



**CHENNAI
MEENAKSHI**
MULTISPECIALITY HOSPITAL
Care that inspires

CMMH/BSE/2018-19/026

15th October, 2018

The Bombay Stock Exchange Limited
PJ Towres, 25th floor,
Dalal Street, Fort,
Mumbai - 400 023.

Scrip Code: 523489

Dear Sirs,

Sub: Annual Report 2018 - Furnished

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attach a copy of the Annual Report 2018 of our Company which was duly approved and adopted in the Annual General Meeting of our Company held on 28th September, 2018 at 11:00 A.M at Bharatiya Vidya Bhavan, Main Hall, New No. 18, 20, 22, East Mada Street, Mylapore, Chennai - 600 004.

We request you to please take the above on record.

Thanking you
Yours faithfully,
For CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LIMITED.

R. DEENADAYALU
COMPANY SECRETARY & COMPLIANCE OFFICER
MEMBERSHIP NO: F3850
Encl: As above.



PROVISIONAL GST ID : 33AAACD2694N1ZF

CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LTD.

ISO 9001 : 2008 / ISO 14001 : 2004 CERTIFIED HOSPITAL

Old No.148, New No. 72, Luz Church Road, Mylapore, Chennai - 600 004.

Ph: +91 44 - 42 938 938 | Fax: +91 44 - 2499 3282 | cmmhospitals@gmail.com | www.cmmh.in

CIN: L85110TN1990PLC19545

(Formerly Known as Devaki Hospital Limited)



28th Annual Report

2017 - 2018



**CHENNAI
MEENAKSHI**
MULTISPECIALITY HOSPITAL

Care that inspires

CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LTD.

(Formerly known as Devaki Hospital Limited)

New No. 72, Old No.149, Luz Church Road, Mylapore, Chennai - 600 004.

Ph : 044 - 42938938 Fax : 044 - 24993282

E-mail: cmmhospitals@gmail.com Website: www.cmmh.in

CIN: L85110TN1990PLC019545

GSTIN: 33AAACD2694N1ZF

BOARD OF DIRECTORS

Mr. A.N. RADHAKRISHNAN (DIN: 01508867)	- CHAIRMAN & MANAGING DIRECTOR
Mr. G.R. NAVIN RAAKESH (DIN: 01692155)	- DIRECTOR (Resigned w.e.f 14th August, 2018)
Ms. PREMALATHA KANIKANNAN (DIN: 01710387)	- WOMAN DIRECTOR (Resigned w.e.f 5th May, 2018)
Mrs. R. GOMATHI (DIN: 02900460)	- ADDITIONAL WOMEN DIRECTOR (Appointed w.e.f. 5th May, 2018)
Dr. S. KAMESWARAN (DIN: 00255389)	- INDEPENDENT DIRECTOR
Mr. B. RAMACHANDRAN (DIN: 06397113)	- INDEPENDENT DIRECTOR
Dr. S. VARADHARAJAN (DIN: 08015795)	- ADDITIONAL DIRECTOR (Appointed w.e.f 5th December, 2017)
CHIEF EXECUTIVE OFFICER	- DR. V. KRISHNAMURTHY
CHIEF FINANCIAL OFFICER	- Ms. PREMALATHA KANIKANNAN (Resigned w.e.f 5th May, 2018)
CHIEF FINANCIAL OFFICER	- Mr. G.R. NAVIN RAAKESH (Appointed w.e.f. 5th May, 2018) (Resigned w.e.f 14th August, 2018)
CHIEF FINANCIAL OFFICER	- Mr. DAMBARU DHAR JENA (Appointed w.e.f 14th August, 2018)
COMPANY SECRETARY	- Mr. T. JEYAPRAKASAM (Resigned w.e.f 6th June, 2018 (afternoon))
COMPANY SECRETARY	- Mr. R.DEENADAYALU (Appointed w.e.f 7th June,2018)

AUDITORS :

M/s. MRC & ASSOCIATES, Chartered Accountants, FRN : 00040055
No.8 (Old No.51) ,1st Floor, Gajapathi Street, Shenoy Nagar, Near Aminjikarai,
Chennai - 600 030. Ph: 044-26643410 : 044-26642853 Email: gali.chirajeevi@gmail.com

BANKERS :

Indian Bank, East Abhiramapuram Branch, Chennai-600004.

