

13th January, 2023

<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>
---	---

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 4th January, 2023 in respect of the following Ordinary and Special Resolutions:

1. Appointment of Mr. Shantanu Rastogi as Non-Executive Director of the Company, liable to retire by rotation.
2. To consider and approve for alteration of Article 74 of the Articles of Association of the Company.
3. To consider and approve the issue of Non-Convertible Debentures.

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	Cut-off date for determining the members eligible for e-voting/postal ballot	06.01.2023	-
2	Date of dispatch of the postal ballot notice through e-mail	13.01.2023	-
3	Date and time of commencement of remote e-voting/postal ballot	14.01.2023	9:00 AM
4	Date and time of the closure of remote e-voting/postal ballot (Remote e-voting facility will be disabled beyond this date and time)	12.02.2023	5:00 PM

This is for your information and records

Thanking you,

Yours truly

For Krishna Institute of Medical Sciences Limited

MANTHA
UMASHANKAR

Digitally signed by
MANTHA UMASHANKAR
Date: 2023.01.13
14:09:44 +05'30'

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

Minister Road, Secunderabad - 500 003, Telangana, India

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

CIN: L55101TG1973PLC040558

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 08.12.2021, 14/2020 dated 08.04.2020 and General Circular No. 17/2020 dated 13.04.2020 and the General Circular No. 22/2020 dated 15.06.2020, General Circular No.33/2020 dated 28.09.2020, General Circular No.39/2020 dated 31.12.2020 and General Circular No.10/2021 dated 23.06.2021, General Circular No. 03/2022, dated 05.05.2022 and General Circular No.11/2022, dated 28.12.2022 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 upto 30th September 2023 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 resolutions 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, Proprietor of IKR & Associates (M.No ACS: 23071 and CP No: 10486), as the Scrutinizer for conducting the postal ballot and e-voting process fairly and transparently.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the said Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the 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 point no 12 below for the 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 13-02-2023. 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

- Appointment of Mr. Shantanu Rastogi as Non-Executive Director of the Company, liable to retire by rotation.**

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

“RESOLVED THAT Mr. Shantanu Rastogi (DIN: 06732021), who was appointed as an Additional Director of the Company with effect from December 10, 2022, by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013, and the Articles of Association of the Company and in respect of whom, the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

2. To consider and approve for alteration of Article 74 of the Articles of Association of the Company.

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

“RESOLVED THAT approval of members be and is hereby accorded, to alter Article 74 of the Articles of Association (AOA) of the Company by deleting the terms about pre-existing IPO rights in favour of General Atlantic Singapore Kh. Pte. Ltd.

RESOLVED FURTHER THAT the revised Article 74 of the Articles of Association of the Company is as follows:

‘The number of Directors shall be a maximum of 15 (fifteen) in accordance with the provisions under the Act’

RESOLVED FURTHER THAT any Executive Director or the Company Secretary of the Company be and are hereby severally authorized to communicate a copy of this resolution duly signed as a certified true copy to all such competent authorities wherever necessary and to take all necessary steps that may be required to give effect to this resolution.”

3. To consider and approve the issue of Non-Convertible Debentures.

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71, 179, 180(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, other applicable

rules; the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws and regulations [including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force] and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and such other laws, rules, regulations, guidelines, notifications, circulars as applicable and subject to such approvals, consents, permissions, sanctions of statutory, regulatory, appropriate authorities as may be necessary; the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the “Board”, which term shall be deemed to include any committee constituted by the Board and any person authorised by the Board to exercise its powers, including the powers conferred by this resolution] to borrow or raise funds not exceeding Rs.300 Crores by issuance of rated, listed, unsecured, redeemable, non-convertible debentures having a face value of Rs.10,00,000 (Rupees Ten Lakh only) each, in one or more tranches, on private placement basis.

