

04<sup>th</sup> September, 2024

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

Dear Sir/Madam,

**Sub:** Notice of 41<sup>st</sup> Annual General Meeting for the year 2023-24

**Ref:** Security ID: **KMCSHIL**; Scrip Code: **524520**

The Forty First Annual General Meeting (41<sup>st</sup> AGM) of the Company is scheduled to be held on Friday, September 27, 2024 at 10:30 A.M. IST through Video Conference (VC) / Other Audio Visual Means (OAVM). The Company has engaged Central Depository Services (India) Limited ("CDSL") for providing e-voting services and VC/OAVM facility for this AGM.

The Schedule of AGM is mentioned below:

Event	Date	Time (in IST)
Cut-off Date to vote on AGM Resolutions	20 <sup>th</sup> September, 2024	NA
Book Closure Date	From 21 <sup>st</sup> September, 2024 to 27 <sup>th</sup> September, 2024 (Both days inclusive)	NA
Commencement of e-Voting	24 <sup>th</sup> September, 2024	09:00 AM
End of e-Voting	26 <sup>th</sup> September, 2024	05:00 PM
Date of AGM	27 <sup>th</sup> September, 2024 through Video Conferencing/ Other Audio Visual Means (OAVM)	10:30 AM

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of the Notice of the 41<sup>st</sup> AGM being sent to the shareholders of the Company, is enclosed herewith and the same is also available on the website of the Company in the web link [www.kauveryhospital.com/investors#](http://www.kauveryhospital.com/investors#).

We request you to take the above on record as compliance with relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With regards,

For **KMC Speciality Hospitals (India) Limited**

**Sushma K**  
**Company Secretary & Compliance Officer**





## KMC Speciality Hospitals (India) Limited

CIN: L85110TN1982PLC009781

REGISTERED OFFICE: No: 6, Royal Road, Cantonment, Trichy- 620001

WEBSITE: [www.kauveryhospital.com](http://www.kauveryhospital.com)

EMAIL ID: [corporatecompliance@kauveryhospital.com](mailto:corporatecompliance@kauveryhospital.com) | CONTACT NO: 0431-407777

# Notice to Shareholders

Notice is hereby given that the **FORTY-FIRST ANNUAL GENERAL MEETING** of the Members of **KMCSPECIALITY HOSPITALS (INDIA) LIMITED** ("the Company") will be held on **Friday, the 27<sup>th</sup> day of September, 2024 at 10:30 A.M. IST** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

### ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024 together with the Reports of the Board of Directors and the Auditor thereon.**
2. **To appoint a Director in place of Dr. S Vijayabaskaran (DIN: 05139565), who retires by rotation and being eligible, offers himself for re-appointment.**
3. **To consider re-appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company.**

*To consider and if thought fit, to pass the following resolution, as an ordinary resolution:*

**RESOLVED THAT** pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm registration number: 008072S) ("Deloitte") be and are hereby reappointed as the Statutory Auditors of the Company for the second term of five consecutive years, who shall hold office from the conclusion of this 41<sup>st</sup> AGM till the conclusion of the 46<sup>th</sup> AGM to be held in the year 2029, at such remuneration as may be determined by the Board of Directors of the Company in addition to the travelling and out of pocket expenses."

### SPECIAL BUSINESS:

4. **To Consider re-appointment of Dr S Chandrakumar (DIN: 01867847) as Executive Chairman (Whole-Time) of the Company (Next Term Period: 29<sup>th</sup> September 2024 to 28<sup>th</sup> September 2027).**

*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 29<sup>th</sup> September 2024 to 28<sup>th</sup> September 2027 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 Company Secretary of the company is hereby

authorized 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 Consider re-appointment of Dr S Manivannan (DIN: 00910804) as Managing Director of the Company (Next Term Period: 01<sup>st</sup> October 2024 to 30<sup>th</sup> September 2027)**

*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 the re-appointment of Dr S Manivannan (DIN: 00910804), Managing Director for a three year term commencing from 01<sup>st</sup> October 2024 to 30<sup>th</sup> September 2027 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** 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.

