

12th May, 2022

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| <p>To,</p> <p>Corporate Relations Department Bombay Stock Exchange Ltd (BSE) Phiroze Jheejheebhoy Towers, Dalal Street, Mumbai - 400 001. Scrip Code - 543308 ISIN: INE967H01017</p> | <p>To,</p> <p>The Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Bandra - Kurla Complex Mumbai - 400 051. Symbol - KIMS ISIN: INE967H01017</p> |
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Dear Sir/ Madam

Sub: Notice of Postal Ballot

Please find enclosed the postal ballot notice seeking consent of the members through voting by electronic means to transact the business as set out in the Postal Ballot Notice dated 29th April, 2022 in respect of the following Ordinary and Special Resolutions:

1. To consider and approve, reappointment of Dr. Bhaskar Rao Bollineni as Managing Director on a monthly all inclusive remuneration of Rs.30,00,000.
2. To consider and approve reappointment of Dr. Abhinay Bollineni as Executive Director & CEO on a monthly remuneration of Rs. 12,50,000 as fixed pay and target based variable pay of Rs. 50,00,000 per annum.
3. To consider and approve reappointment of Ms. Anitha Dandamudi as Whole-time Director on an all-inclusive monthly remuneration of Rs.4,50,000.
4. To make investments, give loans, guarantees and provide securities under Section 185 and Section 186 of the Companies Act, 2013.

Members are requested to carefully read the instructions printed for voting through e-voting on the postal ballot notice. Members are also requested to note the following:

| S.No | Particulars | Date | Time |
|------|---|------------|---------|
| 1 | Date of dispatch of the postal ballot notice through e-mail | 12.05.2022 | - |
| 2 | Date and time of commencement of remote e-voting/postal ballot | 13.05.2022 | 9:00 AM |
| 3 | Date and time of the closure of remote e-voting/postal ballot (Remote e-voting facility will be disabled beyond this date and time) | 11.06.2022 | 5:00 PM |



Krishna Institute of Medical Sciences Limited

Minister Road, Secunderabad - 500 003, Telangana, India

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

CIN: L55101TG1973PLC040558

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|---|--|------------|---|
| 4 | Cut-off date for determining the members eligible for e-voting/postal ballot | 06.05.2022 | - |
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This is for your information and records

Thanking you,

Yours truly

For Krishna Institute of Medical Sciences Limited



Umashankar Mantha
General Manager –Legal,
Company Secretary & Compliance Officer



Encl: As above



Krishna Institute of Medical Sciences Limited

NOTICE OF POSTAL BALLOT

Krishna Institute of Medical Sciences Limited

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Phone: +91 40 4488 5000 / 4488 5184 | Fax: +91-40-27840980
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NOTICE OF POSTAL BALLOT

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”) and Rules 20 and 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (SS-2) to the extent applicable read with the General Circular No. 20/ 2021 dated December 8, 2021, 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020 and General Circular No.10/2021 dated June 23, 2021 in relation to “Clarification on passing of ordinary and special Resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19” and in relation to extension of the framework provided in the aforementioned circulars up to June 30, 2022, issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) and any other applicable laws and regulations, that the Special Business as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot/Electronic voting (“e-voting”).

The explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto for your consideration.

In accordance with the provisions of the above MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolution through remote e-voting facility only. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company (the “Board”) has appointed Mr. Krishna Rao Inturi, Partner of M/s. IKR & Associates (M.No ACS: 23071 and CP No: 10486), as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with the Rule 20 of the said Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing option of e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Link Intime India Private Limited, to enable the Members to cast their votes electronically. For e-voting members are requested to read the Notes under the point no 12 below for voting procedure.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman

after completion of the scrutiny and the results of the voting by Postal Ballot will be announced on or before 13th June, 2022. The said result along with the Scrutinizer's Report will be displayed on the Company's website www.kimshospitals.com and will be communicated to the Stock Exchanges on which the shares of the Company are listed.

SPECIAL BUSINESS

1. To consider and approve, reappointment of Dr. Bhaskar Rao Bollineni as Managing Director on a monthly all inclusive remuneration of Rs.30,00,000.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable, approval of the Members of the Company be and is hereby accorded for reappointment of **Dr. Bhaskar Rao Bollineni (DIN: 00008985)** as Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years, with effect from April 01, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide the terms and conditions of reappointment including alteration of such terms & conditions as it may deem appropriate in capacity of Managing Director of the Company during his tenure of 5 (five) years commencing from April 01, 2022 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 and the rules made thereunder and other applicable laws.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196(4), 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Members be and is hereby accorded for payment of all inclusive remuneration of Rs 30,00,000 per month to **Dr. Bhaskar Rao Bollineni as Managing Director** of the Company, as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration including periodical increase in his remuneration as may be permissible in accordance with Section 197, read with Section I, Part II of Schedule V of the Act and rules made thereunder and other applicable laws, regulations, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised 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.”

