



Stakeholders Empowerment Services

Analyze »» Educate »» Empower

#### ABOUT SES

Stakeholders Empowerment Services (SES) is a Corporate Governance Research and Advisory Firm. SES assists Investors to analyze Governance Practices including matters relating to sustainability, prevalent at Listed Entities and empower Investors to undertake meaningful engagement with Investee Entities.

#### SES SERVICES

**E-BRSR Tool:** Online web-based platform to create **BRSR Report** by the Company and generate **XBRL** in seamless, cost and time effective manner

Already subscribed by HUL, Maruti, TVS Motors, Kansai Nerolac, CDSL, Hero, L&T, Wipro, Bharat Forge, Reliance Group and many others. [Read More](#)

**Contact for Demo** – [esgdata@sesgovernance.com](mailto:esgdata@sesgovernance.com)

#### SES AIMS:

Designed primarily for Institutional Investors to carry out their stewardship activities in an efficient manner.

[Read More](#)

#### Proxy Advisory:

Advises Investors on the matters that require shareholder approval at Listed Entities and identify Governance Issues.

[Read More](#)

#### ESG Scores:

Analyze sustainability initiatives of Companies based on various environmental, social and governance factors.

[Read More](#)

#### Corporate Governance Score (CGS):

CGS model measures the Company's compliance and also evaluates the Governance Practices with respect To Global Benchmarks. [Read More](#)

#### E-Ballot:

A web-based, one-stop vote management system to cater to the requirements of Institutional Investors.

[Read More](#)

# Proxy Advisory Report (Addendum) Krishna Institute of Medical Sciences Ltd

#### COMPANY INFORMATION

**BSE CODE:** 543308

**NSE SYMBOL:** KIMS

**ISIN:** INE967H01025

**Industry:** Hospital

**Email:** [cs@kimshospitals.com](mailto:cs@kimshospitals.com),

**Phone:** +91 40 4488 5000, 4488 5184

**Registered Office:** Minister Road, Secunderabad - 500 003, Telangana, India

#### MEETING DETAILS

**Meeting Type:** PB

**Voting Deadline:** 1<sup>st</sup> February, 2026

**Notice Date:** 29<sup>th</sup> December, 2025

**Notice:** [Click here](#)

**Annual Report:** [FY 2024-25](#)

**SES PA Report (Last AGM):** [Report](#)

#### E-VOTING DETAILS

**e-Voting Platform:** [LINKINTIME](#)

**Cut-off Date:** 30<sup>th</sup> December, 2025

**Remote E-voting:**

- **Start:** 3<sup>rd</sup> January, 2026
- **Ends:** 1<sup>st</sup> February, 2026

**ADDENDUM REPORT RELEASE DATE:** 29<sup>th</sup> January, 2026

**Research Analyst:** Pooja Patra

**Conflict Disclosure:** SES - No Conflict | Analyst - No Conflict



## ADDENDUM

There is a change in the SES recommendation on Resolution #1 from 'AGAINST' to 'FOR' based on the Company's clarification and additional disclosures.

Furthermore, shareholders may take note of the Company's clarification and SES' comments thereon.

EXISTING RECOMMENDATION					
S. No	Resolution	Type	SES Observation #	Rec.	Rationale
1	Approval of <b>Material Related Party Transaction</b> with KIMS Hospital Bengaluru Private Limited, Subsidiary Company.	O	<b>NC+TC</b>	<b>AGAINST</b>	<i>Disclosures not in accordance with RPT industry standards; Non-disclosure of Conflict of interest.</i>
REVISED RECOMMENDATIONS					
1	Approval of <b>Material Related Party Transaction</b> with KIMS Hospital Bengaluru Private Limited, Subsidiary Company.	O	<b>LC</b>	<b>FOR</b>	<i>No governance concern identified.</i>

S - Special Resolution; Rec. - Recommendation

# LC - Legally Compliant, NC - Legally Non-Compliant, TC - Disclosures & Transparency Concern, GC - Governance Concern

### BACKGROUND

SES as per its policy, had emailed its PA Report [weblink](#) to the Company on 22<sup>nd</sup> January, 2026 in respect of the PB of the Company.

Post release of PA Report, SES received an email from the Company on 27<sup>th</sup> January, 2026. The Company, through the email, provided its view point, which is reproduced at the last in *blue text*.

It may be noted that the email of the Company dated 27<sup>th</sup> January, 2026 (as per SES policy framed to comply with SEBI Circular dated 3<sup>rd</sup> August, 2020 [SEBI/HO/IMD/DF1/CIR/P/2020/147](#)) has already been forwarded to SES clients as it is, without any inputs from SES.

This Addendum provides appropriate responses of SES, wherever required.

### SES COMMENTS TO COMPANY'S RESPONSE

*Company's Views: (in Blue colour) & SES Reply: (in Black colour)*

#### 1. Observation on compliance with RPT Industry Standards:

*With reference to the SEBI circular dated 14 February 2025 on RPT Industry Standards, we would like to clarify that the proposed transaction was placed before the Audit Committee along with the requisite information as prescribed under the RPT Industry Standards. The Audit Committee, after due deliberation, reviewed and approved the transaction.*

***The certificates as required under the RPT Industry Standards were obtained from the Managing Director and CFO, and the Audit Committee reviewed the same while considering the proposal.***

*While the explanatory statement to the Notice may not have explicitly stated that the Audit Committee reviewed the said certificates, the Company confirms that the underlying process and review were duly complied with. The omission was inadvertent and not reflective of any non-compliance in substance. The Company will ensure that this disclosure is expressly incorporated in future notices to avoid any ambiguity.*

#### **SES Reply:**

Shareholders may take note of the clarification provided by the Company. SES has raised compliance concern regarding the non-disclosure of information required under the RPT Industry Standards mandated by SEBI.



In its response, the Company has stated that, it had duly obtained the required certification from the Managing Director and the Chief Financial Officer, and that the Audit Committee had reviewed the same while considering the proposal.

SES is of the view that the above disclosure should have formed part of the Explanatory Statement. However, the Company has now clarified that the same has been reviewed by the Audit Committee, therefore, SES is modifying its recommendation, in this regard.

It is reiterated that, in accordance with the RPT Industry Standards Disclosures, the Company is required to explicitly disclose whether the Audit Committee has reviewed the certificates submitted by the CEO/Managing Director/Whole-time Director/Manager and the CFO of the Listed Entity, as mandated under the said standards. Such disclosures are mandatory regulatory requirements, and SES may adopt a more stringent approach in future cases of non-compliance.

## *2. Observation on disclosures relating to conflict of interest under Section 102 of the Companies Act, 2013*

*With regard to the concern on disclosure of interest of Directors and KMPs, the Company confirms that the proposed RPT is being carried out on an arm's length basis and in the ordinary course of business.*

*The common directorships highlighted by SES were duly considered while evaluating the transaction. None of the Directors or Key Managerial Personnel, including Dr. Bhaskara Rao Bollineni, Dr. Abhinay Bollineni and Mr. Suresh Natwarlal Patel, have any personal or pecuniary interest in the proposed transaction, other than their directorships and shareholding, if any, in the Company.*

*The statement in the explanatory note that "none of the Directors, KMPs or their relatives are concerned or interested" was made after due evaluation of the nature of the transaction and the interests involved. However, we acknowledge SES's point that a more explicit clarification on common directorships could enhance transparency, and the Company will take this into consideration for improved disclosures going forward.*

### **SES Reply:**

SES has raised a transparency concern regarding the existence of a potential conflict of interest in respect of the proposed resolution.

The Company has now clarified in its response that the common directors referred to in the PA Report do not have any personal or pecuniary interest in the proposed transaction. Accordingly, the concern in this regard **stands addressed**.

Further, the Company acknowledges the requirement for enhanced disclosures and commits to incorporate them in future disclosures, **which SES considers to be a good governance practice**.

Based on the information provided by the Company, the compliance and transparency concern raised by SES in this regard **stands addressed, as well**.

Therefore, SES is changing its recommendation for the Resolution, from **AGAINST** to **FOR**.

**COMPANY'S EMAIL**

Dear SES Team,

Thank you for your detailed observations and for highlighting your concerns in relation to the proposed resolution seeking shareholder approval for the material related party transaction ("RPT").

We appreciate the opportunity to clarify the disclosures made and the compliance framework followed by the Company.

**1. Observation on compliance with RPT Industry Standards**

With reference to the SEBI circular dated 14 February 2025 on RPT Industry Standards, we would like to clarify that the proposed transaction was placed before the Audit Committee along with the requisite information as prescribed under the RPT Industry Standards. The Audit Committee, after due deliberation, reviewed and approved the transaction.

The certificates as required under the RPT Industry Standards were obtained from the Managing Director and CFO, and the Audit Committee reviewed the same while considering the proposal.

While the explanatory statement to the Notice may not have explicitly stated that the Audit Committee reviewed the said certificates, the Company confirms that the underlying process and review were duly complied with. The omission was inadvertent and not reflective of any non-compliance in substance. The Company will ensure that this disclosure is expressly incorporated in future notices to avoid any ambiguity.

**2. Observation on disclosures relating to conflict of interest under Section 102 of the Companies Act, 2013**

With regard to the concern on disclosure of interest of Directors and KMPs, the Company confirms that the proposed RPT is being carried out on an arm's length basis and in the ordinary course of business.

The common directorships highlighted by SES were duly considered while evaluating the transaction. None of the Directors or Key Managerial Personnel, including Dr. Bhaskara Rao Bollineni, Dr. Abhinay Bollineni and Mr. Suresh Natwarlal Patel, have any personal or pecuniary interest in the proposed transaction, other than their directorships and shareholding, if any, in the Company.

The statement in the explanatory note that "none of the Directors, KMPs or their relatives are concerned or interested" was made after due evaluation of the nature of the transaction and the interests involved. However, we acknowledge SES's point that a more explicit clarification on common directorships could enhance transparency, and the Company will take this into consideration for improved disclosures going forward.

**Conclusion**

The Company remains committed to maintaining high standards of corporate governance, transparency, and regulatory compliance. We value the feedback provided by SES and will continue to strengthen our disclosure practices in line with evolving regulatory expectations and stakeholder interests.

Thank you once again for your constructive feedback.

Yours sincerely

\*\*\*\*



## Disclaimer

### Sources

Only publicly available data has been used while making the report. Our data sources include Notice of Shareholders' Meeting, BSE, NSE, SEBI, Capitaline, MCA, Moneycontrol, Businessweek, Reuters, Annual Reports, Sustainability Reports, IPO Documents and Company Website.

### Analyst Certification

The Analyst(s) involved in development of this Report certify that no part of the Research Analyst's compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed by the Research Analyst(s) in this Report. The concerned Research Analyst(s) and Director(s) do not have any pecuniary relationship with the Reported Company, except that they may be holding minuscule shares in the Company which does not impact their independence in respect of this Report.

SES may be a shareholder in the Company holding equity shares as disclosed on its [website](#). The objective of SES' investment is solely to obtain Shareholders' communications from the Company as a shareholder.

### CAUTIONARY STATEMENT

The recommendations made by SES are based on publicly available information and conform to SES's stated Proxy-Advisory Guidelines. SES opinion is based on SES's interpretation of law and governance benchmarks, which may differ from opinion/ benchmarks of other analysts or practitioners. Further, SES analysis is recommendatory in nature and reflects how SES would have voted if it was a shareholder. Therefore, SES expects that the clients will evaluate the effect of their vote on their investments independently and diligently and will vote accordingly. Subscribers may also carry out an impact analysis of their votes and keep the same as an addendum for their records. In our opinion, Institutional investors are positioned significantly differently from other shareholders due to their ability to engage with the board and the management to bring out desired result. As a firm, it is our endeavour to improve the level of corporate governance while not causing any disruption in company's proceedings and therefore we respect the independence of investors to choose alternate methods to achieve similar results.

### Disclaimer

While SES has made every effort, and has exercised due skill, care and diligence in compiling this report based on publicly available information, it neither guarantees its accuracy, completeness or usefulness, nor assumes any liability whatsoever for any consequence from its use. This report does not have any approval, express or implied, from any authority, nor is it required to have such approval. The users are strongly advised to exercise due diligence while using this report.

This report in no manner constitutes an offer, solicitation or advice to buy or sell securities, nor solicits votes or proxies on behalf of any party. SES, which is a not-for-profit initiative or its staff, has no financial interest in the companies covered in this report except for what is disclosed on its website. The report is released in India and SES has ensured that it is in accordance with Indian laws. Person resident outside India shall ensure that laws in their country are not violated while using this report; SES shall not be responsible for any such violation.

All disputes shall be subject to jurisdiction of High Court of Bombay, Mumbai.

### Concern terminology

**NC – Compliance Concern:** The Company has not met statutory compliance requirements

**FC – Fairness Concern:** The Company has proposed steps which may lead to undue advantage to a particular class of shareholders and can have adverse impact on non-controlling shareholders including minority shareholders

**GC – Governance Concern:** SES questions the governance practices of the Company. The Company may have complied with the statutory requirements in letter. However, SES finds governance issues as per its standards.

**TC - Disclosures & Transparency Concern:** The Company has not made adequate disclosures necessary for shareholders to make an informed decision. The Company has intentionally or unintentionally kept the shareholders in dark.

### Company Information



SEBI Reg. No. INH000000016  
CIN No. -  
U74120MH2012NPL232154  
This Report or any portion  
hereof may not be reprinted,  
sold, reproduced or  
redistributed without the  
written consent of Stakeholders  
Empowerment Services

### Contact Information

#### Stakeholders Empowerment Services

109, Shyam Baba House,  
Upper Govind Nagar,  
Malad East,  
Mumbai – 400097  
Tel +91 22 4022 0322

[research@sesgovernance.com](mailto:research@sesgovernance.com)  
[info@sesgovernance.com](mailto:info@sesgovernance.com)  
[www.sesgovernance.com](http://www.sesgovernance.com)



### Warning

Investment in securities market are subject to market risks. Read all the related documents carefully before investing.

