



# KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

NABH Accredited Hospital

Excellence in Healthcare

99, Avanashi Road, Coimbatore - 641 014. INDIA | Phone : (0422) 4323800

Fax : (0422) 2627782 | Web : www.kmchhospitals.com | CIN No : L85110TZ1985PLC001659



Ref: KMCH/SEC/SE/2019-20/858

August 16, 2019

To

Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P.J.Towers  
Dalal Street, Fort  
Mumbai – 400 001

Dear Sirs,

Sub: Proceedings of the 33<sup>rd</sup> Annual General Meeting for the Financial Year  
2018-19 - reg.

Ref: Security Name: KOVAI, Security Code: 523323

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With reference to the above, we wish to inform you that the 33<sup>rd</sup> Annual General Meeting of the company was held on 16<sup>th</sup> August 2019 at 'A.P. Kalyana Mandapam', 738/2 Avanashi Road, Goldwins, Coimbatore – 641 014 and the business mentioned in the notice of the 33<sup>rd</sup> AGM were transacted.

In this regard, we are attach herewith the Proceedings of the Annual General Meeting as required under Regulation 30, Part A of Schedule III of the SEBI (LODR) Regulations 2015. We request you to take the same on record.

Thanking you

Yours faithfully

For KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

S.P.CHITTIBABU  
COMPANY SECRETARY





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**PROCEEDINGS OF THE 33<sup>rd</sup> ANNUAL GENERAL MEETING OF KOVAI MEDICAL CENTER AND HOSPITAL LIMITED, 99 AVANASHI ROAD, COIMBATORE – 641 014 HELD ON FRIDAY, THE 16<sup>th</sup> AUGUST 2019.**

Meeting started at 11.00 a.m.

Meeting concluded at 2.00 p.m.

Directors present:

1. Dr.Nalla G Palaniswami
2. Dr.Thavamani Devi Palaniswami
3. Dr.Arun N Palaniswami
4. Mr.A.M.Palanisamy - Audit Committee Chairman
5. Dr.M.Manickam
6. Dr.M.C.Thirumoorthi
7. Mr.A.K.Venkatasamy
8. Dr.S.Krishnasamy - Alternate to Dr.Purani P Palaniswami

CFO : Mr.M.K.Ravindra Kumar

Company Secretary : Mr.S.P.Chittibabu

Statutory Auditor : Mr V S Srinivasan

Secretarial Auditor : Dr.C.V.Madhusudhanan

Members attended

Present in person : 152

Present by Proxy : Nil

The following Registers / documents as required under the Companies Act 2013 were kept open for inspection of members at the commencement of Annual General Meeting and remained open and accessible during the continuance of the meeting to the persons having right to attend the meeting.

1. Directors Report along with annexures thereon for the Financial Year ended 31<sup>st</sup> March 2019.
2. Proxy Register with proxies lodged with the company in connection with 33<sup>rd</sup> AGM.
3. Register of Directors and Key Managerial Personnel and their shareholdings.





4. Register of Contracts or Arrangements in which Directors are interested.
5. The Audited Accounts and Statutory Auditors Report for the year ended 31<sup>st</sup> March 2019.
6. Secretarial Auditors Report for the year ended 31<sup>st</sup> March 2019.

Dr.Nalla G Palaniswami chaired the meeting.

The requisite quorum being present as required under Section 103 of the Companies Act 2013, the Chairman declared the meeting as properly constituted and called the meeting to order.

Chairman welcomed the members to the 33<sup>rd</sup> Annual General Meeting of the Company.

The Chairman explained that Dr.Mohan S Gounder, Mr.Kasi K Goundan, Mr.K.Saminathan and Dr.M.A.Muthusethupathi, Directors of the company were unable to attend the meeting and introduced the Directors on the dais to the members of the company.

The Chairman informed that with the permission of the members present at the meeting, since the following had been already circulated were taken as read.

- i. The 33<sup>rd</sup> Annual General Meeting Notice, Directors Report along with the Annexures thereto, the Annual Financial Statements for the Financial Year ended 31.03.2019.
- ii. The Un-qualified Statutory Auditors Report for the Financial Year ended 31<sup>st</sup> March 2019.
- iii. The Un-qualified Secretarial Auditors Report for the Financial Year ended 31<sup>st</sup> March 2019.

