

THE NEW-AGE FAMILY HOSPITAL



Sri Kavary Medical Care (Trichy) Limited

**ANNUAL REPORT
2015-2016**

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SRI KAVERY MEDICAL CARE (TRICHY) LIMITED

Registered Office : No.1, K.C. Road Tennur, Trichy - 620 017

FROM MD'S DESK

Dear Share Owners

It has been quite a while since I have connected with you all. In these few years, Kauvery has witnessed a qualitative & quantitative change for the better. We have evolved and fortified our base. We have consolidated our processes. We have made headway in our qualitative journey. With focused branding, we have indeed worked our way towards building the brand of Kauvery. Overall, it has been an optimistic and encouraging scenario.

Centers of Excellence

As part of our strategic planning process, we have created centers of excellence in core specialties across our units. The exclusive kidney care center at our parent unit at Tennur has evolved as a center of excellence in Urology & Nephrology. From dialysis to transplants it has emerged as one of the sought after treatment center for all kinds of kidney related disease

The Brain & Spine center with an exclusive Neuro ICU, is a comprehensive center of excellence for all neurological disorders. The center is a pioneer in Trichy for GPS guided surgery, mechanical thrombectomy and interventional stroke management. Our center for advanced Gastroenterology & Bariatric surgery had added the liver transplantation program. In addition, all advanced laparoscopic GI surgical procedures and all cancer surgeries are done regularly.

Kauvery Heartcity –our 100 bed state of the art exclusive cardiac centre and the first-of-its kind in this region has emerged as a center of excellence in comprehensive cardiac care. The center for advanced cancer care is a comprehensive set up with a full fledged team of medical, surgical & radiation oncologists, gynecologists & onco-pathologist. Chemotherapy for all solid tumors & blood cancers, Radiation therapy and a whole host of reconstructive & rehabilitation services are offered under one roof. We have tied up with an established national player in this field.

Our Chennai Unit

Strategically located multi-specialty facility spanning 7 floors with centers of excellence in Orthopedics, Neurosciences, Pediatric Cardiology, Spine Services and Nephrology our hospital at Alwarpet has really emerged as a sought after clinical destination in the metro city competing with established players. We are neatly positioned & have made a mark as a healthcare provider in Tamilnadu.

Multi Organ Transplant Center

Kauvery Hospital is an approved multi organ transplant center. Besides establishing our expertise in kidney transplants, we are launching liver, lung & heart transplants. This indeed will be an important milestone in our clinical journey & adds value to Kauvery's patient service.

Moving ahead

The next few years shall witness a few value added projects in the metro & other tier two cities of Tamilnadu as well as the possibility of exploring a few opportunities outside the State. While we expand the business, there is also a felt need to consolidate our processes, build skilled & trained manpower, create internal leadership, focus on internal & external branding, establish strong clinical & corporate governance and fortify our brand image among our customers, employees & all our stake holders. We shall move towards building Kauvery as a trusted brand with high stakeholder value.

Best Wishes

Dr. S. Chandrakumar

Managing Director

SRI KAVERY MEDICAL CARE (TRICHY) LIMITED

Registered Office : No.1, K.C. Road Tennur, Trichy - 620 017

**ANNUAL REPORT 2015-2016
CORPORATE INFORMATION**

BOARD OF DIRECTORS

| | |
|---------------------------|--------------------------------------|
| Mr A Krishnamoorthy | Chairman |
| Dr S Chandrakumar | Managing Director |
| Dr S Manivannan | Joint Managing Director |
| Dr S Aravindan | Executive Director |
| Mr Athmanathan Ganesan | Nominee Director (From 9th May 2016) |
| Mr Chandrasekar Kandasamy | Nominee Director (From 9th May 2016) |
| Mr N Bala Baskar | Director |
| Ms Yogita N Jadhav | Nominee Director (Upto 9th May 2016) |
| Mr S Krishnamurthy | Nominee Director (Upto 9th May 2016) |

COMPANY SECRETARY - Ms M Kavitha Bakiyam

STATUTORY AUDITORS - M/s. BSR & Co.LLP
CHARTERED ACCOUNTANTS,
10, MAHATMA GANDHI ROAD, CHENNAI-600 034.

BANKERS - CORPORATION BANK
STATE BANK OF INDIA
BANK OF INDIA
PUNJAB NATIONAL BANK
AXIS BANK LTD
HDFC BANK LTD
INDIAN OVERSEAS BANK
STATE BANK OF MYSORE
THE LAKSHMI VILAS BANK LTD
CITY UNION BANK

Hospital Units :

Tennur :
No.1, K.C. Road
Tennur,
Trichy - 620 017

Chennai :
Kauvery Hospital
81, TTK Road, Alwarpet
Chennai -600 018.

