

30th November, 2023

To, Corporate Relations Department Bombay Stock Exchange Ltd (BSE) Phiroze Jheejheebhoy Towers, Dalal Street, Mumbai - 400 001. Scrip Code - 543308 ISIN: INE967H01017	To, The Listing Department National Stock Exchange of India Limited Exchange Plaza, 5th Floor, Bandra - Kurla Complex Mumbai - 400 051. Symbol - KIMS ISIN: INE967H01017
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Dear Sir/ Madam

Sub: Intimation of Notice of Postal Ballot under Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Please find enclosed the postal ballot notice seeking the consent of the members through voting by electronic means to transact the business as set out in the Postal Ballot Notice dated 28th November 2023 in respect of the following Ordinary and Special Resolutions:

1. Approve the continuation of Dr. Bhaskara Rao Bollineni (Din: 00008985) as Chairman & Managing Director beyond the age of 70 Years.
2. Appointment of Mr. Adwik Bollineni (DIN: 06549059) as Non-Executive Director of the Company, liable to retire by rotation.
3. Re-appointment of Mr. Saumen Chakraborty (DIN: 06471520) as an Independent Director of the Company.
4. Re-appointment of Mr. Venkata Ramudu Jasthi (DIN: 03055480) as an Independent Director of the Company.
5. Re-appointment of Mr. Ratna Kishore Kaza (DIN: 01152107) as an Independent Director of the Company.
6. Approval of fixed remuneration of Rs. 15.00 Lakhs per annum payable in terms of commission to Smt. Pameela Rani Yalamanchili (DIN: 03270909), Independent Director.

Members are requested to carefully read the instructions printed for voting through e-voting on the postal ballot notice. Members are also requested to note the following:

S.No	Particulars	Date	Time
1	The cut-off date for determining the members eligible for e-voting/postal ballot	28.11.2023	-
2	Date of dispatch of the postal ballot notice through e-mail	30.11.2023	-
3	Date and time of commencement of remote e-voting/postal ballot	01.12.2023	9:00 AM
4	Date and time of the closure of remote e-voting/postal ballot (Remote e-voting facility will be disabled beyond this date and time)	30.12.2023	5:00 PM

This is for your information and records.

Thanking you,

Yours truly

For Krishna Institute of Medical Sciences Limited

MANTHA
UMASHAN
KAR

Digitally signed by
MANTHA
UMASHANKAR
Date: 2023.11.30
15:54:43 +05'30'

Umashankar Mantha

Company Secretary & Compliance Officer

Encl: As above



Krishna Institute of Medical Sciences Limited
NOTICE OF POSTAL BALLOT

Krishna Institute of Medical Sciences Limited

Minister Road, Secunderabad - 500 003, Telangana, India

Phone: +91 40 4488 5000 / 4488 5184 | Fax: +91-40-27840980 | www.kimshospitals.com

CIN: L55101TG1973PLC040558

NOTICE OF POSTAL BALLOT

[Pursuant to provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”) and Rules 20 and 22 of the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standard on General Meetings (SS-2) to the extent applicable read with the General Circular No. 20/ 2021 dated December 8, 2021, 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 and the General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No.39/2020 dated December 31, 2020 and General Circular No.10/2021 dated June 23, 2021, General Circular No.10/2022, dated 28th December 2022 and General Circular No. 09/2023 dated 25th September, 2023 in relation to “Clarification on passing of ordinary and special Resolutions by Companies under the Act and the Rules made thereunder on account of the threat posed by COVID -19” and in relation to extension of the framework provided in the aforementioned circulars upto 30th September 2024 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”) and any other applicable laws and regulations, that the Special Business as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot/Electronic voting (“e-voting”).

The explanatory Statement pursuant to Section 102, 110, and other applicable provisions, if any, of the Act read with the Rules setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed hereto for your consideration.

In accordance with the provisions of the above MCA Circulars, the Company is sending the Notice in electronic form only. In compliance with Regulation 44 of the Listing Regulations and pursuant to the

provisions of Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice. The members can vote on resolutions through a remote e-voting facility only. Assent or Dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company (the “Board”) has appointed Mr. Krishna Rao Inturi, Proprietor of M/s. IKR & Associates (M.No ACS: 23071 and CP No: 10486) as the Scrutinizer for conducting the postal ballot and e-voting process fairly and transparently.

