

22<sup>nd</sup> August 2024

<b>The Secretary,</b> <b>Bombay Stock Exchange Ltd (BSE)</b> Phiroze Jheejheebhoy Towers, Dalal Street, Mumbai - 400 001. <b>Scrip Code - 543308</b> <b>ISIN: INE967H01017</b>	<b>The Secretary,</b> <b>National Stock Exchange,</b> Exchange Plaza, 5th Floor Plot No.C/1, 'G' Block Bandra - Kurla Complex Mumbai - 400 051. <b>Symbol - KIMS</b> <b>ISIN: INE967H01017</b>
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Dear Sirs,

**Subject:** Corrigendum to the Notice of 22<sup>nd</sup> Annual General Meeting of the Shareholders of Krishna Institute of Medical Sciences Limited to be held on 29<sup>th</sup> August 2024.

**Ref:** Our earlier Intimation dated 6<sup>th</sup> August 2024 for Annual Report and Notice.

Krishna Institute of Medical Sciences Limited (“Company”) has issued a notice dated 28<sup>th</sup> June 2024 (“AGM Notice”) for convening the Annual General Meeting (AGM) of the members of the Company which is scheduled to be held on Thursday, 29<sup>th</sup> August 2024 at 4:00 p.m. IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The AGM Notice has been e-mailed to the Company's shareholders in due compliance with the provisions of the Companies Act, 2013 and SEBI read with the relevant rules made thereunder, read with circulars issued by the Ministry of Corporate Affairs and Securities Exchange Board of India.

This Corrigendum is being issued to inform that:

**Item No. 3 :**

The following para is being added after para 2 of Item No. 3 of the Company's Explanatory Statement of the 22<sup>nd</sup> AGM notice.

*“The audit fee proposed to be paid to M/s. S. R. Batliboi & Associates LLP towards statutory audit for financial year 2024-25 shall not exceed Rs. 77 Lakhs, plus out-of-pocket expenses, with the authority to the Board to make revisions in the remuneration for further term upon recommendation by the Audit Committee.*

*The said audit fee proposed for FY 2024-25 is an increase of 10% on the previous audit fee paid to the statutory auditors. The fee for services such as statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee and will be decided by the management in consultation with the statutory auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee from time to time.”*

**Krishna Institute of Medical Sciences Limited**

D.No.: 1-8-31/1, Minister Road, Secunderabad - 500 003, Telangana, India  
Phone: +91 40 4488 5000/4488 5184 | Fax: +91-40-27840980 | kimshospitals.com  
CIN: L55101TG1973PLC040558

**Item No.5 :**

The para 2 of Item No. 5 of the Explanatory Statement of the 22<sup>nd</sup> AGM notice of the Company will be replaced and read as follows:

*Pursuant to the provisions of Regulation 31 A (3)(b) of the Listing Regulations, the aforesaid persons of the promoter group seeking re-classification have confirmed that they:*

- a) *do not, together, hold more than 10% of the voting rights in the Company;*
- b) *do not exercise control over the affairs of the Company directly or indirectly;*
- c) *do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;*
- d) *are not representing on the Board (including as a nominee director) of the Company;*
- e) *are not acting as Key Managerial Personnel in the Company;*
- f) *are not 'wilful defaulter' as per the Reserve Bank of India Guidelines; and*
- g) *are not fugitive economic offenders.*

Except as mentioned above, all other items of the AGM Notice along with the Explanatory Statement dated 28<sup>th</sup> June, 2024 of which notice was sent on 6<sup>th</sup> August, 2024, shall remain unchanged.

Please note that on and from the date hereof, the AGM Notice dated 28<sup>th</sup> June 2024 shall always be read collectively with this Corrigendum.

Please find enclosed the Notice of the 22<sup>nd</sup> AGM with the aforesaid correction being sent by email to the members of the Company and also being uploaded on the Company's website at [www.kimshospitals.com](http://www.kimshospitals.com).

