



Kovai Medical Center and Hospital Limited

Excellence in Healthcare

Post Box No. 3209, Avanashi Road, Coimbatore - 641 014. INDIA

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CIN No : L85110TZ1985PLC001659



MINUTES OF THE 28th ANNUAL GENERAL MEETING OF KOVAI MEDICAL CENTER AND HOSPITAL LIMITED, POST BOX NO.3209, AVANASHI ROAD, COIMBATORE – 641 014 HELD ON 3rd SEPTEMBER 2014

The 28th Annual General Meeting of the Company was held on Wednesday, the 3rd September 2014 at 3.00 p.m. at 'KMCH Auditorium', KMCH Campus, Avanashi Road, Coimbatore – 641 014

The following Directors were present:

Dr.Nalla G Palaniswami	Managing Director
Dr.Thavamani Devi Palaniswami	Joint Managing Director
Dr.Mohan S Gounder	Joint Managing Director
Mr.A.M.Palanisamy	Independent Director
	Also as Chairman of following Committees of the Company:
	- Audit Committee
	- Nomination and Remuneration Committee
	- Stakeholders Relationship Committee
Dr.M.Manickam	Independent Director
Mr.A.K. Venkatasamy	Independent Director
Dr.M.A.Muthusethupathi	Independent Director
Mr.K.Saminathan	Independent Director

In Attendance:

Mr.P.K.Gopikrishnan	Chief Financial Officer
Mr.S.P.Chittibabu	Company Secretary

Mr.C.S.Sathyanarayanan, Partner, M/s Haribhakti & Co. LLP, Statutory Auditors and Mr.C.V.Madhusudhanan, Partner, KSR & Co Company Secretaries LLP, the scrutinizer for scrutinizing the process of electronic and ballot voting were also present.

200 Members were present in person/by proxy as per attendance recorded.

In accordance with Clause 58 of the Articles of Association of the Company, Dr.Nalla G Palaniswami, Chairman of the Board of Directors took the chair.





The following documents and registers as required under the Companies Act 2013 were placed on the table:

1. Notice convening the 28th Annual General Meeting of the Company.
2. Directors' Report along with Annexure thereon for the financial year ended March 31, 2014.
3. The Audited. Accounts and Auditors' Report thereon for financial year ended March 31, 2014.
4. The Proxy Register with proxies lodged with the Company in connection with 28th Annual General Meeting of the Company.
5. Register of Directors and Key Managerial Personnel and their shareholding (remained open for inspection during, the Meeting) (U/s 170)
6. Register of Contracts or arrangements in which Directors and Key Managerial Personnel are interested (remained open for inspection during the meeting) (U/s 189).
7. A copy of the existing Articles of Association.
8. A copy of the Articles of Association to be amended.

At 3.10 p.m, the Chairman commenced the meeting by welcoming the members to 28th Annual General Meeting (AGM).

The requisite quorum being present, as required under Section 103 of the Companies Act 2013, the meeting was called to order and may proceed with the Agenda.

The Chairman then introduced the members of Board of Directors, Auditors, CFO and Company Secretary present on the dais. Thereafter, the Chairman made his speech, the text of which is annexed (Annexure - I).

Thereafter, the Chairman commenced the formal agenda, of the-AGM and with the consent of members present, the Notice convening the-meeting, the Directors' Report along with Annexure thereto and the Annual Accounts for the financial year ended March 31, 2014 were taken as read.

The Chairman informed the members that Auditors' Report to the members on the annual accounts of the company for the Financial Year ended 31st March 2014 did not contain any qualification, observation or comment on financial transactions or matters, which had any adverse effect on the functioning of the company.





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The Chairman requested the Auditor to read Auditors' Report. Mr.C.S.Sathyanarayanan, Partner, Haribhakti & Co. LLP, Statutory Auditors highlighted the salient points of the Auditors' Report for the year ended 31st March 2014. He informed that there was no qualification or adverse remark in the Auditors' Report.

The Chairman informed the members that the Companies Act, 2013 had come into effect from April 1, 2014 and has brought about several changes in the procedure for conducting AGM including changes in voting procedure at the AGM.

