

## BOARD OF DIRECTORS

### **Dr. Nalla G Palaniswami**

Chairman and Managing Director

### **Dr. Thavamani Devi Palaniswami**

Vice Chairman and Joint Managing Director

### **Mr. Kasi K Goundan**

Director

### **Mr. M. Manickam**

Director

### **Dr. K.S.K. Murugaiyan**

Director

### **CA. A.M. Palanisamy**

Director

### **Dr. P.R. Perumalswami**

Director

### **Dr. M.C. Thirumoorthi**

Director

### **Mr. A.K. Venkatasamy**

Director

### **Dr. Mohan S Gounder**

Director

### **Mr. K. Saminathan**

Director

### **Dr. M.A. Muthusethupathi**

Director

### **Mr. K.M. Subramaniam**

Director (Upto 18.12.2012)

(Alternate to Dr. P.R. Perumalswami)

### **Dr. S. Krishnasamy**

Director (From 14.02.2013)

(Alternate to Dr. P.R. Perumalswami)

### **CA. P.K. Gopikrishnan**

Chief Financial Officer

### **CS. S.P. Chittibabu**

Company Secretary

## **REGISTERED OFFICE & HOSPITAL COMPLEX**

Post Box No. 3209, Avanashi Road

Coimbatore - 641 014

Tel : +91 - 422 - 4323800, 3083800

Fax : +91 - 422 - 4270639

E-mail : secretarialdept@kmchhospitals.com  
accounts@kmchhospitals.com

Website : www.kmchhospitals.com

## **AUDITORS**

### **M/s. Haribhakti & Co.,**

Chartered Accountants

Coimbatore - 641 012

## **REGISTRAR & SHARE TRANSFER AGENT GNSA Infotech Limited**

STA Department

Nelson Chambers

F-Block, 4th Floor

No.115 Nelson Manickam Road

Aminjikarai

Chennai - 600 029

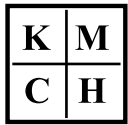
Phone : + 91-44-42962025

Email : sta@gnsaindia.com

## **BANKERS**

Indian Bank

Indian Overseas Bank



## KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

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# 2 decades of Leadership in Healthcare

## Becoming a benchmark in the healthcare industry

Kovai Medical Center and Hospital Limited started with 150 beds in July, 1990. Over the past two decades, the Center under the visionary leadership of Dr. Nalla G Palaniswami has grown into a giant in the healthcare industry in India. This was acknowledged by the center receiving the award for the best hospital in the non-metro category by the ICICI Lombard and CNBC. The hospital has every specialty under one roof and is today capable of performing a full range of complex surgical and interventional procedures with the exception of liver transplant which too will start soon.

The state of the art cancer center has transformed the way cancer is treated in this region and is the first Hospital to introduce rapid arc therapy, stereotactic radiosurgery, respiratory gated radiotherapy and endoluminal brachytherapy in this region. Joining hands with the Chief Minister's Comprehensive Health Scheme, this state of the art cancer care has benefitted both the poor and the rich.

The bone marrow transplant center again has become a role model department in this region by performing several successful transplants for complex clinical conditions which has so far never been performed in this area. The state of the art Nuclear Medicine Department with PET-CT has again changed the perception of cancer care and today, gets patients referred from surrounding districts and states. The ultra- modern biplane interventional laboratory is again a first of it's kind in this region and the department has been continuously introducing procedures for the first time ever in this region.

The addition of the cancer center has truly made the hospital a bench-mark for others to follow with its state of the art theaters and imaging facilities.

## Highlights

- Hospital receives the Best Hospital award in the non-metro category by the ICICI Lombard and CNBC
- Receives NABH accreditation for all departments.
- Cancer centre performs the first respiratory gated radiotherapy.
- KMCH hosts the International conference in Interventional Radiology.



**Dr. Nalla G Palaniswami receives award from President, SIR**

## Chairman receives award from SIR, USA

The best ever annual meet of Indian Society of Vascular Interventional Radiology conducted in collaboration with the Society of Interventional Radiology, USA was hosted in KMCH in February 2013. The Chairman of KMCH Dr. Nalla G Palaniswami was honored with a plaque for his outstanding contribution to the development of the field of Interventional Radiology in India.