Thanking you,

Yours truly,

**For Krishna Institute of Medical Sciences Limited**

MANTHA SHANKER UMA  
Digitally signed by  
MANTHA  
SHANKER UMA  
Date: 2024.08.22  
15:08:48 +05'30'

**Umashankar Mantha**

**Company Secretary & Compliance Officer**

**Enc: As Above**

## Krishna Institute of Medical Sciences Limited

Register Office : D. No. 1-8-31/1, Minister Road, Secunderabad - 500 003, Telangana, India

Phone: +91 40 4488 5000 / 4488 5184 | Fax: +91-40-27840980

Website: [www.kimshospitals.com](http://www.kimshospitals.com), Email id : [cs@kimshospitals.com](mailto:cs@kimshospitals.com)

CIN: L55101TG1973PLC040558

# Notice of the 22<sup>nd</sup> Annual General Meeting

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting (AGM) of the Members of Krishna Institute of Medical Sciences Limited will be held on Thursday, 29<sup>th</sup> August 2024 at 4.00 p.m. through video conference ("VC") / other audio visual means ("OAVM") to transact the following business:

### A. ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:
  - a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."
  - b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2024, and the report of Auditors thereon, as circulated to the Members.
2. **To appoint Dr. Bhaskara Rao Bollineni, (DIN No. 00008985), who retires by rotation and, being eligible, offers himself for re-appointment as a Director.**

**Explanation:** Based on the terms of the appointment, executive directors of the company are subject to retirement by rotation. Dr. Bhaskara Rao Bollineni was previously appointed as Director through postal ballot notice dated 29.04.2022 and who is liable to retire by rotation, being eligible seeks re-appointment.

In this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act 2013, the approval of the members be and is hereby accorded to reappoint Dr. Bhaskara Rao Bollineni, (DIN No. 00008985) as a Director, who is liable to retire by rotation."

3. **To re-appoint M/s. S.R. Batliboi & Associates, Statutory Auditors from the conclusion of this Annual General Meeting until the conclusion of the Twenty-Seventh Annual General Meeting:**

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

**" RESOLVED THAT** pursuant to Sections 139 and 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said Act and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, under the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/ E300004), be and is hereby re-appointed as the Statutory Auditors of the Company for a further consecutive term of five years, from the conclusion of this Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the Company, in addition to reimbursement of applicable taxes and actual out of pocket and traveling expenses incurred in connection with the audit and billed progressively.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution."

## B. SPECIAL BUSINESS:

### 4. To ratify the remuneration payable to the Cost Auditors, M/s. Sagar & Associates, for the financial year 2024-25:

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 148 and all other applicable provisions 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. 6.00 Lakhs excluding applicable taxes, payable to M/s. Sagar & Associates, Cost Accountants appointed as the Cost Auditors, to conduct the audit of the Company's cost records for the financial year 2024-25, as approved by the Board of Directors, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Company's Board of Directors be and are hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

### 5. Approval of Re-classification of persons from “Promoter Group Category” to “Public Category”.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to approval from BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), consent of the members of the Company be and is hereby accorded to re-classify the following person(s) from “Promoter Group Category” to “Public Category” and/or remove their names from “Promoter Group Category” of the Company (hereinafter individually and jointly referred to as the “Applicants”):

Name	Category	No. of Shares	percentage
Mr. Krishnaiah Bollineni	Promoter group	1,73,944	0.22%
Mr. Bollineni Seenaiah Naidu	Promoter group	34,18,618	4.27%
Ms. Bollineni Aishwarya	Promoter group	1,41,490	0.18%
Ms. Sujatha Bollineni	Promoter group	34,386	0.04%

**RESOLVED FURTHER THAT** the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that post re-classification from **“Promoter Group” to “Public”**, shall continue to comply with conditions mentioned Regulation 31A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** on approval of the SEBI/Stock Exchanges upon application for re-classification of the aforementioned Applicants, the Company shall effect such reclassification in the Statement of Shareholding Pattern from immediate succeeding quarter under Regulation 31 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in compliance to the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, and other applicable provisions, if any.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all applications, documents, writings and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

### 6. Sub-division/split of existing 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) each fully paid up into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each fully paid up.

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 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of the Articles of Association of the Company, the approval of the Members be and is hereby accorded for the sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) each fully paid into 5 (Five) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two Only) each fully paid up.

