

01st September, 2021

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

Dear Sir/Madam,

Sub: Notice of 38th Annual General Meeting for the year 2020-21

Ref: Scrip Code: 524520; Scrip ID: KMCSHIL

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of 38th Annual General Meeting of KMC Speciality Hospitals (India) Limited. The same will be available in the website of the Company in the web link www.kauveryhospital.com/investors#.

The Schedule of AGM is mentioned below:

Event	Date	Time
Cut-off Date to vote on AGM Resolutions	20 th September, 2021	NA
Book Closure Date	From 21 st September, 2021 to 27 th September, 2021 (Both days inclusive)	NA
Commencement of E Voting	24 th September, 2021	09.00 AM
End of E-Voting	26 th September, 2021	05.00 PM
Date of AGM	27 th September, 2021 through video conferencing	10.30 AM

Kindly take the same on record.

With regards,

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



YASOTHA BENAZIR N
COMPANY SECRETARY



Regd. Office :

KMC Speciality Hospitals (India) Ltd.,

CIN - L85110TN1982PLC009781

6, Royal Road, Cantonment, Trichy - 620 001.

P 0431 - 4077777, F 0431 - 2415402

E info@kauveryhospital.com | W www.kauveryhospital.com



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 EIGHTH ANNUAL GENERAL MEETING** of the Members of the Company will be held on **Monday, the 27th day of September, 2021 at 10:30 AM through Video Conferencing (VC)/Other Audio Visual Means (OAVM)** 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 2021 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr T Senthil Kumar (DIN: 01742558), who retires by rotation and being eligible, offers himself for re-appointment

SPECIAL BUSINESS:

3. **To Consider re-appointment of Dr S Chandrakumar (DIN: 01867847) as Executive Chairman (Whole-Time) of the Company (Next Term Period: 29th September 2021 to 28th September 2024)**

*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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and recommendation of Nomination and Remuneration Committee and the Board of Directors and such sanctions as may be necessary, the consent of the members be and is hereby accorded for re-appointment of Dr S Chandrakumar (DIN: 01867847) Executive Chairman (Whole-Time) for a three year term commencing from 29th September 2021 to 28th September 2024 at a remuneration not exceeding **Rs. 84,00,000/- (Rupees Eighty-Four Lakhs Only)** per annum;

RESOLVED FURTHER THAT the remuneration payable to Dr S Chandrakumar be revised/ varied/ altered/ amended 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 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, 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 Managing Director or Executive Director or Company Secretary of the Company is hereby authorised to do all such acts, deeds, things, and execute all such documents, instruments, and writings as may be required to give effect to this resolution.



4. To Consider re-appointment of Dr S Manivannan (DIN: 00910804) as Managing Director of the Company (Next Term Period: 1st October 2021 to 30th September 2024)

*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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and recommendation of Nomination and Remuneration Committee and such sanctions as may be necessary, the consent of the members be and is hereby accorded for the re-appointment of Dr S Manivannan (DIN: 00910804), Managing Director for a three year term commencing from 1st October 2021 to 30th September 2024 at a remuneration not exceeding **Rs. 84,00,000/- (Rupees Eighty-Four Lakhs Only)** per annum;

RESOLVED FURTHER THAT the remuneration payable to Dr S Manivannan, Managing Director be revised/ varied/ altered/ amended 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 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, 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 Managing Director or Executive Director or Company Secretary of the Company is hereby authorised to do all such acts, deeds, things, and execute all such documents, instruments, and writings as may be required to give effect to this resolution.

5. To Regularise appointment of Dr D Senguttuvan (DIN: 01867900) as Director of the Company

*To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution***

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and 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 Dr D Senguttuvan (DIN: 01867900), who was appointed as an Additional Director of the Company on 13th August, 2021 by the Board of Directors of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Director of the Company.”

