



KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

Excellence in Healthcare

99 Avanashi Road, Coimbatore – 641 014

Phone: +91 422 4323800, 3083800 E-mail: secretarialdept@kmchhospitals.com

Website: www.kmchhospitals.com CIN: L85110TZ1985PLC001659

NOTICE OF POSTAL BALLOT

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, that the Resolution appended below is proposed to be passed as a Special Resolution by the Members of Kovai Medical Center and Hospital Limited (the “Company”) by way of Postal Ballot including voting by electronic means (“e-voting”).

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolution setting out the material facts and the reasons thereof, is appended along with a postal ballot form (“Postal Ballot Form”).

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company, at their meeting held on 9th February 2019, has appointed Dr. C.V.Madhusudhanan (Membership No. FCS 5367; CP 4408) failing him Dr.K.S.Ravichandran (Membership No.FCS 3675; CP 2160), Partners of M/s KSR & Co Company Secretaries LLP, Practising Company Secretaries, as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.

The Members are requested to carefully read the instructions indicated in the Notice and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed postage prepaid self-addressed business reply envelope, so as to reach the Scrutinizer, on or before 5.00 pm (IST) on Saturday, the 23rd March 2019. Postal Ballot Forms received after that date will be strictly treated as invalid. In compliance with the provision of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also offering facility of e-voting to all its Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes printed overleaf of the Postal Ballot Form for casting of votes by e-voting. Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Managing Director or any person authorized by him. The results of the Postal Ballot will be announced not later than 48 hours of conclusion of the voting through Postal Ballot / e-voting. The said results would be displayed on the portal of the Company (www.kmchhospitals.com) and intimated to BSE Limited where the shares of the Company are listed.

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 Regulation 17(1)(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018], the consent of the members be and are hereby accorded to continue the holding of the office of Director (non-executive) by Mr.Kasi K Goundan (DIN: 01145935), Mr. A.K. Venkatasamy (DIN: 00036191) and Dr. M.A. Muthusethupathi (DIN: 02766069) who have attained /crossed the age of 75 years as Independent Directors of the company for the remaining period of their present term (upto 02.09.2019), which was approved by the members at their 28th Annual General Meeting held on 3rd September 2014.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.

By order of the Board of Directors
For Kovai Medical Center and Hospital Limited

Place: Coimbatore
Date : 09.02.2019

S.P. Chittibabu
Company Secretary

NOTES

1. In terms of Regulation 22(16) of the Rules read with Section 110 of the Companies Act 2013, the item of business set out in the Postal Ballot Notice is sought to be passed through postal ballot by means of Special Resolution. Physical ballot is also sent to those shareholders who have not registered their email ids to the Company/Depository Participants(s).
2. Voting rights of every member shall be reckoned as on 15th February 2019 (the "Cut-off Date") for postal ballot and any recipient of this Postal Ballot Notice who has no voting rights as on the Cut-off Date should treat the same as intimation only.
3. Member's voting rights shall be in proportion to his/ her share of the paid up equity share capital of the Company as on the Cut off Date.
4. The Statement setting out Material Facts relevant to the aforesaid resolutions as per Section 102 of the Act is enclosed.
5. Voting through electronic means or physical means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members, the facility to exercise their right to vote by remote or electronic means in respect of the resolution proposed herein through e-Voting Services provided by National Securities Depository Limited (NSDL).

Voting through electronic means shall be open from 9.00 am (IST) on Friday, the 22nd February, 2019 and shall close on Saturday, the 23rd March, 2019 at 5.00 pm (IST). Shareholders as on 15th February, 2019 shall be eligible for e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Instructions to members for voting through electronic means or by physical means, as the case may be, are provided hereunder:

- a) In respect of members who have received electronic service of notice, if such a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i) Open email and open PDF file viz; "kmchLtd.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password for e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
 - iii) Click on Shareholder – Login
 - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - vii) Select "EVEN" of KMCH LTD.
 - viii) Now you are ready for e-voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to madhu@ksrandco.in with a copy marked to evoting@nsdl.co.in
 - b) Persons who have become members of the Company after the date of dispatch of notice for Postal Ballot can contact the Company's Registrar – M/s GNSA Infotech Pvt Limited, STA Department, 'Nelson Chambers', F-Block, 4th Floor, No.115 Nelson Manickam Road, Aminthakarai, Chennai – 600 029 or by e-mail to sta@gnsaindia.com to obtain the login ID and password for e-voting or obtain instructions for generation of password.
 - c) In case a Member receives physical copy of the Postal Ballot Notice and Postal Ballot Form [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] but who prefer to vote electronically:
 - i) Initial password is provided as below/at the bottom of the Attendance Slip EVEN (E-voting Event Number) User ID and Password.
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
6. Members who do not have access to e-voting facility may send duly completed Ballot Form so as to reach the Scrutinizer not later than Saturday, the 23rd March, 2019 (5.00 pm – IST). Ballot Form received after the date will be treated as invalid. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes then voting done through e-voting shall prevail and ballot shall be treated as invalid.

