

18th February, 2025

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

Dear Sir/Madam,

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

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

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose the Postal Ballot Notice together with the Explanatory Statement being sent to the shareholders of the Company today (18th February 2025), seeking their approval by way of Ordinary resolution for:

1. Approval of Material Related Party Transactions between KMC Speciality Hospitals (India) Limited (the Company) and Sri Kauvery Medical Care (India) Limited (Holding Company)

The Schedule of Postal Ballot is mentioned below:

Event	Date	Time (in IST)
Cut-off Date	February 14, 2025 (Friday)	NA
Commencement of e-Voting	February 21, 2025 (Friday)	09:00 AM
End of e-Voting	March 22, 2025 (Saturday)	05:00 PM

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

The results of the Postal Ballot will be declared within two working days from the conclusion of remote e-voting process i.e., March 22, 2025, and will be communicated to the stock exchanges as required under SEBI (LODR) Regulations 2015 and will also be made available on the website of the Company at www.kauveryhospital.com/investors#.

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

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

Sushma K
Company Secretary & Compliance Officer

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





KMC Speciality Hospitals (India) Limited

CIN: L85110TN1982PLC009781

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

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

NOTICE OF POSTAL BALLOT

Notice is hereby given to the Members of KMC Speciality Hospitals (India) Limited (the “Company”), pursuant to Sections 108 and 110, and other applicable provisions of the Companies Act, 2013, as amended (“the Act”) read together with the Companies (Management and Administration) Rules, 2014, as amended (“Management Rules”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, Government of India (“MCA”) (hereinafter collectively referred to as “the MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and other applicable provisions of the Act, rules, circulars, notifications and regulations (including any statutory modifications or re-enactment thereof for the time being in force), that the Ordinary Resolution as set out in this Notice, be passed by the Members of the Company (as on the Cut-Off Date), by means of Postal Ballot by way of remote e-voting only (“remote e-voting”) i.e., by casting votes electronically instead of submitting postal ballot form.

S.No	Particulars
1.	Approval of Material Related Party Transactions between KMC Speciality Hospitals (India) Limited (the Company) and Sri Kauvery Medical Care (India) Limited (Holding Company)

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

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

Commencement of e-voting period	February 21, 2025 (Friday) at 09:00 hrs IST
Conclusion of e-voting period	March 22, 2025 (Saturday) at 17:00 hrs IST
Cut-off date for eligibility to vote	February 14, 2025 (Friday)

The e-voting facility will be disabled by CDSL immediately after 5.00 p.m. IST on March 22, 2025 (Saturday) and will be disallowed thereafter.

The Company has appointed Mr. M Alagar/Mr D Saravanan representing M/s. M Alagar & Associates, a firm of Company Secretaries in practice, as the Scrutinizer, for conducting the Postal Ballot process through remote e-voting, in a fair and transparent manner and required consent for such appointment has been received.

The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result will be announced within 2 working days from the conclusion of the e-voting period on March 22, 2025. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. March 22, 2025 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

RESOLUTIONS

ITEM NO 1: To approve Material Related Party Transactions under Section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, between KMC Speciality Hospitals (India) Limited (the Company) and Sri Kauvery Medical Care (India) Limited (Holding Company)

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

“RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any, of the Companies Act 2013 and the rules made there under and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any existing Committee(s) or any committee, the Board may hereafter constitute to exercise powers of the Board including the power conferred by this resolution) for the Material Related Party transactions to be entered into and carried out in the ordinary course of business and at arm's length price with the Holding company namely M/s. Sri Kauvery Medical Care (India) Limited, being related party to the Company, in connection with availing & rendering of hospital services, purchase of goods, sale of goods, rental expenses, rental income, guarantee expenses, guarantee income, sale of asset, purchase of asset etc. or any transaction involving transfer of resources, services or obligations of whatever nature on such terms as may be mutually agreed upon for an aggregate value not exceeding Rs. 30,00,00,000/- (Rupees Thirty Crores only);

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution(s) / transaction(s) and / or enter into and / or carry out new contract(s) / arrangement(s) / transaction(s), whether by way of an individual transaction or transactions taken together as a series of transactions or otherwise) of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