6. To approve appointment of Dr D Senguttuvan (DIN: 01867900) as Executive Director of the Company

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

“RESOLVED THAT pursuant to Sec 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (hereinafter referred to as the ‘Act’) read with schedule V to the Act (including any amendment(s), statutory modification(s), variation(s) and/or re-enactment(s) for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and recommendation of Nomination and Remuneration Committee and Board of Directors the consent of the members be and is hereby accorded to appoint Dr D Senguttuvan as Executive Director of the Company for a three year term commencing from 13th August 2021 to 12th August 2024 at a remuneration as detailed below:



1. Fixed Remuneration per annum Rs 45,00,000/- (Rupees Forty-Five Lakhs only) per annum.

2. Variable pay on EBITDA: 1% on cantonment unit EBITDA with the proposed Cap.

If Achievement of Business Plan is	% of variable pay	Cap
<80%	No Variable Pay	-
80%-99%	1%	100% of Fixed Pay
100%- 125%	1%	125% of Fixed Pay
>125%	1%	150% of Fixed Pay

50% of the EBITDA incentives shall be paid within 30 days from the end of the quarter and balance 50% shall be paid after approval of Annual audited financials in the Board.

3. Maximum limit: Board in their meeting on 19th May,2021 had approved Rs 1,26,10,000/- (Rupees One Crore Twenty-Six Lakhs Ten thousand only) for the period between 01st April 2021 to 31st March,2022 with a maximum increase of 8% to be applicable on the Fixed Pay annually effective from 01st April,2022. The terms & Conditions of the remuneration which was earlier approved in the Board Meeting dated 19.05.2021 with effect from 01st April, 2021 shall continue to have effect for this appointment.

4. Benefits, Perquisites & allowances are as follows:

In addition to the remuneration as stated above, Dr D Senguttuvan shall also be entitled to the below mentioned Benefits, Perquisites & allowances

- I. Vehicle: Car along with driver and fuel shall be provided as per the Vehicle Policy of the Company
- II. Club membership: One club membership of Rs.10 Lakhs (One-time membership cost)
- III. Medi-claim: Medical insurance & complete free medical treatment cover including outpatient /inpatient treatment, consultations, pharmacy, laboratory - To self, spouse & family with unmarried children & parents.
- IV. Travel Reimbursement: (Actual) - 1st AC train / Economy Air travel for Domestic Travel with or without spouse. Business travel more than 4 hrs shall be eligible for Business class travel.
- V. Accommodation: Guest House / 4-star / 5-star Hotel shall be provided
- VI. Mobile / Laptop facility: – For official purpose.
- VII. Learning: (Reimbursement shall be given on actuals) – Rs. 3 Lakhs per annum.
- VIII. Leave travel allowance: The bills shall be reimbursed at actuals subject to maximum of one month’s basic salary.

RESOLVED FURTHER THAT the remuneration payable to Dr D Senguttuvan be revised/ varied/ altered/ amended within the maximum limits as per the terms that may be determined by the Nomination and Remuneration Committee from time to time and approved by the Board of the Company;”

7. Ratification of remuneration to Cost Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 50,000 (Rupees Fifty Thousand Only) plus applicable tax and reimbursement of out of pocket expenses for the financial year 2021-22 as approved by the Board of Directors of the Company to be paid to M/s Thanigaimani & Associates, Cost Accountants (Registration No. 101899), Chennai appointed by the Board as Cost Auditors to conduct the audit of the cost records of the Company, be and is hereby ratified.”

By the order of the Board

Yasotha Benazir .N
Company Secretary

Place: Chennai

Date: 13th August, 2021



Notes:

1. As you are aware, in view of the present situation arising due to COVID-19 global pandemic, the general meetings of the company shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and clarification circular No. 02/2021 dated January 13, 2021 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 issued by the Securities and Exchange Board of India (“SEBI Circular”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”),. The forthcoming Annual General Meeting (“AGM”) of the Company will thus be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. In accordance with the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and in view of prevailing situation on account of COVID-19 and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board’s report, Auditor’s report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent only by email to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent(in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The procedure for participating in the meeting through VC / OAVM is explained below and is also available on the website of the Company at www.kauveryhospital.com/investors#.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of 113 of the Companies Act, 2013, representatives of body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting and hence the proxy form, attendance slip and Route map are not annexed to this Notice for this year AGM.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kauveryhospital.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.