In compliance with the provisions of Section 108 and other applicable provisions of the Act, read with Rule 20 of the said Rules and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is providing the option of e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of M/s. Link Intime India Private Limited, to enable the Members to cast their votes electronically. For the e-voting procedure, the Members are requested to read point no 12 of the Notes mentioned below for the e-voting.

Upon completion of the e-voting process, the Scrutinizer will submit his report to the Chairman and Managing Director after completion of the scrutiny and the results of the voting by Postal Ballot will be announced within 2 working days from the conclusion of e-voting process i.e. 30.12.2023. The said result along with the Scrutinizer’s Report will be displayed on the Company’s website www.kimshospitals.com and will be communicated to the Stock Exchanges on which the shares of the Company are listed.

SPECIAL BUSINESS

1. **Approve the continuation of Dr. Bhaskara Rao Bollineni (DIN: 00008985) as a Chairman & Managing Director beyond the age of 70 Years.**

In this regard, it is proposed to consider and if thought fit, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and recommendation of the Nomination and Remuneration Committee and the Board, consent of the Members of the Company be and is hereby accorded for the continuation of holding the office of Chairman & Managing Director by Dr. Bhaskara Rao Bollineni (DIN: 00008985) upon attaining the age of 70 years on 01st January 2024 till the expiry of his current tenure i.e. 31st March 2027.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

2. **Appointment of Mr. Adwik Bollineni (DIN: 06549059) as Non-Executive Director of the Company, liable to retire by rotation.**

In this regard, it is proposed to consider and if thought fit, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Adwik Bollineni (DIN: 06549059), who was appointed as an Additional Director of the Company with effect from November 28, 2023, by the Board of Directors of the Company pursuant to Section 161(1) of the Companies Act, 2013, and the Articles of Association of the Company and in respect whom the Company has received a notice in writing pursuant to the Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby

severally authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

3. **Re-appointment of Mr. Saumen Chakraborty (DIN: 06471520) as an Independent Director of the Company.**

In this regard, it is proposed to consider and if thought fit, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Saumen Chakraborty (DIN: 06471520), Independent Director of the Company, whose term of office as an Independent Director expires on January 7, 2024 and who has given his consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a 2nd term of 5 consecutive years commencing from January 8, 2024 to January 7, 2029, (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 17 (6) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, Mr. Saumen Chakraborty be paid Rs 30.00 Lakhs per annum as fixed remuneration in terms of commission as recommended by the Nomination & Remuneration Committee

and approved by the Board or such fees and/or fixed remuneration in terms of commission as recommended by the Nomination & Remuneration Committee and approved by Board from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

4. Re-appointment of Mr. Venkata Ramudu Jasthi (DIN: 03055480) as an Independent Director of the Company.

In this regard, it is proposed to consider and if thought fit, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Venkata Ramudu Jasthi (DIN: 03055480), Independent Director of the Company, whose term of office as an Independent Director expires on January 7, 2024 and who has given his consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment as an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a 2nd term of 5 consecutive years commencing from January 8, 2024 to January 7, 2029, (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies

Act, 2013 and the Rules made thereunder, Regulation 17 (6) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time Mr. Venkata Ramudu Jasthi be paid Rs 15.00 Lakhs per annum as fixed remuneration in terms of commission as recommended by the Nomination & Remuneration Committee and approved by the Board or such fees and/or fixed remuneration in terms of commission as recommended by the Nomination & Remuneration Committee and approved by Board from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

5. Re-appointment of Mr. Ratna Kishore Kaza (DIN: 01152107) as an Independent Director of the Company.

In this regard, it is proposed to consider and if thought fit, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’), if any, read with Schedule IV to the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), as amended from time to time, the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Ratna Kishore Kaza (DIN: 01152107), Independent Director of the Company, whose term of office as an independent director expires on January 7, 2024 and who has given his consent for re-appointment as an Independent Director of the Company and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment as an Independent