**RESOLVED FURTHER THAT** pursuant to the sub-division of the Equity Shares of the Company, all the issued, subscribed, and paid-up equity shares of face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 5 (Five) Equity Shares of face value of Rs. 2/- (Rupees Two Only) each, from the record date as may be fixed by the Board of Directors of the Company or such other person authorized by the Board and will be intimated to the Exchanges in due course in this behalf and which shall rank pari-passu in all respects with and carry the same rights as the existing fully paid Equity Shares of Rs. 10/- (Rupees Ten Only) each of the Company.

**RESOLVED FURTHER THAT** upon sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of the sub-division and the Company shall without requiring to surrender the existing Share Certificate(s), directly issue and dispatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) subject to provisions of Companies (Share Capital and Debentures) Rules, 2014 under the signatures of any two Directors and the Company Secretary and the Common Seal of the Company be affixed thereto in terms of the Articles of Association of the Company/ Companies Act, 2013 and in the case of the Equity Shares held in the dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company, before subdivision.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board of Directors of the Company (which expression shall also include a Committee thereof) and/or the Chairman and Managing Director and/or the Chief Financial Officer and/or the Company Secretary of the Company be and are hereby severally authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to incur expenditure thereon and to settle all matters arising out of and incidental thereto and to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the subdivision of equity shares and to give such directions as may be necessary or desirable, to settle any question, difficulty or doubt that may arise in this regard and to execute all deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation/ consequential to the sub-division of Equity Shares including execution and filing of all the relevant applications, writings, deeds and documents with the Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**7. Alteration of Capital Clause (Clause V) of the Memorandum of Association 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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for substituting the existing Clause V of the Memorandum of Association of the Company with the following:

***V. The Authorised Share Capital of the Company is Rs.95,00,00,000 (Rupees Ninety Five Crore only) divided into 47,50,00,000 (Rupees Fourty Seven Crore Fifty Lakhs) Equity Shares of Rs. 2/- (Rupee Two Only) each. The Company has from time to time powers to increase or reduce its capital and also to cancel any uncalled capital.***

**RESOLVED FURTHER THAT** the Chairman and Managing Director and/ or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, or expedient to give effect to the above resolution, including but not limited to filing necessary e-forms with the Registrar of Companies and incorporation of amendments/ suggestions/ observations, if any, made by the Registrar of Companies to the extent applicable, without seeking any further consent or approval of the Members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution.”

**Date:** 28.06.2024  
**Place:** Hyderabad

**By order of the Board of Directors  
For Krishna Institute Of Medical Sciences Limited**

**Uma Shankar Mantha**  
Company Secretary & Compliance Officer  
M.No:A21035

**Notes:**

1. The Ministry of Corporate Affairs (“MCA”) vide its circulars dated General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard, latest being 09/2023 dated September 25, 2023 and all other relevant circulars issued from time to time (“hereinafter referred as MCA Circulars”), read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India (“SEBI”), from time to time (hereinafter collectively referred to as “the Circulars”), permitted the holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 7 of the Notice, is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip, and route map of AGM are not annexed to this Notice.
4. Members attending the meeting through VC/OAVM shall be counted for the purpose of determining the quorum under Section 103 of the Act.
5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depository Participants.
6. To support the ‘Green Initiative’, members who have not registered their e-mail addresses are requested to register the same with the respective Depository Participants, in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agent, in case the shares are held by them in physical form. The registered e-mail addresses will be used for sending future communications, electronically.
7. As per Regulation 40 of the SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings into dematerialized form.
8. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF’s, NRI’s, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to [krishna@ikrassociates.com](mailto:krishna@ikrassociates.com), Institutional shareholders (i.e. other than individuals, HUF’s, NRI’s etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on “Upload Board Resolution/Authority Letter” displayed under “e-Voting” tab in their login.
9. Members desiring any information, as regards the financials, are requested to write to the Company at least seven days before the meeting so as to enable the management to keep the information available.
10. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the AGM. Members seeking to inspect such documents can send an email to [cs@kimshospitals.com](mailto:cs@kimshospitals.com)
11. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nominations is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in the requisite Form as the case may be.
12. SEBI vide its Master Circular SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated December 20, 2023, has introduced Online Dispute Resolution (ODR), which is in addition to the existing SCORES platform which can be utilized by the investors and the Company for dispute resolution. Please note that the investors can initiate dispute resolution through the ODR portal only after exhausting the option to resolve dispute with the Company and on the SCORES platform.

13. The process for initiation of Dispute Resolution process is enumerated below:

An investor/ client shall first take up his/ her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant;

- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal ([www.scores.gov.in](http://www.scores.gov.in)) in accordance with SCORES Guidelines;
- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client can initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations (prior to or at the end of such escalation/s). For more information shareholders are requested to visit the weblink <https://smartodr.in/login>.

14. The Notice of the AGM along with the Annual Report for the financial year 2023-2024, is available on the website of the Company at [www.kimshospitals.com](http://www.kimshospitals.com), on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited.

#### 15. Voting Through Electronic Means

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) (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting (“remote e-voting”) using an electronic voting system provided by Link Intime India Private Ltd (‘LI IPL’), for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

- I. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Annual General Meeting Notice and holding shares as on 22.08.2024, may refer to this Notice of the Annual General Meeting, posted on the Company’s website <https://www.kimshospitals.com/investors/> for detailed procedure with regard to remote e-voting. Any person who ceases to be a member of the Company as of the cut-off date and is in receipt of this Notice shall treat this Notice for information purposes only.
- II. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- III. The voting period begins on 26.08.2024 at 9.00 AM (IST) and ends on 28.08.2024 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 (record date) of 22.08.2024 may cast their vote electronically. The e-voting module shall be disabled by LI IPL for voting thereafter.

16. The instructions for members for voting electronically are as under: -

#### Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

#### Login method for Individual shareholders holding securities in demat mode is given below:

#### Individual Shareholders holding securities in demat mode with NSDL:

##### METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.

- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR****User who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of NSDL:**

- a) Visit URL: <https://www.evoting.nsd.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:****METHOD 1 – If registered with CDSL Easi/Easiest facility****Users who have registered for CDSL Easi/Easiest facility.**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**OR****Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - By directly visiting the e-voting website of CDSL.**

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.

- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
  - A. User ID:**  
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above  
\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

  - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):****STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ -
    - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
  - b. ‘Investor’s Name - Enter full name of the entity.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

**STEP 3 – Voting through remote e-voting.**

The corporate shareholder can vote by two methods, once remote e-voting is activated:

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.

- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**OR**

**VOTES UPLOAD:**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from '**Download Sample Vote File**' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	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 : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	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

**Forgot Password:**

**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

**Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**InstaVote Support Desk****Link Intime India Private Limited****Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on “**Login**”.

- Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
  - A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
    - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
    - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
    - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
  - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/  
Company shall use the sequence number provided to you, if applicable.
  - C. Mobile No.:** Enter your mobile number.
  - D. Email ID:** Enter your email id, as recorded with your DP/Company.
- Click “Go to Meeting” (You are now registered for InstaMeet, and your attendance is marked for the meeting).

**Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.

3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”.
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

#### **InstaMeet Support Desk**

**Link Intime India Private Limited**

## EXPLANATORY STATEMENT

### (Pursuant to Section 102(1) of the Companies Act, 2013)

In conformity with the provisions of Section 102 of the Companies Act, 2013 and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out material facts relating to the Item No.3 to 7 of the notice.

#### Item No.3 :

The Members at the Seventeenth Annual General Meeting of the Company held on 8<sup>th</sup> August 2019, had approved the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/ E300004), as the Statutory Auditors of the Company to hold office from the conclusion of the Seventeenth Annual General Meeting till the conclusion of the Twenty Second Annual General Meeting. Consequently, S. R. Batliboi & Associates LLP will complete their term of five consecutive years as - the Statutory Auditors of the Company at the conclusion of this Annual General Meeting.

The Board of Directors of the Company ("Board"), based on the recommendation of the Audit Committee, in its meeting held on 16<sup>th</sup> May 2024, unanimously approved the re-appointment of M/s. S. R. Batliboi & Associates LLP, as the Statutory Auditors of the Company, for a further consecutive term of five years from the conclusion of Twenty-Second Annual General Meeting till the conclusion of Twenty-Seventh Annual General Meeting, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors and recommended the same for approval of the shareholders. The Board has considered factors such as qualifications, industry experience, competency of the audit team, efficiency in the conduct of audit, independence, pending proceedings relating to professional matters of conduct against M/s. S. R. Batliboi & Associates LLP before the Institute of Chartered Accountants of India and before the Courts and were of the view that the qualification and experience of M/s. S. R. Batliboi & Associates LLP is commensurate with the size and requirements of the Company.

The audit fee proposed to be paid to M/s. S. R. Batliboi & Associates LLP towards statutory audit for financial year 2024-25 shall not exceed Rs. 77 Lakhs, plus out-of-pocket expenses, with the authority to the Board to make revisions in the remuneration for further term upon recommendation by the Audit Committee.

The said audit fee proposed for FY 2024-25 is an increase of 10% on the previous audit fee paid to the statutory auditors. The fee for services such as statutory certifications and other permissible non-audit services will be in addition to the statutory audit fee and will be decided by the management in consultation with the statutory auditors. The provision of such permissible non-audit services will be reviewed and approved by the Audit Committee from time to time.

The Board, in consultation with the Audit Committee will approve the remuneration of the Statutory Auditors. The Letter of Engagement specifying the detailed terms of appointment shall be finalized by the Audit Committee of the Board or any officer of the Company pursuant to the authority given by the Board of Directors of the Company and such terms shall specifically include the conditions as mentioned in para 6(A) and 6(B) of the SEBI circular dated 18 October 2019 bearing reference no.CIR/CFD/CMD1/114/2019 and such other conditions as may be specified by applicable law in force. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

M/s. S. R. Batliboi & Associates LLP have consented to their re-appointment as the Statutory Auditors and have confirmed that the re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Companies Act, 2013 and that they are not disqualified to be re-appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Companies Act, 2013 and the Rules framed thereunder.

None of the directors/key managerial personnel of the Company/their relatives is in any way, concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

#### Brief profile of the M/s. S. R. Batliboi & Associates LLP:

S.R. Batliboi & Associates LLP (FRN 101049W/E300004), ("the Audit Firm"), is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit Firm was established in the year 1965 and is a limited liability partnership firm ("LLP") incorporated in India. It has its registered office at 22, Camac Street, Kolkata and has 11 branch offices in various cities in India. The Audit Firm has valid Peer Review certificate and is part of S.R. Batliboi & Associates network of audit firms. It is primarily engaged in providing audit and assurance services to its clients.

Approval of the members is sought by passing the resolution as set out in the Item No 3 for re-appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No. 101049W/ E300004) as the Statutory Auditors of the Company and delegate the authority to the Audit Committee and Board of Directors to fix their remuneration by means of ordinary resolution.

#### Item No 4 :

The Board of Directors, on the recommendation of the Audit Committee, approved the re-appointment of M/s. Sagar & Associates, Cost Accountants, as the Cost Auditors of the Company for the financial year 2024-25 at a fee of Rs. 6.00 Lakhs, exclusive of applicable taxes.

In accordance with Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors is required to be ratified by the members of the Company.

Accordingly, consent of the members is being sought by passing an ordinary resolution as set out under Item No.4 of the Notice, for ratification of the remuneration payable to the cost auditors for the financial year ending 2024-25.

None of the directors/key managerial personnel of the Company/their relatives is in any way, concerned or interested, financially or otherwise, directly or indirectly in the proposed resolution.

#### Item No. 5:

The Company had received request letters from the following persons mentioned below belonging to the promoter group of the Company for reclassifying them from the 'promoter group' category to 'public' category in accordance with Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), hereinafter individually and jointly referred to as the "**Applicants**":

Name	Category	No. of Shares	percentage
Mr. Krishnaiah Bollineni	Promoter group	1,73,944	0.22%
Mr. Bollineni Seenaiah Naidu	Promoter group	34,18,618	4.27%
Ms. Sujatha Bollineni	Promoter group	34,386	0.04%
Ms. Bollineni Aishwarya	Promoter group	1,41,490	0.18%

Pursuant to the provisions of Regulation 31 A(3)(b) of the Listing Regulations, the aforesaid persons of promoter group seeking re-classification have confirmed that they:

- do not, together, hold more than 10% of the voting rights in the Company;
- do not exercise control over the affairs of the Company directly or indirectly;
- do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- are not representing on the Board (including as a nominee director) of the Company;
- are not acting as Key Managerial Personnel in the Company;
- are not 'wilful defaulter' as per the Reserve Bank of India Guidelines; and
- are not fugitive economic offenders.