8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
9. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
10. 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/re-appointment, as required in terms of clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed.
11. Details pursuant to Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / reappointment at the Annual General Meeting are annexed to the Notice convening the Thirty Eighth Annual General Meeting of the Company.
12. Corporate Members intending to authorise their representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend the AGM through VC / OAVM and cast their votes through e-voting.
13. The Register of Members and the Share Transfer Books of the Company shall remain closed from 21st September, 2021 to 27th September, 2021 (both days inclusive).
14. 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 - 600002. Further, reminders have been sent thrice to the shareholders holding shares in physical form through our Registrar and Transfer Agent to their registered address insisting shareholders to provide PAN and bank a/c details pursuant to directions given by SEBI circular.
15. 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.
16. 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.
17. Securities of listed companies can only be transferred in dematerialised form with effect from 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of the above, members are advised to dematerialise equity shares held by them in physical form.
18. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection by the members shall be made available only in electronic form for inspection during the Meeting through VC. Members seeking to inspect such documents can send an email to corporatecompliance@kauveryhospital.com



THE INTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on 24th September 2021 and ends on 26th September 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode in CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration



	<p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.s
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote to the Scrutinizer and to the Company at the email address viz; corporatecompliance@kauveryhospital.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting mentioning** their name, demat account number/folio number, email id, mobile number at **corporatecompliance@kauveryhospital.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **corporatecompliance@kauveryhospital.com**. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **investor@cameoindia.com /corporatecompliance@kauveryhospital.com**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



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. 3: To Consider re-appointment of Dr S Chandrakumar (DIN: 01867847) as Executive Chairman (Whole-Time) of the Company (Next Term Period: 29th September 2021 to 28thSeptember 2024)

Dr S Chandrakumar was appointed as Executive Chairman (Whole - time) of the Company at the Annual General Meeting of the Company held on 28thSeptember, 2018, for a period of three years effective from 29th September, 2018 to 28th September, 2021.

Dr S Chandrakumar is the founder of Sri Kauvery Medical Care (India) 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 19th May, 2021 considered and approved the re-appointment of Dr S Chandrakumarfor a period of three years with effect from 29thSeptember, 2021 to 28th September, 2024 at a remuneration not exceeding **Rs. 84,00,000/- (Rupees Eighty-Four Lakhs Only)** per annum, taking into account his rich and varied experience in the Industry and contributions in steering the company to its current phenomenal turnaround.

Accordingly, the Board of Directors recommends the resolution set forth in item No. 3 for approval of members as Special Resolution.

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	Healthcare Services
2	Date of Commencement of Commercial Activities	31-12-1982 (As Private Limited Company) 15-07-1988 (As Public Limited Company)
3	New Company Details	Not Applicable
4	Financial performance of the Company for the Financial Years 2018-2019, 2019-2020 and 2020-2021 are given below:	

Particulars	Amount Rs. in Lakhs		
	2018-2019	2019-2020	2020-2021
Net Annual Sales/Revenue	8,225.86	9,618.01	10,263.72
Net Profit after taxes	860.77	1174.27	1,277.94

5	Foreign Investments or Collaborations if any	Not Applicable
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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. 84,00,000/- (Rupees Eighty-Four Lakhs Only) per annum.
3. Recognition or awards –
 - 2021 - 22 - Chairman of CII Tamil Nadu State Council
 - 2020-21 - Vice-Chairman of CII Tamil Nadu State Council
 - 2020-Excellence Award–Delta Region
 - 2017-Doyens Healthcare-The Hindu
 - 2015-The Healers in healthcare sector TN FICCI & TANCARE
 - 2012-Chairman of CII Tamil Nadu Healthcare Panel
 - 2011-Vocational Excellence Award
 - 2011-Chairman of CII Trichy Zone
 - 2010 -Young Turks of Trichy Zone
 - 2010-TOP Entrepreneurs in Tamil Nadu
 - 2008 - Young Achiever Award” for the year 2008.
 - Entrepreneur Organization(Global)–Member Chennai Chapter
 - Founder Chairman–BharatiyaVidyaBhavan Trichy Kendra

He is also associated with the following organizations:

Executive Chairman (Whole-Time)– Kauvery Group of Hospitals

Managing Trustee –Kavery Medical Trust

Director–Curtis Drug Point Private Limited

Director - Kauvery Hospitals (Bengaluru) Private Limited

Non- Executive Chairman – Social, Economic, Environment and Development Forum for Trichy (SEED)

4. Job Profile and his suitability:

He is the Founder Promoter and has been the Chairman of this multi-specialty hospitals in Trichy with renowned brand value. In spite of the competitions existing in the industry, the phenomenal growth of the hospitals from 30 bedded hospital to 1500 bed hospitals with geographical expansions justifies his suitability to his designation.