The Department of Interventional Radiology in KMCH is equipped with the state of the art Biplane flat panel Artis-Zee cathlab and it has achieved many firsts in various interventional procedures in this part of the country including the first fenestrated stent grafting for complex aortic dissection and flow diverter therapy for intracranial aneurysms. The department has a long history of 20 years of service and a very long chain of patient's success stories.

**Respiratory  
insufficiency  
treated  
successfully  
by  
pacemaker  
to the  
phrenic  
nerve**

### Diaphragm pacemaker for patients with injured spine

It was impossible for a 65 year old Mr. Nachimuthu to even breathe normally given the severe cervical spine injury that he had incurred damaging the respiratory center in his brainstem. He had to be on ventilator support for three months. A recent novel method of treating such a condition saved him from this agony. For the first time, Doctors at KMCH put a pacemaker that would stimulate the phrenic nerves in the neck cyclically initiating the normal process of breathing at a steady rate. The pacemaker was placed in a pouch created in the chest wall.

Dr. Parthiban and his team were responsible for this achievement and the patient was able to breathe with the pacemaker alone for more than half the time every day. The battery would last for 15 years, said Dr. Parthiban and would then require a minor surgery to replace them.

### Stem Cell transplantation for thalassemia



Thalassemia is a disorder causing red blood cell destruction. It has tainted the life of 10 year old Dhanush. To his relief came the option of stem cell transplantation which was performed by a team led by Dr. Rajasekar, Clinical Hematologist and Head of Bone Marrow Transplantation. Marrow stem cells in Dhanush's brother were brought out into the blood from where they were harvested and infused into the patient.

This complex and expensive procedure could be performed, thanks to team of doctors in KMCH and donors who provided funds for welfare of the patients. KMCH is steadily evolving itself to be a leader in bone marrow transplant and blood cancer treatment in this region.

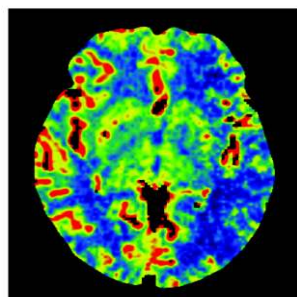
### Clot dissolution in brain for stroke

55 year old Mr. Ponnusamy was lucky that he reached the hospital within one and half hours of sustaining left hand and leg weakness. The cause was a clot in a blood vessel blocking blood supply to a part of his brain on the right side.

Dr. Vijayan, Neurologist could dissolve the blood clot using a medicine injected into the patient's blood and simultaneously directing ultrasound waves from transcranial Doppler into the region of clot. He emphasized that early intervention is the key for such successful recoveries. A window of six hours is available from the episode of stroke to institution of therapy. Thanks to this treatment, the patient is now able to hold his plate of lunch with his left hand that was rendered immobile by stroke.

People must be educated on picking up initial symptoms including weakness, imbalance, incoherent speech and facial contortion and bring them to the attention of an experienced doctor, to prevent fatal and incapacitating neurological outcomes.

Such treatment has now become very efficacious since the introduction of drug and sound wave combination – a marked improvement from the days when streptokinase and urokinase were the only drugs in option, carrying little success.



**KMCH has evolved itself to  
be a leader in Stroke  
treatment**

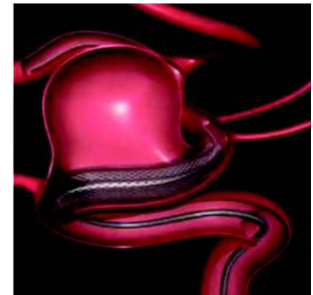
### Flow diverters for aneurysms in brain

Aneurysms are balloon like dilatations that can involve any blood vessel in the body. After attaining a critical size, they tend to rupture. When they involve the blood vessels inside the brain, rupture can present varying from a sudden onset severe headache to death. The most important part in treating aneurysms is to prevent rupture.

Conventional method of treatment shifted from surgery to coiling which entails packing the aneurysm with ductile materials preventing blood flow into it and hence rupture. This is done by a route through the blood vessels by interventional radiologists. This is a lot safer compared to the risks that surgery confers to the patient. Some aneurysms not amenable for coiling were a challenge until recent introduction of a novel therapy using precisely constructed stents called Flow Diverters.

For the first time in India, a series of four such complex cases were treated by flow diverters in KMCH, by Dr. Mathew Cherian, Chief of Radiology Services. Flow diverters divert blood flow away from aneurysm into adjacent vessel, hence preserving blood flow through normal vessels and their branches.