2. To consider and approve reappointment of Dr. Abhinay Bollineni as Executive Director & CEO on a monthly remuneration of Rs. 12,50,000 as fixed pay and target based variable pay of Rs. 50,00,000 per annum.

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

“RESOLVED THAT pursuant to the provisions of Section 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**), the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable, approval of the Members of the Company be and is hereby accorded for reappointment of **Dr. Abhinay Bollineni (DIN: 01681273)** as Executive Director & CEO of the Company, liable to retire by rotation, for a period of 5 (five) years, with effect from January 18, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide the terms and conditions of reappointment including alteration of

such terms & conditions as it may deem appropriate in capacity of Executive Director & CEO of the Company during his tenure of 5 (five) years commencing from January 18, 2022 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 and the rules made thereunder and other applicable laws.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196(4), 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Members be and is hereby accorded for payment of all inclusive remuneration of Rs 12,50,000 per month as fixed pay and target based variable pay of Rs. 50,00,000 per annum to Dr. Abhinay Bollineni as Executive Director & CEO of the Company, as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration including periodical increase in his remuneration as may be permissible in accordance with Section 197, read with Section I, Part II of Schedule V of the Act and rules made thereunder and other applicable laws, regulations, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised 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.”

3. To consider and approve reappointment of Ms. Anitha Dandamudi as Whole-time Director on an all-inclusive monthly remuneration of Rs.4,50,000.

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

“RESOLVED THAT pursuant to the

provisions of Section 196, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable, approval of the Members of the Company be and is hereby accorded for reappointment of Ms. Anitha Dandamudi (DIN: 00025480) as Wholetime Director of the Company, liable to retire by rotation, for a period of 5 (five) years, with effect from 1st April, 2022.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to decide the terms and conditions of reappointment including alteration of such terms & conditions as it may deem appropriate in capacity of Wholetime Director of the Company during her tenure of 5 (five) years commencing from 1st April, 2022. on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 and the rules made thereunder and other applicable laws.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196(4), 197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval of the Members be and is hereby accorded for payment of all inclusive remuneration of Rs 4,50,000 per month to Ms. Anitha Dandamudi, Wholetime Director of the Company, as detailed in the explanatory statement annexed hereto, with authority to the Board of Directors (on the recommendations of the Nomination and Remuneration Committee) to alter, enhance or widen the scope of remuneration including periodical increase in her remuneration as may be permissible in accordance with Section 197, read with Section I, Part II of Schedule V of the Act and rules made thereunder and other applicable laws, regulations, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised 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.”

4. To make investments, give loans, guarantees and provide securities under Section 185 and Section 186 of the Companies Act, 2013.

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute/ authorize for this purpose or any person(s) authorized by the Board), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 1500 Crores (Rupees Fifteen Hundred Crores only) which may, however, be over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under

Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

**For Krishna Institute of
Medical Sciences Limited**

Sd/-

**Umashankar Mantha
Company Secretary &
Compliance Officer
Membership No. ACS-21035**

Date: 29th April 2022

Place: Hyderabad

NOTES

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolution contained in the above Notice is appended and forms part of the Notice.
2. The Company has engaged the services of the Link Intime India Private Limited for providing e-voting facility to the members. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting has been appended to this Postal Ballot Notice.
3. Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the Register of Members/ list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on 6th May, 2022, the cut-off date. Any person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories/Registrar and Share Transfer Agent. The same may also be downloaded from the Company's website www.kimshospitals.com and the website of Link Intime India Private Limited. Due to the threat posed by COVID-19 and as permitted vide the MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI /HO /CFD / CMD2/CIR/P/2021/11 dated January 15, 2021, the Company is sending this Postal Ballot Notice in electronic form only. The Company expresses its inability to dispatch hard copy of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelope to the Members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. 6th May, 2022. The e-Voting commences on 13th May 2022 at 9.00 am (IST) and ends on 11th June, 2022 at 05.00 pm (IST). You are requested to read carefully the instructions before exercising the vote and complete the e-voting on or before 5.00 p.m. on 11th June, 2022.
5. Members are requested to register their email address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("Link Intime India Private Limited").
6. Those Members who have already registered their e-mail addresses are requested to keep their email addresses validated with their Depository Participants/RTA to enable servicing of notices/documents/ Annual Reports and other communications electronically to their email address in future.
7. The Company will be publishing the notice of Postal ballot, an advertisement in English newspaper and Telugu newspaper, each circulating in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.kimshospitals.com and the same will be also be available in the websites of Stock Exchanges.
8. The documents referred to in explanatory statement will be made available for inspection at Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of notice up to the last date of e-voting.
9. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
10. The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for E-voting. Members can use the facility and log in any number of times till they vote on the Resolution or till the end of the voting period, whichever is earlier.
11. Voting through electronic means In compliance with the provisions of Sections

108 and 110 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

as amended, the members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post.