Heartcity :
New No 52
Alexandria Road
Cantonment
Trichy - 620 001.

CIN : U85110TN1997PLC039491 | Web : www.kauveryhospital.com | E.mail: cs.skmctl@kauveryhospital.com

SRI KAVERY MEDICAL CARE (TRICHY) LIMITED

Registered Office : No.1, K.C. Road, Tennur, Trichy - 620 017.

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **NINETEENTH ANNUAL GENERAL MEETING** of the Members of the Company will be held on Thursday, 29th September, 2016 at 10.00 A.M at Hotel Sangam, Cantonment, Trichy - 620 001 to transact the following business: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31st March 2016 together with the Report of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the company for the year ended 31st March 2016 together with the report of the Auditors thereon.
2. **To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution.**

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

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any Statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the appointment of Dr.S.Chandrakumar , as Managing Director of the Company, for a period of three years with effect from 1st October, 2016 to 30th September, 2019 on such remuneration including perquisites and other terms and conditions of the appointment , not exceeding the limits as enumerated below:

- (a) Basic Rs 350000 per month
- (b) HRA @ 10% on basic pay
- (c) Provident Fund @ 12% on basic pay
- (d) Bonus payable @ 8.33% of Gross Salary (Basic + HRA)
- (e) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (f) Leave Travel Allowance not exceeding 50% of one month basic salary, subject to Income Tax provisions.
- (g) Reimbursement of medical insurance premium to self and family, to the extent of Rs 25000 per annum.
- (h) Reimbursement of actual expenditure of fuel bills of car utilized for official purposes.
- (I) Company's car as per company's Policy with driver.
- (j) Payment to the bills of mobile phone/s and internet connections used for official purposes.
- (k) Club membership in any established club in Chennai.

Family means spouse, dependent children and dependent parents of the managerial person.

Minimum Remuneration: In the event of loss or inadequacy of profit in any financial year, he shall draw by way of minimum remuneration all the above items stated against (a) to (k) above provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.”

Dr.S.Chandrakumar is also the Managing Director of the subsidiary company, KMC Speciality Hospitals(India) Limited, where he draws remuneration not exceeding the maximum limits as prescribed under Section II of Part II and Part III of Schedule V to the Companies Act, 2013.

“RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, wherein any financial year, during the tenure of Dr S Chandrakumar as Managing Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, perquisites and any other allowances not exceeding the maximum limits as prescribed under Section II of Part II and Part III of Schedule V to the Companies Act, 2013 as may be amended from time to time AND THAT the Board of Directors of the Company be and are hereby authorized to apply to the Central Government, as may be necessary, if such remuneration exceeds the ceiling prescribed under Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof.

“RESOLVED FURTHER THAT Dr S Chandrakumar shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration hereinabove stated:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

“RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Dr S Chandrakumar shall be subject to Income Tax Act, 1961 and Rules as applicable from time to time.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to revise the remuneration package of Dr.S.Chandrakumar as the Managing Director, from time to time, within the ceilings prescribed under Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 as may be in force from time to time.

“RESOLVED FURTHER THAT the Board is be and hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director or Directors to give effect to the aforesaid resolution.”

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

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197,198 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any Statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Dr.S.Manivannan , as Joint Managing Director of the Company, for a period of three years , from 1st October, 2016 to 30th September, 2019 on such remuneration including perquisites and other terms and conditions of the appointment , not exceeding the limits as enumerated below:

- (a) Basic Rs 500000 per month
- (b) HRA @ 10% on basic pay
- (c) Provident Fund @ 12% on basic pay
- (d) Bonus payable @ 8.33% of Gross Salary (Basic + HRA)
- (e) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (f) Leave Travel Allowance not exceeding 50% of one month basic salary, subject to Income Tax provisions.
- (g) Reimbursement of medical insurance premium to self and family, to the extent of Rs 25000 per annum.
- (h) Reimbursement of actual expenditure of fuel bills of car utilized for official purposes.
- (I) Company's car as per company's Policy with driver.
- (j) Payment to the bills of mobile phone/s and internet connections used for official purposes.
- (k) Club membership in any established club in Chennai.

Family means spouse, dependent children and dependent parents of the managerial person.

Minimum Remuneration: In the event of loss or inadequacy of profit in any financial year, he shall draw by way of minimum remuneration all the above items stated against (a) to (k) above provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.”

“**RESOLVED FURTHER THAT** notwithstanding anything hereinabove stated, wherein any financial year, during the tenure of Dr S Manivannan as Joint Managing Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, perquisites and any other allowances not exceeding the maximum limits as prescribed under Section II of Part II and Part III of Schedule V to the Companies Act, 2013 as may be amended from time to time AND THAT the Board of Directors of the Company be and are hereby authorized to apply to the Central Government, as may be necessary, if such remuneration exceeds the ceiling prescribed under Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof.