The Chairman informed that considering all the statutory requirements, both under the Companies Act, 2013 and listing agreement, the Company had decided to follow a process that ensured larger participation and also provided equal opportunity to all members in the voting process at the AGM.

He further stated that the Company had provided newly introduced e-voting facility to the members entitled to cast their votes at the AGM, through electronic voting platform of NSDL, as per Companies Act, 2013 in the manner as prescribed under the Companies (Management and Administration) Rules, 2014. The Company had also provided 'Assent/Dissent Form' along with the AGM notice, to enable those shareholders, who did not have access to e-voting facility, for voting at the 28th AGM.

He further stated that the Mr.C.V.Madhusudhanan, Partner, KSR & Co. Company Secretaries LLP was appointed as the Scrutinizer for the purpose of independently conducting and scrutinizing the e-voting process and the Assent / Dissent Forms received from the members in a fair & transparent manner.

He further stated that the cut-off date of 25th July 2014 was fixed to record the entitlement of the shareholders for the aforesaid e-voting and voting through Assent/ Dissent Form. The said e-voting took place between electronic voting platform. The 'Assent/Dissent Form' received by the scrutinizer on or before 6.00 p.m. - on August 30, 2014 were considered. Mr.C.V.Madhusudhanan, Scrutinizer, has submitted the report on e-voting and voting through Assent/Dissent Forms to me before the AGM.

He further stated that in line with the new requirements under the Companies Act, 2013, the voting at the AGM will be conducted by Poll if necessary.

The consolidated result on declaration will be intimated thereafter to the Stock Exchange where the shares of the company are listed. The same shall also be available at the company's website www.kmchhospitals.com.

Thereafter the Chairman throw open the session for discussion of the members present in the meeting. The members raised queries and gave suggestions on various issues relating to the company's financial statements and business operations. The Chairman Dr.Nalla G Palaniswami and Audit Committee Chairman Mr.A.M.Palanisamy replied to the queries of the shareholders.





The Chairman announced the results of E-voting and Postal Ballot on the resolutions listed in the 28th Annual General Meeting notice as below:

ORDINARY BUSINESS

1. Consider and adopt the Audited Financial Statements, Report of the Board of Directors and Auditors (ordinary resolution)

“RESOLVED THAT the Financial Statements of the Company for the year ended 31st March 2014 including Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss, Cash Flow Statement and Consolidated Financial Statements for the year ended on that date, together with the Directors Report and Auditors’ Report thereon as presented to the meeting be and are hereby approved and adopted.”

VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1471879	1470679	99.92	1200	0.08
E-voting	128308	124918	97.36	3390	2.64
Total	1600187	1595597	99.71	4590	0.29

The resolution was passed with requisite majority.

2. Declaration of final dividend on equity shares of the company (ordinary resolution)

“RESOLVED THAT final dividend for the year 2013-14 @ Rs.1.50 per share of Rs.10/- each fully paid-up be declared and paid out of the current profits of the company for the financial year ended 31st March 2014 on 1,09,42,262 equity shares of Rs.10/- each absorbing Rs.1,64,13,393/- to the shareholders whose name appear on the Register of Members of the company as on 3rd September 2014 for those holding shares in physical form and as per the details furnished by the depositories for this purpose as at the end of business hours on 26.8.2014 in respect of the shares held in demat form, without deduction of tax.”





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VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1471779	1470479	99.91	1300	0.09
E-voting	128308	128308	100.00	0	0.00
Total	1600087	1598787	99.92	1300	0.08

The resolution was passed with requisite majority.

3. Re-appointment of Dr.M.C.Thirumoorthi (holding DIN:00129814) who retires by rotation as a Director (ordinary resolution)

“RESOLVED THAT Dr.M.C.Thirumoorthi, Director who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the company.”

VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1471779	1471579	99.99	200	0.01
E-voting	128308	121093	94.38	7215	5.62
Total	1600087	1592672	99.54	7415	0.46

The resolution was passed with requisite majority.

4. Appointment of Auditors and fixing their remuneration (ordinary resolution)

“RESOLVED THAT M/s Haribhakti & Co. LLP, Chartered Accountants, Coimbatore having ICAI Firm Registration No: 103523W be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors of the Company.”