Director, be and is hereby re-appointed as an Independent Director of the Company for a 2nd term of 5 consecutive years commencing from January 8, 2024 to January 7, 2029, (both days inclusive) and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 17 (6) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time Mr. Ratna Kishore Kaza be paid Rs 15.00 Lakhs per annum as fixed remuneration in terms of commission as recommended by the Nomination & Remuneration Committee and approved by the Board or such fees and/or fixed remuneration in terms of commission as recommended by the Nomination & Remuneration Committee and approved by Board from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

6. **Approval of fixed remuneration of Rs. 15.00 Lakhs per annum payable in terms of commission to Smt. Prameela Rani Yalamanchili (DIN: 03270909), Independent Director.**

In this regard, it is proposed to consider and if thought fit, pass the following resolution as an **Ordinary Resolution:**

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Regulation 17(6) and any other applicable provisions of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Smt. Prameela Rani Yalamanchili (DIN: 03270909) be paid Rs 15.00 Lakhs per annum , payable in each quarter, w.e.f. 1st January 2024 as a fixed remuneration in

terms of commission as recommended by the Nomination & Remuneration Committee and approved by the Board.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Smt. Prameela Rani Yalamanchili be paid such fees and remuneration and/or profit-related commission as may be recommended by the Nomination & Remuneration Committee and approved by the Board from time to time and subject to such limits as may be prescribed.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary of the Company be and are hereby severally authorized to do all such acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

For Krishna Institute of Medical Sciences Limited

**Sd/-
Umashankar Mantha
Company Secretary & Compliance Officer**

Date: 28.11.2023

Place: Hyderabad

NOTES

1. The Explanatory Statement setting out all material facts as required under Section 102 of the Companies Act, 2013 in respect of the resolution contained in the above Notice is appended and forms part of the Notice.
2. The Company has engaged the services of Link Intime India Private Limited to provide e-voting facility to the members. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the Company has extended only the remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting have been appended to this Postal Ballot Notice.
3. Postal Ballot Notice is being sent via email only to the Members of the Company, whose names appear on the Register of Members/ list of Beneficial Owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on 28th November 2023, the cut-off date. Any person who is not a Member as of the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories/ Registrar and Share Transfer Agent. The same may also be downloaded from the Company's website www.kimshospitals.com and the website of Link Intime India Private Limited. Due to the threat posed by COVID-19 and as permitted vide the MCA Circulars and SEBI Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, and SEBI /HO /CFD /CMD2/CIR/P/2021/11 dated January 15, 2021, the Company is sending this Postal Ballot Notice in electronic form only. The Company expresses its inability to dispatch a hard copy of this Postal Ballot Notice, Postal Ballot forms, and pre-paid Business Reply Envelope to the Members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the Members would take place through the remote e-Voting system only.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on the cut-off date i.e. 28th November, 2023. The e-Voting commences on 01.12.2023 at 9.00 am (IST) and ends on 30.12.2023 at 05.00 pm (IST). You are requested to read carefully the instructions before exercising the vote and complete the e-voting on or before 5.00 p.m. on 30.12.2023.
5. Members are requested to register their email address, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent ("Link Intime India Private Limited").
6. Those Members who have already registered their e-mail addresses are requested to keep their email addresses validated with their Depository Participants/RTA to enable servicing of notices/documents/ Annual Reports and other communications electronically to their email address in the future.
7. The Company will be publishing the notice of Postal ballot, an advertisement in an English newspaper and a Telugu newspaper, each circulating in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.kimshospitals.com and the same will also be available in the websites of Stock Exchanges.
8. The documents referred to in the explanatory statement will be made available for inspection at the Registered Office of the Company on all working days during the business hours of the Company from the date of dispatch of notice up to the last date of e-voting.
9. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed if approved by the requisite majority.
10. The Company is offering only a Remote E-voting facility to its Members to enable them to cast their votes. A Member has to carefully follow the instructions given for e-voting. Members can use the facility and log in any number of times till they vote on the Resolution or till the end of the voting period, whichever is earlier.

