



KOVAI MEDICAL CENTER AND HOSPITAL

NABH Accredited Hospital

Excellence in Healthcare



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Ref: KMCH/SEC/SE/2023-24/1985

25.08.2023

To

Corporate Relationship Department
BSE Limited
1 st Floor, New Trading Ring
Rotunda Building, P.J.Towers
Dalal Street,
Fort Mumbai - 400 001

Dear Sir,

Sub: Submission of Proceedings pursuant to Regulation 30 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015,
for the 37th Annual General Meeting of the Company held on 25th
August, 2023.

Ref: Security ID: KOVAI, Security Code: 523323

This is to inform that the 37th Annual General Meeting (AGM) of the Company was held on Friday 25th August, 2023 through Video conferencing (VC) / Other Audio-Visual Means (OAVM). In this regard we are enclosing the Proceedings of the AGM.

Kindly take the above on record.

Thanking you

Yours faithfully

For Kovai Medical Center and Hospital Limited

R.Ponmanikandan
Company Secretary





PROCEEDINGS OF THE 37th ANNUAL GENERAL MEETING OF KOVAL MEDICAL CENTER AND HOSPITAL LIMITED, HELD ON FRIDAY, THE 25th AUGUST 2023 THROUGH VIDEO CONFERENCING / OTHER AUDIO VISUAL MEANS.

Meeting started at 04.00 p.m

Meeting concluded at 05.22 p.m

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 37th Annual General Meeting (AGM) of the Company was held on Friday, the 25th day of August, 2023 at 4.00 p.m (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. 20/2020 dated 5th May 2020 read with Circular No. 14/2020 dated 8th April 2020 and Circular No. 17/2020 dated 13th April 2020 and 13th January 2021, Circular No. 2/2022 dated 5th May 2022 and Circular No.10/2022 dated 28.12.2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular(s) No.SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/II dated 15th January, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 the proceedings of the said meeting is given hereunder:

The following Directors were present at the 37th Annual General Meeting through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

S.No	Name of the Director	Designation
1	Dr.Nalla G Palaniswami	Managing Director
2	Dr.Thavamani Devi Palaniswami	Joint Managing Director
3	Dr.Arun N Palaniswami	Executive Director
4	Dr Mohan S Gounder	Non- Independent Director
5	Dr.M.C.Thirumoorthi	Non- Independent Director
6	Dr.Purani P Palaniswami	Non- Independent Director
7	Mr. Kasi K Goundan	Independent Director
8	Mr.A.M.Palanisamy	Independent Director and Chairman of Audit Committee, Stakeholders Committee and Nomination and Remuneration Committee.
9	Dr. M.Manickam	Independent Director
10	Mr.K.Saminathan	Independent Director
11	Mrs.R.Bhuvaneshwari	Independent Director
12	Mr.A.P.Ammasaiutti	Independent Director
13	Dr.K.Kolandaswamy	Independent Director

Chief Financial Officer : CA.P.K.Gopikrishnan
Company Secretary : CS.R.Ponmanikandan
Statutory Auditor : C.S. Sathyanarayanan
Secretarial Auditor : Dr.C.V.Madhusudhanan



Members attended

Present: 53

CA.P.K.Gopikrishnan, Chief Financial Officer welcomed the Members and informed that this 37th Annual General Meeting of Kovai Medical Center and Hospital Limited was being held through Video Conferencing / Other Audio-Visual Means ("VC/OAVM") facility. Being the requisite quorum for the meeting present the Chief Financial Officer then introduced the Directors, Company Secretary, Statutory Auditor, Secretarial Auditor and Scrutinizer / Key Managerial Personnel present in the meeting. He further informed that Dr.Nalla G Palaniswami, Managing Director would chair the 37th Annual General Meeting.

CA.P.K.Gopikrishnan, Chief Financial Officer also informed that the registers as required under the Companies Act, 2013 and the Chairman's Statement has been made available electronically for inspection by the members during the AGM.

CA.P.K.Gopikrishnan, Chief Financial Officer informed that pursuant to the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (LODR) Regulations 2015, the company had provided the e-voting facility to the members of the company in respect of the 37th Annual General Meeting resolutions. The remote e-voting commenced on 22.08.2023(9.00 A.M.) and ended on 24.08.2023 (5.00 P.M.).

CA.P.K.Gopikrishnan, Chief Financial Officer informed further that the shareholders, who were present at the AGM and had not cast their vote through remote e-voting, has been provided an opportunity to cast their votes through e-voting during the Meeting. He further informed that evoting facility provided by the NSDL would remain open for the next 15 minutes after the meeting to enable the shareholders, who are present at the meeting and had not cast their votes through remote e-voting, to cast their votes electronically.

Dr.Nalla G Palaniswami, Managing Director occupied the Chair and welcomed the Shareholders and the Directors for the 37th Annual General Meeting.

The Chairman informed that with the permission of the members present at the meeting, since the following had been already circulated were taken as read.

- i. The 37th Annual General Meeting Notice, Directors Report along with the Annexures thereto, the Annual Financial Statements for the Financial Year ended 31.03.2023.
- ii. The Statutory Auditors Report for the Financial Year ended 31st March 2023.

The Chairman then delivered his speech to the shareholders. In his address to the shareholders he gave a brief update on the operational & financial performance, outlook of the company and Medical College.

C.S. Sathyanarayanan, Partner, M/s VKS Aiyer & Co., also accepted the Auditors Report for the year ended 31st March 2023.The Auditors Report has no adverse remarks.



The Chairman informed that the Practicing Company Secretary Dr.C.V.Madhusudhanan, Partner, M/s KSR & Co. Company Secretaries LLP, Coimbatore is appointed as the Scrutinizer to conduct the remote e-voting and e-voting process at the AGM in a fair and transparent manner and to ascertain the requisite majority. The Scrutinizer shall submit a Consolidated Scrutiniser's Report (E-voting and Ballot) within the prescribed time. The results along with the Scrutinizer's Report shall be placed on the company's website and communicated to BSE Limited.

AGM Resolutions

Item No.	Details of Agenda	Resolution
1.	Consider and adopt Audited Financial Statements, Report of the Board of Directors and Auditors for the Financial Year 2022-23.	Ordinary
2.	Declaration of dividend on equity shares for the financial year ended 31 st March 2023.	Ordinary
3.	Re-appointment of Dr.Arun N Palaniswami (DIN: 02706099) who retires by rotation as Director.	Ordinary
4.	Re-Appointment of M/s. VKS & Aiyer & Co, as statutory auditors of the Company.	Ordinary
5.	Re-appointment of Executive Director of the Company and approval of Remuneration payable to him.	Special
6.	Approval for increase in Remuneration of Dr. K.S.K Murugaiyan Holding an office or place of profit in the Company.	Ordinary
7.	Ratification of the appointment and the payment of remuneration to the Cost Auditor of the Company for the Financial year 2023-24.	Ordinary

Speaker Shareholders, who have registered, raised queries. The Chairman and the Chief Financial Officer replied to those queries.

The Chairman then thanked all the shareholders, Directors, Auditors who have joined the 37th Annual General Meeting through video conferencing facility/other audio-visual means.

The Meeting was concluded.

Kindly take the above on record.