

THE NEW-AGE FAMILY HOSPITAL



KMC Speciality Hospitals (India) Limited

ANNUAL REPORT

2016-2017

ANNUAL REPORT 2016-17

KMC SPECIALITY HOSPITALS (INDIA) LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Dr S Chandrakumar	Managing Director & CEO
Dr D Senguttuvan	Executive Director
Dr S Manivannan	Director
Dr T Senthilkumar	Director (From 29th September, 2016)
Mr A Krishnamoorthy	Director
CA S Chenthilkumar	Director
Mr B Pattabhiraman	Director
Mr N Bala Baskar	Director
Mr Chandrasekar Kandasamy	Nominee Director (Upto 11th February, 2017)
Mr Adithya Bharadwaj	Nominee Director (From 11th February, 2017)
Mrs Jayanthi Narayanaswamy	Director
Dr S Vijayabaskaran	Director (Upto 29th September, 2016)
Mr S Krishnamurthy	Nominee Director (Upto 9th May, 2016)
Mr G Ranganathan	Chief Financial Officer (Upto 24th January, 2017)
Mr S Badrinarayan	Chief Financial Officer (From 24th January, 2017)
Mr A Thanikainathan	Company Secretary (Upto 30th June, 2016)
Mr G Sathyan	Company Secretary (From 14th November, 2016)

BANKERS

State Bank of India
Punjab National Bank
Indian Overseas Bank
City Union Bank

AUDITORS

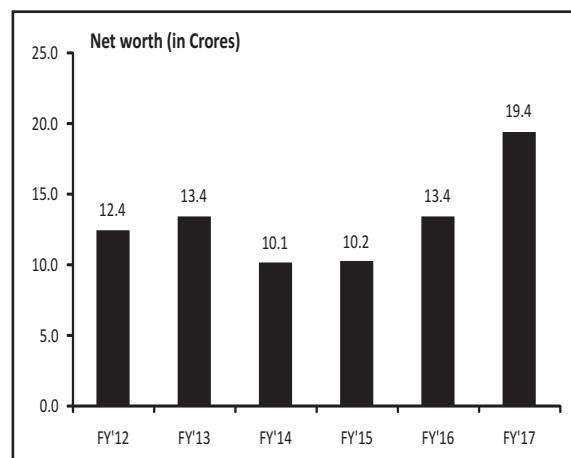
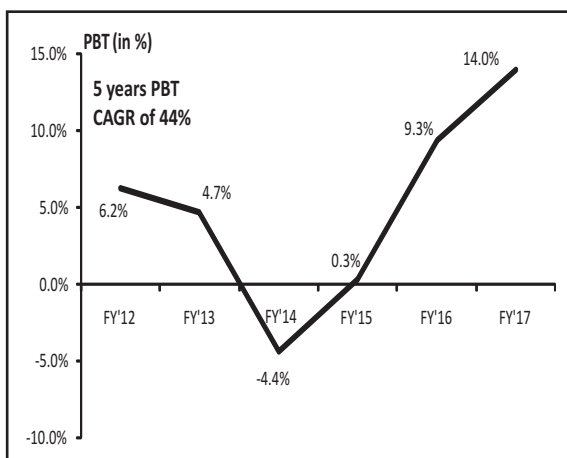
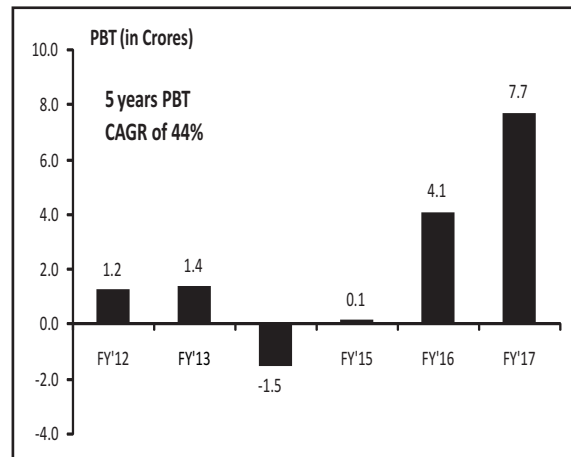
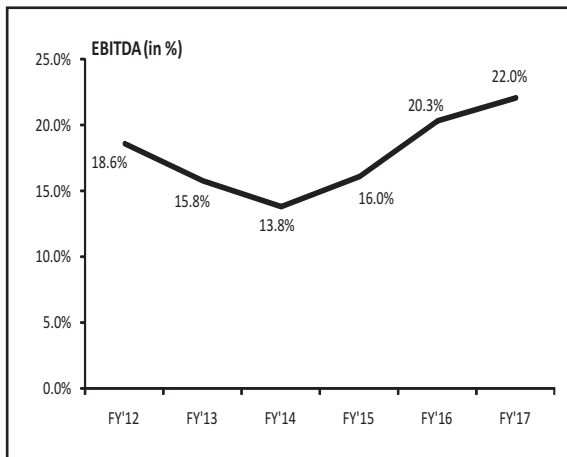
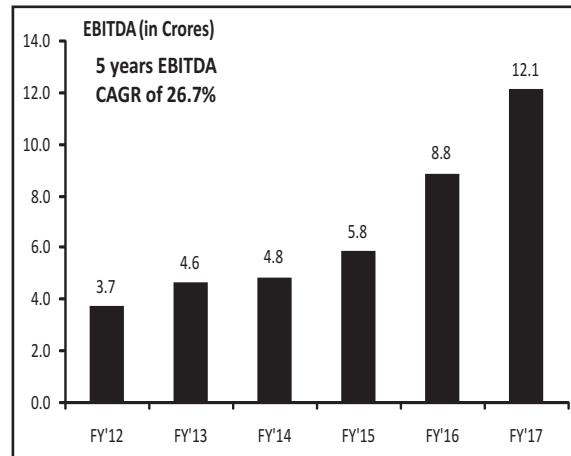
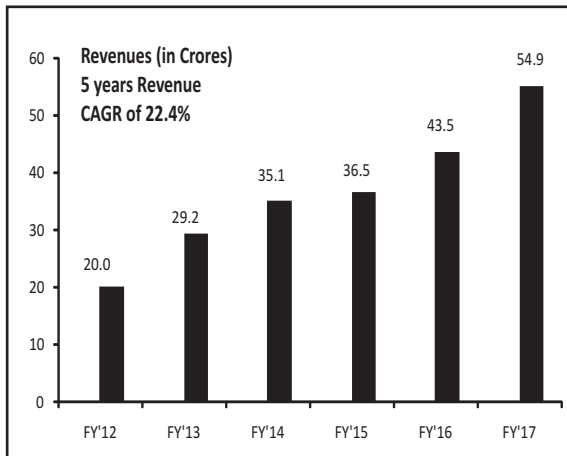
M/s. B S R & Co. LLP
Chartered Accountants
10, Mahatma Gandhi Road
Chennai - 600034

