

20<sup>th</sup> May, 2024

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

Dear Sir/Madam,

**Sub:** Regulation 30 - Disclosure of events or information under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - **Notice of Postal Ballot seeking the consent of the shareholders of the Company.**

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

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Postal Ballot Notice together with the Explanatory Statement being sent to the shareholders of the Company today (20<sup>th</sup> May 2024), seeking their approval by way of special resolutions for:

1. Appointment of Mr. Sunil Satyapal Gulati (DIN:00016990 ) as a Non – Executive Independent Director.
2. Appointment of Mr. Ravichandran Purushothaman (DIN: 06584433) as a Non – Executive Independent Director.

The Schedule of Postal Ballot is mentioned below:

| Event                    | Date                     | Time (in IST) |
|--------------------------|--------------------------|---------------|
| Cut-off Date             | May 17, 2024 (Friday)    | NA            |
| Commencement of e-Voting | May 22, 2024 (Wednesday) | 09:00 AM      |
| End of e-Voting          | June 20, 2024 (Thursday) | 05:00 PM      |

A copy of the Notice of Postal Ballot being sent to the shareholders of the Company is enclosed herewith and the same is available on the website of the Company in the web link [www.kauveryhospital.com/investors#](http://www.kauveryhospital.com/investors#).

The results of the Postal Ballot will be declared within two working days from the conclusion of remote e-voting process i.e., June 20, 2024, and will be communicated to the stock exchanges as required under SEBI (LODR) Regulations 2015 and will also be made available on the website of the Company at [www.kauveryhospital.com/investors#](http://www.kauveryhospital.com/investors#).

You are requested to take the above information on your record.

With regards,  
 For **KMC Speciality Hospitals (India) Limited**

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

**Regd. Office :**  
**KMC Speciality Hospitals (India) Ltd.,**  
 CIN - L85110TN1982PLC009781  
 6, Royal Road, Cantonment, Trichy - 620 001.  
 P 0431 - 4077777, F 0431 - 2415402  
 E info@kauveryhospital.com | W www.kauveryhospital.com





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

CIN: L85110TN1982PLC009781

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

EMAIL ID: [corporatecompliance@kauveryhospital.com](mailto:corporatecompliance@kauveryhospital.com) | CONTACT NO: 0431-4077777

### **NOTICE OF POSTAL BALLOT**

Notice is hereby given to the Members of KMC Speciality Hospitals (India) Limited (the “Company”), pursuant to Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”) read together with the Companies (Management and Administration) Rules, 2014, as amended (“Management Rules”) read with the General Circular Nos. 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, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (“MCA”) (hereinafter collectively referred to as “the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and other applicable provisions of the Act, rules, circulars, notifications and regulations (including any statutory modifications or re-enactment thereof for the time being in force), that the Special Resolution(s) as set out in this Notice, be passed by the Members of the Company (as on the Cut-Off Date), by means of Postal Ballot by way of remote e-voting only (“remote e-voting”) i.e., by casting votes electronically instead of submitting postal ballot form.

| <b>S.No</b> | <b>Particulars</b>  |
|-------------|---|
| 1.          | Appointment of Mr. Sunil Satyapal Gulati (DIN:00016990 ) as a Non – Executive Independent Director      |
| 2.          | Appointment of Mr. Ravichandran Purushothaman (DIN: 06584433) as a Non – Executive Independent Director |

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA/Depositories. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for remote e-voting. The communication of the assent or dissent of the Members on the resolutions would only take place through the remote e-voting. The Company has engaged the Central Depository Services (India) Limited (“CDSL”) for facilitating e-voting.

The e-voting facility will be available during the following period:

|                                      |   |
|--------------------------------------|---|
| Commencement of e-voting period      | May 22, 2024 (Wednesday) at 09:00 hrs IST |
| Conclusion of e-voting period        | June 20, 2024 (Thursday) at 17:00 hrs IST |
| Cut-off date for eligibility to vote | May 17, 2024 (Friday)                     |

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on June 20, 2024 (Thursday) and will be disallowed thereafter.

