identification Number	01867847	00910804
Type	Executive Chairman (Whole-Time)	Managing Director
Age & Date of Birth	53 Years 15.04.1965	49 Years 30.10.1969
Date of Appointment / Re-appointment	29.09.2015	20.07.2013
Qualification	M.B.B.S M.D.	M.B.B.S M.D D.N.B
Number of Equity shares held	Nil	Nil
Expertise in specific functional area	Hospital Operations, Clinical Excellence, Corporate Services viz., Finance, HR, Legal, and Business Development	Strategy, Hospital Operations, Clinical Excellence, Corporate Services viz., IT & Hospital Information System, Procurement and MIS
List of Public Limited Companies in which outside Directorships held	1) Sri Kavery Medical Care (Trichy) Limited	1) Sri Kavery Medical Care (Trichy) Limited 2) Kauvery Medical Centre (Karaikudi) Limited
Chairman/ Member of the Committee of the Board of Director of the Company	Member (i) Stakeholder Relationship Committee (ii) Banking and Borrowing Committee (iii) Corporate Social Responsibility Committee	Member (i) Audit Committee (ii) Stakeholder Relationship Committee
Membership / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
No. of Board meetings attended during the year	5	3
Relationship with other Directors inter-se	Nil	Brother of Dr S Aravindan Son of Dr D Senguttuvan's Brother

Name of Directors	Appointment		
	Dr S Aravindan	Mr A Ganesan	Mrs Jayanthi Narayanaswamy
Directors Identification Number	05172690	02122660	07143462
Type	Non – Executive Director	Nominee Director	Independent Director
Age & Date of Birth	51 Years 20.04.1967	63 Years 15.04.1955	60 Years 08.07.1958
Date of Appointment / Re-appointment	30.08.2018	30.08.2018	30.08.2018
Qualification	M.B.B.S MS Ortho, D.Ortho (London), FRCS (Ireland), FRCS ortho (UK & Ireland)	CA	M.Com., FCS, MBA
Number of Equity shares held	Nil	Nil	50100
Expertise in specific functional area	Clinical Excellence and Corporate Services	Finance and Accounts	Secretarial, Legal and Costing
List of Public Limited Companies in which outside Directorships held	Nil	Nil	1) Sri Malini Spinning Mills Limited
Chairman/ Member of the Committee of the Board of Director of the Company	Nil	Nil	Nil
Membership / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	1) Sri Malini Spinning Mills Limited <u>Member</u> (a) Audit Committee <u>Chairman</u> (i) Stakeholder Relationship Committee
No. of Board meetings attended during the year	Not Applicable	Not Applicable	4
Relationship with other Directors inter-se	Brother of Dr S Manivannan Son of Dr D Senguttuvan's Brother	Nil	Nil

Name of Directors	Re-appointment	
	Dr T Senthilkumar	Dr S Manivannan
Directors Identification Number	01742558	00910804
Type	Director	Director
Age & Date of Birth	57 Years 02.07.1961	49 Years 30.10.1969
Date of Appointment / Re-appointment	29.09.2016	20.07.2013
Qualification	M.B.B.S MS, M.Ch, FIACS	M.B.B.S M.D D.N.B
Number of Equity shares held	1714736	Nil
Expertise in specific functional area	General Administration	Strategy, Hospital Operations, Clinical Excellence, Corporate Services viz., IT & Hospital Information System, Procurement and MIS
List of Public Limited Companies in which outside Directorships held	Nil	1) Sri Kavery Medical Care (Trichy) Limited 2) Kauvery Medical Centre (Karaikudi) Limited
Chairman/ Member of the Committee of the Board of Director of the Company	Nil	Member (i) Audit Committee (ii) Stakeholder Relationship Committee
Membership / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil
No. of Board meetings attended during the year	5	3
Relationship with other Directors inter-se	Nil	Brother of Dr S Aravindan Son of Dr D Senguttuvan's Brother