RESOLVED FURTHER THAT to give effect to the resolution, the Board be and is hereby authorized to determine, in its absolute discretion, terms, and quantum of debentures, including consideration and utilization of proceeds, class of investors to whom such debentures are to be allotted, number of debentures to be issued in each tranche, issue price, redemption period, rate of interest, appointment/engagement of intermediaries, to do all such acts, deeds, matters, and things and to settle any question, difficulty or doubt that may arise in this regard, as the Board in its absolute discretion may deem necessary or desirable or expedient.”

For Krishna Institute of Medical Sciences Limited

**Sd/-
Umashankar Mantha
Company Secretary & Compliance Officer
M.No.: 21035**

Date: 04.01.2023

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 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 have 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 January, 2023, the cut-off date. Any person who is not a Member as of 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 a 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 January, 2023. The e-Voting commences on 14-01-2023 at 9.00 am (IST) and ends on 12-02-2023 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 12-02-2023.
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 the future.
7. The Company will be publishing the notice of Postal ballot, an advertisement in an English newspaper and a 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 also be available in the websites of Stock Exchanges.
8. The documents referred to in the explanatory statement will be made available for inspection at the 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 a Remote E-voting facility to its Members to enable them to cast their votes. A Member has to carefully follow the instructions 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 votes 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

	<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 **Items No. 1 to 3** of the accompanying Notice.

Item No. 1

Mr. Shantanu Rastogi (DIN No.: 06732021) has been appointed as an Additional Director in the capacity of a Non-Executive & Non-Independent Director of the Company with effect from 10th December 2022. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office up to the next Annual General Meeting (AGM) and as such the approval of the shareholders is required to be taken at the next AGM only to be held in the year 2023 in terms of the provisions of the Companies Act 2013. However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

The Company has received notice under Section 160 of the Companies Act, 2013, from a member signifying his intention to propose the candidature of Mr. Shantanu Rastogi for the office of Director. A brief resume of Mr. Shantanu Rastogi and other details, as required to be given pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided as under.

Brief Resume:

Mr. Shantanu Rastogi holds a bachelor's degree and a master's degree in technology (electrical engineering) from the Indian Institute of Technology, Mumbai, and also a master's degree in business administration from the Wharton School, University of Pennsylvania. He has more than 17 years of experience in financial services, technology, healthcare, and consumer sectors in India and the Asia-Pacific region. He is currently serving as the Managing Director at General Atlantic Private Limited. He joined General Atlantic Private Limited in 2013 and has previously also worked as an associate with General Atlantic Private Limited from 2005 to 2007. Before joining General Atlantic Private Limited, he served as a principal at Apax Partners India Advisers Private Limited and as a junior associate at McKinsey & Company, Inc.

Particulars	Mr. Shantanu Rastogi
Director Identification Number (DIN)	06732021
Age	43
Date of the first appointment on the Board	20.06.2018
Nationality	Indian
Qualifications	He holds a bachelor's degree and a master's degree in technology (electrical engineering) from the Indian Institute of Technology, Mumbai, and also a master's degree in business administration from the Wharton School, University of Pennsylvania
Experience and expertise in specific functional areas	He has over 17 years of experience in financial services, technology, healthcare, and consumer sectors in India and the Asia-Pacific region
Terms and Conditions of Reappointment	As per the details provided under the resolution and explanatory statement
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Nil

Directorship held in other public companies	KFIN Technologies Limited
Memberships/ Chairmanships of committees of other public companies	KFIN Technologies Limited
Directorships held in companies (Other than Public Companies)	(a) House of Anita Dongre Private Limited (b) Capital Foods Private Limited (c) Rubicon Research Private Limited (d) NoBroker Technologies Solutions Private Limited (e) Sorting Hat Technologies Private Limited (f) IIT Bombay Development and Relations Foundation (g) TNC – The Nature Conservancy Centre (h) Acko Technology & Services Private Limited (i) ASG Hospital Private Limited (j) Amagi Media Labs Private Limited
Number of Equity Shares held in the Company	Nil
Number of meetings of the Board attended during the financial year.	a) Attended all 8 (Eight) Board meetings held during the Financial Year 2021-22. b) Attended all 6 (Six) Board meetings held from 01.04.2022 to 11.11.2022.
Relationship with other Directors/Key Managerial Personnel	Nil

The Board of Directors considers it in the interest of the Company to appoint Mr. Shantanu Rastogi as a Director. None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way interested or concerned in this resolution.

