

01<sup>st</sup> September, 2023

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

Dear Sir/Madam,

**Sub:** Notice of 40<sup>th</sup> Annual General Meeting for the year 2022-23

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

The Fortieth Annual General Meeting (40<sup>th</sup> AGM) of the Company is scheduled to be held on Wednesday, September 27, 2023 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, 2023	NA
Book Closure Date	From 21 <sup>st</sup> September, 2023 to 27 <sup>th</sup> September, 2023 (Both days inclusive)	NA
Commencement of e-Voting	24 <sup>th</sup> September, 2023	09:00 AM
End of e-Voting	26 <sup>th</sup> September, 2023	05:00 PM
Date of AGM	27 <sup>th</sup> September, 2023 through Video Conferencing	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 40<sup>th</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#).

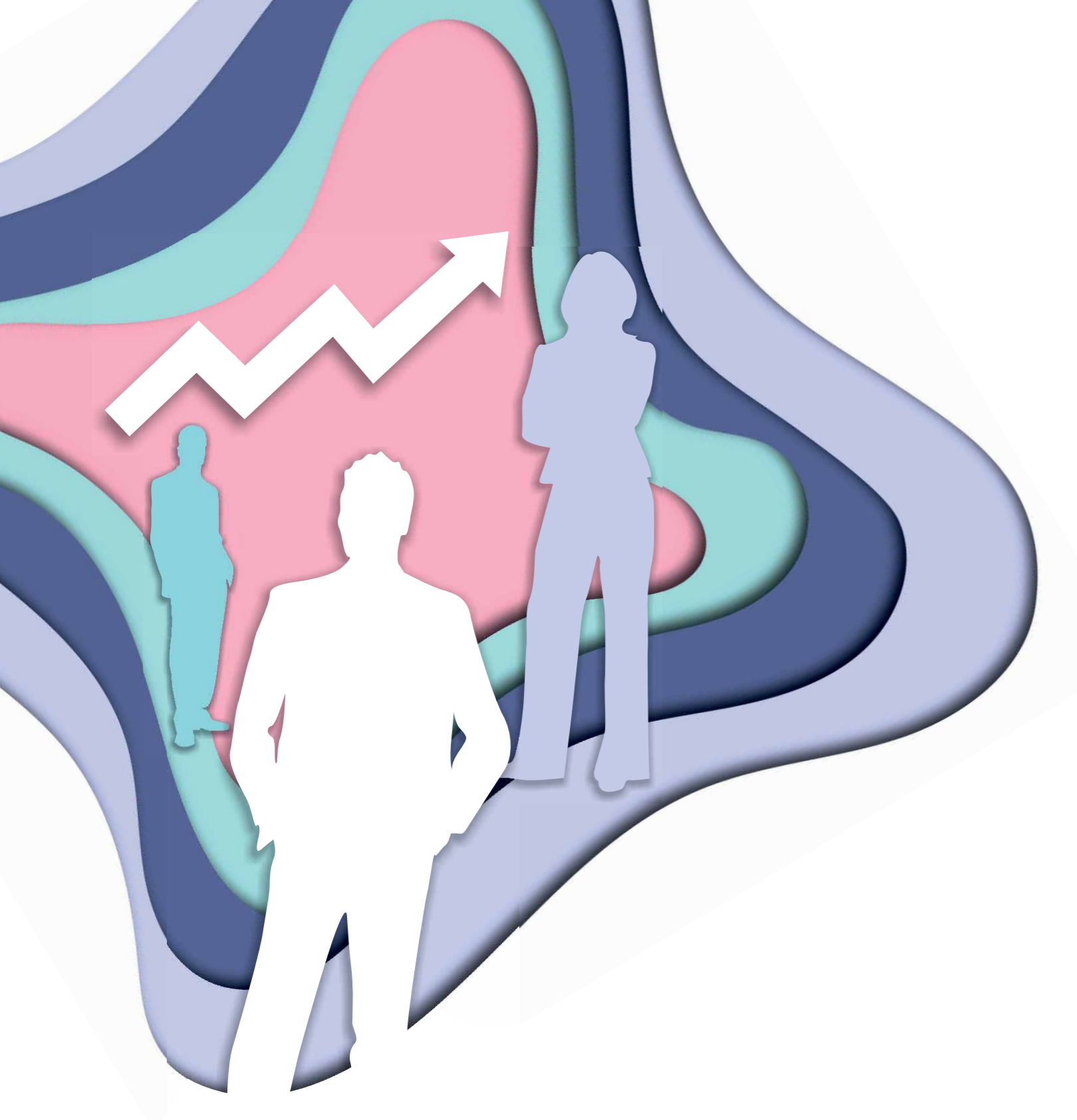
We request you to take the above on record as compliance with relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With regards,