Punjab National Bank, Mylapore Branch, Chennai-600004.

REGISTERED OFFICE :

CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LTD. CIN: L85110TN1990PLC019545
New No.72, Old No.149, Luz Church Road, Mylapore, Chennai - 600 004. Ph: 42938938
Fax: 24993282 | E-mail: cmmhospitals@gmail.com | Web: www.cmmh.in

REGISTRARS & SHARE TRANSFER AGENT:

M/s. Cameo Corporate Services Ltd.
"Subramaniam Building", 5th Floor,
No.1, Club House Road, Chennai - 600 002.
Ph: 28460390 (5 Lines) Fax: 044 - 28460129
E-mail : narasimhan@cameoindia.com

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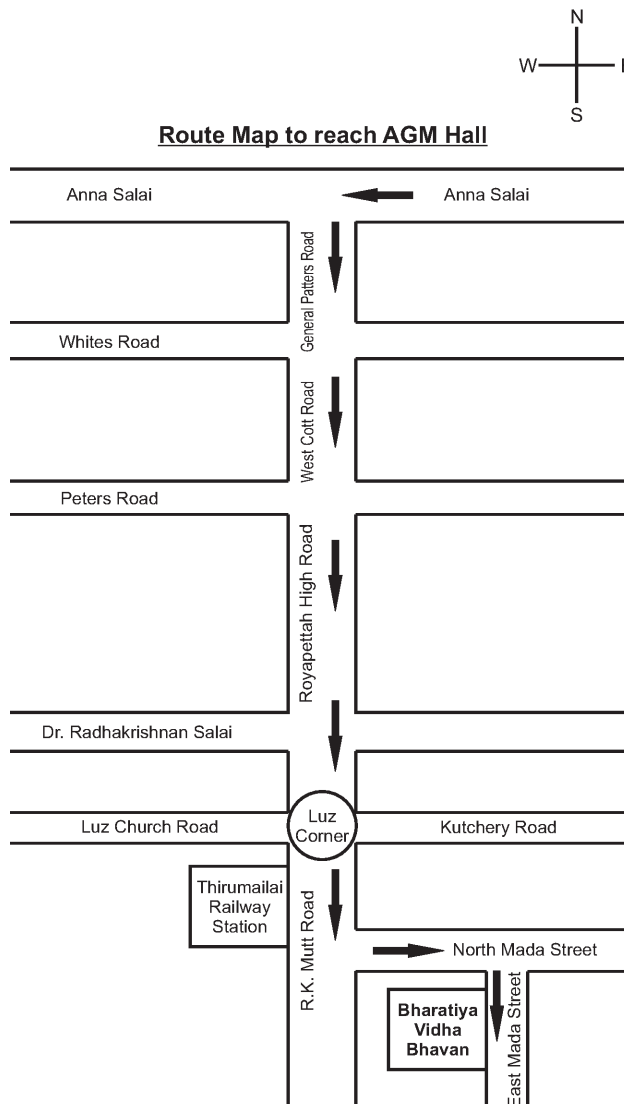
CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LTD. (Formerly known as Devaki Hospital Limited)

VISION

To be the premier medical centre distinguished by its passion in providing excellent affordable holistic healthcare to all.

MISSION

1. To bring affordable quality healthcare.
 2. To provide efficient, effective timely care with human touch to our patients.
 3. To achieve excellence in healthcare management through sincerity, competency building and compassion in alliviating, sufferinging and restoring health.
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CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LTD.
(Formerly known as Devaki Hospital Limited)

NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of **M/s.Chennai Meenakshi Multispeciality Hospital Ltd** will be held on Friday, the 28th day of September, 2018 at 11.00 am at **Bharatiya Vidya Bhavan Main Hall**, New No.18,20,22, East Mada Street, Mylapore, Chennai - 600 004 to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2018 and the Profit & Loss Statement and the Cash Flow Statement for the year ended on that date together with Directors' Report and Auditors' Report thereon.