5. Remuneration proposed: As per the resolution proposed in item (3) 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 – Managerial remuneration as stated item (3) above.

III. OTHER INFORMATION

1. Reasons of inadequate profits - The endeavored functional expansions and consequent investment requirements, replenishment of medical equipments 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 –. With the operations being streamlined, margins are expected to go up whereas finance costs are expected to come down thereby increasing the profitability.



3. Expected increase in productivity and profits in measurable terms – Indian Healthcare Sector has become one of the largest sectors both in terms of revenue and employment generated. The private sector has emerged as a vibrant force in India’s healthcare industry, lending it both national and international repute. Considering some of these factors, the company is optimistic that it will increase its productivity and improve profits over a period of time.

The Board of Directors recommends the resolution in relation to the re-appointment of Dr S Chandrakumar, Executive Chairman (Whole-Time) of the Company, for the approval of the shareholders of the company by way of special resolution.

Other Terms:

The Executive Chairman (Whole-Time) shall 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.

Memorandum of Interest: Except Dr S Chandrakumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 3.

Item No. 4: To Consider re-Appointment of Dr S Manivannan (DIN: 00910804) as Managing Director of the Company (Next Term Period: 1st October 2021 to 30thSeptember 2024)

Dr S Manivannan was appointed as Managing Director of the Company at the Annual General Meeting held on 28th September, 2018, for a period of three years effective from 1st October 2018 to 30th September 2021.

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 19th May, 2021 considered and approved the re-appointment of Dr S Manivannan for a period of three years with effect from 01st October, 2021 to 30th September, 2024 at a remuneration not exceeding Rs. 84,00,000/- (Rupees Eighty-Four Lakhs Only) per annum, considering his rich and varied experience in the Industry and expertise in managing Hospital.

Accordingly the Board of Directors recommends the resolution set forth in item No 4 for approval of members as Special Resolution.

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	Healthcare Services
2	Date of Commencement of Commercial Activities	31-12-1982 (As Private Limited Company) 15-07-1988 (As Public Limited Company)
3	New Company Details	Not Applicable
4	Financial performance of the Company for the Financial Years 2018-2019, 2019-2020 and 2020-2021 are given below:	

Particulars	Amount Rs. in Lakhs		
	2018-2019	2019-2020	2020-2021
Net Annual Sales/Revenue	8,225.86	9,618.01	10,263.72
Net Profit after taxes	860.77	1,174.27	1,277.94

5	Foreign Investments or Collaborations if any	Not Applicable
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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-specialty hospitals.
2. Past remuneration – An amount not exceeding Rs. 84,00,000/- (Rupees Eighty-Four Lakhs Only) per annum.
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 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 the founder promoter of the Company and has contributed to the establishment and operation of this multi-specialty hospitals in Trichy with renowned brand value. In spite of the competitions existing in the industry, the phenomenal growth of the hospitals from 30 bedded hospitals to 1500 bed hospitals with geographical expansions justifies his suitability to his designation.

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

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 – Managerial remuneration as stated item (4) above.

III. OTHER INFORMATION:

1. Reasons of inadequate profits - The endeavored functional expansion and consequent investment requirements, replenishment of medical equipments 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 – With the operations being streamlined, margins are expected to go up whereas finance costs are expected to come down thereby increasing the profitability.
3. Expected increase in productivity and profits in measurable terms - Indian Healthcare Sector has become one of the largest sectors both in terms of revenue and employment generated. The private sector has emerged as a vibrant force in India's healthcare industry, lending it both national and international repute. Considering some of these factors, the company is optimistic that it will increase its productivity and improve profits over a period of time.

The Board of Directors recommends the resolution in relation to the re-appointment of Dr S Manivannan, Managing Director of the Company, for the approval of the shareholders of the company by way of special resolution.

Other terms:

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

Memorandum of Interest: Except Dr S Manivannan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 4.



Item No. 5 & 6: To Consider appointment of Dr. D Senguttuvan as Director of the Company

Dr D Senguttuvan was appointed as Additional Director in the Board Meeting held on 13th August, 2021. Further Considering the long-term strategic vision and objectives of the Company the Board based on the recommendation of Nomination & Remuneration committee had appointed him as Executive Director on the Board of the Company in the meeting held on 13th August, 2021.