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

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





# NOTICE TO SHAREHOLDERS

**KMC Speciality Hospitals  
(India) Limited**

**CIN:** L85110TN1982PLC009781

**Registered Office:**

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

## KMC Speciality Hospitals (India) Limited

CIN: L85110TN1982PLC009781

REGISTERED OFFICE: NO: 6, ROYAL ROAD, CANTONMENT, TRICHY - 620001

EMAIL ID: corporatecompliance@kauveryhospital.com | CONTACT NO.: 0431-4077777

### NOTICE TO SHAREHOLDERS

Notice is hereby given that the **FORTIETH ANNUAL GENERAL MEETING** of the Members of the Company will be held on **Wednesday, the 27th day of September, 2023 at 10:30 A.M. IST** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses:

#### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2023 together with the Report of the Board of Directors and the Auditors' thereon.**
- To appoint a Director in place of Dr T Senthil Kumar (DIN: 01742558), who retires by rotation and being eligible, offers himself for re-appointment.**

#### SPECIAL BUSINESS:

- Appointment of Dr. S Vijayabaskaran (DIN: 05139565), as a Non-Executive Non-Independent Director of the Company.**

*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 152, 161 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association of the Company and applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Dr. S Vijayabaskaran (DIN: 05139565), who was appointed as an Additional Director of the Company with effect from 11th August, 2023 by the Board of Directors of the Company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company and is liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or the Key Managerial Personnel be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- Ratification of remuneration to Cost Auditor for financial year 2022-23**

*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. 55,000/- (Rupees Fifty Five Thousand only)** plus applicable tax and reimbursement of out of pocket expenses for the financial year 2022-23, 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 2022-23, be and is hereby ratified."

- Ratification of remuneration to Cost Auditor for the financial year 2023-24**

*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. 55,000/- (Rupees Fifty Five Thousand only)** plus applicable tax and reimbursement of out of pocket expenses for the financial year 2023-24, 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 2023-24, be and is hereby ratified."

By the order of the Board

sd/-

**Sushma K**

Company Secretary

**Place:** Chennai

**Date:** 11<sup>th</sup> August, 2023

#### Notes:

- The Ministry of Corporate Affairs have issued various guidelines and circulars over the period with respect to conduct of the general meetings through VC/OAVM by the companies vide Circular No. 10/2022 dated December 28, 2022 ("MCA Circulars") Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The forthcoming Annual General Meeting ("AGM") of the Company will thus be held through video conferencing (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 40th Annual General Meeting shall be the Registered office of the Company.

- 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.
- 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 Obligations & Disclosure Requirements) Regulations 2015 (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 [www.kauveryhospital.com/investors#](http://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.

- 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.

5. 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.
6. 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.
7. 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.

8. 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.
9. In accordance with the aforesaid MCA Circular dated December 28, 2022 and SEBI circular dated January 05, 2023, the Notice of the AGM along with the Annual Report 2023 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 2023 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)
10. The 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 the respect of Item No. 3, 4 & 5 is annexed hereto and forms part of this notice. The profile of the directors seeking appointment/reappointment, as required in terms of clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith.
11. Details pursuant to Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / reappointment at the Annual General Meeting are annexed for item no. 2 & 3 of the Notice convening the Fortieth Annual General Meeting of the Company.
12. The Register of Members and the Share Transfer Books of the Company shall remain closed from 21st September, 2023 to 27th September, 2023 (both days inclusive).
13. 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 2018-19 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.
14. Further, pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, 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. Please note that as per the SEBI circular referred above, any folios wherein any of the PAN, KYC or Nomination details are not available with the RTA on or after April 01, 2023, shall be frozen by the RTA. The securities in such frozen folio will not be able to lodge any grievance or process any request from the RTA until the required details are furnished to the RTA or the securities are dematerialized, and shall be referred to authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025. For any queries or further assistance, members may write a mail to the RTA at [investor@cameoindia.com](mailto:investor@cameoindia.com) .

15. 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.
16. 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.
17. 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.
18. 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 24th September 2023 at 09:00 a.m. IST and ends on 26th September 2023 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 20th September 2023 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>

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.nsdl.com">https://eservices.nsdl.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.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or visit <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.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.nsdl.com/">https://www.evoting.nsdl.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. 1800 22 55 33
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.: 1800 1020 990 and 1800 22 44 30

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

- 1) Log on to the e-voting website 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 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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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 <b>OR</b> Date of Birth (DOB)	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. <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 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.
- 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, 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.

- 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 **7 days prior to meeting**, mentioning their name, demat account number/folio number, email id, mobile number at **corporatecompliance@kauveryhospital.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries **2 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **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.

- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 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.
- 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.**

- 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 /corporatecompliance@kauveryhospital.com**.
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 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. 1800 22 55 33

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 Futorex, 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. 1800 22 55 33.

