

03rd September, 2025

To
BSE Limited
25th Floor, P J Towers
Dalal Street, Fort
Mumbai- 400 001

Dear Sir/Madam,

Sub: Notice of 42nd Annual General Meeting for the financial year 2024-25

Ref: Security ID: **KMCSHIL**; Scrip Code: **524520**

The Forty Second Annual General Meeting (42nd AGM) of the Company is scheduled to be held on Friday, September 26, 2025 at 10:30 A.M. IST through Video Conference (VC) / Other Audio Visual Means (OAVM). The Company has engaged Central Depository Services (India) Limited ("CDSL") for providing e-voting services and VC/OAVM facility for this AGM.

The Schedule of AGM is mentioned below:

Event	Date	Time (in IST)
Cut-off Date to vote on AGM Resolutions	19 th September, 2025	NA
Book Closure Date	From 20 th September, 2025 to 26 th September, 2025 (Both days inclusive)	NA
Commencement of e-Voting	23 rd September, 2025	09:00 AM
End of e-Voting	25 th September, 2025	05:00 PM
Date of AGM	26 th September, 2025 through Video Conferencing/ Other Audio Visual Means (OAVM)	10:30 AM

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a copy of the Notice of the 42nd AGM is being sent to the shareholders of the Company, is enclosed herewith and the same is also available on the website of the Company in the web link www.kauveryhospital.com/investors#.

We request you to take the above on record as compliance with relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With regards,

For **KMC Speciality Hospitals (India) Limited**

Indumathi P
Company Secretary & Compliance Officer



Statutory Reports

Notice to Shareholders

KMC Speciality Hospitals (India) Limited
CIN: L8510TN1982PLC009781
Registered Office: No: 6, Royal Road, Cantonment, Trichy- 620001
Website: www.kauveryhospital.com
EMAIL ID: corporatecompliance@kauveryhospital.com | Contact No: 0431-4077777

NOTICE TO SHAREHOLDERS

Notice is hereby given that the **FORTY-SECOND ANNUAL GENERAL MEETING** of the Members of KMC SPECIALITY HOSPITALS (INDIA) LIMITED ("the Company") will be held on **Friday, the 26th day of September, 2025 at 10:30 A.M.** IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2025 together with the Reports of the Board of Directors and the Auditor thereon.**
2. **To appoint a Director in place of Dr. T Senthil Kumar (DIN: 01742558), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

3. **To consider appointment of M/s Alagar & Associates LLP, Practicing Company Secretaries as the Secretarial Auditors of the Company**

*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 204(1) of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act 2013 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification, variation or re-enactment thereof for the time being in force, and pursuant to the recommendations of the Board of Directors of the Company, the consent of the shareholders be and are hereby accorded to appoint M/s. Alagar & Associates LLP (Firm No. L2025TN019200), Practicing Company Secretaries, Chennai as the Secretarial Auditors of the Company for first term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, who shall hold office from the conclusion of this 42nd AGM till the conclusion of the 47th AGM to be held in the year 2030, at such remuneration as may be mutually agreed between the Board of Directors and the Secretarial Auditor plus applicable taxes in addition to the travelling and out of pocket expenses."

4. **To approve Material Related Party Transactions under Section 188 of the Companies Act, 2013 and Clause 23 of the SEBI (LODR) Regulations, 2015 with Sri Kauvery Medical Care (India) Limited, Holding Company**

*To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary 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 grant powers to the Board of Directors of the Company 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 Kauvery Medical Care (India) Limited, being related party to the Company, in connection with availing & rendering of hospital services, purchase of goods, sale of goods, rental expenses, rental income, guarantee expenses, guarantee income, sale of asset, purchase of asset etc. or any transaction involving transfer of resources, services or

obligations of whatever nature on such terms as may be mutually agreed upon for an aggregate value not exceeding **Rs. 40,00,00,000/- (Rupees Forty Crores only);**

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution(s) / transaction(s) and / or enter into and / or carry out new contract(s) / arrangement(s) / transaction(s), whether by way of an individual transaction or transactions taken together as a series of transactions or otherwise) of the Company be and is hereby authorized to settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

5. **Ratification of remuneration to Cost Auditor for the financial year 2025-26**

*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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of **Rs. 72,000/- (Rupees Seventy Two Thousand only)** plus applicable tax and reimbursement of out of pocket expenses for the financial year 2025-26, as approved by the Board of Directors of the Company, to be paid to M/s G Sugumar & Co, Cost Accountants (Registration No. 102522), Chennai, appointed by the Board as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2025-26, be and is hereby ratified."