**VOTING RESULTS**

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1471779	1471779	100.00	0	0.00
E-voting	128308	121093	94.38	7215	5.62
Total	1600087	1592872	99.55	7215	0.45

The resolution was passed with requisite majority.

SPECIAL BUSINESS

5. Ordinary resolution for Appointment of Mr.Kasi K Goundan as an Independent Director of the company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013 Mr.Kasi K Goundan (holding DIN: 01145935), a Non-Executive Director of the Company has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term upto 02.09.2019.”

VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1471679	1470279	99.90	1400	0.10
E-voting	128308	128258	99.96	50	0.04
Total	1599987	1598537	99.91	1450	0.09

The resolution was passed with requisite majority.





6. Ordinary resolution for Appointment of Dr.M.Manickam as an Independent Director of the company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013 Dr.M.Manickam (holding DIN: 00102233), a Non-Executive Director of the Company has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term upto 02.09.2019.”

VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1471179	1470979	99.99	200	0.01
E-voting	128308	121093	94.38	7215	5.62
Total	1599487	1592072	99.54	7415	0.46

The resolution was passed with requisite majority.

7. Ordinary resolution for Appointment of CA.A.M.Palanisamy as an Independent Director of the company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013 CA.A.M.Palanisamy (holding DIN: 00112303), a Non-Executive Director of the Company has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term upto 02.09.2019.”





VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1471479	1470079	99.90	1400	0.10
E-voting	128308	121093	94.38	7215	5.62
Total	1599787	1591172	99.46	8615	0.54

The resolution was passed with requisite majority.

8. Ordinary resolution for Appointment of Mr.A.K.Venkatasamy as an Independent Director of the company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013 Mr.A.K.Venkatasamy (holding DIN: 00036191), a Non-Executive Director of the Company has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term upto 02.09.2019.”

VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1471279	1469979	99.91	1300	0.09
E-voting	128308	121093	94.38	7215	5.62
Total	1599587	1591072	99.47	8515	0.53

The resolution was passed with requisite majority.





9. Ordinary resolution for Appointment of Mr.K.Saminathan as an Independent Director of the company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013 Mr.K.Saminathan (holding DIN: 01571748), a Non-Executive Director of the Company has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term upto 02.09.2019.”

VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1470879	1470779	99.99	100	0.01
E-voting	128308	121093	94.38	7215	5.62
Total	1599187	1591872	99.54	7315	0.46

The resolution was passed with requisite majority.

10. Ordinary resolution for Appointment of Dr.M.A.Muthusethupathi as an Independent Director of the company

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions 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) read with Schedule IV to the Companies Act, 2013 Dr.M.A.Muthusethupathi (holding DIN: 02766069), a Non-Executive Director of the Company has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years for a term upto 02.09.2019.”



**VOTING RESULTS**

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1470879	1469579	99.91	1300	0.09
E-voting	128308	121048	94.34	7260	5.66
Total	1599187	1590627	99.46	8560	0.54

The resolution was passed with requisite majority.

11. Ordinary resolution for the Appointment of Dr.Purani P Palaniswami (DIN: 02707233) as a Director to fill the vacancy of the retiring Director Dr.K.S.K.Murugaiyan (DIN: 00012093) who retires at this Annual General Meeting

“RESOLVED THAT Dr.Purani P Palaniswami (holding DIN: 02707233) in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act 2013 from a member proposing her candidature for the office of Director be and is hereby appointed as Director of the Company liable to retire by rotation in the vacancy of Dr.K.S.K.Murugaiyan (holding DIN: 00012093) who retires at this Annual General Meeting.”

VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1471579	1470479	99.93	1100	0.07
E-voting	128308	121093	94.38	7215	5.62
Total	1599887	1591572	99.48	8315	0.52

The resolution was passed with requisite majority.





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12. Special resolution for Amendment of Articles of Association of the Company

“RESOLVED THAT pursuant to Section 14 and other applicable provisions of the Companies Act 2013 (the Act) the Articles of Association of the company be and are hereby amended in the following manner.

In the text of the following Resolutions the expression “the words” shall include “number” wherever the context so requires.

Wherever the words “the Companies Act 1956” are occurring, the same to be substituted by the words “ the Companies Act 2013”

In Article 1, the words “Table A” be substituted by the words “ Table F”.