**6. Appointment of Mr. Mohan Srinivasan (DIN: 00277477) as a Non – Executive Independent Director**

*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, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the rules framed thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Mohan Srinivasan (DIN: 00277477) who was appointed as an Additional Director in the capacity of Non – Executive Independent Director with effect from 29<sup>th</sup> August 2024 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby appointed as a Non – Executive Independent Director of the Company for a period of 3 (three) years with effect from 29<sup>th</sup> August 2024 till 28<sup>th</sup> August 2027 and that he shall not be liable to retire by rotation.

**“RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval be and is hereby given for continuation of Mr. Mohan Srinivasan’s appointment, beyond 09<sup>th</sup> August 2027, as an Independent Director of the Company on account of his attaining the age of 75 years on the said date”.

**7. Ratification of remuneration to Cost Auditor for the financial year 2024-25**

*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(s) thereof, for the time being in force), the remuneration of **Rs. 66,000/- (Rupees Sixty Six Thousand only)** plus applicable tax and reimbursement of out of pocket expenses for the financial year 2024-25, as approved by the Board of Directors of the Company, to be paid to M/s G Sugumar & Co, Cost Accountants (Registration No. 102522), Chennai,



appointed by the Board as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2024-25, be and is hereby ratified.”

By the order of the Board  
For **KMC Speciality Hospitals (India) Limited**

Place: Chennai  
Date: 28<sup>th</sup> August 2024

S/d  
**Sushma K**  
**Company Secretary**

**Notes:**

1. An 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 in respect of Item No. 4, 5, 6 and 7 is annexed hereto and forms part of this notice.
2. As required under Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), brief profile of the Directors seeking reappointment in Item No. 2, 4, 5 and 6 of this Notice is annexed herewith as Annexure.
3. Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through Video Conferencing (“VC”), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.  
  
The forthcoming Annual General Meeting (“AGM”) of the Company will thus be held through VC or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue of the 41<sup>st</sup> Annual General Meeting shall be the Registered office of the Company.
4. The Company shall send a physical copy of the Annual Report to those members who have requested the same via mail to the Company and the Registrar and Share Transfer Agent, mentioning their Folio No./ DP ID and Client ID.
5. 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 Regulations (as amended), and MCA

Circular dated May 05, 2022, 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 <https://www.kauveryhospital.com/investors#>. The members may contact the RTA at [investor@cameoindia.com](mailto:investor@cameoindia.com) or the CDSL helpdesk at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) for any query or help with respect to participation in the meeting or e-voting facility.

6. 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 at least 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 shall be allowed to attend the AGM without any restriction on account of first come first served basis.
7. 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.
8. The members attending the AGM through VC/OAVM can vote during the meeting, provided they have not availed the facility of e-voting and voted prior to the meeting.
9. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy on his/her behalf to attend and vote at the AGM. Since the AGM is held through VC/OAVM pursuant to MCA Circulars, physical attendance of the members has been dispensed with and accordingly, the facility to appoint proxy will not be available for this AGM. Hence the proxy form, attendance slip and Route map are not annexed to this Notice.

However, in pursuance of Section 113 of the Companies Act, 2013, representatives of a body corporate who is a member, can attend the

AGM through VC/OAVM and cast their votes through e-voting. Corporate Members intending to authorize their representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and cast their votes through e-voting.

10. The cut-off date for the purpose of determining eligibility of members for voting in connection with the 41<sup>st</sup> AGM is Friday, September 20, 2024.
11. In case of joint holders, the member whose name appears as the first holder in the Register of members of the Company shall be entitled to vote at the Annual General Meeting.
12. In accordance with the aforesaid MCA Circular dated September 25, 2023 and SEBI circular dated October 07, 2023, the Notice of the AGM along with the Annual Report 2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company /RTA/ Depositories. Members may note that the Notice and Annual Report 2024 will also be available on the Company's website at <https://www.kauveryhospital.com/investors#>, the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) & website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)
13. The Register of Members and the Share Transfer Books of the Company shall remain closed from 21<sup>st</sup> September, 2024 to 27<sup>th</sup> September, 2024 (both days inclusive).
14. In case of shares held in Electronic form, members are requested to notify any change in address, e-mail id, bank details, etc. to the concerned Depository Participant, quoting their ID No. and in case of shares held in physical form, members are requested to intimate such change to the Registrar and Transfer Agent, Viz. M/s Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai - 600002. Further, three reminders in the year 2018 have been sent to the members holding shares in physical form through our Registrar and Transfer Agent, at their registered addresses insisting them to provide PAN and bank a/c details pursuant to directions given by SEBI circular dated April 20, 2018.
15. Further, pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the members holding securities in physical form shall furnish the details of PAN, KYC & Nomination, which have not been updated in the database of the Registrar and Transfer Agent, Viz. M/s Cameo Corporate Services Limited. The said circular, along with the forms mentioned herein below have also been uploaded on the website of the Company for easy access:

**Form ISR-1:** Request for registering PAN, KYC Details or Changes / Updation thereof; to update/change details of PAN, Bank details, Signature, Mobile number, email id and address registered with the Company/RTA.

**Form ISR-2:** Confirmation of Signature of securities holder by the Banker; to update or record the signature of the shareholder with the Company/RTA.

**Form ISR-3:** Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies; wherein members can declare their intention of opting out of nominating any person for the securities held by them in the Company.

**Form No. SH-13:** Nomination Form; to register a nominee for the securities held in the Company.

**Form No. SH-14:** Cancellation or Variation of Nomination; to cancel or change the nominees for the securities held in the Company.

The members holding securities in physical form and intent to register/update any or all of the above details with the Company/RTA are requested to intimate such information/updation to the RTA at the earliest with the above duly filled and signed forms and other relevant documents.

16. The Company's website is [www.kauveryhospital.com](http://www.kauveryhospital.com), Annual Reports of the Company and other shareholder communications are made available on the Company's website.
17. 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](mailto: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.
18. Members may please note that as per the SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies can issue securities only in dematerialized form while processing any request for Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission; Transposition. Accordingly, the security holder can avail service requests by submitting duly filled and signed ISR-4 form. A copy of the said form is also available in the website of the company at <https://www.kauveryhospital.com/investors#>. In view of the above, to process service requests with ease and avail various other benefits



not associated with the physical securities, the members are advised to dematerialize the securities held by them in physical form. The members may contact the Company or the RTA with any clarification or help in this aspect.

19. 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 electronically by the members during the Meeting through VC/OAVM. Members seeking to inspect such documents are requested to send an email to the Company at [corporatecompliance@kauveryhospital.com](mailto:corporatecompliance@kauveryhospital.com).

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period commences on 24<sup>th</sup> September 2024 at 09:00 a.m. IST and ends on 26<sup>th</sup> September 2024 at 05:00 p.m. IST. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20<sup>th</sup> September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted through e-voting process prior to the meeting date would not be entitled to vote during the meeting.
- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** requires listed entities to provide remote e-voting facility, 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.

Shareholders holding shares in demat mode can also register directly with the depository. Shareholders would be able to access the e-voting page of various ESPs (e-voting service providers) through the websites of the Depositories without further authentication by ESPs for participating in the e-voting process.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 requested to visit cdsi Website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; voting during the meeting. Additionally, there are 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or visit <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and shall also be able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser and type the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or visit <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser and type the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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 &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	The members can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, e-Voting option will be visible. 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.

**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.

**For Individual Shareholders holding securities in demat mode, any help/query with respect to technical issues faced for logging in through Depository i.e. CDSL and NSDL can be raised in the following manner:**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 18002109911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-48867000 and 022-24997000



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

- 1) Log on to the e-voting website [www.evotingindia.com](http://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 their Folio Number registered with the Company.
- 4) 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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then you can login using the existing password.
- 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"><li>• 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.</li></ul>
Dividend Bank Details	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.
<b>OR</b> Date of Birth (DOB)	<ul style="list-style-type: none"><li>• 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.</li></ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant Company on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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 click on “CANCEL” to change your vote and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.



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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
- 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](mailto: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 at the meeting may register themselves as a speaker by sending a request from their registered email id in advance, atleast **5 days prior to meeting**, mentioning their name, demat account number/folio number, email id, mobile number at [corporatecompliance@kauveryhospital.com](mailto:corporatecompliance@kauveryhospital.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [corporatecompliance@kauveryhospital.com](mailto:corporatecompliance@kauveryhospital.com). These queries will be replied to by the company suitably by email or addressed to at the AGM.

