

**31<sup>st</sup>**  
**Annual Report**  
2016-17

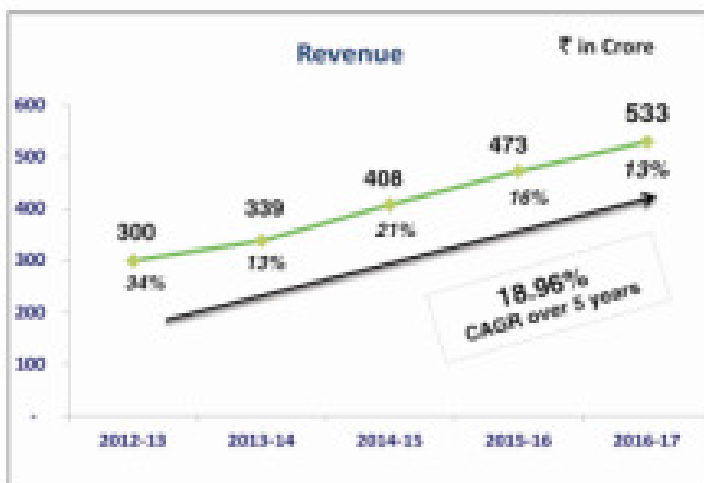


**Kovai Medical Center and Hospital Ltd.,**

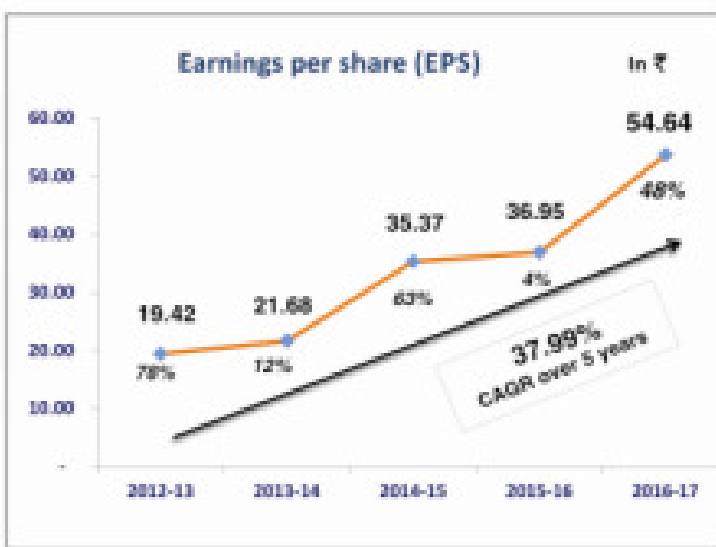
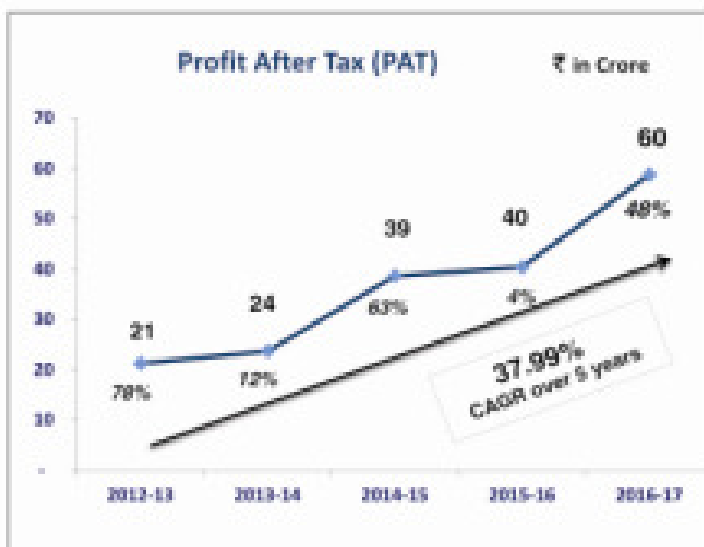
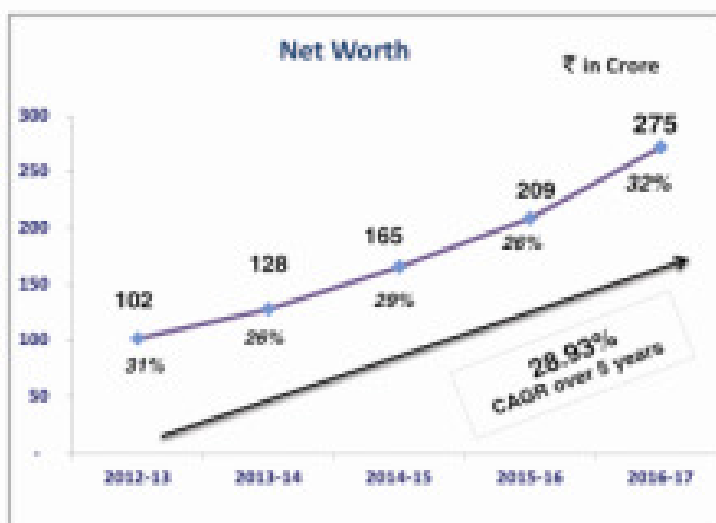
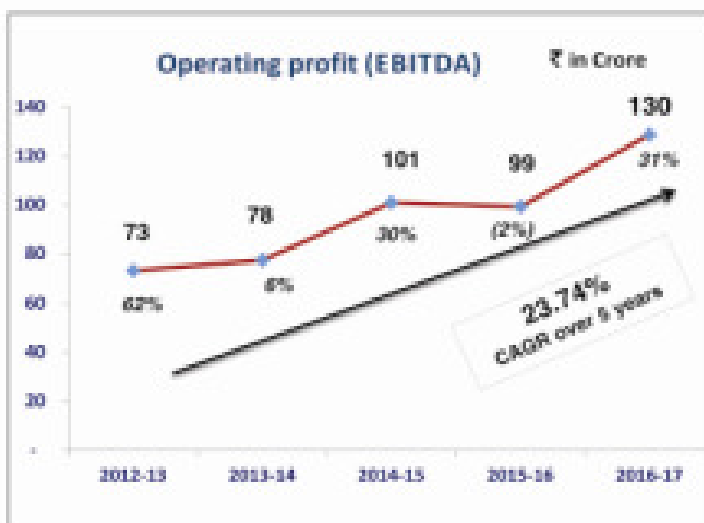
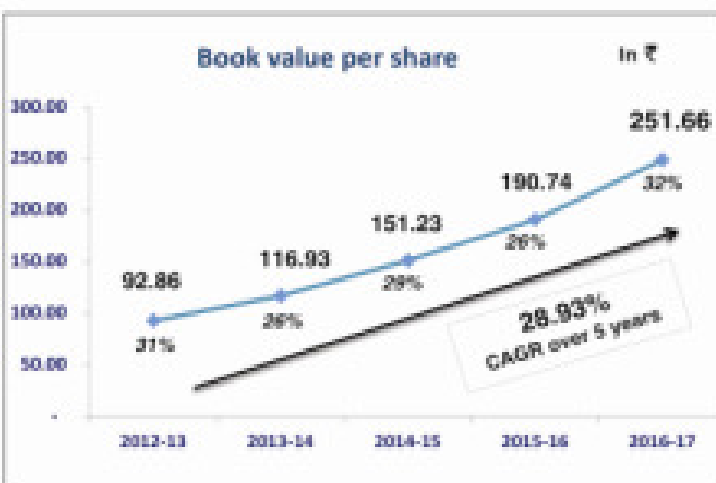
Excellence in Healthcare