SPECIAL BUSINESS:

Ordinary Resolution

2. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013, Mrs. R. Gomathi (DIN: 02900460) who was appointed as an Additional Woman Director and whose term expires on the date of the ensuing annual general meeting in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Companies Act, 2013, proposing her candidature for the office of Non Executive Woman Director, be and is hereby appointed as Non-Executive Woman Director of the Company liable to retire by rotation."

3. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013, and other applicable provisions if any and the rules made there under, consent of the members of the Company be and is hereby accorded to charge from member(s) the fee in advance equivalent to the estimated expenses of delivery of document(s), pursuant to any request made by member(s) for delivery of documents to him/her through a particular mode of service as prescribed in the Companies Act 2013 and the rules made thereunder from time to time."

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

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Dr. S.Kameswaran (DIN No: 00255389), Non-Executive Independent Director and who holds office



CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LTD.
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of Independent Director upto 31.03.2019 and being eligible, and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of Independent Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 01.04.2019 to 31.03.2024 on the board of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the securities and exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Mr. B. Ramachandran (DIN No: 06397113), Non-Executive Independent Director and who holds office of Independent Director upto 31.03.2019 and being eligible, and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of Independent Director, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years from 01.04.2019 to 31.03.2024 on the board of the Company.”

6. To consider and if thought fit, to pass with or without modification the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 and the applicable provisions of the securities and exchange board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), Dr. S.Varadharajan (DIN No: 08015795), who was appointed as an Additional Director and whose term expires on the date of the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013, who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a Member in terms of Section 160 of the Act, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years from 28.09.2018 to 27.09.2023 on the board of the Company.”

BY ORDER OF THE BOARD

For **CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LIMITED**

R. DEENADAYALU

COMPANY SECRETARY & COMPLIANCE OFFICER

Regd. Office: Chennai Meenakshi Multispeciality Hospital Limited,
New No.72, Old No.149, Luz Church Road, Chennai-600 004.
CIN: L85110TN1990PLC019545 Ph : 044-42938938 Fax : 044 - 24993282
E-mail: cmmhospitals@gmail.com; Website: www.cmmh.in
Date: 14th August, 2018



NOTES:

- 01. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERD OFFICE OF THE COMPANY NOT LATER THAN 48(FORTY EIGHT) HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING; IN DEFAULT, THE INSTRUMENT OF PROXY SHALL BE TREATED AS INVALID.**
2. Pursuant to the provisions of Section 105 of the Companies Act, 2013 a person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member.
3. The Register of Members and Share Transfer Registers will remain closed from 22nd September, 2018 to 28th September, 2018 (both days inclusive) in connection with the Annual General Meeting in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable Clauses of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 entered with the Stock Exchange.
4. Members/ Proxies should bring the attendance slip duly filled in and signed and has to be handed over the same at the entrance hall for attending the meeting. Members are requested to indicate their Folio no/ DP ID and Client ID numbers in the attendance slip. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of Notice in writing is given to the company.
5. Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)Regulations, 2015 in respect of the reappointment and appointment of Directors as mentioned under Item No.2,4,5 & 6 of this Notice is appended. Further, the Company has received relevant disclosure /consent from the directors seeking appointment.
6. The Register of Director(s) and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, The Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out the details relating to special business at the meeting, is annexed hereto.
8. Members are requested to intimate the company, queries, if any, regarding the accounts/notice, not less than seven days before the meeting to enable the management to keep the required information readily available at the meeting.
9. Annual Report 2018 with Attendance Slip and Proxy Form are being sent by Electronic Mode only to all members whose email addresses are registered with the company/depository participant(s) for communication unless member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018 are being sent by the permitted mode.