The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

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](mailto:investor@cameoindia.com) / [corporatecompliance@kauveryhospital.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 18002109911

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](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 18002109911.

## Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

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

### Item No. 3: To consider re-appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company.

Deloitte Haskins & Sells LLP, Chartered Accountants, Chennai (Firm Registration No. 008072S), (hereinafter referred to as "Deloitte") were appointed as Statutory Auditors of the Company, for a period of 5 years, at the Annual General Meeting of the Company held on September 26, 2019, to hold office till the conclusion of the 41<sup>st</sup> Annual General Meeting. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years.

The company proposes to re-appoint M/s. Deloitte Haskins & Sells, Chartered Accountant (Firm Registration No. 008072S), Chennai as Statutory Auditors of the Company for another period of five years, to audit the financial statements of the Company from the FY 2024-25 to FY 2028-29 and to hold office until the conclusion of the 46<sup>th</sup> Annual General Meeting.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

### Pursuant to Regulation 36(5) of SEBI (LODR) Regulations, 2015

- Proposed fees payable to the statutory auditor(s)– Rs.32,00,000/- per annum for FY 24-25
- Terms of appointment– 5 years from the conclusion of this Annual General Meeting
- Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: Not Applicable
- Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed: Considering the evaluation of the past performance, experience and expertise of Deloitte and based on the recommendation of the Audit Committee, it is proposed to appoint Deloitte as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 46<sup>th</sup> Annual General Meeting of the Company in terms of the aforesaid provisions

The Board of Directors recommend the resolution

as set out at item no.3 of the Notice for the approval of the Members by way of ordinary resolution.

### Item No.4 : To Consider re-appointment of Dr S Chandrakumar (DIN: 01867847) as Executive Chairman (Whole-Time) of the Company (Next Term Period: 29th September 2024 to 28th September 2027).

Dr S Chandrakumar was appointed as Executive Chairman (Whole - time) of the Company at the Annual General Meeting of the Company held on 27<sup>th</sup> September, 2021, for a period of three years effective from 29<sup>th</sup> September 2021 to 28<sup>th</sup> September 2024.

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 12<sup>th</sup> & 13<sup>th</sup> August, 2024 respectively, considered and approved the re-appointment of Dr S Chandrakumar for a period of three years with effect from 29<sup>th</sup> September 2024 to 28<sup>th</sup> September 2027 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.

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, the appointee and his relative Dr S Vijayabaskaran, Director of the Company, 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: To Consider re-appointment of Dr S Manivannan (DIN: 00910804) as Managing Director of the Company (Next Term Period: 01st October 2024 to 30th September 2027)

Dr S Manivannan was appointed as Managing Director of



the Company at the Annual General Meeting held on 27<sup>th</sup> September, 2021, for a period of three years effective from 01<sup>st</sup> October 2021 to 30<sup>th</sup> September 2024.

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 12<sup>th</sup> & 13<sup>th</sup> August, 2024 respectively considered and approved the re-appointment of Dr S Manivannan for a period of three years with effect from 01<sup>st</sup> October 2024 to 30<sup>th</sup> September 2027 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 expertise in managing Hospital.

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. 5.

#### Item No. 6: Appointment of Mr. Mohan Srinivasan (DIN: 00277477) as a Non – Executive Independent Director

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors (“the Board”) of the Company based on the recommendation of the Nomination and Remuneration Committee (“the Committee”) and subject to the approval of Shareholders, approved the appointment Mr. Mohan Srinivasan (DIN: 00277477) as a Non-Executive Independent Director (Additional Director) of the Company, with effect from 29<sup>th</sup> August 2024 for a term of three consecutive years i.e., till 28<sup>th</sup> August 2027.

Mr. Mohan Srinivasan possesses requisite skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. He has expertise in the areas of Accounting, Finance, Banking, Risk Management and General Management and possesses appropriate skills, expertise and competencies required at the Board.