In Article 2(f) , the words “ Section 150” be substituted by the words “ Section 88”.

In Article 15, the words “ Section 91” be substituted by the words “ Section 49”.

In Article 36(a), the words “ Form No.7-B set forth in Annexure-A to the Companies (Central Government’s) General Rules and Forms,1956” be substituted by the words “ Form No.SH-4 set forth in Sub Rule 11(1) of the Companies (Share Capital and Debentures) Rules 2014”.

Articles 36 (b) and 36(c) be substituted by the following Articles :

36.(b).Instrument of Transfer shall be in the form as may be prescribed duly stamped, dated and executed by or on behalf of the Transferor and the Transferee and specify the name , address and occupation , if any, of the Transferee.

36.(c). The Instrument of Transfer shall be delivered to the Company by the Transferor or the Transferee within a period of 60 days from the date of execution along with the certificate relating to the securities or if no such certificate is in existence along with the letter of allotment of securities.

In Article 38, the words “ Section 111” be substituted by the words “ Section 58”.

In Article 44 (A), the words “109A and 109 B” be substituted by the words “Section 72”.

In Article 48(d) , the words “ of Section 206 of” to be deleted .

In Article 50 the following be deleted :

Section 76:to pay Commission on issue of shares/debentures

Section 80 :to issue Redeemable Preference Shares





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Section 92: to accept unpaid share capital although not called up.

Section 93: to pay dividend in proportion to amount paid up.

Section 94: to alter the share capital of the Company

Section 100: to reduce the capital of the Company

Section 106: to alter the rights of holders of special classes of shares.

And substituted by :

Section 40: To pay commission on issue of shares/debentures

Section 48: Variation of shareholders rights

Section 50: To accept unpaid share capital, although not called up

Section 51: to pay dividend in proportion to amount paid up

Section 55(2) : Issue preference shares which are liable to be redeemed within a period not exceeding twenty years from their date of issue .

Section 61: Power to alter its Share Capital

In Article 52 (B) the words “ Section 94 of the Act” be substituted by the words “Section 61 of the Act”.

In Article 63 (b), the words “ Section 87” be substituted by the words “Section 47 (b)”

In Article 68 the words “ in either of the forms in Schedule IX to the Act or a form as near thereto as circumstances admit “ be substituted by the words

“in Form No.MGT.11 of the Companies (Management and Administration) Rules 2014”

In Article 76 the words “ Section 262 “ be substituted by the words “ Section 161(4)”

In Article 77 the words “ Section 313 “ be substituted by the words “ Section 161(2)”

In Article 81 the words “ Section 285 “ be substituted by the words “ Section 173.”

In Article 81 the words “ Section 287 “ be substituted by the words “ Section 174.”





Article 83 to be substituted by the following Article :

“Except where the Act requires a Resolution to be passed at a Meeting of the Board with the consent of all the Directors present at the Meeting, the question arising at any Meeting of the Directors shall be decided by a majority of votes of Directors voting . In case of equality of votes, the Chairman shall have a Second or Casting vote.”

In Article 89 the words “ Section 292 “ be substituted by the words “ Section 179.”

In Article 91 the words “Section 262, 292, 297, 316 , 372 (5) and 386(2)” be substituted by the words “ by any section”

In Article 98 the words “ of Section 50 of” be substituted by the words “under”.

In Article 98 the words “ Sections 157 and 158” be substituted by the words “ Sub Section (4) of Section 88”.

In Article 104 the last sentence of the words “Such Whole-time Director(s) shall not be liable for retirement by rotation for the period decided by the Company in General Meeting” to be deleted.

In Article 105 the words “ Section 310 “ be substituted by the words “Section 197”.

In Article 109 the words “ Section 309 “ be substituted by the words “ Section 197.”

In Article 118(b), the words “ section 205 –A “ be substituted by the words “Section 124”

In Article 123 , the words “ delivered or sent by post to or left at the registered address of any member” be substituted by the following words:

“served on any member by sending it to him / her by post or registered post or by speed post or at his / her office or address or by such electronic or other mode as may be prescribed in pursuance of these Articles shall not withstanding such member .”