Name of Directors	Re-appointment		
	Mr A Krishnamoorthy	Mr S Chenthilkumar	Mr N Balu Baskar
Directors Identification Number	00386122	02621693	00469656
Type	Independent Director	Independent Director	Independent Director
Age & Date of Birth	73 Years 17.10.1944	63 Years 20.12.1954	69 Years 16.08.1949
Date of Appointment / Re-appointment	27.09.2014	27.09.2014	27.09.2014
Qualification	MA, MBA	CA	M.Sc
Number of Equity shares held	Nil	Nil	Nil
Expertise in specific functional area	Banking and Finance	Finance and Accounts	Administration and Finance
List of Public Limited Companies in which outside Directorships held	3	Nil	1
Chairman/ Member of the Committee of the Board of Director of the Company	<p align="center"><u>Member</u></p> <p>(i) Audit Committee</p> <p>(ii) Related Party Transaction Committee</p> <p align="center"><u>Chairman</u></p> <p>(i) Nomination and Remuneration Committee</p> <p>(ii) Corporate Social Responsibility Committee</p>	<p align="center"><u>Member</u></p> <p>(i) Nomination and Remuneration Committee</p> <p align="center"><u>Chairman</u></p> <p>(i) Audit Committee</p> <p>(ii) Related Party Transaction Committee</p>	<p align="center"><u>Member</u></p> <p>(i) Audit Committee</p> <p>(ii) Nomination and Remuneration Committee</p>
Membership / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	<p>1) Sri Kavery Medical Care (Trichy) Limited</p> <p align="center"><u>Chairman</u></p> <p>(a) Audit Committee</p> <p>2) Radaan Media Works India Limited</p> <p align="center"><u>Chairman</u></p> <p>(a) Audit Committee</p> <p>3) IDFC Bharat Limited</p> <p align="center"><u>Chairman</u></p> <p>(a) Audit Committee</p>	Nil	<p>1) Sri Kavery Medical Care (Trichy) Limited</p> <p align="center"><u>Member</u></p> <p>(i) Audit Committee</p>
No. of Board meetings attended during the year	5	5	4
Relationship with other Directors inter-se	Nil	Nil	Nil

E-VOTING PROCEDURE

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under :

(i) The voting period begins on Tuesday, 25th September, 2018, 10:00 AM (IST) and ends on Thursday, 27th September, 2018 at 05:00 PM (IST). 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 Friday, 21st September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <KMC Speciality Hospitals (India) Limited> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com

EVSN 180903063

Voting at AGM:

- i. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- ii. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

Other Instruction :

i. Mr. M. Alagar, Practicing Company Secretary (Membership No.F7488 and PCS No. 8196), Chennai has been appointed as Scrutinizer to scrutinize the e-voting process (electronically or otherwise) in a fair and transparent manner.

ii. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding three (3) days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.

iii. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).

iv. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.kauveryhospital.com/investors# and on the website of CDSL <https://www.evotingindia.com>, and communicated to Bombay Stock Exchange, where the shares of the Company are listed for placing the same in their website.



Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L85110TN1982PLC009781

Name of the company : KMC SPECIALITY HOSPITALS (INDIA) LIMITED

Registered Office : No. 6, Royal Road, Cantonment, Trichy – 620 001

Name of the member (s) :

Registered Address :

E-Mail ID :

Folio No/Client ID :

DP ID :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name : _____ E-mail Id : _____

Address : _____

Signature : _____, or failing him

2. Name : _____ E-mail Id : _____

Address : _____

Signature : _____, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Friday, the 28th day of September 2018 at 10.30 A.M at Hotel Breeze Residency, Mc Donald's Road, Trichy – 620 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	(✓)	Resolution No	(✓)
Ordinary Business		Special Business	
1		11	
2		12	
3		13	
Special Business		14	
4		15	
5			
6			
7			
8			
9			
10			

Signed this _____ day of _____ 2018

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

KMC SPECIALITY HOSPITALS (INDIA) LIMITED

Registered Office: 6, Royal Road, Cantonment, Trichy – 620 001

CIN : L85110TN1982PLC009781

Phone: 0431-4077777 Fax: 0091 – 0431 - 2415402

Website: www.kauveryhospital.com E-mail: cs.kmcshil@kauveryhospital.com

Attendance Slip

Please handover the attendance slip at the entrance of the meeting hall, dully completed

I hereby record my presence at the Annual General Meeting of the Company at Hotel Breeze Residency, Mc Donald's Road, Trichy – 620 001 on Friday the 28th day of September, 2018 at 10.30 A.M

Full Name of the Shareholder (in block letters)

Signature

Folio No.: DP ID No.* Client ID No.*

(*Applicable for member holding shares in electronic form)

Full name of the proxy (in block letters)

Signature