The Company has appointed Mr. M Alagar, Practicing Company Secretary, as the Scrutinizer, for conducting the Postal Ballot process through remote e-voting, in a fair and transparent manner and required consent for such appointment has been received.



The Scrutinizer will submit his report to the Chairman of the Company (“the Chairman”) or any other person authorized by the Chairman, and the result will be announced within 2 working days from the conclusion of the e-voting period on June 20, 2024. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. June 20, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.



## RESOLUTIONS

### **ITEM NO 1: Appointment of Mr. Sunil Satyapal Gulati (DIN:00016990) as Non - Executive Independent Director**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150,152, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Sunil Satyapal Gulati (DIN:00016990 )** who was appointed as an Additional Director in the capacity of Non – Executive Independent Director with effect from April 01, 2024 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby appointed as an Non – Executive Independent Director of the Company for a period of 5 (five) years with effect from April 01,2024 till March 31, 2029, and that he shall not be liable to retire by rotation.

### **ITEM NO 2: Appointment of Mr. Ravichandran Purushothaman (DIN: 06584433) as Non - Executive Independent Director**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150,152, 161(1), Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") read with the rules framed thereunder, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and recommendations of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Ravichandran Purushothaman (DIN: 06584433)** who was appointed as an Additional Director in the capacity of Non – Executive Independent Director with effect from April 01, 2024 who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations be and is hereby appointed as an Non – Executive Independent Director of the Company for a period of 5 (five) years with effect from April 01,2024 till March 31, 2029, and that he shall not be liable to retire by rotation.

Date: May 13, 2024  
Place: Chennai

By the order of the Board  
For KMC Speciality Hospitals (India) Limited

S/d  
Sushma K  
Company Secretary



## Notes:

1. The Explanatory Statements for the proposed Special Resolution(s) pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) forms part of the Explanatory Statement forming part of this Notice is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s)/RTA, as on May 17, 2024 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI (LODR) Regulations 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on May 17, 2024, being the Cut-off Date fixed for the purpose.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. June 20, 2024. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting on June 20, 2024 and will also be displayed on the Company website <https://www.kauveryhospital.com/investors> , the website of CDSL [www.cdslindia.com](http://www.cdslindia.com) and communicated to the stock exchanges [www.bseindia.com](http://www.bseindia.com) and Registrar and Share Transfer Agent (RTA).
6. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch of notice until the last date for receipt of votes by e-voting i.e. June 20, 2024 Members may send their requests to [cs.kmcshil@kauveryhospital.com](mailto:cs.kmcshil@kauveryhospital.com) from their registered e-mail address mentioning their names, folio numbers or DP ID and Client ID during the voting period.



7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.kauveryhospital.com/investors>, websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.cdslindia.com](http://www.cdslindia.com).
8. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id [cs.kmcshil@kauveryhospital.com](mailto:cs.kmcshil@kauveryhospital.com) , from their registered email address, mentioning their name, folio number/DP ID-Client ID.
9. The e-voting period will commence from May 22, 2024 (Wednesday) at 09:00 hrs IST and ends on June 20, 2024 (Thursday) at 17:00 hrs IST. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date May 17, 2024, may cast their vote by remote e-voting.
10. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [investor@cameoindia.com](mailto:investor@cameoindia.com). Members may follow the process detailed below for availing other services from RTA:

| Type of Holder | Process to be followed   |                            |
|----------------|--|----------------------------|
| Physical       | For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, M/s Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai – 600002 , Email: <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a> |                            |
|                | Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode  | <a href="#">Form ISR 1</a> |
|                | Update of signature of securities holder   | <a href="#">Form ISR 2</a> |
|                | For nomination as provided in the Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014   | <a href="#">Form SH 13</a> |
|                | Declaration to opt out   | <a href="#">Form ISR 3</a> |
|                | Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee   | <a href="#">Form SH 14</a> |
|                | Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical form   | <a href="#">Form ISR 4</a> |
|                | The forms for updating the above details are available at <a href="https://www.kauveryhospital.com/investors">https://www.kauveryhospital.com/investors</a>  |                            |
| Demat          | Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.  |                            |



11. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA investor@cameoindia.com. The forms for updating the same are available at <https://www.kauveryhospital.com/investors> . Members holding shares in electronic form are requested to submit their PAN to their depository participant(s).

**INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:**

- (i) The voting period begins on May 22, 2024 (Wednesday) at 9:00 AM IST and ends on June 20, 2024 (Thursday) at 5:00 PM IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of May, 17 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

**Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, 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. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

| Type of shareholders   | Login Method  |
|--|---|
| Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</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 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 &amp; New System Myeasi Tab.</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</li></ol> |



|   |  |
|---|--|
|   | <p>provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"><li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL 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. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>  |
| <p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p> | <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 by typing 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.</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 click at <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 by typing 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.</li></ol> |
| <p>Individual Shareholders (holding securities in</p>                                       | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you</p>  |



|  |  |
|--|--|
| demat mode)<br>login through<br>their<br><b>Depository<br/>Participants<br/>(DP)</b> | 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. |
|--|--|

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| 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         |

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

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

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://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 Folio Number registered with the Company.



- 4) Next 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](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 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<br><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 shareholder 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 NAME> 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 to change your vote, click on “CANCEL” 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 Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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.
  - It is Mandatory that, 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 mandatory 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; [cs.kmcshil@kauveryhospital.com](mailto:cs.kmcshil@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.



**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. 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 **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. 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 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 Futurex, 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 at toll free no. 1800 22 55 33.



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

The Board of Directors of the Company, with the objective of bringing in wider scope of experience and expertise and to strengthen the independence of the Board and its committees, has appointed Mr. Sunil Satyapal Gulati (DIN:00016990) & Mr Ravichandran Purushothaman (DIN: 06584433) as Non – Executive Independent Directors of the Company w.e.f. April 01, 2024, subject to the approval of the shareholders.

### **Explanation relating to Resolution No. 1:**

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and Articles of Association of the Company, the Board of Directors (“the Board”) of the Company based on the recommendation of the Nomination and Remuneration Committee (“the Committee) and subject to the approval of shareholders, approved the appointment of Mr. Sunil Satyapal Gulati (DIN:00016990) as a Non-Executive Independent Director (Additional Director) of the Company, with effect from April 01, 2024 for a term of five consecutive years.

Mr. Sunil Satyapal Gulati possesses requisite skills, experience, knowledge and capabilities identified by the Committee and the Board as required for the role of an Independent Director of the Company. He has expertise in the areas of Accounting, Finance, Banking, Risk Management, Business Management and General Management and possesses appropriate skills, expertise and competencies required at the Board.

Considering Mr. Sunil Satyapal Gulati’s experience and professional competence, his appointment on the Board is in the overall interest of the Company. His expertise in the above mentioned areas, understanding of different business environment and experience of working with large corporates will be of great value for the Company. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Mr. Sunil Satyapal Gulati fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

### **Brief Profile of Mr. Sunil Satyapal Gulati**

Directorship in other Companies and committee positions held by Mr. Sunil Satyapal Gulati are as follows:

| <b>Sr. No</b> | <b>Name of the Company</b>                                    | <b>Directorship</b> | <b>Committee positions</b>   |
|---------------|---|---------------------|--|
| <b>1</b>      | Fedbank Financial Services Limited                            | Director            | Risk Management Committee - Chairman<br>Audit Committee - Member   |
| <b>2</b>      | Tapstart Capital Private Limited                              | Director            | NA   |
| <b>3</b>      | Revgro Capital Private Limited                                | Director            | NA   |
| <b>4</b>      | Samunnati Financial Intermediation & Services Private Limited | Director            | Audit Committee – Chairman<br>Risk Management Committee - Chairman<br>IT Strategy - Chairman<br>Nomination & Remuneration Committee - Member |
| <b>5</b>      | SBI Mutual Fund Trustee Company Private Limited               | Director            | Risk Management Committee - Chairman   |
| <b>6</b>      | Arthan Finance Private Limited                                | Director            | NA   |
| <b>7</b>      | Merisis Advisors Private Limited                              | Director            | NA   |