In this regard, the shareholders' approval is sought to regularize Dr D Senguttuvan's appointment and designate him as Executive Director of the Company for the remuneration as stated in Item No: 6

Accordingly, the Board of Directors of your Company recommends the passing of the Ordinary & Special Resolution as set out in the Item no. 5 & 6 of the Notice.

Memorandum of Interest: Except Dr D Senguttuvan, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 5 & 6.

Item No. 7: Ratification of remuneration to Cost Auditor

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Thanigaimani & Associates, Cost Accountants (Registration No. 101899) to conduct the audit of the cost records of the Company for the financial year 2021-22.

In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2021-22 as set out in the Resolution for the aforesaid services to be rendered by M/s Thanigaimani & Associates, Cost Accountants (Registration No. 101899)

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.

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



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT THE ANNUAL GENERAL MEETING
(Pursuant to Clause 36(3) of SEBI (LODR) Regulations, 2015& Secretarial Standards)**

Item No: 2

Name of the Director	Re-appointment
	Dr T Senthil Kumar
Directors Identification Number	01742558
Type	Director
Age & Date of Birth	60 years 02.07.1961
Date of Appointment/ Re- appointment	29.09.2016
Qualification	M.B.B.S., MS, M.Ch, FIACS
Number of Equity shares held	1714736
Expertise in specific functional area	General Administration and Cardiology
List of Public Limited Companies in which outside directorships held	Nil
Chairman/ Member of the committee of Board of Directors of the company	Nil
Membership/ Chairmanships of committees of other public companies (Includes only Audit committee and Stakeholders Relationship committee)	Nil
No. of board meetings attended during the year	4
Relationship with Directors inter-se	Nil

Item No: 3

Name of the Director	Re-appointment
	Dr S Chandrakumar
Directors Identification Number	01867847
Type	Executive Chairman – (Whole-Time)
Age & Date of Birth	56 years 15.04.1965
Date of Appointment/ Re- appointment	28.09.2018
Qualification	M.B.B.S., M.D.,
Number of Equity shares held	Nil
Expertise in specific functional area	Accounting, Finance, Law, Business Management, Operations, Risk Management, Fund Management, General Administration
List of Public Limited Companies in which outside directorships held outside directorships held	1) Sri Kauvery Medical Care (India) Limited
Chairman/ Member of the committee of Board of Directors of the company	Yes 1) Member in Stakeholder Relationship Committee
Membership/ Chairmanships of committees of other public companies (Includes only Audit committee and Stakeholders Relationship committee)	Nil
No. of board meetings attended during the year	4
Relationship with Directors inter-se	Nil


Item No: 4

Name of the Director	Re-appointment
	Dr S Manivannan
Directors Identification Number	00910804
Type	Managing Director
Age & Date of Birth	51 years 30.10.1969
Date of Appointment/ Re- appointment	28.09.2018
Qualification	M.B.B.S., M.D, D.N.B
Number of Equity shares held	Nil
Expertise in specific functional area	Accounting, Finance, Law, Business Management, Operations, Risk Management, Fund Management, General Administration
List of Public Limited Companies in which outside directorships held	1) Sri Kauvery Medical Care (India) Limited
Chairman/ Member of the committee of Board of Directors of the company	1) Member in Audit Committee 2) Member in Stakeholder Relationship Committee
Membership/ Chairmanships of committees of other public companies (Includes only Audit committee and Stakeholders Relationship committee)	Nil
No. of board meetings attended during the year	4
Relationship with Directors inter-se	Nil

Item No: 5 & 6

Name of the Director	Re-appointment
	Dr D Senguttuvan
Directors Identification Number	01867900
Type	Executive Director
Age & Date of Birth	56 years 21.06.1965
Date of Appointment/ Re- appointment	13.08.2021
Qualification	M.B.B.S., DCH
Number of Equity shares held	Nil
Expertise in specific functional area	Executive Director & Head & Chief Consultant Paediatrics
List of Public Limited Companies in which outside directorships held	Nil
Chairman/ Member of the committee of Board of Directors of the company	Nil
Membership/ Chairmanships of committees of other public companies (Includes only Audit committee and Stakeholders Relationship committee)	Nil
No. of board meetings attended during the year	Nil
Relationship with Directors inter-se	Nil



EVSN 210828033

Other Instructions:

- 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 48 hours 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 BSE Limited, where the shares of the Company are listed for placing the same in their website.