## Business Growth



## Shareholder value accretion





## KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

### BOARD OF DIRECTORS

**Dr. Nalla G Palaniswami**  
Managing Director

**Dr. Thavamani Devi Palaniswami**  
Joint Managing Director

**Dr. Mohan S Gounder**  
Joint Managing Director

**Dr. Arun N Palaniswami**  
Whole Time Director

**Mr. Kasi K Goundan**  
Director

**Dr. M. Manickam**  
Director

**CA A.M. Palanisamy**  
Director

**Dr. M.C. Thirumoorthi**  
Director

**Mr. A.K. Venkatasamy**  
Director

**Mr. K. Saminathan**  
Director

**Dr. M.A. Muthusethupathi**  
Director

**Dr. Purani P Palaniswami**  
Director

**Dr. S. Krishnasamy**  
Alternate to Dr. Purani P Palaniswami

**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

CIN : L85110TZ1985PLC001659  
Tele : +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. LLP**  
Chartered Accountants  
Coimbatore - 641 012.

### REGISTRAR & SHARE TRANSFER AGENT M/s. 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  
HDFC Bank Limited  
State Bank of India  
Bank of Baroda



## KOVAI MEDICAL CENTER AND HOSPITAL LIMITED

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## KMCH - A Pioneer in Healthcare

Our commitment to provide responsive, compassionate and centric healthcare with human touch is reflected by the excellent clinical outcome provided at affordable cost to every patient. Our hospital follows the value of serving in devotion with a sense of responsibility and contributing towards sustainable community healthcare development in the society. KMCH with its Western Approach and an 'Indian Touch' has transformed into the most trusted Multispeciality Hospital in the City of Coimbatore. The relentless service of KMCH in the past 26 years has taken health care to the most modern levels in the region catering to urban and rural population.