The Board recommends the resolution set out in **Item No. 1** of the Notice for approval by the members.

Item No. 2

Pursuant to the amendment in clause 6.I (c) of the Shareholders Agreement dated June 14 2018 entered into, amongst the Company, General Atlantic Singapore Kh Pte. Ltd. (GA), and Other Shareholders and pursuant to Article 74 of Articles of Association of the Company, GA had pre-existing IPO rights wherein GA can appoint

- a) Two (2) directors in case it is holding more than 25% of the equity shares and
- b) One (1) director in case of less than 25% but more than 10% of the equity shares on a fully diluted basis.

The GA was holding an equity stake of 10.41%. It sold an equity stake of 1.81% on 02.12.2022. Consequently, the holding of GA has fallen below 10% of the equity shares of the Company, and the above pre-existing IPO rights to nominate directors on the Board of the Company ceases to exist.

In view of the ceasing of pre-existing IPO rights, it is imperative to alter Article 74 of the Articles of Association (AOA) of the Company by deleting the terms & conditions pertaining to pre-existing IPO rights. The existing Article 74 and proposed to be revised Article 74 is as follows:

Existing Article 74	Revised Article 74
<p>The number of Directors shall be a maximum of 15 (fifteen) in accordance with the provisions under the Act, of whom:</p> <p>(a) two (2) Directors shall be nominated for appointment by the Shareholder (the “Shareholder Directors”), provided that in the event the Shareholder (along with its Affiliates) holds:</p> <p>(i) less than 25% (twenty-five percent) of the Equity Shares, however, more than 10% (ten percent) of the Equity Shares on a fully diluted basis, it shall be entitled to nominate only 1 (one) Director on the Board; and</p> <p>(ii) equal to or more than 25% (twenty-five percent) of the Equity Shares, on a fully diluted basis, it shall be entitled to nominate only 2 (two) Directors on the Board</p> <p>The above is however subject to the Shareholders’ approval by way of special resolution in the first general meeting of the Company held post-listing of the Equity Shares pursuant to such IPO and applicable laws for this right to be reinstated in the Articles.</p>	<p>The number of Directors shall be a maximum of 15 (fifteen) in accordance with the provisions under the Act.</p>

In view of the above, the Board recommends your approval for amendment of Article 74 of the Articles of Association of the Company by passing a Special Resolution.

Except for Mr. Shantanu Rastogi, who works for General Atlantic group, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out in the Notice.

The Board recommends the resolution set forth in **Item No. 2** for the approval of members.

Item No. 3

The Board of Directors of the Company at its meeting held on 4th January 2023 has approved to borrow or raise funds not exceeding **Rs.300 Crores** by the issuance of rated, listed, unsecured, redeemable, non-convertible debentures having a face value of **Rs.10,00,000 (Rupees Ten Lakh only)** each, in one or more tranches, on private placement basis for the utilization of the proceeds towards the capital expenditure and for expansion purpose of the existing and proposed hospital projects.

Pursuant to provisions of Sections 42, 71, 179, 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read together with the Companies (Prospectus and Allotment of Securities) Rules, 2014 a company offering or making an invitation to subscribe to the non-convertible debentures on private placement basis is required to obtain the prior approval of the shareholders by way of a special resolution. Such approval can be obtained once a year for all the offers and invitations made for such non-convertible debentures during the year.

None of the Directors, Key Managerial Personnel of the Company, and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the Special Resolution set out at **Item No. 3** of the Notice for approval of the Members of the Company.

For Krishna Institute of Medical Sciences Limited

Sd/-
Umashankar Mantha
Company Secretary & Compliance Officer
M.No.: 21035

Date: 04.01.2023

Place: Hyderabad