REGISTERED & CORPORATE OFFICE

6, Royal Road, Cantonment
Trichy - 620 001
CIN: L85110TN1982PLC009781
E-mail: cs.kmcshil@kauveryhospital.com
Website: www.kauveryhospital.com

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KMC SPECIALITY HOSPITALS (INDIA) LIMITED
CIN : L85110TN1982PLC009781
REGISTERED OFFICE: NO 6 ROYAL ROAD, CANTONMENT, TRICHY 620 001.

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **THIRTY FOURTH ANNUAL GENERAL MEETING** of the Members of the Company will be held on Thursday, the 28th day of September, 2017 at 3:00 PM at Hotel Sangam, Collector's Office Road, Cantonment, Trichy – 620001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2017 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Dr S Manivannan (DIN : 00910804), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mrs Jayanthi Narayanaswamy (DIN : 0007143462), who retires by rotation and being eligible, offers herself for re-appointment.
4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

“RESOLVED THAT the re-appointment of M/s B S R & Co. LLP, Chartered Accountants, Chennai having Firm Registration Number 101248W/W-100022 allotted by The Institute of Chartered Accountants of India, as Statutory Auditors of the Company to hold office, from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, for the fourth year in the first term of five years, in terms of Section 139 and 142 read with Audit and Auditors Rules, 2014, on such remuneration as may be decided by the Board of Directors of the Company in addition to Service Tax, travelling and out of pocket expenses be and is hereby ratified.”