7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
8. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.
9. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
10. Dr.C.V.Madhusudhanan, Practising Company Secretary (Membership No.FCS 5367; CP 4408) or failing him Dr.K.S.Ravichandran (Membership No.FCS 3675; CP 2160), Practising Company Secretary, Partners of M/s. KSR & Co Company Secretaries LLP, Coimbatore have been appointed as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
11. The Scrutinizer shall within a period not exceeding 2 (two) working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast 2 (two) witnesses not in the employment of the Company, count the votes received through physical ballot and e-voting and provide Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Managing Director of the Company.
12. Members are requested to carefully read the instructions herein and return the Postal Ballot Form duly completed and signed along with the indication of their assent (for) or dissent (against), in the pre-paid Envelope provided, so as to reach the Scrutinizer before close of working hours, i.e. 5.00 pm on or before the 23rd March, 2019 to be eligible for being considered as valid vote, failing which it will be strictly treated as invalid.
13. The date of completion of dispatch of the Postal Ballot Notice shall be announced through advertisement in newspapers i.e. at least one English national daily with wide circulation and one vernacular newspaper having circulation in Tamil Nadu in terms of Rule 22(3) of the Rules.
14. The result of voting by postal ballot will be announced on or before 25th March, 2019, 5.00 pm by posting the Scrutinizer's Report on the website of the Company being www.kmchhospitals.com and forwarding the same forthwith to the stock exchange where the shares of the Company are listed.
15. A member seeking duplicate postal ballot form or having any grievance pertaining to the postal ballot process can write to the Company's Registrar – M/s GNSA Infotech Pvt Limited, STA Department, 'Nelson Chambers', F-Block, 4th Floor, No.115 Nelson Manickam Road, Aminthakarai, Chennai – 600 029 or send mail to sta@gnsaindia.com

Statement setting out Material Facts pursuant to Section 102 of the Companies Act, 2013

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [as amended by SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018] notified on May 9, 2018 prescribes that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years on or after 1st April, 2019, unless a special resolution is passed to that effect. Mr.Kasi K Goundan, Mr.A.K. Venkatasamy and Dr.M.A. Muthusethupathi were appointed as Independent Directors of the Company for a term of 5 years pursuant to Section 149(4) of the Companies Act 2013 at the 28th Annual General Meeting of the Company held on 3rd September 2014 and they have attained the age of seventy five years.

In view of the said provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Nomination and Remuneration Committee discussed the matter and recommended the continuation of Directorship of the above Independent Directors for the remaining period of their term and to seek the approval of the shareholders accordingly.

MR. KASI K GOUNDAN

Mr. Kasi K Goundan, a post graduate in Materials Science and Metallurgical Engineering from University of Cincinnati, USA, he retired with more than 45 years of service as Principal Engineer from General Motors Corporation, Detroit, USA.

He participated actively in the initial fund raising programme of KMCH and has been associated with the Company as a Director since 1986. Mr. Kasi K Goundan's long corporate experience is highly valuable to KMCH.

MR. A.K. VENKATASAMY

Mr. A.K.Venkatasamy hails from a modest family of agriculturalists, an Electrical Engineer by qualification, and his entrepreneurial spirit drove him to establish Shanti Enterprises. Shanti Group of Companies, now has diverse activities including turnkey electrical projects, manufacturing of auto components and fragrance ingredients.

One of the early advisors to KMCH, he has been a Director of the Company since 1990. Having served in various Governmental Bodies, he is an active participant in the Board as an Independent Director.

DR. M.A. MUTHUSETHUPATHI

Dr. M.A. Muthusethupathi is a MD (General Medicine) and DM (Nephrology). He is a leading Nephrologist at Chennai and formerly the Professor and Head of the Dept. of Nephrology in Madras Medical College & Govt. General Hospital at Chennai. He has published numerous papers, articles and participated in various National and International Conferences. He has also won several awards from National and International Institutions.

He is in the Board since 2009 and contributes extensively in matters relating to Medicine to KMCH.

The above mentioned Independent Directors are experts in their respective fields and their experience and valuable guidance is beneficial to the Company.

The Board based on the recommendation of Nomination and Remuneration Committee and considering benefits of the expertise of the aforesaid independent Directors, has recommended the resolution for approval of shareholders by way of special resolution. Except the above Directors, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the resolution proposed for the approval of the members.

By order of the Board of Directors
For Kovai Medical Center and Hospital Limited

Place: Coimbatore
Date : 09.02.2019

S.P. Chittibabu
Company Secretary