|           |  |                     |  |
|-----------|--|---------------------|--|
| <b>8</b>  | Kinara Capital Private Limited                       | Director            | Audit Committee - Chairman<br>Risk Management Committee - Chairman<br>Nomination & Remuneration Committee - Member |
| <b>9</b>  | Perfios Account Aggregation Services Private Limited | Director            | Audit Committee - Member<br>Nomination & Remuneration Committee - Chairman   |
| <b>10</b> | Adani Digital Services Private Limited               | Additional Director | -  |
| <b>11</b> | Sri Kauvery Medical Care (India) Limited             | Additional Director | Audit Committee - Chairman<br>Nomination & Remuneration Committee - Chairman                                       |

Mr. Sunil Satyapal Gulati is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has received a declaration from Mr. Sunil Satyapal Gulati confirming he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Sunil Satyapal Gulati is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. Further, Mr. Sunil Satyapal Gulati is not debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority.

Copy of the draft letter of appointment of Mr. Sunil Gulati as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection provided in note no. 6 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company <https://www.kauveryhospital.com/investors>

Mr. Sunil Satyapal Gulati for himself and through his relatives, to the extent of their shareholding, if any, in the Company and to the extent of remuneration which he may receive from the Company, may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out under business item no. 1 of the notice. Apart from receiving sitting fees as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mr. Sunil Satyapal Gulati does not have any other pecuniary relationship with the Company. He is also not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

In the opinion of the Board, Mr. Sunil Satyapal Gulati possesses expertise and knowledge required at the Board, fulfils the conditions specified in the Act and the rules framed thereunder read with the provisions of the SEBI Listing Regulations, as amended, for appointment as an Independent Director and is independent of the management of the Company. The Board of Directors is of the opinion that the appointment of Mr. Sunil Satyapal Gulati as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out at Item No. 1 of the Notice for approval of the Members.



## Explanation relating to Resolution No. 2:

Pursuant to the provisions of Sections 149, 150, 152, 161(1) of the Companies Act, 2013 (“the Act”) read with Schedule IV thereto and Articles of Association of the Company, , the Board of Directors (“the Board”) of the Company, based on the recommendation of the Nomination and Remuneration Committee (“the Committee”) and subject to the approval of shareholders, approved the appointment of Mr. Ravichandran Purushothaman (DIN:06584433) as a Non-Executive Independent Director (Additional Director) of the Company, with effect from April 01, 2024 for a term of five consecutive years.

Mr. Ravichandran Purushothaman possesses requisite skills, experience, knowledge and capabilities identified by the Committee and the Board as required for the role of an Independent Director of the Company. He has expertise in the areas of Business Development, Project Management, Change Management, General management, Sales & Marketing, Strategy and possesses appropriate skills, expertise and competencies required at the Board.

Considering Mr. Ravichandran Purushothaman’s experience and professional competence, his appointment on the Board is in the overall interest of the Company. His expertise in the above mentioned areas, understanding of different business environment and experience of working with large corporates will be of great value for the Company. Further, in the opinion of the Nomination & Remuneration Committee and the Board, Mr. Ravichandran Purushothaman fulfils the conditions specified in the Act & the Rules thereunder and the SEBI Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

### Brief Profile of Mr. Ravichandran Purushothaman:

Directorship in other Companies and committee positions held by Mr. Ravichandran Purushothaman are as follows:

| SI No | Name Of The Company                      | Directorship        | Committee Positions  |
|-------|--|---------------------|--|
| 1     | Danfoss Systems Limited                  | Director            | Corporate Social Responsibility Committee - Chairman   |
| 2     | Danfoss Industries Private Limited       | Director            | Corporate Social Responsibility Committee - Chairman   |
| 3     | Danfoss Fluid Power Private Limited      | Director            | NA   |
| 4     | Sri Kauvery Medical Care (India) Limited | Additional Director | Audit Committee - Member<br>Nomination & Remuneration Committee – Member<br>Corporate Social Responsibility Committee - Member |

Mr. Ravichandran Purushothaman is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given consent for appointment as an Independent Director for a term of five consecutive years. The Company has received a declaration from Mr. Ravichandran Purushothaman confirming he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Ravichandran Purushothaman is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs. Further, Mr. Ravichandran Purushothaman is not debarred from holding office of a Director by virtue of any order passed by SEBI or any other such authority.



Copy of the draft letter of appointment of Mr. Ravichandran Purushothaman as an Independent Director setting out the terms and conditions is available for inspection as per the procedure of inspection provided in note no. 6 of this Notice. The terms and conditions of appointment are also uploaded on the website of the Company <https://www.kauveryhospital.com/investors>

Mr. Ravichandran Purushothaman for himself and through his relatives, to the extent of their shareholding, if any, in the Company and to the extent of remuneration which he may receive from the Company, may be deemed to be concerned or interested, financially or otherwise, in the resolution as set out under business item no. 2 of the notice. Apart from receiving sitting fees as may be decided pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, Mr. Ravichandran Purushothaman does not have any other pecuniary relationship with the Company. He is also not related to any Director or Key Managerial Personnel of the Company. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the said resolution.

Disclosures, as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this Notice.

In the opinion of the Board, Mr. Ravichandran Purushothaman possesses expertise and knowledge required at the Board, fulfils the conditions specified in the Act and the rules framed thereunder read with the provisions of the SEBI Listing Regulations, as amended, for appointment as an Independent Director and is independent of the management of the Company. The Board of Directors is of the opinion that the appointment of Mr. Ravichandran Purushothaman as an Independent Director in the best interest of the Company and recommends the Special Resolution as set out at Item No. 2 of the Notice for approval of the Members.

**Details of Directors seeking Appointment/Re-appointment Details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings:**

| Name  | Mr Sunil Satyapal Gulati                  | Mr. Ravichandran Purushothaman            |
|---|---|---|
| DIN   | 00016990                                  | 06584433                                  |
| Age   | 62 years                                  | 60 years                                  |
| Experience (including expertise in specific functional area) / Brief Resume | As provided in the explanatory statement. | As provided in the explanatory statement. |
| Skills and Capabilities   |   |   |
| Date of first appointment on the Board                                      | April 01,2024                             | April 01,2024                             |



|  |  |  |
|--|--|--|
| Directorships held in other companies (public limited companies)   | As provided in the explanatory statement.  | As provided in the explanatory statement.                                      |
| Memberships/ Chairmanships of committees of other companies  | As provided in the explanatory statement.  | As provided in the explanatory statement.                                      |
| Resignations from the Listed Companies in the past three years   | NA   | NA   |
| Number of Equity Shares held in the Company  | None   | None   |
| Relationship between Directors and other KMPs inter-se   | None   | None   |
| Number of meetings of the Board, Audit Committee and the Stakeholders' Relationship Committees attended during the last financial year | NA   | NA   |
| Remuneration (including sitting fees, if any) last drawn in financial year 2023-24   | Not Applicable since this is the first time appointment w.e.f. April 01, 2024.   | Not Applicable since this is the first time appointment w.e.f. April 01, 2024. |
| Remuneration proposed to be paid   | He shall be entitled to receive sitting fees for attending meetings of the Board and any Committees as a member thereof. |  |
| Terms and conditions of Appointment/ Re-appointment  | As per the details provided under the resolution and explanatory statement for business item no. 1 and 2.                |  |

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