

28<sup>th</sup> September, 2018

BSE Limited  
Corporate Relationship Department  
P J Towers  
Dalal Street, Fort,  
Mumbai – 400 001.

Dear Sir/ Madam,

**Sub:** Summary of proceedings of the 35<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2018 under Regulation 30 – Part A of Schedule III of SEBI (LODR) Regulations, 2015

**Ref:** Security code: 524520; Security ID: KMCSHIL

This is to inform that the 35<sup>th</sup> Annual General Meeting of the Company was held today i.e. 28<sup>th</sup> September, 2018 at 10:30 AM for the business mentioned in the notice of the Annual General Meeting dated 30<sup>th</sup> August, 2018. In this regard, please find enclosed summary of proceedings of the 35<sup>th</sup> Annual General Meeting.

Kindly acknowledge receipt of the same.

Thank you,  
With regards,

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



**SATHYAN G**  
**COMPANY SECRETARY**



**Regd. Office**  
**KMC Speciality Hospitals (India) Ltd**  
CIN - L85110TN1982PLC009781  
No. 6, Royal Road, Cantonment, Trichy - 620 001.  
T 0431-4077777 F 0431 - 2415402  
E info@kauveryhospital.com W www.kauveryhospital.com

**SUMMARY OF PROCEEDINGS OF THE 35<sup>TH</sup> ANNUAL GENERAL MEETING OF KMC SPECIALITY HOSPITALS (INDIA) LIMITED HELD ON FRIDAY, 28<sup>TH</sup> SEPTEMBER, 2018 AT 10:30 AM AT HOTEL BREEZE RESIDENCY, MC DONALD'S ROAD, TRICHY, TAMILNADU – 620001.**

**DIRECTORS PRESENT:**

- |                            |   |   |
|----------------------------|---|---|
| CA S Chenthilkumar         | - | Chairman and Independent Director<br><i>(Chairman – Audit Committee and Member – Nomination &amp; Remuneration Committee)</i> |
| Dr S Chandrakumar          | - | Managing Director   |
| Dr S Manivannan            | - | Non-Executive Director<br><i>(Member – Audit Committee)</i>   |
| Dr S Aravindan             | - | Non-Executive Director  |
| Dr T Senthilkumar          | - | Non-Executive Director<br><i>(Chairman – Stakeholder Relationship Committee)</i>  |
| Mr A Krishnamoorthy        | - | Independent Director<br><i>(Chairman – Nomination &amp; Remuneration Committee and Member – Audit Committee)</i>              |
| Mr N Bala Baskar           | - | Independent Director<br><i>(Member – Audit Committee and Nomination &amp; Remuneration Committee)</i>                         |
| Mrs Jayanthi Narayanaswamy | - | Independent Director  |



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**IN ATTENDANCE:**

Mr S Badrinarayan	-	Chief Financial Officer
Mr Sathyan G	-	Company Secretary
Mr J Manikandan	-	Group Company Secretary
Mr M Alagar	-	M/s Alagar & Associates Secretarial Auditors & Scrutinizer (e-voting & poll)

**CHAIRMAN:**

CA S Chenthilkumar, Chairman and Independent Director chaired the meeting.

**Members present:**

36 (Thirty Six) members attended the meeting and there were no proxies.

At 10:30 AM, the Chairman commenced the proceedings of the meeting by welcoming the members to the 35<sup>th</sup> Annual General Meeting and informed that as per the provisions of Section 103 of the Companies Act, 2013 the requisite quorum was present and declared the meeting in order.

The Chairman then introduced the Directors and Senior Executives on the dias and also informed that the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170, Register of Contracts or arrangements in which Directors are interested maintained under Section 189 along with other statutory registers under the Companies Act, 2013 along with other documents mentioned in the notice of the Annual General Meeting and Proxy register were available for inspection by members at the venue during the meeting.

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The Chairman further informed that the notice convening the 35<sup>th</sup> Annual General Meeting, audited financial statements and the directors' report were already circulated to the members along with the Annual Report and sought the permission of the members to treat them as read and the same was agreed by the members. The report of the Statutory Auditors and Secretarial Auditors did not contain any qualification / comments/ observations and the same was treated to be read as agreed by the members.

Both the Chairman and Managing Director delivered their speech on the financial performance of the Company.

Upon conclusion of their speech, the Chairman invited observations/ queries on the Company's operations and financial statements from the members. The Chairman, Managing Director and other senior executives answered the observations/ queries raised by the members satisfactorily and the Chairman thanked the shareholders for the active participation on behalf of the Company.

The Chairman further informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of remote e-voting facility to members which commenced on 25<sup>th</sup> September, 2018 at 10:00 AM and concluded on 27<sup>th</sup> September, 2018 at 05:00 PM and Mr M Alagar, M/s Alagar & Associates, Practicing Company Secretaries, Chennai were appointed as Scrutinizers by the Board for scrutinizing the e-voting and polling. He further informed that the Company is also providing voting facility through poll for the members who have not cast their votes through the said e-voting facility.

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The Chairman requested all members, who have not cast their votes though e-voting facility to participate in the poll process for the following resolutions:

S.No	Particulars	Resolution required (Ordinary/ Special)
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2018 together with the Report of the Board of Directors and the Auditors thereon.	Ordinary
2.	To appoint a Director in place of Dr S Manivannan (DIN: 00910804), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary
3.	To appoint a Director in place of Dr T Senthilkumar (DIN: 01742558), who retires by rotation and being eligible, offers herself for reappointment.	Ordinary
4.	Appointment of Dr S Chandrakumar (DIN: 01867847) as Executive Chairman (Whole-Time)	Special
5.	Appointment of Dr S Manivannan (DIN: 00910804) as Managing Director of the Company	Special
6.	Appointment of Dr S Aravindan (DIN: 05172690) as Non-Executive Director of the Company	Ordinary
7.	To approve related party transactions under section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Ordinary
8.	To approve limits of borrowing under section 180 (1) (c) and 180 (1) (a) of the Companies Act, 2013	Special
9.	To approve limits of investment(s), guarantee(s) and security (ies) under Section 186 of the Companies Act, 2013	Special
10.	To approve transactions under Section 185 of the Companies Act, 2013	Special


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11.	To re-appoint Mr S Chenthilkumar (DIN: 02621693) as Independent Director of the Company for a second term	Special
12.	To re-appoint Mr A Krishnamoorthy (DIN: 00386122) as Independent Director of the Company for a second term	Special
13.	To re-appoint Mr N Bala Baskar (DIN: 00469656) as Independent Director of the Company for a second term	Special
14.	To appoint Mrs Jayanthi Narayanaswamy (DIN: 07143462) as Independent Director of the Company	Ordinary
15.	To appoint Mr A Ganesan (DIN:02122660) as Nominee Director of the Company	Ordinary

The members then casted their votes through poll and deposited the same in the ballot box placed at the meeting venue.

The Chairman informed that the combined results of e-voting and the poll would be declared on or before 30<sup>th</sup> September, 2018 and authorized Mr Sathyan G, Company Secretary to declare the said results. The combined results along with the Scrutinizer's Report will be uploaded on the Company's website [www.kauveryhospital.com/investors#](http://www.kauveryhospital.com/investors#), website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and on the website of the Stock Exchange [www.bseindia.com](http://www.bseindia.com).

The Chairman thanked the members present for their continuous support and confidence in the Company and announced the formal closure of the 35<sup>th</sup> Annual General Meeting of the Company at 11:15 AM.

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



**SATHYAN G**  
**COMPANY SECRETARY**



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