“**RESOLVED FURTHER THAT** Dr S Manivannan shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration hereinabove stated:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

“**RESOLVED FURTHER THAT** all the salary, allowances and perquisites payable to Dr S Manivannan shall be subject to Income Tax Act, 1961 and Rules as applicable from time to time.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to revise the remuneration package of Dr.S.Manivannan as the Joint Managing Director, from time to time, within the ceilings prescribed under Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 as may be in force from time to time.

“**RESOLVED FURTHER THAT** the Board is be and hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director or Directors to give effect to the aforesaid resolution.”

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of Sections 196, 197,198 and 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any Statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Dr.S.Aravindan , as Executive Director of the Company, for a period of three years , from 1st October, 2016 to 30th September, 2019 on such remuneration including perquisites and other terms and conditions of the appointment , not exceeding the limits as enumerated below:

- (a) Basic Rs 147500 per month
- (b) HRA @ 10% and additional HRA for Chennai at 25% on basic pay
- (c) Provident Fund @ 12% on basic pay
- (d) Bonus payable @ 8.33% of Gross Salary (Basic + HRA)
- (e) Transportation and Children's Educational allowance at Rs 9600 p. a and Rs 2400 p.a respectively.
- (f) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (g) Leave Travel Allowance not exceeding 50% of one month basic salary, subject to Income Tax provisions.
- (h) Reimbursement of medical insurance premium to self and family, to the extent of Rs 2350 per month.

Family means spouse, dependent children and dependent parents of the managerial person.

Minimum Remuneration: In the event of loss or inadequacy of profit in any financial year, he shall draw by way of minimum remuneration all the above stated items.

Besides the above he is eligible to draw professional fees for the services rendered in his professional capacity.

“RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, wherein any financial year, during the tenure of Dr S Aravindan as Executive Director, the Company has no profits or its profits are inadequate, it may pay him remuneration by way of salary, perquisites and any other allowances not exceeding the maximum limits as prescribed under Section II of Part II and Part III of Schedule V to the Companies Act, 2013 as may be amended from time to time AND THAT the Board of Directors of the Company be and are hereby authorized to apply to the Central Government, as may be necessary, if such remuneration exceeds the ceiling prescribed under Schedule V of the Companies Act, 2013 or any statutory modification(s) thereof.”

“RESOLVED FURTHER THAT Dr S Aravindan shall also be eligible to the following which shall not be included in the computation of the ceiling on remuneration hereinabove stated:

- i. Contribution to Provident Fund, Superannuation Fund or Annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- ii. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

“RESOLVED FURTHER THAT all the salary, allowances and perquisites payable to Dr.S.Aravindan shall be subject to Income Tax Act, 1961 and Rules as applicable from time to time.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to revise the remuneration package of Dr.S.Aravindan as the Executive Director, from time to time, within the ceilings prescribed under Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 as may be in force from time to time.

“RESOLVED FURTHER THAT the Board is be and hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director or Directors to give effect to the aforesaid resolution.”

6. Appointment of Mr Athmanathan Ganesan (DIN 02122660) as Nominee Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company Mr Athmanathan Ganesan (DIN 02122660), who was appointed as an Additional Director of the Company with effect from 9th May 2016 by the Board of Directors of the company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing along with a deposit of Rs 1,00,000 (Rupees One lac only) from a member under Section 160 of the Act, proposing the candidature of Mr Athmanathan Ganesan for the office of Director, is be and hereby appointed as a Nominee Director of the Company not liable to retire by rotation.

7. Appointment of Mr Chandrasekar Kandasamy (DIN 00236761) as Nominee Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company Mr Chandrasekar Kandasamy (DIN 00236761), who was appointed as an Additional Director of the Company with effect from 9th May 2016 by the Board of Directors of the company pursuant to Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received notice in writing along with a deposit of Rs 1,00,000 (Rupees One lac only) from a member under Section 160 of the Act, proposing the candidature of Mr Chandrasekar Kandasamy for the office of Director, is be and hereby appointed as a Nominee Director of the Company not liable to retire by rotation.

8. Ratification of remuneration to Cost Auditor

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 thereof, for the time being in force), the remuneration of Rs. 60,000/- (Rupees Sixty Thousands only) plus service tax and reimbursement of out of pocket expenses for the financial year 2016-17 as approved by the Board of Directors of the Company to be paid to M/s. Thanigaimani & Associates (Firm Registration No. 101899) Cost and Management accountants, Chennai appointed by the Board as Cost Auditors to conduct the audit of the cost records of the Company, be and is hereby ratified”.

9. To consider and if thought fit, to pass with or without modification, the following resolutions as SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give or grant any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas up to maximum amount of Rs 75 Crores (Rupees Seventy Five Crores only) outstanding at any point of time not withstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013.”