**Flow diverters give a new lease of life to patients with complex aneurysms in the brain**



### Tear in aorta closed by minimally invasive procedure

Tear involving the aorta, the main blood vessel supplying blood to the entire body from the heart, is treated by stent grafting which involves placing a covered tube in the aorta through a small incision in the thigh. Such a procedure would not work in case the treatment of the aneurysm or dissection involves covering a major blood vessel supplying blood to the gut or kidneys.

Such a complex dissection involving the origin of gut or renal arteries was treated by making holes in the stent graft and then connecting them to these vessels with smaller grafts. Such precise placement demands detailed study of the CT scan and making various accurate measurements.

The 10 hour life-saving non-surgical repair of the aneurysm was performed by a team of doctors including Chief of Radiology Dr. Mathew Cherian, Vascular Surgeon Dr. Bhuvaneswaran and Interventional Radiologist Dr. Pankaj Mehta.

The procedure has elevated KMCH to be one among a handful centers in India which has the capability of performing such complex procedures.

**Fenestrated grafts are one of the most complex procedures for aortic dissections**



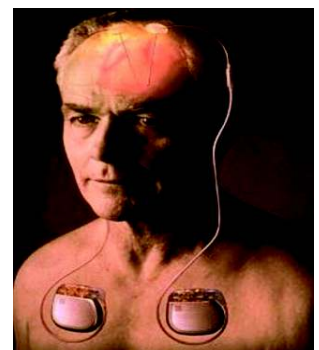
### Pacemaker put Parkinson's patient back on his feet



15 years of Parkinson's disease had curtailed most of the movements of 59 year old Mr.M. Sundaram. Neurologist at KMCH led by Dr.V. Arulselvan put a pacemaker in right upper chest connected to specific location in brain to stimulate normal function.

The patient is now able to walk. The patients think it is a scientific miracle. Parkinsonism is an extremely common disease and in extreme cases, patients are completely bed ridden. KMCH is today a leader in treatment of movement disorders and placing pacemaker is one such example where state of the art treatment is provided to people around this region.

The department working closely with neurosurgery and radiology, also has performed state of the art surgery in the cure of epilepsy. The neurosurgical department also performs a variety of surgeries including the ultra-minimally invasive stereotactic surgery and treatment for vascular malformations and aneurysms.



### Steroid free transplantation – a revolution

Kidney failure is a dreaded condition, however, Kovai Medical Center and Hospital has been a pioneer in kidney transplantation and over the last few decades has emerged to be a leader in the country and a bench mark that other hospitals around the country are trying to emulate. Dr. Vivek Pathak, Senior Nephrologist at KMCH has pioneered renal transplantation without using steroids. What does it mean to a patient?

The biggest problem in using steroids is that many patients become diabetics. Steroids also make patients put on excess weight and makes the bones weak. Thus using a complex combination of drugs to successfully allow the transplant kidney to survive in the body is a boon to the patient since they will not have any of the side effects that are commonly associated with steroids. KMCH is considered a world leader in complex transplants which not only includes non-steroid treatment, but also involves transplant between a donor and recipient with non-matching blood groups.

The center is recognized for its outstanding renal unit with its state of the art dialysis facility and a very successful cadaver transplant program.

**KMCH is a world leader in steroid free renal transplant**

### ST Elevation Myocardial Infarction (STEMI) pioneered at KMCH

Heart attack or MI continues to be a leading cause of death in India. Dr. Thomas Alexander, Senior Consultant Interventional Cardiologist at KMCH has pioneered a systematic approach which ensures a rapid treatment of this disease. Today STEMI management has gone viral with several hospitals across the nation networked through a series of ambulances that facilitate rapid transport of patients to the right hospitals across India. The program which kicked off at KMCH trains doctors, nurses and paramedical staff to rapidly assess and manage this fatal disease. A few weeks ago, the program was endorsed by the European Society of Cardiology and has recognized it to be an outstanding program in saving lives.



KMCH is proud of its state of the art cardiology department which is able to perform every kind of cardiac intervention with outstanding success rates. The hospital hopes to build a center of excellence and a bench mark through an ambitious cardiac center in the near future.