In Article 128 the words “ Section 633” be substituted by the words “Section 463”.



**VOTING RESULTS**

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1470739	1469439	99.91	1300	0.09
E-voting	128308	121048	94.34	7260	5.66
Total	1599047	1590487	99.46	8560	0.54

The resolution was passed with requisite majority.

13. Special resolution for Re-appointment of Managing Director

“RESOLVED THAT pursuant to provisions of Section 190, 196, 197, 198, 203 read with other applicable provisions of the Companies Act 2013 (including any statutory modifications and re-enactments thereof, for the time being in force) read with Schedule V of the said Act, the consent of the Company be and is hereby accorded to the appointment of Dr.Nalla G Palaniswami as Managing Director of the Company for a period of five years with effect from 01.10.2014 on the terms and conditions including remuneration, allowances, perquisites and other benefits etc. as specified under with the authority to the Board to alter or vary the same from time to time with effect from such date or dates as may be decided by it and agreed to by Dr.Nalla G Palaniswami.”

“RESOLVED FURTHER THAT in the absence of inadequacy of the profits in any year, Dr.Nalla G Palaniswami shall be entitled to receive and be paid as minimum remuneration in that year by way of salary, allowances, perquisites and other benefits as stated under subject however, to the necessary approvals and ceiling specified under Schedule V of the Companies Act 2013.”

I. Salary

₹ 5,00,000/- (Rupees Five lacs only) per month.

[Annual increase in the salary as the Board may decide from time to time, however subject to a ceiling of ₹50,000/- (Rupees Fifty thousand only) per month. First increase to be effective from 1.10.2015 subject to the confirmation of the Board of Directors based on the recommendation of the Nomination and Remuneration Committee of Directors].





II. Commission

2% (two percent) commission on the net profits of the Company subject to a maximum ceiling specified in Section I of Part II of Schedule V of the Companies Act 2013.

III. Perquisites

Perquisites as follows will be paid and / or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the Company as per Income Tax Rules. However in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules.

a. Medical Expenses

Coverage of medical expenses / personal accident insurance for self and family.

b. Leave Travel Concession / Allowance

For self and family, once in a year in accordance with the rules of the Company.

c. Club Fees

Fees of Club payable as per the rules of the Company.

d. Car

Use of Company's car with driver.

e. Telephone

Communication facilities at residence.

f. Any other perquisites as may be allowed by the Board subject to the provisions of the Companies Act, 2013.

IV. Other benefits

a. Contribution to provident fund to the extent not taxable under the Income Tax Act.





- b. Gratuity at the rate of half month's salary for each completed year of service.
- c. Encashment of leave at the end of the tenure as per the rules of the Company.
- d. The above benefits under (a) to (c) shall not be included in the computation of ceiling on remuneration or perquisites.

V. Overall Remuneration

That the total remuneration (i.e. salary, perquisites, commission and allowances) in any one financial year shall not exceed the limits prescribed from time to time under Section 196, 197, 198 and 203 and other applicable provisions of the Companies Act 2013 read with Schedule V to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee of Directors. Further, within the overall remuneration, the individual components may be changed as desired by Dr.Nalla G Palaniswami and accepted by the Nomination and Remuneration Committee.

VI. Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, commission, perquisites and other allowances shall be governed under Section II of part II of Schedule V to the Companies Act, 2013 including any statutory modifications or re-enactment thereof, as may, for the time being be in force.

VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1470739	1469339	99.90	1400	0.10
E-voting	128308	121093	94.38	7215	5.62
Total	1599047	1590432	99.46	8615	0.54

The resolution was passed with requisite majority.





14. Special resolution for approval for borrowing in excess of paid-up capital and free reserves of the company

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (c) of the Companies Act 2013 and in pursuance of all earlier resolutions passed in this regard under the Companies Act 1956, consent of the company be and is hereby accorded to the Board of Directors of the company and / or any committee thereof to borrow at its discretion, either from the company's bank or any other Indian or Foreign Bank(s), financial institution(s) and / or any other lending institutions or persons from time to time such sum(s) of money(s) and the sum(s) to be borrowed together with the money(s) already borrowed by the company (apart from temporary loans obtained from the company's bankers / financial institutions in the ordinary course of business) with or without security on such terms and conditions as they may think fit shall exceed the aggregate of the paid-up capital and free reserves of the company that is to say, reserves not set apart for any specific purpose, provided that the total amount of borrowing together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of ₹ 1000 crore (Rupees One thousand crore only) at any one time.”

VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1469839	1468339	99.90	1500	0.10
E-voting	128308	121048	94.34	7260	5.66
Total	1598147	1589387	99.45	8760	0.55

The resolution was passed with requisite majority.





15. Special resolution for approval for creation of charge / mortgage etc. on company's movable and immovable properties

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act 2013 and subject to other approvals, if applicable or required under any statute(s) / rule(s) / regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of earlier resolutions passed in this regard under the Companies Act 1956, the Board of Directors of the company and / or any committee thereof, be and are hereby authorized and shall be deemed to have always been so authorized to create such mortgages / charges / hypothecation and/or other encumbrances, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any created by the company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the company wheresoever situate, present and future such charges to rank either pari passu with or second, subsequent, subservient and subordinate to all mortgages, charges, hypothecation and other encumbrances created / to be created by the company in favour of Indian or foreign financial institutions, banks and other lending institutions and/or to such other persons, if any from whom the company has proposed / proposes to borrow money / sums of money's by way of term loans, cash credits, over drafts, discounting of bills, inter-corporate deposits, commercial papers or such other financial instruments permitted to be issued by the appropriate authorities from time to time together with interest, cost, charges and other incidental expenses in terms of the agreement(s) entered / to be entered into by the Board of Directors / to any committee thereof of the company with the overall borrowing limits of ₹ 1000 crore (Rupees One thousand crore only) as fixed pursuant to Section 180(1)(c) of the Companies Act 2013."

VOTING RESULTS

Mode of voting	No. of votes polled	No. of votes in favour	% of votes in favour on votes polled	No. of votes against on votes polled	% of votes against on votes polled
	A	B	$C = B/A \times 100$	D	$E = D/A \times 100$
Postal Ballot	1470439	1468439	99.86	2000	0.14
E-voting	128308	121048	94.34	7260	5.66
Total	1598747	1589487	99.42	9260	0.58

The resolution was passed with requisite majority.





Mr.A.M.Palanisamy, Director of the Company proposed vote of thanks to the Chairman and for all the members who have come and actively participated in the meeting to made it a success. He also thanked the Company staff and employee shareholders who have successfully organized the meeting.

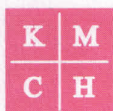
After the national anthem the meeting ended on a happy note.

PLACE: COIMBATORE
DATE : 05.09.2014

Sd/-
CHAIRMAN

For Kovai Medical Center and Hospital Ltd.

S. P. Chittibabu
Company Secretary



KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

AVANASHI ROAD, COIMBATORE - 641 014



28th ANNUAL GENERAL BODY MEETING 2013 -2014
CHAIRMAN'S SPEECH

**Place : KMCH Auditorium
Coimbatore**

**Date : September 3, 2014
Time : 3.00 PM**

Dear Respected Shareholders,

This year is our Silver Jubilee year. We proudly announce the successful completion of 25 years of dedicated world class health care services to the people of India. June 24, 2015 is the 25th birth day of your hospital and we will join hands together to celebrate the Silver Jubilee year with honour and dignity; of course with additional extravaganza!

We heartily welcome you all for this Annual General Body Meeting that takes place in the Silver Jubilee year. The Annual Report containing your Director's report and Auditors' report is given to you and I take it that you have gone through the same. 2013-2014 has seen a growth of 13% against the turnover of ₹ 33876 lakhs. We made an after tax profit of ₹ 2371.90 lakhs against the year ago profit of ₹ 2124.77 lakhs, which is reasonable considering the poor economic conditions prevailing in our area.

Our directors after considering many options have recommended 15% dividend. It is a good feeling that the share price of the Hospital is hovering around ₹ 300-340 in the last few months.

You are all aware that our main hospital is built in an area of more than one million square feet having a capacity of 750 beds. We propose to add another 150 beds-mainly critical care beds -75 and single room beds - 75 before June 2015. Further we propose to construct modern emergency department, liver ICU and state of the art delivery rooms. New food court and eateries will be added before the silver jubilee celebrations.