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

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

“RESOLVED THAT in supersession of Resolution passed at the Extra Ordinary General Meeting of the Company held on 1st June 2015, consent of the members be and is hereby accorded in terms of the provisions of Section 180(1)(c), 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Board of Directors (hereinafter referred to as “the Board” which shall include any Committee(s) thereof) to borrow from time to time all such sum(s) of money as the Board may deem requisite for the purpose of the Company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose, provided however that the total amount so borrowed and to be borrowed and remaining outstanding at any one time shall not exceed Rs 1,00,00,00,000 (Rupees Hundred Crores only) in the aggregate, with or without creating charges on one or more or all assets of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps and do all necessary things in this regard in order to comply with all the legal and procedural formalities to give effect to the aforesaid resolution and matters related thereto.”

11. Appointment of Dr N Elango (DIN: 00863351) as Director

To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:

“RESOLVED THAT Dr N Elango (DIN: 00863351) in respect of whom the Company has received a notice in writing from certain Members under Section 160 of the Companies Act, 2013 signifying their intention to propose the candidature of Dr N Elango for the office of Director, be and is hereby appointed as a Director of the Company, subject to the fulfillment of the statutory requirements pursuant Section 160 of the Companies Act, 2013.”

By the order of the Board

Place : Chennai.
Date : September 6, 2016

M Kavitha Bakiyam
Company Secretary

Notes:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies act, 2013 ("the act"), concerning the Special business in the notice is annexed hereto and forms part of this notice.
2. **A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. The instrument appointing the proxy should be deposited with the Registered Office at least 48 hours before the meeting. A proxy form is sent herewith. The proxy shall not be entitled to vote except on a poll.**
3. The Register of Members and the Share Transfer Books of the Company shall remain closed from 23rd September 2016 to 29th September 2016 (both days inclusive).
4. Shareholders desiring any information as regards the Financial Statements are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
5. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
6. The Notice and the Route map for the venue of the Annual General Meeting is hosted on the Company's website and can be accessed at www.kauveryhospital.com.
7. Electronic copy of the Notice of the Nineteenth Annual General Meeting of the Company along with Attendance slip / Identification Form and Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Nineteenth Annual General Meeting of the Company along with Attendance slip / Identification Form and Proxy Form is being sent in the permitted mode.
8. Members may also note that the physical copies of Notice of the Nineteenth Annual General Meeting and the Annual Report for 2016 will also be available at the Company's Registered Office for inspection during the normal business hours on working days, except Saturdays, Sundays and public holidays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs.skmctl@kauveryhospital.com

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

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

Item No 3 :

Dr S Chandrakumar, was appointed as Managing Director of the Company, by the members at the AGM held on 22nd October 2013, for three years to hold office from 1st October, 2013 till 30th September, 2016.

The Board of Directors of your Company Considering the valuable contributions made by Dr S Chandrakumar, the Managing Director to the growth of the company over the years and the responsibilities shouldered by him to sustain viability and driving the activities towards the ever expanding goals, the Nomination and Remuneration Committee and the Board approved the extension of his term of office as Managing Director for three years from 1st October 2016 to 30th September, 2019 with the remuneration as cited in resolution 3 above.

STATEMENT PURSUANT TO SCHEDULE V, RELEVANT TO MANAGERIAL REMUNERATION**I. GENERAL INFORMATION :**

| | | |
|---|--|----------------|
| 1 | Nature of Industry | Heath Care |
| 2 | Date of Commencement of Commercial Activities | 26-11-1997 |
| 3 | New Company Details | Not applicable |
| 4 | Financial performance of the Company for the Financial Years 2013-14, 2014-15 and 2015-16 are given below- | |

| Particulars | Amount Rs. in Lakhs | | |
|----------------------------|---------------------|-----------|-----------|
| | 2013 - 14 | 2014 - 15 | 2015 - 16 |
| Net Annual Sales / Revenue | 10044.60 | 12299.83 | 15683.24 |
| Net Profit after taxes | (1030.85) | (339.10) | 446.61 |

| | | |
|---|--|----------------|
| 5 | Export Performance | Not Applicable |
| 6 | Foreign Investments and Collaborations | Not Applicable |

II. INFORMATION ABOUT THE APPOINTEE

1. Background details - Dr S Chandrakumar is a leading Anaesthesiologist, with over 20 years of reputed clinical experience and managing multi speciality hospitals and is the founder promoter of the company.