### To excel in every sphere of medicine...

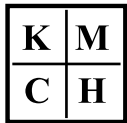
What started as a dream a little more than two decades ago today stands tall as a health care provider that is recognized at the national level as a Center of Excellence. The hospital is one of the largest corporate hospitals in India employing more than, 150 doctors, 1000 nurses and 300 para - medical staff with a total staff strength of more than 2000.

The hospital caters to 6 lac patients per annum and has 40 departments functioning under a single roof. Departments like Oncology, Radiology, Interventional Radiology, Nuclear medicine, Cardiology, Neuro sciences, Orthopaedics, Nephrology, receive patients both from India and abroad and are recognized for their outstanding quality of work.

The future is equally bright with plans to introduce liver transplant and a world class cardiac center. We do not rest in the success of our past but use ourselves as the bench mark to excel further.







### NOTICE

NOTICE is hereby given that the **Twenty Seventh Annual General Meeting** of the Members of Kovai Medical Center and Hospital Limited will be held on Friday, the 19<sup>th</sup> July 2013 at 11.00 a.m. at "A.P. Kalyana Mandapam", 738/2 Avanashi Road, Goldwins, Coimbatore - 641 014 to transact the following business.

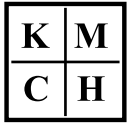
### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Statutory Auditors' thereon.
2. To declare dividend on equity shares for the financial year ended 31<sup>st</sup> March 2013.
3. To appoint a Director in place of Mr. Kasi K Goundan, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Mohan S Gounder, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr.M. Manickam, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint Auditors for the current year and fix their remuneration, M/s Haribhakti & Co., Chartered Accountants, Coimbatore, retire and are eligible for re-appointment.

### SPECIAL BUSINESS

7. To consider and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution :

"RESOLVED THAT in accordance with the provisions of Section 198, 269, 309, 310, 311 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modifications or re-enactments thereof for the time being in force) the consent of the Company be and is hereby accorded to the appointment of Dr. Mohan S Gounder as Joint Managing Director of the Company for a period of five years with effect from 19.07.2013 on the terms and conditions including remuneration as are set out hereunder with liberty to the Board of Directors (hereinafter referred to as the "Board") to alter and vary the terms and conditions of the said appointment and / or remuneration so as not to exceed the limits specified in Schedule XIII to the Companies Act, 1956 including any statutory modifications or re-enactments thereof for the time being in force or any amendments and / or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time or any amendments thereto as may be agreed between the Board and Dr. Mohan S Gounder.



### I. Salary

₹ 6,00,000/- (Rupees six lacs only) per month.  
(Subject to the provisions of Income Tax Act, 1961)

[Annual increase in the salary as the Board may decide from time to time, however subject to a ceiling of ₹ 50,000/- (Rupees fifty thousand only) per month. First increase to be effective from 19.07.2014 subject to the confirmation of the Board of Directors based on the recommendation of the remuneration committee of directors].

### II. Perquisites

Perquisites as follows will be paid and / or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the Company. However in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules.

a. Medical Reimbursement

Reimbursement of medical expenses actually incurred for self and family as per the rules of the Company.

b. Leave Travel Concession / Allowance

For self and family, once in a year in accordance with the rules of the Company.

c. Club Fees

Fees of Club payable as per the rules of the Company.

d. Car

Use of Company's car with driver for business / official purpose.

e. Telephone

Free Telephone / Communication facilities at residence for business purposes.

f. Any other perquisites as may be allowed by the Board subject to the provisions of the Companies Act, 1956.

### III. Other benefits

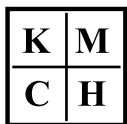
a. Contribution to Provident Fund to the extent not taxable under the Income Tax Act.

b. Gratuity at the rate of half month's salary for each completed year of service.

c. Encashment of leave at the end of the tenure as per the rules of the Company.

d. The above benefits under (a) to (c) shall not be included in the computation of ceiling on remuneration or perquisites.





#### IV. Overall Remuneration

That the total remuneration (i.e. salary, perquisites and other allowances) in any one financial year shall not exceed the limits prescribed from time to time under Section 198, 309 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the said Act, as may for the time being, be in force and any amendments thereto. In case of any doubt / discrepancy / clarification that may arise with respect to payment of remuneration the same shall be determined and decided by the Board of Directors on the recommendation of Remuneration Committee of Directors. Further, within the overall remuneration, the individual components may be changed as desired by Dr. Mohan S Gounder and accepted by the Remuneration Committee.