11. Voting through electronic means in compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the members are provided with the facility to cast their votes electronically instead of dispatching the physical Postal Ballot form by post.
12. The instructions for remote e-voting are as under:

Remote e-Voting instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in Demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their Demat accounts.

Login method for Individual shareholders holding the securities in Demat mode is given below:

1. Individual Shareholders holding securities in Demat mode with NSDL
 - i. Existing IDeAS users can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under the ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see the e-Voting page. Click on the company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to the “InstaVote” website for casting your vote during the remote e-Voting period.
 - ii. If you are not registered for IDeAS e-Services, the option to register is available at <https://eservices.nsd.com> Select “Register Online for IDeAS Portal” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>.

- iii. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or a mobile. Once the home page of the e-Voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit Demat account number held with NSDL), Password/OTP, and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on the company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to the “InstaVote” website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in Demat mode with CDSL

- i. Existing users who have opted for Easi/Easiest, can login through their user id and password. An option will be made available to reach the e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on the New System Myeasi.
- ii. After successful login of the Easi/Easiest the user will be able to see the e-voting Menu. The Menu will have links to e-Voting service providers i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to the “InstaVote” website for casting your vote during the remote e-Voting period.
- iii. If the user is not registered for Easi/Easiest, the option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
- iv. Alternatively, the user can directly access the e-Voting page by providing a Demat account number and PAN No. from a link on the 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, the

user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to the “InstaVote” website for casting your vote during the remote e-Voting period.

- Individual Shareholders (holding securities in Demat mode) login through their depository participants

You can also log in using the login credentials of your Demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. Upon logging in, you will be able to see the e-Voting option. Click on the e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to the “InstaVote” website for casting your vote during the remote e-Voting period.

The Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as of the cut-off date for the e-voting may register for the e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

2. Click on “**Sign Up**” under the ‘SHARE HOLDER’ tab and register with the following details:

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format).

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- Set the password of your choice (The password should contain a minimum of 8 characters at least one special character (@!#\$%^), at least one numeral, at least one alphabet, and at least one capital letter).
- Click “Confirm” (Your password is now generated).

3. Click on ‘Login’ under the ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select the ‘**View**’ icon.
2. The E-voting page will appear.
3. Refer to the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour/ Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘Custodian / Mutual Fund / Corporate Body’. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc., together with the attested specimen signature of the duly authorized representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request to enotices@linkintime.co.in or contact on - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding the securities in Demat mode:

Individual Shareholders holding securities in Demat mode may contact the respective helpdesk for any technical issues related to the login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact the NSDL helpdesk by sending a request to evoting@nsdl.co.in or call at toll-free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.evoting@cdslindia.com or contacting at 022-23058738 or 22-23058542-43.

Individual Shareholders holding securities in Physical mode who have forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under the ‘SHARE HOLDER’ tab and further Click ‘forgot password?’

- Enter your User ID, select Mode, and Enter the Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders is having a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits), etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet, and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in Demat mode with NSDL/ CDSL who have forgotten the password:

Shareholders who are unable to retrieve their User ID/ Password are advised to use Forget User ID and Forget Password option available at the abovementioned depository/ depository participants’ website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can log in any number of times till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Items No. 1 to 6 of the accompanying Notice.

Item No. 1

Dr. Bhaskara Rao Bollineni (DIN: 00008985) was appointed as Chairman & Managing Director of the Company for a period of five years w.e.f. 1st April, 2022 and his tenure as Chairman & Managing Director will come to end on 31st March, 2027. He will attain the age of 70 years on 1st January 2024. Considering contributions made by him thus far including his vast experience and knowledge in the healthcare sectors and administrative capabilities, the Board of Directors based on the recommendation of the Nomination and Remuneration Committee at its meeting held on 28th November 2023 has approved the continuation of holding the office of Chairman & Managing Director by Dr. Bhaskara Rao Bollineni beyond the age of 70 years.

The brief resume and the other details, as required to be given pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in **Annexure I**.

The Board of Directors therefore recommends the resolution as set out in Item No. 1 of the Notice for approval of members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution except for Dr. Bhaskar Rao Bollineni and Dr. Abhinay Bollineni and Mr. Adwik Bollineni being the son's of Dr. Bhaskar Rao Bollineni.