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10. Members may note that the Notice of the 28th Annual General Meeting and the Annual Report 2018 will also be available on the Company's Website: www.cmmh.in

The physical copies of the aforesaid documents will be also be available at the company's registered office for inspection between working hours 11 a.m. to 1.00 p.m. except on holidays. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: cmmhospitals@gmail.com

11. Members are requested to furnish the details of their nomination (if not already sent) in the prescribed form to M/s. Cameo Corporate Services Limited, Chennai, the Registrars and Share Transfer Agent (RTA) of the company. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.
12. **As per the Circular issued by Securities and Exchange Board of India (SEBI) No.SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, dated 20.04.2018 all the shareholders who are holding shares in Physical form are requested to kindly send the following documents to the Company's Registrar and Share Transfer Agent:**

M/S. CAMEO CORPORATE SERVICES LIMITED, Subramaniam Building, No.1, Club House Road, Chennai - 600 002; Phone No.044-28460390 - 394; Fax: 044-28460129; Email: investor@cameoindia.com; Web:www.cameoindia.com

1. Copy of self-attested PAN Card of the shareholders including joint holders, if any, in the format recently sent to the shareholders by Registered Post by the Company's Registrars and Share Transfer Agents.
 2. Bank Account details of the first/sole shareholders, as per the Bank Mandate format recently sent to the shareholders by Registered Post by the Company's Registrars and Share Transfer Agents.
 3. Original cancelled cheque leaf with the name of the first/sole shareholder printed on it or copy of the bank passbook showing name & account details of the account holder attested by the Bank.
13. Members are requested to bring their copy of the Annual Report to the meeting, as the same will not be distributed at the meeting.
14. In terms of the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, communicated vide General Circular No. 17/2011 dated 21-04-2011 read with General Circular No. 18/2011 dated 29-04-2011, the Annual Reports, notice of meetings and other statutory documents required to be furnished by the Company to the Members can be sent in electronic mode. For this purpose, the Members are requested to register their email addresses with the RTA for receiving the aforesaid information in electronic mode.
15. **Voting through Electronic Means:**
- I. In compliance with the provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the **28th Annual General Meeting (AGM)** by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL)

The instructions for members for voting electronically are as under:-

- (i) The voting period begins on 25th September, 2018 (9 am) and ending on 27th September, 2018(5 p.m). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2018 (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.



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- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on “Shareholders” tab.
- a. For CDSL: 16 digits beneficiary ID, b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter your User ID
- (vi) Next enter the Image Verification as displayed and click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and vote on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form / Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Sl. No. mentioned in your address label can be used as Sequence No. for the purpose.
Dividend if any Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">• 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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LIMITED on which you choose to Vote.
- (xiii) 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.
- (xiv) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xv) 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 to change your vote, click on “CANCEL” and accordingly modify your vote.



CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LTD.
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- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If 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.
Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app by voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 they have to create 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on 21.09.2018 (record date).
- (B) **Mr. T. Murugan**, Practising Company Secretary (CP No.4393) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed.
- (C) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (D) The Results shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the date of AGM of the Company subject to the receipt of requisite number of votes in favour of the resolution. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website ‘www.cmmh.in’ and on the website of CDSL within two days of passing of the resolutions of the AGM of the Company and communicated to the Stock Exchange.

BY ORDER OF THE BOARD

For **CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LIMITED**

Regd. Office:

New No.72, Old No.149,
Luz Church Road, Mylapore, Chennai - 600 004.

Date: 14th August, 2018

R. DEENADAYALU

COMPANY SECRETARY & COMPLIANCE OFFICER



CHENNAI MEENAKSHI MULTISPECIALITY HOSPITAL LTD.
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The following explanatory statement sets out the material facts referring to Item Nos.2, 3, 4, 5 & 6 of the Notice.