Considering Mr. Mohan Srinivasan’s experience and professional competence, his appointment on the Board is in the overall interest of the Company. His expertise in the above mentioned areas, understanding of different business environment and experience of working with large corporates will be of great value for

the Company. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Mr. Mohan Srinivasan fulfils the conditions specified in the Act & the Rules made thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company

#### Brief Profile of Mr. Mohan Srinivasan

Mr Mohan Srinivasan is a Chartered Accountant by profession and is partner of the Firm, Patel Mohan Ramesh & Co for the last 41 years. He is the Vice President of The Society of Auditors, Chennai. He is co-opted to the Company Law Committee of the Madras Chamber of Commerce & Industry (MCCI) and is also an Arbitrator approved by BSE Limited and National Stock Exchange of India Ltd (NSE) for settlement of disputed cases.

#### Justification for appointing Mr. Mohan Srinivasan as Independent Director as per Regulation 17 (1A) of SEBI Listing Regulations:

Pursuant to regulation 17(1A) of the SEBI Listing Regulations, consent of the shareholders by way of Special Resolution is required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years. Keeping in view his experience and knowledge, the Board of Directors are of the opinion that it will be in the interest of the Company to appoint Mr. Mohan Srinivasan as an Independent Director of the Company Accordingly, considering the profile and his expertise in the areas specified above the Board recommends appointment for an initial term of consecutive three years effective from 29<sup>th</sup> August 2024 up to 28<sup>th</sup> August 2024 and for continuation of Mr Mohan Srinivasan beyond 09<sup>th</sup> August 2027 on account of his attaining the age of 75 years on that date.

Directorship in other Companies and committee positions held by Mr. Mohan Srinivasan are as follows:

SI No	Name of the Company	Director	Committee Positions
1	Unicopp Bizex Private Limited	Director	Nil
2	Unicorp Advisors Private Limited	Director	
3	Relyon Softech Limited	Director	

Mr. Mohan Srinivasan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director. The Company has received a declaration from Mr. Mohan Srinivasan confirming he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Mohan Srinivasan is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. Further, Mr. Mohan Srinivasan is not debarred from holding office of a Director by virtue of any order passed

by SEBI or any other such authority.

Copy of the draft letter of appointment of Mr. Mohan Srinivasan as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection provided in note no. 19 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company <https://www.kauveryhospital.com/investors>.

Apart from receiving sitting fees as may be decided pursuant to the provisions of the Companies Act, 2013, Mr. Mohan Srinivasan does not have any other pecuniary relationship with the Company. He is also not related to any Director or Key Managerial Personnel of the Company., None of the other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

In the opinion of the Board, Mr. Mohan Srinivasan possesses expertise and knowledge required at the Board, fulfils the conditions specified in the Act and the rules framed thereunder read with the provisions of the SEBI Listing Regulations, as amended, for appointment as an Independent Director and is independent of the management of the Company. The Board of Directors is of the opinion that the appointment of Mr. Mohan Srinivasan as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out at Item No. 6 of the Notice for approval of the Members.

**Item No. 7: Ratification of remuneration to Cost Auditor for the financial year 2024-25.**

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records by a Cost Accountant in practice.

In compliance with the above and Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the Audit Committee of the Company at its meeting held on August 12, 2024 considered and recommended to the Board, the appointment of M/s G. Sugumar & co, Cost Accountants (Firm Registration Number: 102522) as the Cost Auditors of the Company for FY 2024-25 and a remuneration of Rs. 66,000/- (Rupees Sixty Six Thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses) payable to the Cost Auditors for FY 2024-25.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit Committee considered, the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company and the scope of work.

The Board, on the recommendation of the Audit Committee approved the appointment of M/s G. Sugumar & co, Cost Accountants (Firm Registration Number: 102522) as the Cost Auditors of the Company for the FY 2024-25. The Board, also on the recommendations of the Audit Committee approved the remuneration of Rs. 66,000 /- (Rupees Sixty Six Thousand only) (excluding applicable taxes and reimbursement of out-of-pocket expenses) payable to Cost Auditors for FY 2024-25. In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company. The consent of the Members is sought for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2025.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution, except to the extent of the Shareholding, if any.

