

KIMS HEALTH CARE MANAGEMENT LIMITED

CIN: U85110KL1995PLC009336

Regd Office: Kumarapuram Poonthi Road, Anamukham, P B No. 1, Anayara P O,
Trivandrum, Kerala - 695029, India

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POSTAL BALLOT NOTICE (Notice pursuant to Section 110 of Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) read with applicable Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules ") under the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolutions appended below proposed to be passed by the Members through Postal Ballot.

The Board of Directors of the Company has appointed Mr. Gokul. R I (COP no 14245) Designated Partner of BVR & Associates, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner in accordance with the provisions of the Rules.

The Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post/speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 6:00 p.m. on 17th April 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman or any other Director of the Company as authorized by the Board of Directors of the Company after completion of the scrutiny of the postal ballots. The result of postal ballot shall be declared on or before 7 days from the last date of receipt of postal ballots from the members and would also be displayed on the Company's website at www.kimsglobal.com

Item No. 1

Increase number of Directors on the Board of Directors of the Company from Fifteen to Sixteen

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

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act 2013 and the applicable Rules thereunder, and the Articles of Association of the Company, the approval of the Company be and is hereby granted to increase the number of Directors on the Board of Directors of the Company from Fifteen to Sixteen”

“RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolution, and for removal of any difficulties or doubts, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company, to do all such acts, deeds, matters

and things as it may, in its absolute discretion, deem necessary, expedient, usual and proper and to settle any questions or difficulties that may arise with regard to the implementation or as considered necessary to effect the above resolution or to carry out such modifications/directions to implement the aforesaid resolution as they may consider deem fit & proper”

“RESOLVED FURTHER THAT Dr.M.I.Sahadulla, Chairman and Managing Director, Dr. G. Vijayaraghavan, Vice Chairman and Director, Mr. E. M. Najeeb, Executive Director, Mr. E. Iqbal Director Support Service and Mr. Suresh Menon, Company Secretary & Group Head Legal be and are hereby severally authorised to file the necessary forms to Registrar of Companies, and to do all other acts and deeds in connection to above resolution.”

NOTES:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013 setting out the material facts and reasons thereof in respect of business set out in the Notice is annexed hereto.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members as on 21st February 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email address registered with the Company/the Company’s Registrar and Share Transfer Agents and in addition, physical copy of Postal Ballot Notice is being sent to all members by permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
3. The Members whose name appear on the Register of Members as on 21st February 2019 will be considered for the purpose of voting.
4. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the Members.
5. In case a Member is desirous of obtaining duplicate Postal Ballot Form or any queries, issues or grievance connected with Postal Ballot voting, the Member may send an e-mail to cs@kimsglobal.com or can contact the Company at The Company Secretary, KIMS Health Care Management Limited, PB No 1, Anayara PO, Trivandrum – 695 029 Ph no: 0471 - 2942167. The Company shall forward the duplicate postal ballot form along with postage pre-paid self- addressed Business Reply envelope to the Member.
6. The voting period commences on 19/03/2019 (9:00 am) and ends on 17/04/2019 (6:00 pm). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the relevant date (record date) of 21st February 2019, may cast their vote.
7. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. The voting rights of Members shall be in proportion to their share on the paid-up equity share capital of the Company as on the record date of 21st February 2019 subject to the provisions of the Companies Act, 2013.
9. All the material documents referred to in the Notice will be made available for inspection by the Members at the registered office of the Company during working hours on any working day. Members are requested to carefully read the instructions on the postal ballot forms sent herewith and return the form duly completed along with assent (FOR) or dissent (AGAINST) in the attached postage prepaid self-addressed business reply envelope so as to reach the

scrutinizer on or before 6.00 pm 17/04/2019 Postal Ballot forms received from members after 6.00 pm 17/04/2019 will be strictly treated as if reply from the member(s) has not been received.

10. Pursuant to the notification of the Ministry of corporate affairs dated 10th September 2018, your Company's Equity shares are to be compulsorily dematerialized w.e.f 2nd October 2018 and accordingly all transfer, issuance, buy-back could now be happen in Dematerialized form only. The Company has obtained ISININE057901014 for both CDSL & NSDL. The Members are requested to kindly get in touch with their Bank/ Depository Participant Agent to get their physical shares in dematerialized form. The members may also keep the share certificate/s in physical form, if they desire so. However, for any sale or purchase of shares under physical share certificate/s shall not be possible unless it has been dematerialized as stated above. Your Company has appointed M/s Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 as Registrar & Transfer Agent. For any clarification on above, you may kindly contact us.

By order of the Board of Directors

**Sd/-
Suresh Menon
Company Secretary & Group Head Legal**

**Place: Thiruvananthapuram
Date: 21/02/2019**

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No 1

Increase of number of Directors on the Board of Directors of the Company from Fifteen to Sixteen

The present Board of Directors of the Company consist of 15 (Fifteen) Directors. In order to induct an Independent Director, it is required to increase the current limit of 15 (Fifteen) to 16 (Sixteen) and in terms of Section 149 and other applicable provisions of the Companies Act 2013 and the applicable Rules thereunder, the approval of the members of the Company by way of special resolution is required to increase the number above 15 (Fifteen).

Directors of the Company are interested in the Resolution to the extent of their shareholding.

By order of the Board of Directors

**Sd/-
Suresh Menon
Company Secretary & Group Head Legal**

**Place: Thiruvananthapuram
Date: 21/02/2019**