SPECIAL BUSINESS:

5. Appointment of Mr Adithya Bharadwaj (DIN: 0007570055) as Nominee Director

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, Mr Adithya Bharadwaj (DIN: 0007570055), who was appointed as an Additional Director of the Company with effect from 11th February 2017 by the Board of Directors of the company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Act, proposing the candidature of Mr Adithya Bharadwaj for the office of Director, is be and hereby appointed as a Nominee Director of the Company not liable to retire by rotation.

6. To approve related party transactions under section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To consider and if thought fit to pass with or without modification(s), the following resolution as a Special 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 Kavery Medical Care (Trichy) Limited, fellow subsidiaries or associate companies being related parties to the Company, in connection with Sale and purchase of goods and the various services including hospital services rendered / availed or to be availed, claims made and reimbursement of claims received or any other transactions involving a transfer of resources, services or obligations of whatever nature on such terms as may be mutually agreed upon with the holding company namely M/s. Sri Kavery Medical Care (Trichy) Limited, fellow subsidiaries or associate companies for an aggregate value not exceeding Rs. 75,00,00,000/- (Rupees Seventy Five crores only) per annum;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and empowered to do all such acts, deeds, matters and things to settle any queries, difficulties, doubts that may arise with regard to any transaction with M/s. Sri Kavery Medical Care (Trichy) Limited, fellow subsidiaries or associate companies and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose for giving effect to this resolution, in the best interest of the company."

7. To consider and if thought fit to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting of the Company held on 29th September 2015, consent of the members be and is hereby accorded in terms of the provisions of Section 180(1)(c), 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors (hereinafter referred to as "the Board" which shall include any

Committee(s) thereof) to borrow from time to time all such sum(s) of money as the Board may deem requisite for the purpose of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, provided however that the total amount so borrowed and to be borrowed

set apart for any specific purpose, provided however that the total amount so borrowed and to be borrowed and remaining outstanding at any one time shall not exceed Rs 100,00,00,000 (Rupees One Hundred Crores only) in the aggregate, with or without creating charges on one or more or all assets of the Company."

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board') which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investments or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas up to a maximum amount of Rs 75,00,00,000/- (Rupees Seventy Five Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the guarantees / securities / investments so far made together with the proposed guarantees / securities / investments to be made, exceeds the prescribed limits under Section 186 (2) of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above guarantees, securities and investments including the timing, amount and other terms and conditions of such guarantees, securities and investments and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

Place: Chennai
Date : 12th August 2017

By the order of the Board
G Sathyan
Company Secretary

Notes:

1. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the act"), concerning the Special business in the notice is annexed hereto and forms part of this notice. The profile of the directors seeking appointment/reappointment, as required in terms of clause 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered with the Stock exchange is annexed

2. member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing the proxy and the power of Attorney or other authority, if any, under which it is signed or a notarized certified copy of the power or other authority with the Registered Office at least 48 hours before the meeting. A proxy form is sent herewith. The proxy shall not be entitled to vote except on a poll.

Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of the board resolution/power of attorney authorizing their representative to attend and vote on their behalf at the meeting.

4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 22nd September, 2017 to 28th September, 2017 (both days inclusive).

5. Members, proxies and Authorised Representatives are requested to bring their Attendance Slips together with their copies of the Annual Reports to the Meeting.

6. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares to the Registrar and Transfer Agents.

7. A route map showing directions to reach the venue of the 34th Annual General Meeting is given along with this Notice as per the requirement of the Secretarial Standard – 2 on "General Meetings".

8. Members are requested to notify Change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, Viz. M/s Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai - 600001.

9. Shareholders desiring any information as regards to financial statement are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.

10. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

11. The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, companies can now send various notices/ documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report etc.) to their shareholders through electronic mode, to the registered email addresses of the shareholders. In case you are desirous of having a printed copy of Annual Report 2016-17, you may write to us at cs.kmcshil@kauveryhospital.com or at the registered Office of the Company. The Annual report of the Company can be accessed at www.kauveryhospital.com/investors# in the investor section. Electronic copy of the Annual Report for 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository

Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2016-17 is being sent in the permitted mode. Electronic copy of the Notice of the 34th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 34th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.

12. Members may also note that the Notice of the Thirty Fourth Annual General Meeting and the Annual Report for 2017 will also be available on the Company's website www.kauveryhospital.com/investors# for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Trichy for inspection during normal business hours on working days, except Saturdays, Sundays and public holidays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs.kmcshil@kauveryhospital.com.