12. The instructions for Remote E-voting are as under:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on personal computer or on mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL:https://eservices.nsdl.com either on personal computer or on 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 held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period. |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none"> Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest, the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration |

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| | <p>4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in 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 provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p> |
| <p>Individual Shareholders (holding securities in demat mode) can login through their depository participants</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. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.</p> |
| <p>Individual Shareholders holding securities in Physical mode & e-voting service provider is LINKINTIME</p> | <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in 2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: <ol style="list-style-type: none"> A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the RTA/ 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 RTA / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with RTA/Company. <p>*Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p> <ul style="list-style-type: none"> • 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’. <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> 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. |

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian/Mutual Fund Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution/ authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘Custodian/Mutual Fund/Corporate Body’ login for the Scrutinizer to verify the same.

Individual Shareholders, holding securities in physical mode & e-voting service provider is LIPL, have forgotten the password:

If an Individual shareholder holding securities in physical mode have 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 LIPL: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- 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 minimum 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

Individual Shareholders, holding securities in demat mode have 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’s/ respective depository participant’s 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 completion of voting on the resolution(s) for a particular “Event”.

Helpdesk for Individual Shareholders holding securities in demat mode

Individual Shareholders holding securities in demat mode may contact the respective helpdesk (details given below) for resolution of any technical issues related to login through Depository i.e. NSDL or CDSL, as the case may be.

| Login type | Helpdesk details |
|---|--|
| 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 toll free no.: 1800 1020 990 and 1800 22 44 30 |
| 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 022- 23058738 or 22- 23058542-43. |

Helpdesk for Individual Shareholders holding securities in physical mode & Institutional shareholders and e- voting service provider is LIPL

Shareholders facing any technical issue in login may contact LIPL INSTAVOTE helpdesk by sending request at enotices@linkintime.co.in or dialing : - Tel: 022 - 4918 6000.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to 4 of the accompanying Notice.

Item No. 1

Dr. Bhaskar Rao Bollineni is one of the promoters of the Company and has been associated with the Company for more than 19 years. He has been instrumental in scripting the phenomenal growth and success of the Company. KIMS Hospital is one of the leading Healthcare Brand in Telangana and Andhra Pradesh with a consistent track record of growth.

His recent tenure as the Managing Director of the Company was from 01.04.2017 to 31.03.2022, which was duly approved in the Extraordinary General Meeting of the Company held on 21st March, 2017 and a remuneration of Rs. 20.00 Lakhs per month was approved in the same meeting for his term of 5 years.

The Board of Directors of the Company ("Board"), at its meeting held on 10th January, 2022 had, subject to the approval of the shareholders, reappointed Dr. Bhaskar Rao Bollineni as the Managing Director for another term of five (5) years with effect from April 01, 2022 on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Company ("NRC").

Further the Board of Directors of the Company ("Board"), at its meeting held on 29th April, 2022 had, subject to the approval of the shareholders, approved the remuneration of Rs. 30,00,000 per month to be paid to Dr. Bhaskar Rao Bollineni as Managing Director of the Company on the terms and conditions as recommended by the NRC after inter-alia considering that:

- (i) The industry benchmarks on remuneration drawn by executives at similar levels;
- (ii) During Dr. Bhaskar Rao Bollineni's previous term (i.e. from April 1, 2017 to March 31, 2022), there was no increment in his remuneration.

The Board of Directors therefore recommends the resolution as set out in Item No. 1 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution except for Dr. Bhaskar Rao Bollineni and Dr. Abhinay Bollineni being the son of Dr. Bhaskar Rao Bollineni.

The brief resume of Dr. Bhaskar Rao Bollineni in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in Annexure - A to this Notice.

Item No. 2

Dr. Abhinay Bollineni is an Executive Director & CEO of the Company. He holds a bachelor's degree in medicine and a bachelor's degree in surgery from Dr. NTR University of Health Sciences, Andhra Pradesh (Faculty of Modern Medicine) through Deccan College of Medical Sciences.