Mr.V.S.Srinivasan, Partner, M/s VKS Aiyer & Co., Statutory Auditors highlighted the salient points of the Auditors Report for the year ended 31<sup>st</sup> March 2019. He further informed that there was no qualification or adverse remark in the Auditors Report.

The Chairman informed that there was no qualification or adverse remark in the Secretarial Auditors Report for the year ended 31<sup>st</sup> March 2019.

Dr.Nalla G Palaniswami in his address to the shareholders gave a brief update on the operational & financial performance, outlook of the company and newly commenced Medical College titled as "KMCH Institute of Health Sciences and Research."

The Chairman invited queries from the members. The Chairman and the Audit Committee Chairman replied to the queries.





AGM Resolutions

The Chairman informed that pursuant to the provisions of Section 108 of the Companies Act 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of SEBI (LODR) Regulations 2015, the company had provided the e-voting facility to the members of the company in respect of the 33<sup>rd</sup> Annual General Meeting resolutions. The remote e-voting commenced on 13.8.2019 (9.00 A.M.) and ended on 15.8.2019 (5.00 P.M.).

He further informed that for the members who attended the meeting and who had not already cast their vote through e-voting facility can cast their vote through ballot paper at the venue provided those members should hold shares as on 07.08.2019 (being the cut-off date for voting). He informed that Practicing Company Secretary Dr.C.V.Madhusudhanan, Partner, M/s KSR & Co. Company Secretaries LLP, Coimbatore was appointed as Scrutinizer to scrutinize the e-voting and ballot process at the AGM.

Item No.	Details of Agenda	Resolution
1.	Consider and adopt Audited Financial Statements, Report of the Board of Directors and Auditors for the Financial Year 2018-19	Ordinary
2.	Consider payment of Dividend for the Financial Year 2018-19	Ordinary
3.	Re-appointment of Dr.Arun N Palaniswami (DIN:02706099) who retires by rotation as Director	Ordinary
4.	Re-appointment of Mr. Kasi K Goundan (DIN: 01145935) as Independent Director of the Company for a Second consecutive term of 5 years w.e.f 03.09.2019.	Special
5.	Re-appointment of Dr.M.Manickam (DIN:00102233) as Independent Director of the Company for a Second consecutive term of 5 years w.e.f 03.09.2019.	Special
6.	Re-appointment of Mr.A.M.Palanisamy (DIN:00112303) as Independent Director of the Company for a Second consecutive term of 5 years w.e.f 03.09.2019.	Special
7	Re-appointment of Mr. A.K.Venkatasamy (DIN: 00036191) as Independent Director of the Company for a Second consecutive term of 5 years w.e.f 03.09.2019.	Special
8	Re-appointment of Mr.K.Saminathan (DIN: 01104196) as Independent Director of the Company for a Second consecutive term of 5 years w.e.f 03.09.2019.	Special

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Continuation Sheet No.

9	Appointment of Mrs.R.Bhuvaneshwari (DIN: 01628512) as Independent Director of the Company for a term of 5 years w.e.f 03.09.2019.	Ordinary
10	Re-appointment of Dr.Nalla G Palaniswami (DIN:00013536) as Managing Director of the Company for a further period of 5 consecutive years w.e.f 01.10.2019	Special
11	Ratification of the appointment and the payment of remuneration to the Cost Auditor of the Company for the Financial year 2019-20.	Ordinary

The Chairman informed to the members that those who are not cast their vote through e-voting can cast their vote through ballot paper and deposit in the ballot box.

The Chairman informed the members that the Scrutinizer shall submit a Consolidated Scrutiniser's Report (E-voting and Ballot) on or before 18<sup>th</sup> August 2019. The results along with the Scrutinizer's Report shall be placed on the company's website and communicated to the BSE Limited.

The requisite quorum was present throughout the AGM proceedings. On completion of voting 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 make it a success. He also thanked the company staff and employee shareholders who have successfully organized the meeting. After the national anthem the meeting concluded on a happy note.

/ Certified True Copy /

For Kovai Medical Center And Hospital Limited

S. P. Chittibabu  
Company Secretary  
ACS - 10624