Date: February 12, 2025
Place: Chennai

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

Sd/-

Sushma K
Company Secretary

Notes:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below. Details in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) read with SEBI Circular dated November 22, 2021 forms part of the Explanatory Statement forming part of this Notice is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / Depository Participant(s)/RTA, as on Friday, February 14, 2025 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the postal ballot form. Accordingly, the physical copy of the Notice along with the postal ballot form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on February 14, 2025 being the Cut-off Date fixed for the purpose.
4. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e. March 22, 2025. Further, resolution passed by the members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the members.
5. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting on March 22, 2025 and will also be displayed on the Company website <https://www.kauveryhospital.com/investors> , the website of CDSL www.cdslindia.com and communicated to the stock exchanges www.bseindia.com and Registrar and Share Transfer Agent (RTA).
6. All material documents, if any, referred to in the explanatory statement will be available for inspection only through electronic mode on all working days from the date of dispatch of notice until the last date for receipt of votes by e-voting i.e. March 22, 2025 Members may send their requests to

cs.kmcshil@kauveryhospital.com from their registered e-mail address mentioning their names, folio numbers or DP ID and Client ID during the voting period.

7. Members may please note that the Postal Ballot Notice will also be available on the Company's website at <https://www.kauveryhospital.com/investors>, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL at www.cdslindia.com.
8. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id cs.kmcshil@kauveryhospital.com , from their registered email address, mentioning their name, folio number/DP ID-Client ID.
9. The e-voting period will commence from February 21, 2025 at 09:00 hrs IST and ends on March 22, 2025 at 17:00 hrs IST. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 14, 2025, may cast their vote by remote e-voting.
10. Members holding shares in electronic mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participant (DP). Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at investor@cameoindia.com. Members may follow the process detailed below for availing other services from RTA:

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

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

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The E-voting period begins on February 21, 2025 at 9:00 AM IST and ends on March 22, 2025 at 5:00 PM IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of February 14, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
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 evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(v) After entering these details appropriately, click on “SUBMIT” tab.

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholder holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <COMPANY NAME> on which you choose to vote.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs.kmcshil@kauveryhospital.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

Explanatory Statement (Pursuant to Section 102 and 110 of the Companies Act, 2013)

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Background and benefits of the transaction

The Company in the Ordinary course of business and at arm's length price enters into various transactions with M/s. Sri Kauvery Medical Care (India) Limited (the Holding Company) for availing & rendering of hospital services, purchase of goods, sale of goods, rental expenses, rental income, guarantee expenses, guarantee income, sale of asset, purchase of asset etc., or any transaction involving transfer of resources, services or obligations of whatever nature. These transactions are continuous in nature.

These transactions are carried out to enhance operational efficiency, cost efficiency, leveraging the expertise, complementary strengths and facilities available with the Company and the Holding Company.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution. The members are further informed that pursuant to Clause 23 (4) of SEBI Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve this Ordinary Resolution under Item no. 1.

Memorandum of Interest: None of the Directors except Dr S Chandrakumar and Dr S Manivannan are interested to the extent of their shareholding held in the Holding Company in the aforesaid Ordinary resolution. The Board of Directors recommends the resolution set forth in Item No. 1 for approval of members as an **Ordinary resolution**.

However, in accordance with the provisions of Regulation 23(4) of the SEBI Listing Regulations, 2015, the resolution above, being a resolution for approval of material related party transaction, all related parties (including the above) shall not vote to approve such resolution.

ANNEXURE

Information required under Regulation 23 of SEBI LODR read with SEBI Circular dated November 22, 2021, is provided below:

SI No	Description	Details
1	Summary of the information provided by the management of the listed entity to the Audit committee regarding the type of transaction	Nature of transactions: Availing/Rendering of hospital services, purchase of goods, sale of goods, rental expenses, rental income, guarantee expenses, guarantee income, sale of asset, purchase of asset etc or any transaction involving transfer of resources, services or obligations of whatever nature. Value of Transaction: Rs 30 Crores Tenure: FY 2024-25
2	Name of Related Party and its relationship with listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Sri Kauvery Medical Care (India) Limited – Holding Company
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Refer explanatory statement
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary - Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Not Applicable
6	Value of the transaction and the percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (FY 23-24) that is represented by the value of the proposed transaction	16.93%
7	Justification as to why the related party transaction is in the interest of the listed entity	These transactions are undertaken in furtherance of the ordinary course of business to enhance operational efficiency, cost efficiency, leveraging the expertise, complementary strengths and facilities available with the Company and the Holding Company.
8	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

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