2. Past Remuneration – As indicated below

- (a) Basic Rs 350000 per month
- (b) HRA @ 10% on basic pay
- (c) Provident Fund @ 12% on basic pay
- (d) Bonus payable @ 8.33% of Gross Salary (Basic + HRA)
- (e) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (f) Leave Travel Allowance not exceeding 50% of one month basic salary, subject to Income Tax provisions.
- (g) Reimbursement of medical insurance premium to self and family, to the extent of Rs 25000 per annum.
- (h) Reimbursement of actual expenditure of fuel bills of car utilized for official purposes.
- (I) Company's car as per company's Policy with driver.
- (j) Payment to the bills of mobile phone/s and internet connections used for official purposes.
- (k) Club membership in any established club in Chennai.

Family means spouse, dependent children and dependent parents of the managerial person.

Minimum Remuneration: In the event of loss or inadequacy of profit in any financial year, he shall draw by way of minimum remuneration all the above items stated against (a) to (k) above provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.

3. Job Profile and his suitability

Job profile is as per the provisions of the Companies Act, 2013. He is the Founder Promoter / Managing Director of this multi-speciality hospital in Trichy with renowned brand value. In spite of the competitions existing in the industry, the phenomenal growth of the hospital from 40 bedded hospital to a 850 bed hospital with geographical expansions justifies his suitability to his designation.

4. Remuneration proposed: As per the resolution proposed in item (3) above.
5. Comparative Remuneration Profile - The nature of this industry depends upon the caliber / skills of the individual involved, therefore not-comparable.
6. Pecuniary relationship with the company – 6.22% Equity Share holding.

III. OTHER INFORMATION :

1. Reasons of loss or inadequate profits - The endeavored geographical and functional expansions via Chennai facilities and Exclusive Hightech Cardiac facilities at Trichy and consequent investment requirements, replenishment of medical equipments and increasing bed capacity have resulted into additional cost of operations, financing cost and depreciation, causing a strain on the profitability.
2. Steps taken or proposed to be taken for improvement – The new units set up are functioning as per expectations which assures the anticipated turnover and profitability.
3. Expected increase in productivity and profits in measurable terms - The new units set up are functioning as per expectations which assures the anticipated turnover and profitability.

Other Terms:

The Managing Director shall not be liable to retire by rotation.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution in relation to the re-appointment of Managing Director, for the approval of the shareholders of the Company.

Notice has been received from member signifying their intention to propose appointment of Dr S Chandrakumar as Managing Director of the Company along with a deposit of Rs. 1,00,000.

Memorandum of Interest : None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at item no. 3 except Dr S Chandrakumar, whose re-appointment and remuneration is considered and Mrs C Dhanalakshmi, wife of Dr S Chandrakumar and holds 4.34% of share holding in the Company.

Item No 4

Dr S Manivannan, was appointed as Joint Managing Director of the Company, by the members at the AGM held on 22nd October 2013, for three years to hold office from 1st October, 2013 till 30th September, 2016.

The Board of Directors of your Company Considering the valuable contributions made by Dr S Manivannan, the Joint Managing Director to the growth of the company over the years and the responsibilities shouldered by him ,the Nomination and Remuneration Committee and the Board approved the extension of his term of office as Joint Managing Director for three years from 1st October 2016 to 30th September, 2019.

STATEMENT PURSUANT TO SCHEDULE V, RELEVANT TO MANAGERIAL REMUNERATION

IV. GENERAL INFORMATION :

| | | |
|---|--|----------------|
| 1 | Nature of Industry | Heath Care |
| 2 | Date of Commencement of Commercial Activities | 26-11-1997 |
| 3 | New Company Details | Not applicable |
| 4 | Financial performance of the Company for the Financial Years 2013-14, 2014-15 and 2015-16 are given below- | |

| Particulars | Amount Rs. in Lakhs | | |
|----------------------------|---------------------|-----------|-----------|
| | 2013 - 14 | 2014 - 15 | 2015 - 16 |
| Net Annual Sales / Revenue | 10044.60 | 12299.83 | 15683.24 |
| Net Profit after taxes | (1030.85) | (339.10) | 446.61 |

| | | |
|---|--|----------------|
| 5 | Export Performance | Not Applicable |
| 6 | Foreign Investments and Collaborations | Not Applicable |

V. INFORMATION ABOUT THE APPOINTEE

1. Background details - Dr S Manivannan is a leading Anaesthesiologist with over 15 years of reputed clinical experience and managing multi-speciality hospitals and is the founder promoter of the Company.
2. Past Remuneration – As indicated below
 - (a) Basic Rs. 500,000 per month
 - (b) HRA @ 10% on basic pay
 - (c) Provident Fund @ 12% on basic pay
 - (d) Bonus payable @ 8.33% of Gross Salary (Basic + HRA)
 - (e) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - (f) Leave Travel Allowance not exceeding 50% of one month basic salary, subject to Income Tax provisions.
 - (g) Reimbursement of medical insurance premium to self and family, to the extent of Rs 25000 per annum.
 - (h) Reimbursement of actual expenditure of fuel bills of car utilized for official purposes.
 - (I) Company's car as per company's Policy with driver.
 - (j) Payment to the bills of mobile phone/s and internet connections used for official purposes.
 - (k) Club membership in any established club in Chennai.

Family means spouse, dependent children and dependent parents of the managerial person.

Minimum Remuneration: In the event of loss or inadequacy of profit in any financial year, he shall draw by way of minimum remuneration all the above items stated against (a) to (k) above provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person.

3. Job Profile and his suitability

Job profile is as per the provisions of the Companies Act, 2013. He is the Founder Promoter / Joint Managing Director of this multi-speciality hospital in Trichy with renowned brand value. In spite of the competitions existing in the industry, the phenomenal growth of the hospital from 40 bedded hospital to a 850 bedded hospital with geographical expansions justifies his suitability to his designation.

4. Remuneration proposed: As per the resolution proposed in item (4) above.
5. Comparative Remuneration Profile - The nature of this industry depends upon the caliber / skills of the individual involved, therefore not-comparable.
6. Pecuniary relationship with the company – 5.3% Equity Share holding.

VI. OTHER INFORMATION

1. Reasons of loss or inadequate profits - The endeavored geographical and functional expansions via Chennai facilities and Exclusive Hightech Cardiac facilities at Trichy and consequent investment requirements, replenishment of medical equipments and increasing bed capacity have resulted into additional cost of operations, financing cost and depreciation, causing a strain on the profitability.
2. Steps taken or proposed to be taken for improvement – The new units set up are functioning as per expectations which assures the anticipated turnover and profitability.
3. Expected increase in productivity and profits in measurable terms - The new units set up are functioning as per expectations which assures the anticipated turnover and profitability.

Other Terms:

The Joint Managing Director shall not be liable to retire by rotation.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution in relation to the re-appointment of Joint Managing Director, for the approval of the shareholders of the Company.

Notice has been received from member signifying their intention to propose appointment of Dr S Manivannan as Joint Managing Director of the Company along with a deposit of Rs. 1,00,000.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at item no. 4 except Dr S Manivannan, whose re-appointment and remuneration is considered and Dr S Aravindan, Executive Director who is the brother of Dr S Manivannan and Dr. N. Suchitra wife of Dr S Manivannan and holds 2.3% shares in the Company.

Item No 5

Dr S Aravindan, was appointed as Executive Director of the Company, by the members at the AGM held on 22nd October 2013, for three years to hold office from 1st October, 2013 till 30th September, 2016.

The Board of Directors of your Company considering his rich and varied experience in the Industry recommended the reappointment of Dr S Aravindan, Executive Director of the Company for a further term of three years from 1st October, 2016 till 30th September, 2019.

STATEMENT PURSUANT TO SCHEDULE V, RELEVANT TO MANAGERIAL REMUNERATION**VII. GENERAL INFORMATION :**

| | | |
|---|--|----------------|
| 1 | Nature of Industry | Health Care |
| 2 | Date of Commencement of Commercial Activities | 26-11-1997 |
| 3 | New Company Details | Not applicable |
| 4 | Financial performance of the Company for the Financial Years 2013-14, 2014-15 and 2015-16 are given below- | |

| Particulars | Amount Rs. in Lakhs | | |
|----------------------------|---------------------|-----------|-----------|
| | 2013 - 14 | 2014 - 15 | 2015 - 16 |
| Net Annual Sales / Revenue | 10044.60 | 12299.83 | 15683.24 |
| Net Profit after taxes | (1030.85) | (339.10) | 446.61 |

| | | |
|---|--|----------------|
| 5 | Export Performance | Not Applicable |
| 6 | Foreign Investments and Collaborations | Not Applicable |

VIII. INFORMATION ABOUT THE APPOINTEE

1. Background details - Dr S Aravindan is a leading Orthopedician, with over 20 years of reputed domestic as well as overseas clinical experience.
2. Past Remuneration – As indicated below
 - (a) Basic Rs 147500 per month
 - (b) HRA @ 10% and additional HRA for Chennai at 25% on basic pay
 - (c) Provident Fund @ 12% on basic pay
 - (d) Bonus payable @ 8.33% of Gross Salary (Basic + HRA)
 - (e) Transportation and Children's Educational allowance at Rs 9600 p. a and Rs 2400 p.a respectively.
 - (f) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
 - (g) Leave Travel Allowance not exceeding 50% of one month basic salary, subject to Income Tax provisions.
 - (h) Reimbursement of medical insurance premium to self and family, to the extent of Rs 2350 per month.

Family means spouse, dependent children and dependent parents of the managerial person.

Minimum Remuneration: In the event of loss or inadequacy of profit in any financial year, he shall draw by way of minimum remuneration all the above stated items.

Besides the above he is eligible to draw professional fees for the services rendered in his professional capacity.

3. Job Profile and his suitability

Job profile is as per the provisions of the Companies Act, 2013. He is the Unit Head of the Chennai Division since its inception. In spite of the competitions existing in the region the establishment and growth of the hospital with its present quality performance, is the indication of his suitability to his designation.

4. Remuneration proposed: As per the resolution proposed in item (5) above.

5. Comparative Remuneration Profile - The nature of this industry depends upon the caliber / skills of the individual involved, therefore not-comparable.

6. Pecuniary relationship with the company – 5.3% Equity Share holding.

IX. OTHER INFORMATION

1. Reasons of loss or inadequate profits - The endeavored geographical and functional expansions via Chennai facilities and Exclusive Hightech Cardiac facilities at Trichy and consequent investment requirements, replenishment of medical equipments and increasing bed capacity have resulted into additional cost of operations, financing cost and depreciation, causing a strain on the profitability.

2. Steps taken or proposed to be taken for improvement – Adopted strategies to ensure the quality performance and achieving higher levels of revenue.

3. Expected increase in productivity and profits in measurable terms - The new units set up are functioning as per expectations which assures the anticipated turnover and profitability.

Other Terms:

The Executive Director shall not be liable to retire by rotation.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

The Board of Directors recommends the resolution in relation to the re-appointment of Executive Director, for the approval of the shareholders of the Company.

Notice has been received from member signifying their intention to propose appointment of Dr S Aravindan as Executive Director of the Company along with a deposit of Rs. 1,00,000.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at item no. 5 except Dr S Aravindan, whose re-appointment and remuneration is considered, Dr S Manivannan who is the brother of Dr S Aravindan and Mrs.Nalini Aravindan wife of Dr.Aravindan who holds 3.46% of shares of the Company.

Item No 6 : Appointment of Mr Athmanathan Ganesan (DIN 02122660) as Nominee Director

The Board of Directors had, at their meeting held on 9th May 2016, co-opted Mr Athmanathan Ganesan as Additional Director, on behalf of Investors, Aral Holdings Private Limited, pursuant to Section 161 of the Companies Act, 2013. Mr Athmanathan Ganesan shall hold the office of the Director upto the date of the Nineteenth AGM. The Company has received notice in writing along with a deposit of Rs 1,00,000 (Rupees One lac only) from a member under Section 160 of the Act, signifying the candidature of Mr Athmanathan Ganesan to be appointed as nominee Director, not liable to retire by rotation. Mr Athmanathan Ganesan has consented to and declared as qualified for the appointment as Director, if made. The Board on receipt of the said notice from a member and subject to the approval of members in this AGM, has accorded its consent, to appoint Mr Athmanathan Ganesan as Nominee Director, not liable to retire by rotation

Brief profile of Mr Athmanathan Ganesan:

Mr Athmanathan Ganesan is a Chartered Accountant with more than 33 years of experience in the Assurance and Advisory practice. He is one of the senior partners of R. Subramanian and Company, a leading firm of Chartered Accountants in Chennai. He was actively involved in numerous Industry-oriented initiatives of various regulatory bodies such as Reserve Bank of India, SEBI, IRDA. His broad vision, pioneering efforts and dynamic approach have won several accolades to the Firm

During his tenure with R. Subramanian and Company, he was associated with groups such as Apollo Hospitals, Seshasayee Paper Boards, Nelcast Ltd, Lister Technologies Private Ltd, Sterling Holidays and Resorts Ltd, CMC Ltd (a Tata enterprise) to name a few. He was actively involved in the acquisition and Fund raising activities of Trivitron Healthcare Private Ltd, Medfort Hospitals Private Ltd and Metropolis Healthcare Ltd. He is presently on the Board of Trivitron Healthcare Private Ltd and Medfort Hospitals Private Ltd.

He also has rich experience in Transaction Advisory Services having handled several Due Diligence assignments and handled several M&A deals in India and outside India. Mr Athmanathan Ganesan has vast experience in domestic and international taxation.

Mr Athmanathan Ganesan is a Chemistry graduate from Madras University and a fellow member of The Institute of Chartered Accountants of India (ICAI).

The Board of Directors of your Company recommends the passing of the Ordinary Resolution as set out in the Item no. 6 of the Notice.

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

Item No 7: Appointment of Mr Chandrasekar Kandasamy (DIN 00236761) as Nominee Director

The Board of Directors had, at their meeting held on 9th May 2016, co-opted Mr Chandrasekar Kandasamy as Additional Director, on behalf of Investors, Aral Holdings Private Limited, pursuant to Section 161 of the Companies Act, 2013. Mr Chandrasekar Kandasamy shall hold the office of the Director upto the date of the Nineteenth AGM. The Company has received notice in writing along with a deposit of Rs 1,00,000 (Rupees One lac only) from a member under Section 160 of the Act, signifying the candidature of Mr Chandrasekar Kandasamy to be appointed as nominee Director, not liable to retire by rotation. Mr Chandrasekar Kandasamy has consented to and declared as qualified for the appointment as Director, if made. The Board on receipt of the said notice from a member and subject to the approval of members in this AGM, has accorded its consent, to appoint Mr Chandrasekar Kandasamy as Nominee Director, not liable to retire by rotation

Brief profile of Mr Chandrasekar Kandasamy:

Mr.Chandrasekar Kandasamy is the Founding Managing Partner of Stakeboat Capital, with over 27 years of U.S and India based private equity/venture capital experience primarily in the technology and healthcare sectors. Mr.Chandrasekar Kandasamy has a distinguished investment track record, as more than 45 of the transactions he has led, have been successfully exited through secondary acquisitions or initial public offerings.

Prior to Stakeboat Capital, he was an Investment Director with Peepul Capital. Earlier, he was the Managing Partner of ePlanet Capital, India, where he focused on the Fund's activities in India.

Previously, he worked for five years with The Carlyle Group as a Director and Vice President. In this capacity, Mr.Chandrasekar Kandasamy was instrumental in setting up Carlyle's India operations and was responsible for sourcing, evaluating and executing various transactions. He also held Board seats in a range of successful India-based investments.

Mr.Chandrasekar Kandasamy was a World Bank sponsored intern at Poly Ventures in New York, holds a Bachelor of Electrical Engineering from Anna University in Chennai, India, and an M.B.A from Bharathidasan Institute of Management, India

The Board of Directors of your Company recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice.

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

Item No 8 : Ratification of remuneration to Cost Auditor

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. Thanigaimani & Associates (Firm Registration No. 101899) Cost and Management accountants to conduct the audit of the cost records of the Company for the financial year 2016-17.

In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year 2016-17 as set out in the Resolution for the aforesaid services to be rendered by M/s. Thanigaimani & Associates.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any concerned or interested in the said Resolution.

The Board of Directors recommends the resolutions set forth in item No. 8 for approval of members as Ordinary Resolution.

Item No 9: Approval of limits under Section 186 of the Companies Act, 2013

As per the provisions of Section 186 of the Companies Act, 2013, the Board of Directors of a Company can make or grant any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred per cent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

In the Annual General Meeting of the Company held on 22nd October 2013, the Company had obtained approval from the members for providing loans, giving guarantees and making investments to the extent of Rs 75 crores under Section 372A of the erstwhile Companies Act, 1956.

This permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making investment, granting or providing loans or give guarantee or provide security in connection with loans taken by subsidiary companies or other body corporate for an amount not exceeding 75 crores.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made there under.

The Board accordingly recommends to pass the Special resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except as members.

Item No 10: Approval of limits under Section 180 (1)(a) and (c) of the Companies Act, 2013

As per the provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 the power to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose can be exercised by the Board with the consent of the Members obtained by a Special Resolution.

At the EGM of the Company held on 1st June 2015, the Members had accorded consent to the Board of Directors to borrow any sum or sums of money not exceeding at any time the sum of Rs.75 crores (Rupees Seventy Five crores only).

Considering the need for borrowing to meet part of the funding requirements of the Company for ensuring its sustained growth, it is proposed to seek the approval of the shareholders to increase the borrowing limits by the Board of Directors or any duly constituted committee thereof, to Rs. 100 crores (Rupees Hundred crores only). The Board accordingly recommends the revised limit to the extent of Rs. 100 Crore (Rupees Hundred Crore only) under Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 as set out in the Resolution for approval of the Members.

The Board recommends the Special Resolution set forth in Item No. 10 of the Notice for approval of the Members.

The cited resolution is placed before the members for consideration and approval.

Memorandum of Interest

None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

Item No 11: Appointment of Dr N Elango (DIN: 00863351) as Director

Your Company has received notice from certain 15 members of the Company holding 11.88% of the paid-up share capital of the Company signifying their intention to propose the candidature of Dr N Elango as a Director in the Board of your Company.

Subject to the fulfillment of the statutory requirements under Section 160 of the Companies Act, 2013, the Board of Directors of your Company place the resolution set out in Agenda Item No. 11 of the AGM Notice for the consideration of the shareholders.

Memorandum of Interest : None of the Directors, Key Managerial Personnel of the Company, and their relatives is concerned or interested, financial or otherwise in the resolution.

By the order of the Board

Place : Chennai
Date : September 6, 2016

M Kavitha Bakiyam
Company Secretary