13. The Notice and the Route map for the venue of the Annual General Meeting is hosted on the Company's website and can be accessed at <http://www.kauveryhospital.com/investors#>.

14. The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice by 'electronic means' (i.e. voting electronically from a place other than the venue of the General Meeting) and all the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited. The Company is providing facility for voting by electronic

means in compliance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rule, 2014 and Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The E-Voting instructions/ procedure and details of Scrutinizer for the E-voting process is provided elsewhere in the report.

15. The remote e-voting period starts on Monday, 25th September, 2017, 10:00 AM (IST) and ends on Wednesday, 27th September, 2017 at 5:00 PM (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2017 may cast their votes electronically.

16. The Facility for voting through Ballot paper shall be made available at the 34th Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting through ballot paper.

17. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to cast their vote again.

18. The Company's website is www.kauveryhospital.com. Annual Reports of the Company and other shareholder communications are made available on the Company's website.

19. All the members are requested to intimate their e-mail address to the Company's Registrar and Transfer Agents whose e-mail id is investor@cameoindia.com mentioning the Company's name i.e., KMC Speciality Hospitals (India) Limited so as to enable the Company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.

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

The following Explanatory Statement sets out all the material facts relating to the Special Business:

Item No. 5: Appointment of Mr Adithya Bharadwaj (DIN: 0007570055) as Nominee Director

The Board of Directors had, at their meeting held on 11th February 2017, co-opted Mr Adithya Bharadwaj as Additional Director, on behalf of Investors of the Holding Company, pursuant to Section 161 of the Companies Act, 2013. Mr Adithya Bharadwaj shall hold the office of Director upto the date of the thirty fourth Annual General Meeting. The Company has received notice in writing along with a deposit of Rs 1,00,000 (Rupees One Lakh only) from a member under Section 160 of the Act, signifying the candidature of Mr Adithya Bharadwaj to be appointed as Nominee Director, not liable to retire by rotation. Mr Adithya Bharadwaj has consented to and declared as qualified for the appointment as Director, if made. The Board on receipt of the said notice from a member and on the recommendation of its Nomination and Remuneration Committee and subject to the approval of members in this Annual General Meeting, has accorded its consent, to appoint Mr Adithya Bharadwaj as Nominee Director, not liable to retire by rotation. Information required under Regulation 36(3) of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 is attached to this notice as Annexure.

Brief profile of Mr Adithya Bharadwaj:

Mr Adithya Bharadwaj has over 6 years of professional experience in due diligence and private equity. He has experience in evaluating transactions and monitoring investments across healthcare, technology and consumer brands.

He is currently a Senior Associate at Stakeboat Capital LLP prior to which he worked in the Transactions Advisory Services practice of Ernst & Young with extensive experience in evaluating key business drivers, identifying and raising red flags, supporting and coordinating with multi-party due diligence teams and legal negotiations.

Mr Adithya Bharadwaj is an associate member of the Institute of Chartered Accountants of India (ICAI) and associate member of Institute of Cost Accountants of India (ICMAI). He is a national rank-holder in both intermediate and final exams held by ICMAI.

The Board of Directors of your Company recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice.

Memorandum of Interest : Except Mr Adithya Bharadwaj, being an appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution.

Item No 6 :

To approve Related Party Transactions under section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 exempts any transactions entered into by the Company in its ordinary course of business and done at arm's length price, from the requirement of prior approval of the shareholders by way of ordinary resolution. However, Clause 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that material related party transaction, i.e. if a transaction(s) to be entered into which individually or together with previous transactions during a given financial year with a related party exceeds 10% of the annual consolidated turnover as per the last audited financial statements of the Company, requires the approval of the shareholders of the Company by way of a Special Resolution.

The Company in the Ordinary course of business and at arm's length price enters into various transactions with M/s. Sri Kavery Medical Care (Trichy) Limited (the holding Company), fellow subsidiaries or associate companies being related parties to the Company for providing and availing various services including Sale and purchase of goods, rendering and availing of hospital services, claims made and reimbursement of claims received. These transactions are continuous in nature and are not for a specific period. M/s. Sri Kavery Medical Care (Trichy) Limited, fellow subsidiaries or associate companies are related parties as defined under Accounting Standard (AS) 18.