By the order of the Board
For **KMC Speciality Hospitals (India) Limited**

Place: Chennai
Date: 13th August, 2025

S/d
Indumathi P
Company Secretary

Notes:

1. An 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 in respect of Item No. 3, 4 and 5 is annexed hereto and forms part of this notice.
2. As required under Secretarial Standard on General Meetings (SS 2) issued by The Institute of Company Secretaries of India and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), brief profile of the Directors seeking reappointment in Item No. 2 of this Notice is annexed herewith as Annexure.
3. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conferencing ("VC"), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

The forthcoming Annual General Meeting ("AGM") of the Company will thus be held through VC or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The deemed venue of the 42nd Annual General Meeting shall be the Registered office of the Company.

4. The Company shall send a physical copy of the Annual Report to those members who have requested the same via mail to the Company and the Registrar and Share Transfer Agent, mentioning their Folio No./ DP ID and Client ID.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations (as amended), and MCA Circular dated May 05, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The procedure for participating in the meeting through VC / OAVM is explained below and is also available on the website of the Company at <https://www.kauveryhospital.com/investors#>. The members may contact the RTA at investor@cameoindia.com or the CDSL helpdesk at helpdesk.evoting@cdslindia.com for any query or help with respect to participation in the meeting or e-voting facility.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who shall be allowed to attend the AGM without any restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The members attending the AGM through VC/OAVM can vote during the meeting, provided they have not availed the facility of e-voting and voted prior to the meeting.
9. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the AGM is entitled to appoint a proxy on his/her behalf to attend and vote at the AGM. Since the AGM is held through VC/OAVM pursuant to MCA Circulars, physical attendance of the members has been dispensed with and accordingly, the facility to appoint proxy will not be available for this AGM. Hence the proxy form, attendance slip and Route map are not annexed to this Notice.

However, in pursuance of Section 113 of the Companies Act, 2013, representatives of a body corporate who is a member, can attend the AGM through VC/OAVM and cast their votes through e-voting. Corporate Members intending to authorize their representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend the AGM through VC / OAVM and cast their votes through e-voting.

10. The cut-off date for the purpose of determining eligibility of members for voting in connection with the 42nd AGM is Friday, September 19, 2025.
11. In case of joint holders, the member whose name appears as the first holder in the Register of members of the Company shall be entitled to vote at the Annual General Meeting.

12. In accordance with the aforesaid MCA Circular dated September 19, 2024 and SEBI circular dated October 03, 2024, the Notice of the AGM along with the Annual Report 2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company /RTA/ Depositories. Members may note that the Notice and Annual Report 2025 will also be available on the Company's website at <https://www.kauveryhospital.com/investors#>, the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com & website of CDSL at www.evotingindia.com
13. In accordance with Regulation 36 (b) of SEBI (LODR) Regulations, a letter providing the web-link, including the exact path, where complete details of the Annual report is available shall be sent to the shareholder(s) who have not registered their email address(es) either with the listed entity or with any depository.
14. The Register of Members and the Share Transfer Books of the Company shall remain closed from 20th September, 2025 to 26th September, 2025 (both days inclusive).
15. In case of shares held in Electronic form, members are requested to notify any change in address, e-mail id, bank details, etc. to the concerned Depository Participant, quoting their ID No. and in case of shares held in physical form, members are requested to intimate such change to the Registrar and Transfer Agent, Viz. M/s Cameo Corporate Services Limited, Subramanian Building, 1, Club House Road, Chennai - 600002. Further, three reminders in the year 2018 have been sent to the members holding shares in physical form through our Registrar and Transfer Agent, at their registered addresses insisting them to provide PAN and bank a/c details pursuant to directions given by SEBI circular dated April 20, 2018.
16. Further, pursuant to SEBI circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, the members holding securities in physical form shall furnish the details of PAN, KYC & Nomination, which have not been updated in the database of the Registrar and Transfer Agent, Viz. M/s Cameo Corporate Services Limited. The said circular, along with the forms mentioned herein below have also been uploaded on the website of the Company for easy access:

Form ISR-1: Request for registering PAN, KYC Details or Changes / Update thereof; to update/change details of PAN, Bank details, Signature, Mobile number, email id and address registered with the Company/RTA.

Form ISR-2: Confirmation of Signature of securities holder by the Banker; to update or record the signature of the shareholder with the Company/RTA.

Form ISR-3: Declaration Form for Opting-out of Nomination by holders of physical securities in Listed Companies; wherein members can declare their intention of opting out of nominating any person for the securities held by them in the Company.

Form No. SH-13: Nomination Form; to register a nominee for the securities held in the Company.

Form No. SH-14: Cancellation or Variation of Nomination; to cancel or change the nominees for the securities held in the Company.

The members holding securities in physical form and intent to register/update any or all of the above details with the Company/RTA are requested to intimate such information/ update to the RTA at the earliest with the above duly filled and signed forms and other relevant documents.

17. 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.
18. 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.

19. Members may please note that as per the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, listed companies can issue securities only in dematerialized form while processing any request for Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission; Transposition. Accordingly, the security holder can avail service requests by submitting duly filled and signed ISR-4 form. A copy of the said form is also available in the website of the company at <https://www.kauveryhospital.com/investors#>. In view of the above, to process service requests with ease and avail various other benefits not associated with the physical securities, the members are advised to dematerialize the securities held by them in physical form. The members may contact the Company or the RTA with any clarification or help in this aspect.
20. The Register of Directors and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested, maintained u/s 189 of the Companies Act, 2013 and all other documents referred to in the notice and explanatory statement, will be available for inspection electronically by the members during the Meeting through VC/OAVM. Members seeking to inspect such documents are requested to send an email to the Company at corporatecompliance@kauveryhospital.com.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- i. The voting period begins on 23rd September 2025 at 09:00 a.m. IST and ends on 25th September 2025 at 05:00 p.m. IST. During this period, the shareholders' of the Company,

- holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted through e-voting process prior to the meeting date would not be entitled to vote during the meeting.
- iii. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to the above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for individual shareholders holding securities in Demat mode through CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. - If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. - Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If the user is 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://www.evoting.nsdl.com/ either on a Personal Computer or on a 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	The members can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
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 toll free no. 18002109911
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.: 022-48867000 and 022-24997000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individuals holding in Demat form.
 - The shareholders should Log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter their Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant Company on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else click on "CANCEL" to change your vote and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

xvii. Additional Facility for Non – Individual Shareholders and Custodians –For Remote E-Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF

format in the system for the scrutinizer to verify the same.

- Alternatively, Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corporatecompliance@kauveryhospital.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending a request from their registered email id in advance, atleast **5 days prior to meeting**, mentioning their name, demat account number/folio number, email id, mobile number at **corporatecompliance@kauveryhospital.com**. The shareholders who do not wish to speak during the AGM but have queries may send their queries **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **corporatecompliance@kauveryhospital.com**. These queries will be replied to by the company suitably by email or addressed to at the AGM.

The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM. Further, the sequence in which the shareholders will be called upon to speak will be solely determined by the Company.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **investor@cameoindia.com /corporatecompliance@kauveryhospital.com**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository

Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 18002109911.

Explanatory Statement

Pursuant to Section 102(1) of the Companies Act, 2013

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

Item No 3: To consider appointment of M/s. Alagar & Associates LLP, Practicing Company Secretaries as the Secretarial Auditors of the Company

M/s. Alagar & Associates LLP, peer reviewed firm of Company Secretaries in Practice bearing Firm Registration No. L2025TN019200 and bearing Certificate No. 6814/2025. The firm has experience of more than 15 years in providing Secretarial Services and provide services to various clients including those in Technology, Healthcare, Manufacturing, Financial Services, Shared Services space.

