



# KOVAI MEDICAL CENTER AND HOSPITAL

NABH Accredited Hospital

Excellence in Healthcare

99, Avanashi Road, Coimbatore - 641 014. INDIA | Phone : (0422) 4323800, 4324000, 6803000

E-mail : [billing@kmchhospitals.com](mailto:billing@kmchhospitals.com) | Web : [www.kmchhospitals.com](http://www.kmchhospitals.com) | CIN No : L85110TZ1985PLC001659



28.08.2023

Ref: KMCH/SEC/SE/2023-24/ 1987

To

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

Dear Sirs,

Sub: Submission of details regarding the voting results for the 37th Annual General Meeting of the members of the company held on 25th August 2023 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) under Regulation 44(3) of SEBI (LODR) Regulations 2015.

Ref: Security Name: KOVAI, Security Code: 523323

In continuation of our earlier letter dated 25th August 2023, we attach herewith the report received from the Scrutinizer for voting results.

The above documents are being uploaded on the company's website [www.kmchhospitals.com](http://www.kmchhospitals.com).

We request you to kindly take the same on record.

Thanking you  
Yours faithfully  
For Kovai Medical Center and Hospital Limited

  
R. Ponmanikandan  
Company Secretary





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KSR/CBE/K 49/548/2023-24

28<sup>th</sup> August, 2023

Dr. Nalla G. Palaniswami,  
Managing Director,  
Kovai Medical Center and Hospital Limited  
99, Avinashi Road,  
Coimbatore – 641 014.

Dear Sir,

**Sub: Report of the Scrutinizer on the remote e-voting and e-voting during the 37<sup>th</sup> Annual General Meeting (“AGM”) held on 25<sup>th</sup> August 2023 vide Notice Dated 29<sup>th</sup> May 2023 under Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations, 2015”).**

**1. Preamble:**

- a. The undersigned was appointed as Scrutinizer for the remote e-voting and e-voting at the 37<sup>th</sup> Annual General Meeting in respect of resolutions proposed vide Notice dated 29<sup>th</sup> May 2023 (Notice) of **Kovai Medical Center and Hospital Limited (CIN: L85110TZ1985PLC001659)** (the Company) as per the provisions of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, read with Regulation 44 of the SEBI (LODR) Regulations, 2015 further read with Circulars issued by Ministry of Corporate Affairs (“MCA”) via General Circular No.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022, Secretarial Standard on General Meetings issued by the Institute of Company secretaries of India.
- b. As per the said Notice, the cutoff date for ascertaining voting rights of shareholders for remote e-voting and e-voting at the AGM was Friday, 18<sup>th</sup> August 2023.



**CENTRAL OFFICE :**

7C, Mayflower Signature,  
No. 365/13, Avinashi Road, Peelamedu,  
**Coimbatore - 641 004.**

Phone : (0422) 2302867 / 68, 2305676, 4982868, 4952868  
E-mail : info@ksrandco.in

**BRANCH OFFICE :**

Flat No. 1, 26/27, Venkatesham Flat,  
Gopal Street, T. Nagar,  
**Chennai - 600 017.**

Phone : (044) 24337620  
E-mail : chennai@ksrandco.in

**BRANCH OFFICE :**

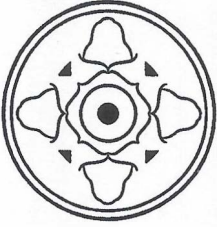
S-311, 3rd Floor, South Block,  
Manipal Centre, No. 47, Dickenson Road,  
**Bangalore - 560 042.**

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*Handwritten signature of Dr. Nalla G. Palaniswami*



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- c. The remote e-voting commenced on Tuesday, 22<sup>nd</sup> August 2023 at 9.00am (IST) and ended on Thursday 24<sup>th</sup> August, 2023 at 5.00pm (IST). Further e-voting was enabled during the AGM to enable voting by those shareholders who could not vote earlier.

**2. Scrutiny of votes poled during remote e-voting and e-voting during AGM:**

- a. The reports on remote e-voting and the e-voting during the AGM was opened and downloaded after the completion of the AGM from the portal of National Securities Depository Limited (NSDL) on 25<sup>th</sup> August 2023 (Friday), in respect of the resolutions as proposed in the said Notice.
- b. A total of approximately 97 shareholders have voted successfully using the remote e-voting facility and e-voting during the AGM. The summary of the votes cast for and against the 07 (Seven) resolutions as per the said Notice and as extracted from the summary report of remote e-voting and e-voting during the AGM from the said NSDL portal is annexed as **Annexure**.