Item No. 2

Mr. Adwik Bollineni (DIN: 06549059) has been appointed as an Additional Director in the capacity of a Non-Executive and Non-Independent Director of the Company with effect from 28th November, 2023. In terms of the provisions of Section 161 of the Companies Act, 2013, he holds office upto the next Annual General Meeting (AGM), and as such the approval of the shareholders is required to be taken at the next AGM only to be held in the year 2024 in terms of the provisions of the Companies

Act, 2013.

However, in terms of Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a listed entity shall ensure that the approval of the shareholders for the appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Nomination & Remuneration Committee pursuant to the 1st proviso to sub-section (1) of Section 160 of the Companies Act, 2013 has recommended the appointment of Mr. Adwik Bollineni as a Director, and as such the requirement of deposit of the amount of Rs. 1.00 lakh by the member who has proposed him as a candidate for the office of Director as specified under Section 160 (1) of Companies Act, 2013 shall not apply.

The Brief resume and the other details, as required to be given pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in **Annexure I**.

The Board of Directors therefore recommends the resolution as set out in Item No. 2 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution except for Mr. Adwik Bollineni, Dr. Bhaskar Rao Bollineni being father and Dr. Abhinay Bollineni being brother of Mr. Adwik Bollineni.

Item No. 3, 4 and 5

The Members of the Company at their Extraordinary General Meeting held on 10th February 2021 approved the appointment of Mr. Saumen Chakraborty (06471520), Mr. Venkata Ramudu Jasthi (DIN: 03055480) and Mr. Ratna Kishore Kaza (DIN: 01152107) as an Independent Directors of the Company for the 1st term of 3 consecutive years commencing from 8th January 2021. Their current term as Independent Director will end on 7th January 2024.

After taking into account the performance evaluation, during their first term of three years and considering the knowledge, acumen, expertise, and experience in respective fields and the substantial

contribution made by them during their tenure as an Independent Directors since their appointment, pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Board, at its meeting held on 28th November 2023 based on the recommendation of Nomination & Remuneration Committee has approved their re-appointment as an Independent Directors of the Company for the 2nd term of 5 consecutive years commencing from 8th January 2024 subject to the approval of the shareholders.

They have submitted the declaration of independence, as required pursuant to Section 149(6) of the Companies Act, 2013 stating that they meet the criteria of independence as provided in Section 149(6) and Regulation 16 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

In the opinion of the Board, they fulfill the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and they are independent of the management.

The Board is also of the opinion that they possess the requisite skills, experience, and knowledge relevant to the Company's business, valuable guidance, and it would be in the best interest of the Company their continued association as Independent Directors of the Company.

They are registered with the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs. They are not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Further, pursuant to Regulation 17(1C) of Listing Regulations, the re-appointment of a Director on the Board of Directors shall be approved by the shareholders at the next general meeting or within a time period of three months from the date of re-appointment whichever is earlier. Therefore, this resolution is being proposed to be passed by way of a Postal Ballot.

In accordance with the provisions of Regulation 25(2A) of the SEBI (Listing Obligations And Disclosures Requirements) Regulations, 2015, the re-appointment of an Independent Director requires the approval of members by way of a special resolution.

As the said resolution has been recommended by the Nomination & Remuneration Committee there is no requirement for a deposit of Rs. 1.00 Lakh by the member pursuant to Section 160(1) of the Companies Act, 2013.

They will be paid fixed remuneration in terms of commission as mentioned in their respective resolutions.

The terms and conditions of the appointment of an independent director shall be available for inspection through electronic mode and the same shall also be available at the Company's website www.kimshospitals.com.

The Brief resume and the other details, as required to be given pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is provided in **Annexure I**.

The Board of Directors therefore recommends the resolution as set out in Item No. 3, 4, and 5 of the Notice for approval of members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Mr. Saumen Chakraborty, Mr. Venkata Ramudu Jasthi and Mr. Ratna Kishore Kaza in the said resolutions.