Further, the Applicants seeking re-classification have also affirmed to comply with the conditions prescribed in Regulation 31A of Listing Regulations, at all times.

In view of the explanations given by the Applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the Listing Regulations, the Board of Directors of the Company had analysed each requests in accordance with Regulation 31A of Listing Regulations. Accordingly, after detailed discussion and on the basis of the rationale and the confirmation provided by Applicants in their respective request letters, the Board of Directors of the Company in their meeting held on 28<sup>th</sup> June, 2024, have given their views and approved the applications to re-classify the applicants from "Promoter Group Category" to "Public Category" and/or remove the names from "Promoter Group Category" of the Company based on request letters received from applicants, subject to the approval of members of the Company, SEBI, Stock Exchanges and such other appropriate statutory authorities approvals as may be necessary in this regard.

As on date of this Notice, the Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations, does not have trading in its shares suspended by the Stock Exchange(s) and does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchange(s) or the depositories(s).

In accordance with Regulation 31A(3) of the Listing Regulations, the reclassification of more than one percent of the total voting rights in the Company, from the 'Promoter Group' category to the 'Public' category, inter alia requires approval of the members of the Company by way of an ordinary resolution. Therefore, The Board of Directors of the Company recommends the resolution as set out in the Notice for the approval of the members of the Company as an ordinary resolution.

Further, the Applicants seeking reclassification and persons related to them shall not vote to approve such reclassification request.

Except Dr. B. Bhaskara Rao Bollineni, Dr. Abhinay Bollineni, Mr. Adwik Bollineni, Mr. Krishnaiah Bollineni, Mr. Bollineni Seenaiah Naidu, Ms. Sujatha Bollineni and Ms. Bollineni Aishwarya none of the directors or key managerial personnel of the Company or their relatives are in anyway concerned or interested in the proposed resolution as set out in the Item No. 5 of the Notice.

**Item No. 6 & 7:**

The Board of Directors at its Meeting held on 28<sup>th</sup> June 2024 approved, subject to the approval of members of the Company and statutory authority(ies), if any, the sub-division/ split of equity shares of the Company, such that 1 (one) equity share having face value of Rs. 10/- (Rupees ten only) each, fully paid-up, be sub-divided into 5 (Five) equity shares having face value of Re. 2/- (Rupees Two only) each, fully paid- up, ranking pari-passu in all respects with effect from such date as may be fixed for this purpose by the Board ("Record Date").

In the opinion of the Board of Directors, the proposed sub-division/split will make the equity shares of the Company more affordable and is expected to encourage the participation of investors at large therefore it is in the best interest of the investors and the Company. The Board of Directors, therefore, recommends an Ordinary Resolution as set out in the accompanying Notice for the approval of the members of the Company in accordance with the provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The sub-division/split of equity shares of the Company as aforesaid will require alteration to the existing Capital Clause i.e., Clause 5 of the Memorandum of Association of the Company. There will not be any change in the amount of authorised, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of the equity shares. Further, such sub-division/ split shall not be construed as a reduction in share capital of the Company, in accordance with the applicable provisions of the Companies Act, 2013.

The authorized, issued, paid-up and subscribed share capital of the Company pre and post-the proposed sub-division/ split is given below:

Description	Pre sub-division/ split			Post sub-division/ split		
	Face Value (Rs.)	No. of equity shares	Total Amount (Rs.)	Face Value (Rs.)	No. of equity shares	Total Amount (Rs.)
Authorized Share Capital	10	9,50,00,000	95,00,00,000	2	47,50,00,000	95,00,00,000
Issued, paid-up and subscribed Share Capital	10	8,00,27,787	80,02,77,870	2	40,01,38,935	80,02,77,870

Draft copy of the altered Memorandum of Association of the Company and other documents would be available for inspection without any fee by the members at the Registered Office of the Company during business hours on any working day, excluding Saturday, upto the date of closure of remote e-Voting period i.e., 28.08.2024.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise, in the resolution at Items nos. 6 & 7 of this AGM Notice except to the extent of their shareholding in the Company, if any.

**Date:** 28.06.2024

**Place:** Hyderabad

**By order of the Board of Directors  
For Krishna Institute Of Medical Sciences Limited**

**Uma Shankar Mantha**  
Company Secretary & Compliance Officer  
M.No:A2103