As another financial year closes, we look to the future with excitement. The last year has been a truly stupendous year in terms of break-throughs for the hospital. The hospital acquired the Da Vinci Surgical Robot - a first in the state of Tamilnadu after Chennai and also successfully performed wide variety of surgeries. The team of surgeons involved in the surgery made KMCH proud when Dr. Prashant Vaijyanath, Cardiothoracic surgeon, performed one of the first robotic surgeries in the country and Dr. A. Ganesan, Dr. Kuppurajan and others started routinely performing a wide array of GI and uro surgeries. Dr. Prashant Vaijyanath along with Dr. Thomas Alexander also

did two cases of trans-catheter aortic valve implantation using the pre-crimped valves, another first in the country. Another significant achievement is the first Heterotopic Heart Transplant (a first in Asia) performed by Dr. Prashant Vaijyanath and his team.

The transplant team has been continuously outdoing themselves and last year, they performed the first Domino Transplant, where the liver of one patient having a metabolic disease was transplanted to an elderly gentleman and replaced by a young person's liver, thus giving a new lease of life to both patients in the same sitting. Domino transplants are rare and again is a first in this part of the country.



The Renal Transplant Program continues to be busy with patients coming from all over the country and KMCH has become the single center with the largest experience in steroid-free transplants. KMCH also performs combined liver and kidney transplants and conducts transplant programs with different blood groups.

The hospital has also been seeing a steady growth in the number of international patients visiting the hospital. This year, in addition to patients coming from the African countries, Middle-East and Nepal, we had a patient from Cambodia with a hole in the heart who was treated successfully by the Department of Cardiac Surgery.





Another program that is growing rapidly at Kovai Medical Center and Hospital is the Rapid Response Team and treatment for stroke. The current treatment guideline for stroke states that any patient with stroke who arrives in the hospital before six hours should be treated both by drugs and by mechanical removal of the clot in a neuro-angiographic suite. KMCH is a leader in neuro-intervention and is the only center in this region with a dedicated biplane neurovascular lab with facilities to do CT scanning within the Cath Lab itself. The team, comprising of neurologists, neuro-anesthetists and critical care treated multiple patients by using this state-of-the-art technology this year. Keeping in line with the philosophy of the

hospital "Making the impossible possible," the first Mobile Stroke Unit in the country was ordered with Schiller Healthcare. This is the first unit of its kind an ambulance, built like an Intensive Care unit incorporating a CT scanner. Once all approvals are ready, the Mobile Stroke Unit will be available for people in and around Coimbatore. When it becomes operational, a stroke patient can get their diagnosis right outside their residence or nursing home and then can be shifted to KMCH for necessary treatment. As leaders in providing excellent healthcare we hope to see the unit dispensing treatment to the local population thus proving our leadership in Mobile stroke treatment.

KMCH under the leadership of Dr.Rupa Renganathan for the first time in Coimbatore started a novel procedure where non-cancerous tumors of the breast can be removed through a pinhole surgery. The procedure, which is termed as Vacuum-Assisted Biopsy, is a boon for young women where the tumour can be removed without any scar under local anaesthesia.



The Department of Neuro-Surgery has ordered for a state-of-the-art Neuro-Endoscopic System and Navigation System, both of which will enable them to move into more complex and difficult surgeries with precision.

KMCH played the host to the Second Annual Conference of the Society of Neuro-Intervention, which is the frontline society for treating diseases in the blood vessels of the brain including stroke through catheters inserted from the groin or arm. The conference was attended by more than 250 of the key neuro-interventional doctors of the country and had 10 of the world's leading interventional neuro-radiologists as the faculty where they shared their experience in the current management of stroke and bleeding into the brain.



Receiving awards has become a common practice in KMCH. This year, the center was awarded Best Multi Speciality Hospital - 2016 by Media group, Best Private Hospital - 2016 by FICCI, Best Swatch Bharat Award - 2016, Best CSR Activities - 2016, Green Hospital - 2016 by AHPI, Best Brand in the Region 2017 and Quality beyond accreditation 2017 by AHPI.