His tenure as the Director & CEO of the Company was from 18.01.2019 to 17.01.2022, which was duly approved in the Extraordinary General Meeting of the Company held on 16.03.2019. For the Financial year 2021-22 he is being paid a fixed remuneration of Rs. 10,00,000 per month and upto Rs. 30 lakhs per annum at the end of the financial year as a target based variable pay.

The Board of Directors of the Company ("Board"), at its meeting held on 10th January, 2022 had, subject to the approval of the shareholders, reappointed Dr. Abhinay Bollineni as Director & CEO for a term of five (5) years with effect from January 17, 2022 on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Company ("NRC").

Further, the Board of Directors of the Company ("Board"), at its meeting held on 29th April, 2022 had, subject to the approval of the shareholders, approved the remuneration of Rs. 12,50,000 per month as fixed pay and Target base variable pay of Rs. 50,00,000 every year to be paid to Dr. Abhinay Bollineni as Director & CEO of the Company, on the terms and conditions as recommended by the NRC after inter-alia considering the

industry benchmarks on remuneration drawn by executives at similar levels.

The Board of Directors therefore recommends the resolution as set out in Item No. 2 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution except Dr. Abhinay Bollineni and Dr. Bhaskar Rao Bollineni being the father of Dr. Abhinay Bollineni.

The brief resume of Dr. Abhinay Bollineni in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in Annexure - A to this Notice.

Item No. 3

Ms. Anitha Dandamudi is a Wholetime Director of the Company. She holds a diploma in business management from the ICFAI University and a certification for the six-sigma green belt. She also holds certifications for the auditing of quality systems as per ISO 9001-2000 and ISO 9004-2000, and has completed a training program on internal quality audit for the NABH. She has over 17 years of experience in the healthcare industry, having held various positions with your Company.

Her recent tenure as the Wholetime Director of the Company was from 01.04.2017 to 31.03.2022, which was duly approved in the Extraordinary General Meeting of the Company held on 21st March, 2017 and she has been drawing 4.00 lakhs per annum for the financial year ending 31.03.2022.

The Board of Directors of the Company ("Board"), at its meeting held on 10th January, 2022 had, subject to the approval of the shareholders, reappointed Ms. Anitha Dandamudi as the Wholetime Director for another term of five (5) years with effect from April 01, 2022 on the terms and conditions as recommended by the Nomination and Remuneration Committee of the Company ("NRC").

The Board of Directors of the Company ("Board"), at its meeting held on 29th April, 2022 had, subject to the approval of the shareholders, approved the remuneration of Rs. 4,50,000 per month to be paid to Ms.

Anitha Dandamudi as Wholetime Director of the Company on the terms and conditions as recommended by the NRC after inter-alia considering the industry benchmarks on remuneration drawn by executives at similar levels.

The Board of Directors therefore recommends the resolution as set out in Item No. 3 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution, except Ms. Anitha Dandamudi as the resolution pertains to her.

The brief resume of Ms. Anitha Dandamudi in pursuance of the provisions of the SEBI (LODR) Regulations, 2015 have been given in Annexure - A to this Notice.

Item No. 4

It is informed to the Members that the Company has been making investments, giving loans and guarantees to and providing securities in connection with loans to bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The Company may be required to make loan(s) including loan represented by way of Book Debt (the "loan") to and/or give guarantee(s) and/or provide security(ies) in connection with any loan, including loan represented by way of Book debt, if any (the "Loan") taken/ to be taken by the Subsidiaries of the Company. The said Loan(s)/guarantee(s)/security (ies) are utilized or shall be utilised by the subsidiaries for their principal business activities and the matters connected and incidental thereto (the "Principal Business Activities").

The Subsidiary entities are covered under the Sub-section 2 of the Section 185 of Companies Act, 2013 and hence consent of the members is being sought by way of a special resolution pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017) for making of Loan(s) to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/ to be taken by its subsidiaries.

Further the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly;

- a) give any loan to any person or other body corporate;
- b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of shareholders by means of a Special Resolution is required to be passed at a general meeting.

Since the Aggregate amount of the loans and investments so far made, along with the loans, investments and guarantees to be made/provided by the Company in the near future for the proposed upcoming projects may exceed the limits prescribed under the provision of section 186(2) of the Companies Act, 2013, so, it is mandatory for the Company to get the prior approval from the shareholders of the Company by way of special resolution for enhancing the limits specified under Section 186 of the Act

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Postal Ballot for the purpose of giving loans, making investments and providing guarantees and securities to the proposed loans under the provisions of Section 185 and Section 186 of the Companies Act, 2013, for an amount not exceeding a sum of Rs. 1500 Crores (Rupees Fifteen Hundred Crores only) in aggregate, outstanding at any time.