City center was demolished and we are constructing a 25 bed hospital with cardiac center having cath-lab facility. We have also added a new cath-lab at Erode Speciality hospital. We have planned to revamp the entire setup of Erode facilities.

We are confident of proceeding with Chennai project. It will be a 300 bed hospital at Sholinganallur. The plan approval processes have been initiated and it may take another six to nine months to get the approval.

With all these planning for expansion going on one side we continue to give our full attention to the main as well as territory centers for providing high standards of health care deliveries.

Land mark year for KMCH.

Recently we have created history in Kongu mandalam. We were the FIRST to perform

1. Cardiac Transplant at KMCH
▶ Under the leadership of Dr. Prashant Vaijyanath and team
2. Liver Transplant at KMCH
▶ Under the leadership of Dr. Olith Selvan, Dr. Magnus Jayaraj Mansard and team.
3. Complicated congenital and adult heart surgeries and aortic aneurysms under the leadership of Dr. Mathew Cherian and Dr. Prashant Vaijyanath.
4. KMCH is the undisputed leader in health care industry and has the capability, know-how, technology and infrastructure to carry out all types of transplants, complicated surgeries and procedures.

During this silver jubilee year, KMCH proposes to add more facilities like:

1. KMCH Heart Institute
2. KMCH Liver Institute
3. Additional 75 ICU beds
4. Additional 75 single rooms
5. New Emergency Department
6. New Birth Suits
7. 25 bed City Center with Cardiology Department with Cathlab
8. Hostel for Doctors
9. New Food Court
10. New Sewage Treatment Plant (STP)

The New Companies Act, 2013 along with amendment to clause 49 of the listing agreement with the stock exchanges has brought in a number of forward looking and progressive changes. The responsibilities and the compliance requirement have increased many folds for public limited companies especially listed companies. The New Act promises to improve Corporate Governance norms, enhanced disclosures and transparency.

The New Act lays emphasis on the below given areas.

1. Independent Directors and their responsibilities
2. Responsibilities of Auditors
3. Responsibilities of Company Secretary and CFO
4. Related party transactions
5. E-voting procedure for shareholders
6. Corporate social responsibilities

A clear picture is yet to evolve in certain grey areas and we are hopeful that clarity will emerge at the earliest. These changes are enacted to protect the shareholders democracy and interest and we welcome the same and assure that we continue to put in our best efforts to comply with the statutory requirements.

Good health care at an affordable cost is the need of the hour for the poor and needy people of India, whether provided through private or public sector. Presently the central & state governments lay greater importance and thrust for providing timely and improved health care to the citizens of India through new and innovative schemes. At present only 30% of the Indians have access to reasonable health care and rest of them have to fend for themselves.

KMCH as a quality health care provider constantly endeavor to sharpen its clinical skills to provide improved patient experience. The continuous patronage extended by our patients from the length and breadth of the nation is a standing testimony to our excellence in healthcare and ethical practices. Coimbatore is emerging as a leading Medical hub attracting patients across the globe. Medical tourism is yet to make a big impact in Coimbatore.

We are committed to provide excellent patient care irrespective of the social strata of the individuals. We participate in Chief Minister's Health Insurance Scheme. The first heart transplant at your hospital was done at free of cost. Every year your hospital spent crores of rupees for concessional and free treatments. This year onwards 2% of the company profit will be spent on social cause as per CSR policy. We continue to serve and help the needy people. This is our commitment.

All these achievements and accolades were made possible only because of the sheer dedication, hard work of our highly skilled and competent doctors, nurses, employees, unstinted support of our shareholders, strong patronage by our patients, deployment of state of the art equipments and infrastructure. The continuous support given and sentiments of belongingness expressed by the people of Kongu Mandalam is a source of strength and encouragement for our sustainability and growth.

On behalf of our company I want to thank our shareholders, bankers, suppliers, architects, Central and State governments. Our board of directors and me once again thank one and all for attending the 28th annual general body meeting and look forward to your continued support in the progressive journey of your company.

With best regards

Dr. Nalla G Palaniswami
Chairman