Accordingly, the Board of Directors recommends the resolution set forth in Item No. 7 for approval of members as Ordinary Resolution.



## Annexure

### DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Regulation 36(3) of SEBI (LODR) Regulations & Secretarial Standard 2)

#### Item No: 2,4, 5 & 6

Name of the Director	Re-appointment	Re-appointment	Re-appointment	Appointment
	Dr S Vijayabaskaran	Dr S Chandrakumar	Dr S Manivannan	Mr. Mohan Srinivasan
Director Identification Number	05139565	01867847	00910804	00277477
Type	Director	Executive Chairman – (Whole-Time)	Managing Director	Independent Director
Age & Date of Birth	55 years, 02/07/1969	59 years 15/04/1965	55 years, 30/10/1969	72 years, 09/08/1952
Date of Appointment/ Re- appointment	11/08/2023	29/09/2024	01/10/2024	29/08/2024
Qualification	MSc.(AG), PH D, PGDBA, PGDHA	M.B.B.S., M.D.,	M.B.B.S., M.D, D.N.B	Chartered Accountant
Number of Equity shares held	Nil	Nil	Nil	NIL
Brief Resume	<p><b>Dr. S. Vijayabaskaran</b> is a doctorate is Agronomy, having diverse experience of over 14 years in managing &amp; administering Multi Specialty Hospitals. He has extensive experience in obtaining NABH accreditation &amp; achieving operational excellence with financial prudence in Hospital administration.</p>	<p><b>Dr S Chandrakumar</b> (Executive Chairman) is a passionate leader, with over 20 years of reputed clinical experience and managing Multi Speciality hospitals. He is one of the Promoters of Sri Kauvery Medical Care (India) Limited.</p> <ul style="list-style-type: none"> <li>• A qualified and experienced anesthesiologist and critical care specialist with 20+ experience.</li> <li>• Former Chairman of CII TN State Council (21-22).</li> <li>• Life Member in Indian Society of Anaesthesiologists &amp; Critical Care Medicine.</li> </ul>	<p><b>Dr S Manivannan</b> (Managing Director) is an Anaesthesiologist, with over 20 years of reputed clinical experience and managing Multi Speciality hospitals. He is one of the Promoters of Sri Kauvery Medical Care (India) Limited.</p> <ul style="list-style-type: none"> <li>• Qualified Anesthesiologist with 20+ years of clinical experience.</li> <li>• Outstanding Anaesthesiologist for 2010 (Indian Society of Anesthesiology);</li> <li>• Leading Medical Entrepreneur 2018 by Indian Medical Association;</li> <li>• Certified Assessor in NABH (National Accreditation Board for Hospitals &amp; Healthcare);</li> <li>• Founder of India's largest medical equipment expo – MEDICALL.</li> </ul>	As provided in the explanatory statement

Name of the Director	Re-appointment	Re-appointment	Re-appointment	Appointment
	Dr S Vijayabaskaran	Dr S Chandrakumar	Dr S Manivannan	Mr. Mohan Srinivasan
Experience/Expertise in specific functional area	Accounting, Finance, Law, Business Management, Operations, Risk Management, Fund Management, General Administration	Accounting, Finance, Law, Business Management, Operations, Risk Management, Fund Management, General Administration	Accounting, Finance, Law, Business Management, Operations, Risk Management, Fund Management, General Administration	Accounting, Finance, Law, Risk Management, Fund Management, General Administration
List of Public Limited Companies in which outside directorships held	Nil	Sri Kauvery Medical Care (India) Limited	Sri Kauvery Medical Care (India) Limited	Relyon Softech Limited
Chairman/ Member of the committee of Board of Directors of the company	Nil	Member in Stakeholder Relationship Committee	Member in 1) Audit Committee 2) Stakeholder Relationship Committee	Nil
Membership/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Nil	Nil	Nil	Nil
No. of board meetings attended during the year	3	4	4	NA
Relationship with Directors inter-se	Brother of Dr S Chandrakumar, Director	Brother of Dr S Vijayabaskaran, Director	Nil	Nil



## **EVSN 240830036**

### **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 of 2 working 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#](http://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.