The Directors therefore, recommend the special resolution for approval of the

shareholders as set out in Item No.4 of the Notice. None of the Directors of the Company is, in any way, concerned or interested in the said resolution.

**For Krishna Institute of
Medical Sciences Limited**

Sd/-

**Umashankar Mantha
Company Secretary &
Compliance Officer
Membership No. ACS-21035**

Date: 29th April 2022

Place: Hyderabad

ANNEXURE-A

Reappointment of Directors:

Additional Information of the Director seeking reappointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

| Particulars | Dr. Bhaskar Rao Bollineni | Dr. Abhinay Bollineni | Ms. Anitha Dandamudi |
|--|--|--|---|
| Director Identification Number (DIN) | 00008985 | 01681273 | 00025480 |
| Age | 68 | 34 | 52 |
| Date of first appointment on the Board | 01.11.2002 | 18.01.2019 | 21.03.2008 |
| Nationality | Indian | Indian | Indian |
| Qualifications | He holds a bachelor’s degree in medicine and surgery from Andhra University and a master’s degree in general surgery from Madras Medical College, Chennai, Tamil Nadu. He has also been admitted as a Diplomate of the National Board of Examinations, New Delhi for the practice of cardio-thoracic surgery | He holds a bachelor’s degree in medicine and a bachelor’s degree in surgery from Dr. NTR University of Health Sciences, Andhra Pradesh (Faculty of Modern Medicine) through Deccan College of Medical Sciences | Diploma in business management from the ICFAI University |
| Experience and expertise in specific functional areas | He has more than 23 years experience in the hospital Industry. | He has over 10 years of experience in the hospital industry | She has over 17 years of experience in the hospital industry. |
| Terms and Conditions of Reappointment | As per the details provided under the resolution and explanatory statement | As per the details provided under the resolution and explanatory statement | As per the details provided under the resolution and explanatory statement |
| Remuneration last drawn (including sitting fees, if any) | All inclusive remuneration of Rs. 2.40 crores was paid for financial year 2021-22 | All inclusive remuneration of Rs. 1.17 crores was paid for financial year 2021-22 | All inclusive remuneration of Rs. 0.47 crores was paid for financial year 2021-22 |
| Remuneration proposed to be paid | As mentioned in the resolution and Explanatory Statement. | As mentioned in the resolution and Explanatory Statement. | As mentioned in the resolution and Explanatory Statement. |

| | | | |
|---|---|--|--|
| Directorship held in other public companies | (a) KIMS Hospitals Private Limited (b) KIMS Swastha Private Limited (c) KIMS Hospital Bengaluru Private Limited | (a) Saveera Institute of Medical Sciences Private Limited (b) KIMS Hospital Kurnool Private Limited (c) Iconkrishi Institute Of Medical Sciences private Limited (d) KIMS Swastha Private Limited (e) KIMS Hospital Enterprises Private Limited (f) KIMS Hospital Bengaluru Private Limited | (a) BSCPL Infrastructure Limited (b) KIMS Swastha Private Limited |
| Memberships/ Chairmanships of committees of other public companies | Nil | (a) Saveera Institute of Medical Sciences Private Limited. (b) Iconkrishi Institute Of Medical Sciences private Limited. (c) KIMS Hospital Enterprises Private Limited | Nil |
| Directorships held in companies (Other than Public Companies) | (a) Bluebridge Capital Private Limited (b) Doctutorials Edutech Private Limited (c) Hyderabad Institute of Medical Sciences Association (d) Sarvejana Healthcare Private Limited | (a) Shangrila Infracon India Private Limited | (a) Omsaikrishna Agri Products Private Limited (b) Formel Labs Private Limited (c) SRI BK AND BS Realtors Private Limited (d) BSC-C AND C-Kurali Toll Road Limited. (e) Aishu Dreamlands Private Limited (f) Anitha Housing Private Limited |
| Number of Equity Shares held in the Company | 2,10,19,929 | 47,299 | Nil |
| Number of meetings of the Board attended during the financial year. | Attended all 8 (Eight) Board meetings held during the Financial Year 2021-22. | Attended all 8 (Eight) Board meetings held during the Financial Year 2021-22. | Attended 6 (Six) Board meetings out of 8 (Eight) Board Meetings held during the Financial Year 2021-22. |
| Relationship with other Directors/Key Managerial Personnel | Dr. Bhaskar Rao Bollineni is the Father of Dr. Abhinay Bollineni, Director & CEO | Dr. Abhinay Bollineni is the Son of Dr. Bhaskar Rao Bollineni, Managing Director | Nil |