Item No. 6

Smt. Y. Prameela Rani was appointed as Independent Director for a period of 3 years upto 18.05.2025 on a fixed remuneration in terms of commission of Rs. 7.00 lakhs per annum, payable on a quarterly basis. The Nomination & Remuneration Committee after considering her valuable suggestions for the growth of the Company recommended to the Board an increase in her fixed remuneration in terms of commission from Rs. 7.00 Lakhs to Rs. 15 lakhs per annum, payable in each quarter w.e.f. 01st January 2024 and accordingly Board approved the same, subject to shareholders approval.

The Board of Directors therefore recommends the resolution as set out in Item No. 6 of the Notice for approval of members of the Company by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise except Smt. Y. Prameela Rani, in the said resolution.

For Krishna Institute of Medical Sciences Limited

**Sd/-
Umashankar Mantha
Company Secretary & Compliance Officer**

Date: 28.11.2023

Place: Hyderabad

ANNEXURE-I

Additional Information of the Director seeking appointment / reappointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

Particulars	Dr. Bhaskara Rao Bollineni	Mr. Adwik Bollineni
Director Identification Number (DIN)	00008985	06549059
Age	69	31
Date of first appointment on the Board	01.11.2002	Not Applicable
Nationality	Indian	Indian
Qualifications	<p>He is the founder and Chairman and Managing Director and is a veteran Cardio Thoracic surgeon with more than 3 decades of experience and above 30,000 surgeries to his credit. He is an entrepreneur par excellence who conceptualized, conceived, and concretized KIMS over the past twenty years. He is one of the Chief architects of the Arogyasri Scheme of the Government of AP in 2007 which made corporate healthcare available to millions of poor people. He is a visionary embedded with pragmatism and dynamism. KIMS is poised for exponential growth under his visionary stewardship.</p>	<p>Mr. Adwik Bollineni was born on April 27, 1992, aged 31 years. He holds a bachelor’s degree in Business administration from Goenka World Institute, Delhi (affiliated with Lancaster University, London). He has experience of over 10 Years as a Financial Analyst. He has worked as Financial Analyst with various organizations such as O3 Capital, Karvy Private Wealth, and Standard Chartered and handled key responsibilities such as setting up Financial and Operational processes, reviewing and approval mechanisms for budget and manpower planning, networking, fund management, client on-boarding, exploring new business opportunities, leading operations, finance and marketing professionals towards organizational goals.</p> <p>His key skill sets are communication, problem-solving, and people management. He is currently the CEO of subsidiaries of your Company, i.e. Sarvejana Healthcare Private Limited (KIMS Sunshine) and Rajyalakshmi Healthcare Private Limited (KIMS Gachibowli).</p>
Terms and Conditions of Reappointment	As per the details provided under the resolution and explanatory Statement.	As per the details provided under the resolution and explanatory Statement.
Remuneration last drawn (including sitting fees, if any)	All-inclusive remuneration of Rs. 3.60 crores was paid for the FY 2022-23.	Not Applicable

Remuneration proposed to be paid	Not Applicable	Not Applicable
Directorship held in other public companies	Directorship held in other public companies (a) KIMS Hospitals Private Limited. (b) KIMS Swastha Private Limited. (c) KIMS Hospital Bengaluru Private Limited. (d) Som Dutt Finance Corporation Limited. (e) SPANV Medisearch Lifesciences Private Limited. (f) Sarvejana Healthcare Private Limited.	a) Sarvejana Healthcare Private Limited. b) Rajyalakshmi Healthcare Private Limited.
Memberships/ Chairmanships of committees of other public companies	Nil	Nil
Directorships held in companies (Other than Public Companies)	(a) Bluebridge Capital Private Limited. (b) Doctutorials Edutech Private Limited. (c) BRS Medical Association.	a) BVM Hospitals Private Limited. b) BVR Projects Private Limited. c) Bollineni Ramanaiah Memorial Hospitals Private Limited. d) Shangrila Infracon India Private Limited.
Number of Equity Shares held in the Company	2,10,19,929	8,128
Number of meetings of the Board attended during the financial year.	Attended all 9 (Nine) Board meetings held during the Financial Year 2022-23.	Not Applicable
Relationship with other Directors/ Key Managerial Personnel	He is the Father of Dr. Abhinay Bollineni, Director & CEO, and Adwik Bollineni. Additional Director	He is the Son of Dr. Bhaskara Rao Bollineni and brother of Dr. Abhinay Bollineni.