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

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

##### **Item No. 3 : Appointment of Dr. S Vijayabaskaran (DIN:05139565), as a Non-Executive Non-Independent Director of the Company.**

Dr. S Vijayabaskaran was appointed by the Board of Directors as an Additional Director, effective August 11, 2023, subject to the approval of the Members of the Company. In terms of Section 161 of the Companies Act, 2013 ("Act"), Nomination & Remuneration Committee and the Board have recommended the appointment of Dr. S Vijayabaskaran as a Non-Executive, Non-Independent Director of the Company.

Pursuant to amendment (effective from January 01, 2022) to Regulation 17(1C) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Dr. S Vijayabaskaran shall hold office up to the date of next Annual General Meeting or for a period of Three (3) months from the date of appointment, whichever is earlier.

Further, the Company has also received from Dr. S Vijayabaskaran, the consent to act as a Director in terms of Section 152 of the Act and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Additional information in respect of Dr. S Vijayabaskaran, pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at **Annexure A** to this Notice.

There will not be any remuneration payable to Dr S Vijayabaskaran except sitting fees & reimbursement of expenses at actuals if any

Except Dr. S Vijayabaskaran the appointee and his relative Dr S Chandrakumar, Executive Chairman (Whole-time) of the Company, 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 their shareholding, if any

Accordingly, the Board of Directors recommends the resolution set forth in Item No. 3 for approval of members as Ordinary Resolution.

##### **Item No. 4: Ratification of remuneration to Cost Auditor.**

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 for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted 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 company had appointed M/s Thanigaimani & Associates, Cost Accountants (Registration No. 101899) as Cost Auditor of the company on August 12, 2022 to conduct the audit for the Financial Year 2022-23, and remuneration of the cost auditor was approved by the shareholders at the Annual General Meeting held on September 27, 2022.

On March 09, 2023, M/s Thanigaimani & Associates resigned as Cost Auditors of the Company due to pre-occupations. On account of this casual vacancy, the Board considered the recommendations of the Audit Committee and appointed M/s G Sugumar & Co. (Firm Registration No. 102522), as the Cost Auditors of the Company for Financial Year 2022-23 at a remuneration of Rs 55,000/- (Rupees Fifty Five Thousand only)(plus applicable taxes and reimbursement of out-of-pocket expenses)

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.

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, 2023.

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 their shareholding, if any.

Accordingly, the Board of Directors recommends the resolution set forth in Item No. 4 for approval of members as Ordinary Resolution.

**Item No. 5: Ratification of remuneration to Cost Auditor.**

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 for products covered under the Companies (Cost Records and Audit) Rules, 2014 to be conducted 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 11, 2023 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 2023-24 and a remuneration of Rs. 55,000/- (Rupees Fifty Five Thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses) payable to the Cost Auditors for FY 2023-24.

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 2023-24. The Board, also on the recommendations of the Audit Committee approved the remuneration of Rs. 55,000 /- (Rupees Fifty Five Thousand only) (excluding applicable taxes and reimbursement of out-of-pocket expenses) payable to Cost Auditors for FY 2023-24. 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, 2024.

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 their shareholding, if any.

Accordingly, the Board of Directors recommends the resolution set forth in Item No. 5 for approval of members as Ordinary Resolution.

**Annexure - A**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING  
(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standards)**

**Item No: 2**

Name of the Director	Re-appointment
	Dr T Senthil Kumar
Director Identification Number	01742558
Type	Director
Age & Date of Birth	62 years 02.07.1961
Date of Appointment/ Re- appointment	29.09.2016
Qualification	M.B.B.S., MS, M.Ch, FIACS
Number of Equity shares held	1287136
Experience/Expertise in specific functional area	General Administration and Cardiology
List of Public Limited Companies in which outside directorships held	Nil
Chairman/ Member of the committee of Board of Directors of the company	Nil
Membership/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Nil
No. of board meetings attended during the year	4
Relationship with Directors inter-se	Nil

**Item No: 3**

Name of the Director	Appointment
	Dr S Vijayabaskaran
Director Identification Number	05139565
Type	Director
Age & Date of Birth	54 years, 02/07/1969
Date of Appointment/ Re- appointment	11/08/2023
Qualification	MSc.(AG), PH D, PGDBA, PGDHA
Number of Equity shares held	NIL
Experience/Expertise in specific functional area	Accounting, Finance, Law, Business Management, Operations, Risk Management, Fund Management, General Administration
List of Public Limited Companies in which outside directorships held	Nil
Chairman/ Member of the committee of Board of Directors of the company	Nil
Membership/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Nil
No. of board meetings attended during the year	NA
Relationship with Directors inter-se	Brother of Dr S Chandrakumar



## EVSN 230828088

### 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.