**3. Resolution- Law Applicable:**

a. **Ordinary Resolution:**

In terms of Section 114(1) of the Companies Act, 2013 a resolution shall be an ordinary resolution, if the notice required under this Act has been duly given and it is required to be passed by the votes cast, whether on a show of hands, or electronically or on a poll, as the case may be, in favour of the resolution, including the casting vote, if any, of the Chairman, by members who, being entitled so to do, vote in person, or where proxies are allowed, by proxy or by postal ballot, exceed the votes, if any, cast against the resolution by members, so entitled and voting.

b. **Special Resolution:**

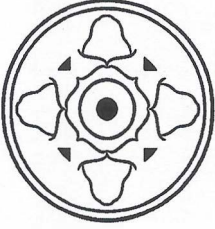
In terms of Section 114(2) of the Companies Act, 2013 a resolution shall be a special resolution when—

- (a) the intention to propose the resolution as a special resolution has been duly specified in the notice calling the general meeting or other intimation given to the members of the resolution;



*M. S. Srinivasan*





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- (b) the notice required under this Act has been duly given; and
- (c) the votes cast in favour of the resolution, whether on a show of hands, or electronically or on a poll, as the case may be, by members who, being entitled so to do, vote in person or by proxy or by postal ballot, are required to be not less than three times the number of the votes, if any, cast against the resolution by members so entitled and voting.

**4. Result:**

On a perusal of the said summary report, it can be seen that all the 07 (Seven) resolutions as per the said Notice has been passed satisfying the requirement of minimum threshold for passing ordinary and/ or special resolutions as explained above.

5. The detailed shareholder wise voting pattern by e-voting as downloaded from NSDL has been submitted separately by e-mail to the Company Secretary of the company.
6. As a Scrutinizer, I have performed my duties in compliance of the provisions of Section 108 read with Rule 20 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company secretaries of India.

Place: Coimbatore

For KSR & Co Company Secretaries LLP

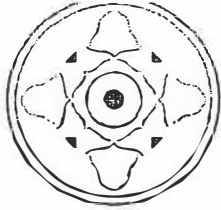
Date: 28<sup>th</sup> August, 2023

**Dr.C.V.MADHUSUDHANAN**  
Partner (FCS 5367; CP 4408)  
SCRUTINIZER FOR REMOTE AND AGM  
E-VOTING  
UDIN: F005367E000877117  
PR No. 2635/2022

**For KOVAI MEDICAL CENTER  
AND HOSPITAL LIMITED**

**Dr. NALLA G PALANISWAMI**  
Managing Director

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**ANNEXURE**

**KOVAI MEDICAL CENTER AND HOSPITAL LIMITED**

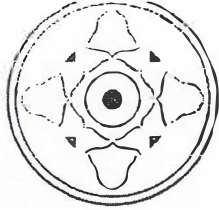
**POSITION OF REMOTE E-VOTING AND E-VOTING DURING THE ANNUAL GENERAL MEETING  
HELD ON 25<sup>th</sup> AUGUST, 2023**

RES. NO	SUBJECT MATTER OF THE RESOLUTION	NATURE OF BUSINESS	RESOLUTION VOTING REQUIREMENT	VOTES FOR		VOTES AGAINST		RESULT
				Value	%	Value	%	
1.	To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023 and the Report of the Directors and the Auditors thereon	Ordinary	Ordinary	6537886	100	0	0	Passed
2.	To declare dividend on equity shares for the financial year ended 31st March, 2023.	Ordinary	Ordinary	6538521	100	0	0	Passed



*Malanni Suresh*





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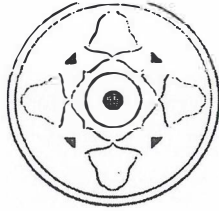
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3.	To appoint a director in place of Dr. Arun N Palaniswami (DIN: 02706099), who retires by rotation and being eligible, seeks reappointment.	Ordinary	Ordinary	6535194	99.95	3327	0.05	Passed
4.	Re-Appointment of M/s. VKS Aiyer & Co, as statutory auditors of the Company	Ordinary	Ordinary	6538475	99.99	46	0.01	Passed
5.	Re-appointment of Dr. Arun N Palaniswami, Executive Director of the Company and approval of Remuneration payable to him	Special	Special	6538275	99.99	246	0.01	Passed
6.	Approval for increase in Remuneration of Dr. K.S.K Murugaiyan Holding an office or place of profit in the Company	Special	Ordinary	4991823*	95.80	219112	04.20	Passed



*M. Palaniswami*





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7.	Reappointment of Cost Auditor for the Company and fixing their Remuneration	<b>Special</b>	<b>Ordinary</b>	6538521	100	0	0	Passed
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\*Excludes votes cast in favour by all related parties

  
**Dr.C.V.MADHUSUDHANAN**  
Partner (FCS 5367; CP 4408)  
**SCRUTINIZER FOR REMOTE AND VENUE E-VOTING**  
UDIN: F005367E000877117  
PR No. 2635/2022

Date: 28-08-2023  
Place: Coimbatore

For KOVAI MEDICAL CENTER  
AND HOSPITAL LIMITED

  
Dr. NALLA G PALANISWAMI  
Managing Director