**NOTICE**

NOTICE is hereby given that the **Thirty First Annual General Meeting** of the Members of Kovai Medical Center and Hospital Limited will be held on Friday, the 11th August 2017 at 11.00 a.m. at "A.P. Kalyana Mandapam", 738/2, Avanashi Road, Goldwins, Coimbatore - 641014 to transact the following business.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statement (including audited consolidated financial statements) for the financial year ended 31st March, 2017 and the Reports of the Directors and the Auditors thereon.
2. To declare Dividend on equity shares for the Financial Year ended 31st March, 2017.
3. Dr.Purani P Palaniswami, Director, 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** pursuant to the provisions of Sections 139 and other applicable provisions of the Companies Act 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for time being in force), the company hereby ratifies the appointment of M/s Haribhakti & Co. LLP, Chartered Accountants, Coimbatore having ICAI Firm Registration No: 103523W/W100048 as the Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting to be held for the Financial Year 2017-18 on such remuneration as may be determined by the Board of Directors".

**SPECIAL BUSINESS**

5. 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 148 and all other applicable provisions of the Companies Act 2013 and Companies (Audit and Audits) Rules 2014 (including any statutory modifications) or re-enactment thereof, for the time being in force, Mr.V.Sakthivel (Membership No.23292) Partner, M/s RKMS & Associates, Cost Accountants, Tirupur appointed by the Board of Directors of the Company on recommendation of the Audit Committee to conduct the audit of cost records of the company for the financial year 2017-18 on a remuneration of ₹ 2,50,000/- (Rupees Two lakhs and fifty thousand only) plus service tax and out-of-pocket expenses if any for the purpose of audit be and is hereby ratified and confirmed".

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".



## NOTES

1. 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.
2. 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.
3. Members / proxies should bring the attendance slips duly filled in and signed for attending the meeting. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. The statement of material facts pursuant to Section 102 (1) of the Companies Act, 2013 in respect of Item No.5 of special business is annexed thereto.
5. Pursuant to the provisions of Section 91 of the Companies Act 2013, the Register of members and Share Transfer Books of the Company will remain closed from Tuesday, 1st August 2017 to Friday, 11th August 2017 (both days inclusive) in connection with the 31st Annual General Meeting.
6. Dividend upon its declaration at the meeting will be paid within statutory period of 30 days to those members whose names appear :
  - a) As members on the Register of Members of the company as on 11th August 2017 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 31st July 2017.
  - b) As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on 31st July 2017.
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, 4th Floor, No.115 Nelson Manickam Road, Aminjikarai, Chennai - 600 029.
8. Pursuant to the provisions of Section 124(6) of the Companies Act 2013, amended, dividend for the financial year ended 31st March 2010 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 31st March 2010 or subsequent financial years are requested to make their claim to the Secretarial Department, Kovai Medical Center and Hospital 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.



9. The company transferred all unclaimed dividend declared upto the financial year ended 31st March 2009 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 upto 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.
10. 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, 4th 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 along with proof for address change.
  - 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, 2013.
  - f. Members are requested to quote ledger folio numbers in all their correspondences.
11. Members holding shares in dematerialised form (electronic form) are requested to intimate any change in their address, bank mandate etc. directly to their respective Depository Participants.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agent M/s GNSA Infotech Limited, Chennai.
13. The Ministry of Corporate Affairs, New Delhi (MCA) has taken a 'Green initiative' in the corporate governance by permitting paperless compliances by companies vide its circulars which validate the sending of documents through electronic mode and clarified that the service of documents by a company can be made through electronic mode instead of sending the physical copy of the document(s). The members are requested to support this 'Green initiative' by registering / updating their e-mail address with the company or Share Transfer Agent M/s GNSA Infotech Limited, Chennai.
14. Documents referred to in the accompanying Notice and the Statement of material facts are open for inspection at the Registered Office of the Company during normal business hours (9:30 am to 6:00 pm) on all working days except Saturdays and Sundays (including Public Holidays) upto the date of the Annual General Meeting.

15. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience.
16. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
17. Electronic copy of the Annual Report for the year 2017 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 year 2017 is being sent in the permitted mode.
18. Pursuant to the requirements of Corporate Governance under SEBI (LODR) Regulations, 2015, the brief resume of the Director proposed to be re-appointed, nature of her expertise in specific functional areas, names of companies in which she holds directorship and membership/chairmanship of Board/Committees, shareholding and relationships between Directors inter-se, are provided in the Notice forming part of the Annual Report.
19. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for the year 2017 will also be available on the Company's website for their download. The physical copies of the Notice and Annual Report will also be available at the Company's Registered Office during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company's designated email id: [secretarialdept@kmchhospitals.com](mailto:secretarialdept@kmchhospitals.com).
20. As a measure of economy, copies of Annual Reports will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of Annual Report to the meeting.
21. Members seeking any information as regards the accounts are requested to write to the Company atleast seven days prior to the meeting so as to enable the management to keep the information available.
22. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):