Pursuant to requirements of Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (including any amendments/statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Board of Directors of the Company at their meeting held on August 13, 2025, the Company proposes to appoint M/s Alagar & Associates LLP, Practicing Company Secretaries, Chennai as Secretarial Auditors of the Company for a period of five years (first term), to undertake the Secretarial Audit and issue Secretarial Audit Report from the FY 2025-26 to FY 2029-30 and to hold office until the conclusion of the 47th Annual General Meeting of the Company.

Pursuant to Regulation 36(5) of SEBI (LODR) Regulations, 2015

- a. Proposed fees payable to the Secretarial auditor(s) – Rs. 1,80,000/- (Rupees One Lakh Eighty Thousand only) per annum for FY 25-26
- b. Terms of appointment – 5 years from the conclusion of this Annual General Meeting
- c. Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: Not Applicable
- d. Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor(s) proposed to be appointed:

Considering the evaluation of the past performance, experience and expertise of M/s. Alagar & Associates LLP, Practicing Company Secretaries and based on the recommendation of the Board of Directors of the Company it is proposed to appoint M/s. Alagar & Associates LLP as Secretarial Auditors of the Company for first term of five consecutive years from FY 2025-26 to FY 2029-30 who shall hold office till the conclusion of the 47th Annual General Meeting of the Company in terms of the aforesaid provisions.

The Board of Directors recommend the resolution as set out at item no.3 of the Notice for the approval of the Members by way of **Ordinary resolution**.

Item No 4: To approve Material Related Party Transactions under Section 188 of the Companies Act, 2013 and Clause 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, between KMC Speciality Hospitals (India) Limited (the Company) and Sri Kauvery Medical Care (India) Limited (Holding Company)

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Background and benefits of the transaction

The Company in the Ordinary course of business and at arm's length price enters into various transactions with M/s. Sri Kauvery Medical Care (India) Limited (the Holding Company) for availing & rendering of hospital services, purchase of goods, sale of goods, rental expenses, rental income, guarantee expenses, guarantee income, sale of asset, purchase of asset etc., or any transaction involving transfer of resources, services or obligations of whatever nature. These transactions are continuous in nature.

These transactions are carried out to enhance operational efficiency, cost efficiency, leveraging the expertise, complementary strengths and facilities available with the Company and the Holding Company.

Pursuant to rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, the nature of transactions with the related parties is provided in the said resolution. The members are further informed that pursuant to Clause 23 (4) of SEBI Listing Regulations, the related parties as defined thereunder (whether such related party is a party to the aforesaid transactions or not), shall not vote to approve this Ordinary Resolution under Item no. 4.

Memorandum of Interest: None of the Directors except Dr S Chandrakumar and Dr S Manivannan are interested to the extent of their shareholding held in the Holding Company in the aforesaid Ordinary resolution.

The Board of Directors recommends the resolution set forth in Item No. 4 for approval of members as an **Ordinary resolution**.

However, in accordance with the provisions of Regulation 23(4) of the SEBI Listing Regulations, 2015, the resolution above, being a resolution for approval of material related party transaction, none of the related parties (including the above) shall vote to approve such resolution.

Item No. 5: Ratification of remuneration to Cost Auditor for the financial year 2025-26.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is required to undertake the audit of its cost records by a Cost Accountant in practice.

In compliance with the above and Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the Audit Committee of the Company at its meeting held on August 12, 2025 considered and recommended to the Board, the appointment of M/s G. Sugumar & co, Cost Accountants (Firm Registration Number: 102522) as the Cost Auditors of the Company for FY 2025-26 at a remuneration of Rs. 72,000/- (Rupees Seventy Two Thousand only) (plus applicable taxes and reimbursement of out-of-pocket expenses) payable for FY 2025-26.

In making the decision on the appointment and remuneration of the Cost Auditors, the Audit Committee considered, the Cost Auditors' performance during the previous year(s) in examining and verifying the accuracy of the cost accounting records maintained by the Company and the scope of work.

The Board, on the recommendation of the Audit Committee

approved the appointment of M/s G. Sugumar & co, Cost Accountants (Firm Registration Number: 102522) as the Cost Auditors of the Company for the FY 2025-26. The Board, also on the recommendations of the Audit Committee approved the remuneration of Rs. 72,000/- (Rupees Seventy Two Thousand only) (excluding applicable taxes and reimbursement of out-of-pocket expenses) payable to Cost Auditors for FY 2025-26. In accordance with the provisions of Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board must be ratified by the Members of the Company. The consent of the Members is sought for ratification of the remuneration payable to the Cost Auditor of the Company for the Financial Year ending March 31, 2026.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in this resolution, except to the extent of the Shareholding, if any.

Accordingly, the Board of Directors recommends the resolution set forth in Item No. 5 for approval of members as **Ordinary Resolution**.

Annexure

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (Pursuant to Regulation 36(3) of SEBI (LODR) Regulations & Secretarial Standard 2)

Item No: 2

Name of the Director	Re-appointment
	Dr T Senthil Kumar
Director Identification Number	01742558
Type	Non-Executive Director
Age & Date of Birth	64 years, 02/07/1961
Date of Appointment/ Re- appointment	29/09/2016
Qualification	M.B.B.S., M.S., M.Ch, FIACS
Number of Equity shares held	1287136
Brief Resume	Dr T Senthilkumar, M.S.,M.Ch., FIACS is a Senior Consultant Cardiothoracic Surgeon with over 2 decades of professional experience. He was instrumental in establishing a focused open Heart Surgery program in Trichy.
Experience/Expertise in specific functional area	Healthcare, Finance, Business Management, Operations, Fund Management, General Administration
List of Public Limited Companies in which outside directorships held	Nil
Chairman/ Member of the committee of Board of Directors of the company	Nil
Membership/ Chairmanships of committees of other public companies (Includes only Audit Committee and Stakeholders Relationship Committee)	Nil

Name of the Director	Re-appointment
	Dr T Senthil Kumar
No. of board meetings attended during the year	4
Relationship with Directors inter-se	Nil

Item No: 4

Information required under Regulation 23 of SEBI LODR read with SEBI Circular dated November 22, 2021, is provided below:

S.No.	Description	Details
1	Summary of the information provided by the management of the listed entity to the Audit committee regarding the type of transaction	Nature of transactions: Availing/Rendering of hospital services, purchase of goods, sale of goods, rental expenses, rental income, guarantee expenses, guarantee income, sale of asset, purchase of asset etc or any transaction involving transfer of resources, services or obligations of whatever nature. Value of Transaction: Rs 40,00,00,000/- (Rupees Forty Crores Only) Tenure: FY 2025-26
2	Name of Related Party and its relationship with listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Sri Kauvery Medical Care (India) Limited – Holding Company
3	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Refer explanatory statement
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
5	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary - Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured, if secured, the nature of security	Not Applicable
6	Value of the transaction and the percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (FY 24-25) that is represented by the value of the proposed transaction	17.27%
7	Justification as to why the related party transaction is in the interest of the listed entity	These transactions are undertaken in furtherance of the ordinary course of business to enhance operational efficiency, cost efficiency, leveraging the expertise, complementary strengths and facilities available with the Company and the Holding Company.
8	Any other information that may be relevant	All important information forms part of the explanatory statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

EVSN 250829048**Other Instructions:**

- i. M/s. Alagar & Associates LLP, Practicing Company Secretaries (Firm registration No. L2025TN019200), Chennai has been appointed as Scrutinizer to scrutinize the e-voting process (electronically or otherwise) in a fair and transparent manner.
- ii. The scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period of 2 working days from the conclusion of the meeting make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.
- iii. The Results shall be declared either by the Chairman or by an authorized person of the Chairman and the resolution will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolution(s).
- iv. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website www.kauveryhospital.com/investors# and on the website of CDSL <https://www.evotingindia.com>, and communicated to BSE Limited, where the shares of the Company are listed, for placing the same in their website.