Item No.2

Brief resume of the Director seeking appointment:

Mrs. R.Gomathi (DIN: 02900460), born on 23rd August, 1949 has got rich experience in management and administration. She is associated with various institutions of M/s. Meenakshi Ammal Trust. She was appointed as Additional Director of the Company on 5th May, 2018 and her term expires on the date of ensuing Annual General Meeting. She is the Wife of Mr. A.N. Radhakrishnan, (DIN: 01508867) Chairman and Managing Director of the Company who holds 3733597 (49.99%) equity shares and Mrs. R. Gomathi (DIN: 02900460) holds 408892 (5.47%) equity shares in the Company. She is not paid any remuneration or sitting fee. Her Directorship is given below:

1. M/s. Chennai Meenakshi Multispeciality Hospital Ltd (CIN: 85110TN1990PLC019545), Additional Director.
2. M/s. RMG Benefit Fund Limited (CIN: U65991TN1995PLC033583), Director.
3. M/s. Gokul Hospital Services Private Limited (CIN: U85100TN2010PTC074677), Director.
4. M/s. Meenakshi Networks Private Limite (CIN: U92490TN2011PTC083667), Director.

The Company has received a notice in writing under Section 160 of the Act from a Member, proposing the candidature of Mrs. R.Gomathi (DIN: 02900460) for the Office of Director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr.A.N.Radhakrishnan (DIN No. 01508867) and the appointee is deemed to be interested or concerned in the resolution.

Accordingly the Board recommends the resolution for the approval by the Shareholders of the Company.

Item No.3

As per proviso of sub section (2) of section 20 of the Companies Act, 2013, a member of the Company may request for servicing of any document through a particular mode i.e. by post or registered post or by speed post or by courier at his address registered with the Depository participant or by electronic means, for which member shall pay such fees as may be determined by the Company in its annual general meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc. it is therefore proposed that estimated expenses borne by the Company for such dispatch will be paid in advance by the member to the Company. Accordingly, the Ordinary Resolution seeking approval of members for servicing of documents is set forth in the item no. 3 of the Notice. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is deemed to be interested or concerned in the resolution.

Accordingly the Board recommends the resolution for the approval by the Shareholders of the Company.



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Item No.4 - Reappointment of Dr. S.Kameswaran (DIN No: 00255389) as an Non-Executive Independent Director:

Dr. S. Kameswaran (DIN No: 00255389) born on 31st July 1923 is a well-known doctor. With his independent status he was appointed as a Independent Director and he is Member of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Whistle Blower Committee. He is the Chairperson of the Audit committee, Nomination & Remuneration Committee of the Company. He is also member of Stakeholders Relationship Committee and Whistle Blower Committee. His term expires on 31st March, 2019.

In terms of Section 149 and any other applicable provisions of the Companies Act 2013, Dr. S. Kameswaran (DIN No: 00255389) offers himself for reappointment as an Non-Executive Independent Director for a second term of 5 (five) consecutive years from 01.04.2019 to 31.03.2024.

The Company has received a notice in writing under Section 160 of the Act from a Member, proposing the candidature of Dr. S.Kameswaran (DIN No: 00255389) for the Office of Director of the Company.

The Board of Directors at its meeting held on 14th August, 2018, subject to approval of the members in the ensuing Annual General Meeting, has approved his appointment as an Independent Director.

Dr. S. Kameswaran (DIN No: 00255389) does not hold either by himself or through any other person any shares in the Company. He is not paid any remuneration or sitting fee.

In the opinion of the Board, Dr. S. Kameswaran (DIN No: 00255389) fulfills the conditions specified in the Act and Rules made thereunder of his reappointment as an Independent Director of the Company and independent of the management.

Copy of the draft letter for appointment of Dr. S. Kameswaran (DIN No: 00255389) as an Independent Director and setting out the terms and conditions of the said appointment would be available inspection without fee for the members at the Registered office of the Company during normal business hours on any working day.

Accordingly the Board recommends the resolution as a Special Resolution for reappointment of Dr. S. Kameswaran (DIN No: 00255389) as an Independent Director for the approval by the Shareholders of the Company.

This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force).

Except Dr. S. Kameswaran (DIN No: 00255389) being an appointee, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial otherwise in this resolution.

Justification for reappointing Dr. S. Kameswaran (DIN No: 00255389):

Dr. S. Kameswaran (DIN No: 00255389) has got rich experience in Medical Field. His valuable advice and guidance has helped the Company in developing the business effectively.