#### V. Minimum Remuneration

In the event of loss or inadequacy of profits, in any financial year during the currency of tenure of service, the payment of salary, perquisites and other allowances shall be governed under section II of Part II of Schedule XIII to the Companies Act, 1956 including any statutory modifications or re-enactments thereof, as may, for the time being be in force".

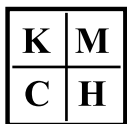
By order of the Board  
**For Kovai Medical Center and Hospital Limited**

Coimbatore  
18.05.2013

**CS.S.P. CHITTIBABU**  
COMPANY SECRETARY

#### NOTES

- A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the company.** The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or other authority shall be deposited at the Registered Office of the company at Post Box No.3209, Avanashi Road, Coimbatore - 641 014 not less than 48 hours before the commencement of the meeting.
- In case of joint holders attending the meeting, only such joint holder whose name appears at the top in the hierarchy of names shall be entitled to vote.
- Members / proxies should bring the attendance slips duly filled in and signed for attending the meeting.
- An explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item No.7 of the special business is annexed hereto.
- The Register of members and Share Transfer Books of the Company will remain closed from **Saturday, 13<sup>th</sup> July 2013 to Friday, 19<sup>th</sup> July 2013 (both days inclusive)** in connection with the 27<sup>th</sup> Annual General Meeting.
- Dividend upon its declaration at the meeting will be paid within the statutory period of 30 days to those members whose names appear :
  - As members on the Register of Members of the company as on 19<sup>th</sup> July 2013 after giving effect to all valid share transfers in physical form which would be received by the company upto the closing hours of business on 12<sup>th</sup> July 2013.
  - As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on 12<sup>th</sup> July 2013.



### 7. Electronic Clearing Service (ECS) Facility

Shareholders holding shares in physical form who now wish to avail ECS facility, are requested to forward their ECS mandate in the prescribed form to the Company's Registrar and Share Transfer Agent, M/s. GNSA Infotech Limited, STA Department, Nelson Chambers, F-Block, 4<sup>th</sup> Floor, No.115, Nelson Manickam Road, Aminjikarai, Chennai - 600 029.

8. The company transferred all unclaimed dividend declared up to the financial year ended 31<sup>st</sup> March 2005 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those shareholders who have so far not claimed or collected their dividend up to the aforesaid financial year may claim their dividend from the Registrar of Companies, Tamil Nadu, Coimbatore Stock Exchange Building, Second Floor, 683, Trichy Road, Singanallur, Coimbatore - 641 005.
9. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, as amended, the company has transferred all unclaimed dividend for the financial years ended 31.03.2002, 31.03.2004 and 31.03.2005 to the Investor Education and Protection Fund (IEP Fund) established by the Central Government pursuant to Section 205 C of the Companies (Amendment) Act, 1999. It may also be noted that once the unclaimed dividend is transferred to the IEP Fund, no claim shall lie in respect thereof.
10. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, as amended, dividend for the financial year ended 31<sup>st</sup> March 2006 and thereafter, which remains unclaimed for a period of 7 years from the date of transfer of the same to the unclaimed dividend account as referred to in sub-section (1) of section 205A of the Act, will be transferred to the Investor Education and Protection Fund (IEP Fund) of the Central Government. Members who have not encashed the dividend warrant(s) so far for the financial year ended 31<sup>st</sup> March 2006 or subsequent financial years are requested to make their claim to the Secretarial Department, KMCH Limited, Post Box No.3209, Avanashi Road, Coimbatore - 641 014. It may also be noted that once the unclaimed dividend is transferred to the IEP Fund as above, no claim shall lie in respect thereof.
11. Members holding shares in physical form are requested to intimate the following directly to the company's Registrar and Share Transfer Agent, M/s GNSA Infotech Limited, STA Department, Nelson Chambers, F-Block, 4<sup>th</sup> Floor, No.115 Nelson Manickam Road, Aminjikarai, Chennai - 600 029.
  - a. Bank Mandate with full particulars for remittance of dividend directly into their bank accounts, if declared at the meeting.
  - b. Changes, if any, in their address at an early date.
  - c. Application for consolidation of folios, if shareholdings are under multiple folios.
  - d. Despatch of share certificates for consolidation.
  - e. Request for nomination forms for making nominations as per amended provisions of the Companies Act, 1956.