Particulars	Mr. Saumen Chakraborty	Mr. Venkata Ramudu Jasthi	Mr. Ratna Kishore Kaza
Director Identification Number (DIN)	06471520	01681273	00025480
Age	62	69	70
Date of first appointment on the Board	08.01.2021	08.01.2021	08.01.2021
Nationality	Indian	Indian	Indian
Brief profile, qualifications, Experience and expertise in specific functional areas	<p>Mr. Saumen Chakraborty has a brilliant academic background and rich corporate experience of over 37 years. He is an alumnus of IIM Ahmedabad and has also been conferred with the title of “Executive Fellow in Management” by the Indian School of Business (ISB), Hyderabad. He was previously associated with Dr. Reddy’s Laboratories, Tecumseh, Eicher, C-DOT, and CMC and held many vital positions in the fields of Finance, HR, IT, Legal, and Business process. He had played a significant role in the evolution of Dr. Reddy’s as a Global Pharmaceutical Company while handling various CXO roles over 20 years. As a Global CFO at Dr. Reddy’s, he built robust financial systems and strong corporate governance thereby enhancing shareholder value. He won a series of Management Excellence awards in his distinguished career from various bodies including CNBC, IMA, and BW-Yes Bank. He has been an acclaimed speaker at various global and national conferences. He has deep insights into various issues of Corporate Management with a glowing track record.</p>	<p>Mr. Venkata Ramudu Jasthi IPS (Retd), is a Director General of Police (DGP) of erstwhile Andhra Pradesh State. Post-retirement he enrolled with the Bar Council of India. He is post-graduate in Economics and Law. Besides, he holds a post-graduate certificate in Criminal Justice and Police Management from the University of Leicester. He is endowed with a robust understanding of issues of public importance and has a practical view of various matters concerning administration.</p>	<p>Mr. Ratna Kishore Kaza holds a master’s degree in Science in nuclear physics from Andhra University. He was the Principal Secretary (Health Medical and Family Welfare) to the Government of Andhra Pradesh and also served as an Administrative Member of the Andhra Pradesh Administrative Tribunal. He also served as Managing Director of Godavari Fertilizers and Chemicals Limited. His Administrative experience and knowledge on various matters are of great value to the Company.</p>

Terms and Conditions of eappointment	As per the details provided under the resolution and explanatory Statement	As per the details provided under the resolution and explanatory statement	As per the details provided under the resolution and explanatory statement
Remuneration last drawn (including sitting fees, if any)	Rs. 30 Lakhs as Remuneration in terms of Commission excluding applicable taxes.	Rs. 7 Lakhs as Remuneration in terms of Commission excluding applicable taxes.	Rs. 7 Lakhs as Remuneration in terms of Commission excluding applicable taxes.
Remuneration proposed to be paid	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.	As mentioned in the resolution and Explanatory Statement.
Directorship held in other public companies	Granules India Limited	a) Avanti Feeds Limited b) Sarvejana Healthcare Private Limited	a) KIMS Hospital Enterprises Private Limited. b) Saveera Institute of Medical Sciences Private Limited. c) SPANV Medisearch Lifesciences Private Limited d) KIMS Hospital Kurnool Private Limited
Memberships/ Chairmanships of committees of other public companies	Granules India Limited	Avanti Feeds Limited	Nil
Directorships held in companies (Other than Public Companies)	a) Samarjita Management Consultancy Private Limited b) Premas Biotech Private Limited	a) Endiya Trustee Private Limited b) Sampada Business Solutions Private Limited	Nil
Number of Equity Shares held in the Company	NIL	NIL	NIL
Number of meetings of the Board attended during the financial year.	Attended all 9 (Nine) Board meetings held during the Financial Year 2022-23.	Attended 6 (Six) Board meetings out of 9 (Nine) Board meetings held during the Financial Year 2022-23.	Attended all 9 (Nine) Board meetings held during the Financial Year 2022-23.
Relationship with other Directors/Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel.	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel