



## APOLLO HOSPITALS ENTERPRISE LIMITED

[CIN : L85110TN1979PLC008035]

Regd. Office: No.19, Bishop Gardens, Raja Annamalaipuram, Chennai – 600 028.

Secretarial Dept: Ali Towers, III Floor, No.55, Greaves Road, Chennai – 600 006.

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# NOTICE TO THE SHAREHOLDERS

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Notice is hereby given that the **Thirty Ninth Annual General Meeting** of the Company will be held on Friday, the 25th day of September 2020 at 10.15 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business :-

## Ordinary Business

### Item No. 1:

#### Adoption of Financial Statements

To receive, consider and adopt:-

- (i) the audited standalone financial statements of the Company for the year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon, and
- (ii) the audited consolidated financial statements of the Company for the year ended March 31, 2020, together with the Report of the Auditors thereon.

and in this regard, pass the following resolutions as **Ordinary Resolutions**:

- (i) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- (ii) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

### Item No. 2:

#### Confirmation of Interim Dividend and Declaration of Final Dividend

To confirm the payment of Interim Dividend and to declare a Final Dividend on Equity Shares for the financial year ended March 31, 2020 and in this regard, pass the following resolutions as **Ordinary Resolutions**.

**"RESOLVED THAT** the interim dividend of ₹3.25 per equity share (65%) of face value of ₹5/- each paid to the shareholders on 5th March 2020 involving an amount of ₹545.09 million including dividend distribution tax of ₹92.94 million be and is hereby ratified."

**"RESOLVED THAT** a final dividend at the rate of ₹2.75 per equity share (55%) of face value of ₹5/- each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2020 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2020."

### Item No. 3:

#### Appointment of Retiring Director

To appoint a Director in place of Smt. Sangita Reddy (DIN 00006285), who retires by rotation and, being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**.

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Sangita Reddy (DIN 00006285), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

### Special Business

#### Item No. 4 :

##### Approval for re-appointment of Smt. Preetha Reddy as Executive Vice-Chairperson for a further period of five years.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the re-appointment of Smt. Preetha Reddy (DIN : 00001871) as Whole Time Director designated as Executive Vice-Chairperson of the Company for a period of five (5) years from 3rd February 2021 to 2nd February 2026 be and is hereby approved.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended (“SEBI Listing Regulations”), and on the recommendations of the Nomination and Remuneration Committee and approval by the Board of Directors, consent of the Company be and is hereby accorded for the payment of remuneration, to Smt. Preetha Reddy (DIN: 00001871), as per the terms that may be determined by the Nomination and Remuneration Committee and approved by the Board, which shall not exceed the maximum amount payable to a Whole Time Director in accordance with Schedule V to the Companies Act, 2013 and the limits specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended during the tenure of her proposed appointment.”

**“RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any year Smt. Preetha Reddy be paid minimum remuneration as specified in Section II of Part II of Schedule V to the Act as in force in each financial year.”

**“RESOLVED FURTHER THAT** the remuneration approved hereby be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between Smt. Preetha Reddy, Executive Vice-Chairperson and the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the terms and conditions of this appointment may be altered or varied from time to time by the Board (which term shall be deemed to include the Nomination & Remuneration Committee of the Board) as it may in its discretion deem fit within the maximum amount payable to each Whole-time Director in accordance with Schedule V to the Act including any amendments thereto and the SEBI Listing Regulations.”

#### Item No. 5 :

##### Approval for re-appointment of Smt. Suneeta Reddy as Managing Director for a further period of five years.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the re-appointment of Smt. Suneeta Reddy (DIN : 00001873) as Managing Director of the Company for a period of five (5) years from 3rd February 2021 to 2nd February 2026 be and is hereby approved.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended (“SEBI Listing Regulations”) and on the recommendations of the Nomination and Remuneration Committee and approval by the Board of Directors, consent of the Company be and is hereby accorded for the payment of remuneration, to Smt. Suneeta Reddy (DIN: 00001873), as per the terms that may be determined by the Nomination and Remuneration Committee and approved by the Board, which shall not exceed the maximum amount payable to a Whole Time Director in accordance with Schedule V to the Companies Act, 2013 and the limits specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended during the tenure of her proposed appointment.”

**“RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any year Smt. Suneeta Reddy be paid minimum remuneration as specified in Section II of Part II of Schedule V to the Act as in force in each financial year.”

**“RESOLVED FURTHER THAT** the remuneration approved hereby be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between Smt.Suneeta Reddy, Managing Director and the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the terms and conditions of this appointment may be altered or varied from time to time by the Board (which term shall be deemed to include the Nomination & Remuneration Committee of the Board) as it may in its discretion deem fit within the maximum amount payable to each Whole-time Director in accordance with Schedule V to the Act including any amendments thereto and the SEBI Listing Regulations.”

#### Item No. 6 :

##### Approval for re-appointment of Smt. Sangita Reddy as Joint Managing Director for a further period of five years.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the re-appointment of Smt. Sangita Reddy (DIN : 00006285) as Joint Managing Director of the Company for a period of five (5) years from 3rd February 2021 to 2nd February 2026 be and is hereby approved.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended (“SEBI Listing Regulations”) and on the recommendations of the Nomination and Remuneration Committee and approval by the Board of Directors, consent of the Company be and is hereby accorded for the payment of remuneration, to Smt. Sangita Reddy (DIN: 00006285), as per the terms that may be determined by the Nomination and Remuneration Committee and approved by the Board, which shall not exceed the maximum amount payable to a Whole Time Director in accordance with Schedule V to the Companies Act, 2013 and the limits specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended during the tenure of her proposed appointment.”

**“RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any year Smt. Sangita Reddy be paid minimum remuneration as specified in Section II of Part II of Schedule V to the Act as in force in each financial year.”

**“RESOLVED FURTHER THAT** the remuneration approved hereby be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between Smt.Sangita Reddy, Joint Managing Director and the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the terms and conditions of this appointment may be altered or varied from time to time by the Board (which term shall be deemed to include the Nomination & Remuneration Committee of the Board) as it may in its discretion deem fit within the maximum amount payable to each Whole-time Director in accordance with Schedule V to the Act including any amendments thereto and the SEBI Listing Regulations.”

## Item No. 7 :

Consent for payment of remuneration to Dr. Prathap C Reddy (DIN :00003654), Whole Time Director designated as Executive Chairman, Smt.Preetha Reddy (DIN: 00001871), Executive Vice Chairperson, Smt. Suneeta Reddy (DIN: 00001873), Managing Director, Smt.Sangita Reddy (DIN: 00006285), Joint Managing Director and Smt.Shobana Kamineni, (DIN: 00003836) Executive Vice-Chairperson as prescribed by the SEBI Listing Regulations.

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

**“RESOLVED THAT** pursuant to the amendment made in Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“SEBI Listing Regulations”), the consent of the Company be and is hereby accorded for the payment of remuneration in aggregate of a sum which may exceed 5% of the Net Profits (computed in a manner laid down under Section 198 of the Companies Act, 2013) of the Company, to all the Promoter Executive Directors (being Dr Prathap C Reddy, Smt Preetha Reddy, Smt Suneeta Reddy, Smt Shobana Kamineni and Smt Sangita Reddy), for each of the financial years from 2020-2021 and onwards until the expiry of their tenure of services subject to the condition that the payment of such remuneration shall be within the overall limits as approved by the members of the Company at the time of approving their tenures of appointment in the respective Annual General Meetings held on 20th September 2017 for Dr. Prathap C Reddy, 11th August 2015 as well as the relevant date of the general meeting in which the tenure of appointment is extended respectively for Smt. Preetha Reddy, Smt. Suneeta Reddy, Smt. Sangita Reddy and 27th September 2019 for Smt. Shobana Kamineni, which shall in any case be within the maximum overall ceiling limit as prescribed under Schedule V of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the above resolution.”

## Item No. 8 :

**Offer or Invitation to subscribe to Non-Convertible Debentures on a private placement basis**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured/ unsecured redeemable non-convertible debentures, in one or more series/ tranches, aggregating upto ₹5,000 million (Rupees five thousand million only) on a private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company may from time to time determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all other matters connected therewith or incidental thereto”.

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

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects”.

## Item No. 9 :

To ratify the remuneration of the Cost Auditor for the financial year ending March 31, 2021.

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. A.N. Raman & Associates, Cost Accountants, Chennai (FRN 102111), the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, be paid a remuneration of ₹1.50 million, plus statutory levies as applicable, excluding out of pocket expenses.”

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

By Order of the Board

For **APOLLO HOSPITALS ENTERPRISE LIMITED**

**S.M. Krishnan**

Vice President – Finance &  
Company Secretary

Place : Chennai  
Date : June 25, 2020

## Notes

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) in respect of the Special Business as set out above is annexed hereto.
2. In view of the continuing Covid-19 pandemic situation, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate members are required to send scanned copies of their respective Board or governing body Resolutions/ Authorisations etc., authorizing their representatives to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address to lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in before commencement of voting.
5. The Board of Directors at its Meeting held on February 13, 2020 declared an Interim Dividend of ₹3.25 per equity share of face value of ₹5/- each, (65%) on the paid up equity capital of the Company for the financial year 2019-2020.

The Interim Dividend on Equity Shares of the Company as declared by the Board of Directors was paid on March 5, 2020 to the Company's Equity Shareholders whose names appeared:-

- a) As beneficial owners in the statement(s) furnished by the Depository(ies) on the close of business hours on Wednesday, February 26, 2020 in respect of shares held in electronic form; and
  - b) As members in the Register of Members after giving effect to all valid transmission or transposition requests lodged with the Company for the shares held in physical form on the close of business hours on Wednesday, February 26, 2020.
6. Subject to the provisions of the Companies Act, 2013, the final dividend of ₹2.75 per share, as recommended by the Board of Directors, if declared at the meeting will be paid on or before October 5, 2020 to those members whose names appear:
- a) As members on the Register of Members of the Company as on September 25, 2020 after giving effect to all valid transmission or transposition requests lodged with the Company for the shares held in physical form up to the closing hours of business on September 18, 2020.
  - b) As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on September 18, 2020.
7. The total dividend for the financial year, including the proposed Final Dividend, amounts to ₹6/- per equity share and will aggregate to ₹927.69 million (including Dividend Distribution Tax of ₹92.94 million on Interim Dividend).

In view of the changes made under the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividends paid or distributed by the Company with effect from 1st April 2020 shall be taxable in the hands of the shareholders. The Company shall, accordingly, will make the payment of the final dividend after deduction of tax at source.

8. In terms of the provisions of Section 152 of the Act, Smt. Sangita Reddy, Director retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend her re-appointment.
  9. Smt. Sangita Reddy is interested in Item No.3 of the Notice with regard to her re-appointment. Dr. Prathap C Reddy, Smt. Preetha Reddy, Smt. Suneeta Reddy and Smt. Shobana Kamineni, Executive Directors, being related to Smt. Sangita Reddy may be deemed to be interested in the resolution set out at Item No.3 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos.1 to 3 of the Notice.
  10. The requirement to place the matter relating to appointment of the Statutory Auditors for ratification by members at every Annual General Meeting is done away with vide a notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of the Statutory Auditors, who were appointed in the Annual General Meeting held on September 20, 2017.
  11. Members desiring any information as regards the financials are requested to write to the Company at least **seven days** before the meeting so as to enable the management to keep the information available.
  12. Pursuant to the provisions of Section 124 of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.
- The Company had, accordingly, transferred the unpaid and unclaimed dividend amount of ₹3.34 million pertaining to dividend declared for the year ended March 31, 2012 to the IEPF Authority.
- The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to the IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website [www.apollohospitals.com](http://www.apollohospitals.com).
13. Pursuant to the provisions of the IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.

Accordingly, the Company is being transferred 21,625 equity shares of face value of ₹5/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years or more as on the due date of such transfers after following the prescribed procedure under the rules made thereunder. The Company has also uploaded details of such members whose shares have been transferred to the IEPF dedicated account on the Company's website: [www.apollohospitals.com](http://www.apollohospitals.com).

14. Any person whose unclaimed dividend and shares pertaining thereto, has been transferred to the IEPF Authority can claim their due amount and shares from the said Authority by making an electronic application in e-form IEPF-5. Upon submitting the duly completed form, shareholders are required to take a print of the same and send a physical copy duly signed along with requisite documents as specified in the form to the attention of the Company Secretary, Secretarial Department, Ali Towers, III Floor, No. 55 Greaves Road, Chennai – 600 006. The e-form can be downloaded from the website of the Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in).
15. Members who have not encashed the dividend for the financial year 2012-2013 and for the subsequent financial years, are requested to claim the same from the Company at the Secretarial Department, Ali Towers, III Floor, No. 55 Greaves Road, Chennai – 600 006. In case valid claims are not received before the respective due dates, the Company will proceed to transfer the dividends and the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published a notice in the newspapers as per the IEPF Rules.

**Information in respect of such unclaimed dividend when due for transfer to the IEP Fund is given below:-**

Financial Year Ended	Date of Declaration of Dividend	Due date for transferring Unclaimed Dividend to IEPF
31-03-2013	07-08-2013	12-09-2020
31-03-2014	25-08-2014	30-09-2021
31-03-2015	11-08-2015	16-09-2022
31-03-2016	15-03-2016	20-04-2023
31-03-2017	20-09-2017	25-10-2024
31-03-2018	27-09-2018	02-10-2025
31-03-2019	27-09-2019	02-10-2026
31-03-2020 (Interim)	13-02-2020	18-02-2027

16. As per Regulation 40 of the SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019 except in case of requests received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings into dematerialized form.
17. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with the respective Depository Participants, in case the shares are held by them in electronic form and with the Registrar and Share transfer Agent, Integrated Registry Management Services Private Limited, in case the shares are held by them in physical form. The registered e-mail addresses will be used for sending future communications, electronically.
18. **Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, Kences Towers, II Floor, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017.**
  - a) Bank Mandate with full particulars for remittance of dividend directly into their bank accounts.
  - b) Changes, if any, in their address at an early date.
  - c) Application for consolidation of folios, if shareholdings are under multiple folios.
  - d) Despatch of share certificates for consolidation.

- e) Request for nomination forms for making nominations as per the provisions of the Companies Act.
- f) PAN details

Members holding shares in dematerialized form (electronic form) are requested to intimate any changes in their respective addresses, bank mandates etc., directly to their respective Depository Participants.

19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. Members are encouraged to utilise the Electronic Clearing System (ECS) facility for receiving dividends to avoid transfer of unencashed dividend including shares to the Investor Education Protection Fund and ensure a hassle free process.
21. Members are requested to quote ledger folio numbers in all their correspondences.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN details to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agent, M/s. Integrated Registry Management Services Private Limited.
23. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN details with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
  - A. Resident individual shareholders with PAN who are liable to pay income tax can submit yearly declarations in Form No. 15G/15H, to avail the benefit of non-deductions of tax at source by email to [srirams@integratedindia.in](mailto:srirams@integratedindia.in) by 5.00 p.m IST on September 18, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.
  - B. Non-resident shareholders can avail beneficial rates under the relevant treaties entered into tax between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to [srirams@integratedindia.in](mailto:srirams@integratedindia.in). The aforesaid declarations and documents need to be submitted by the shareholders within 5.00 p.m. IST by September 18, 2020. If the requisite document has not been submitted the tax would be deducted as per IT Act.
24. Details as required under sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Regulation 26(4) of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of this notice. The Directors have furnished the requisite declarations for their appointments/re-appointments.
25. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depository Participants.
26. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at [investor.relations@apollohospitals.com](mailto:investor.relations@apollohospitals.com) along with the copy of the
  - (a) signed request letter mentioning the name and address of the Member alongwith email address and mobile number,
  - (b) self-attested copy of the PAN card, and

- (c) self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the member.

In case of any queries / difficulties in registering the e-mail address, members may write to [srirams@integratedindia.in](mailto:srirams@integratedindia.in)

27. The Notice of the AGM along with Annual Report for the financial year 2019-2020, is available on the website of the Company at [www.apollohospitals.com](http://www.apollohospitals.com), on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
28. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
29. **Instructions for e-voting and joining the AGM are as follows:-**

#### A. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions set forth in this Notice by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes using an electronic voting system will be provided by National Securities Depository Limited (NSDL) for the members.
- II. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e 18th September, 2020.
- III. The voting rights of the members shall be in proportion to their shareholding of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2020.
- IV. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e, 18th September, 2020 only shall be entitled to avail the facility of e-voting.
- V. The e-voting period commences on 22nd September, 2020 (9:00 a.m) and ends on 24th September, 2020 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2020, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he or she shall not be allowed to change it subsequently.
- VI. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- VII. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- VIII. The details of the process and manner for remote e-voting are explained herein below :

#### Step 1: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com>

#### How to Log-in to NSDL e-voting website?

- (a) Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com>
- (b) Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- (c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

(d) Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your USER ID is :
A) For Members who hold shares in Demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
B) For Members who hold shares in Demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
C) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001***

(e) Your password details are given below:

- i) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
  - ii) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - iii) How to retrieve your 'initial password'?
    - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - In case you have not registered your email address with the Company/Depository, please follow instructions mentioned below in this notice.
- (f) If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
- (g) After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
  - (h) Now, you will have to click on "Login" button.
  - (i) After you click on the "Login" button, Home page of e-voting will open.

**Details on Step 2 are mentioned below:**

**How to cast your vote electronically on NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company, which is 113209.
4. Now you are ready for e-voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc., to the Scrutinizer by email to lakshmi6@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on https://www.evoting.nsdl.com to reset the password.
3. In case of any queries relating to e-voting you may refer to the FAQs for Shareholders and e-voting user manual for Shareholders available at the download section of https://www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in. In case of any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/pallavid@nsdl.co.in, Tel: 91 22 2499 4545/ 1800-222-990.

**Process for registration of email id for obtaining Annual Report and user ID/password for e-voting and updation of bank account mandate for receipt of dividend:**

<b>Physical Holding</b>	Send a request to the Registrar and Transfer Agents of the Company, Integrated Registry Management Services Pvt Limited at srirams@integratedindia.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) for registering email address.  <b>Following additional details need to be provided in case of updating Bank Account Details:</b> a) Name and Branch of the Bank in which you wish to receive the dividend b) Bank Account type c) Bank Account Number (allotted by banks after implementation of Core Banking Solutions) d) 9 digit MICR Code Number and e) 11 digit IFSC Code f) a scanned copy of the cancelled cheque
<b>Demat Holding</b>	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

**B. Instructions for members for attending the AGM through VC / OAVM are as under:**

1. Members will be able to attend the AGM through VC / OAVM or view the live webcast of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM.

Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of NSDL.

2. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in/1800-222-990](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Senior Manager – NSDL at [amitv@nsdl.co.in/022-24994360/ +91 9920264780](mailto:amitv@nsdl.co.in) or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [sagar.ghosalkar@nsdl.co.in/ 022-24994553/+91 9326781467](mailto:sagar.ghosalkar@nsdl.co.in).
4. **Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at [companysecretary@apollohospitals.com](mailto:companysecretary@apollohospitals.com) from 21st September, 2020 (9:00 a.m. IST) to 22nd September 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**

**30. Other Instructions**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
  2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.apollohospitals.com](http://www.apollohospitals.com) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
31. All documents referred to in the accompanying Notice and the Explanatory Statement will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to [companysecretary@apollohospitals.com](mailto:companysecretary@apollohospitals.com)
32. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

**Statement pursuant to Section 102(1) of the Companies Act, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

**Item No. 4, 5, 6 & 7:-**

**Re-appointment of Executive Directors**

**Smt. Preetha Reddy**

The current term of office of Smt. Preetha Reddy as Executive Vice-Chairperson is due for renewal from 3rd February 2021.

She is widely recognized for her contributions in making high quality healthcare accessible to millions across the country. She is known for her support to various entities and industry bodies.

Since its inception, in 1983, the Apollo Hospitals Group has touched the lives of over 150 million individuals from 140 countries. Smt. Preetha Reddy works closely with the organization's 9,000 clinicians in introducing contemporary protocols to continuously enhance clinical outcomes. She leads the thrust on quality improvement processes to achieve the highest standards in patient satisfaction. She is the Managing Trustee of the Apollo Hospitals Educational Trust, a principal body steering the educational endeavours of the group.

In addition, she works with industry bodies and the Government of India to advance policy decisions on healthcare. She was a Founding Member of the Quality Council of India and under her guidance teams, from Apollo Hospitals worked with the Government of India in introducing the NABH (National Accreditation Board for Hospitals and Healthcare Providers) accreditation. In 2013, along with Dr. Prathap C Reddy, Executive Chairman she had championed the establishment of NATHEALTH - Healthcare Federation of India representing the unified and credible voice of the Indian healthcare community. She is the President of NATHEALTH for the year, 2020-2021 and is also on the Board of Governors of the Management Development Institute (MDI), Gurgaon.

She also provides leadership and direction to several social projects like SACHi (Save a Child's Heart Initiative) which supports diagnostics and treatment of underprivileged children ailing with congenital heart diseases.

Smt Preetha Reddy was conferred the 'ABLF Award for Business Courage' by the Asian Business Leaders Forum (ABLF). She is also a recipient of the Lifetime Achievement Award for distinguished service in the field of Social Science conferred by the Loyola Forum for Historical Research. She was awarded the NHRDN 'People CEO Awards - Women Leadership' by The National HRD Network.

Smt Preetha Reddy holds a Bachelor's degree in Science and a Masters' in Public Administration. She was conferred the degree of Doctor of Science (Honoris Causa) by The Tamil Nadu Dr. MGR Medical University in recognition of her outstanding work in the field of healthcare.

Considering the valuable contributions made by her during her tenure, the Board of Directors at its meeting held on 25th June 2020 approved the re-appointment of Smt. Preetha Reddy as Executive Vice-Chairperson for a further period of 5 years with effect from 3rd February 2021 on the remuneration terms recommended by the Nomination & Remuneration Committee subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Committee recommended that Smt. Preetha Reddy be re-appointed for a further term of five years with effect from 3rd February 2021 as Executive Vice-Chairperson provided that the remuneration payable to her for the renewed period of office would be within the maximum permissible limit prescribed for each Individual Whole Time Director and further subject to the requirement that the aggregate remuneration payable to all the Whole Time Directors would be within the maximum permissible limits of 10% of the net profits of the Company, prescribed under the provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and also the limits prescribed under the SEBI Listing Regulations, including any amendments thereto, during the tenure of her appointment.

**Smt Suneeta Reddy**

Under the stewardship of Smt. Suneeta Reddy Apollo Hospitals has emerged as a forerunner of integrated healthcare and also has a robust presence across the healthcare spectrum; the Group has touched the lives of over 120 million individuals from 140 countries.

Spearheading the finance and strategy functions, Smt Suneeta Reddy was instrumental in bringing the first FDI into healthcare in India and subsequently in taking the organization to international equity markets through a successful GDR issue. It has been her deep domain knowledge and foresight that has guided Apollo's emergence as a formidable, financially sound hospital enterprise. In her extensive career, she has overseen several greenfield and brownfield projects. She steered the Apollo Reach Hospitals model to fruition, which was commended by the World Bank as an innovation redefining both healthcare and healthcare design. Now, with a clear focus to making the company future ready, Smt Suneeta Reddy is heading efforts to transform Apollo Hospitals into a digitally enabled organization.

She also serves on the Boards of several Apollo Hospitals' Group companies. Through her close involvement, effort and patience, she has guided these companies on the path of growth and profitability.

She has held leadership positions including Co-Chairperson of Healthcare Sub Committee - Confederation of Indian Industry (CII). She is a member of the National Committee on Healthcare, Harvard Business School India Advisory Board (IAB) and the Harvard Medical School Advisory Board.

Smt. Suneeta Reddy received her Bachelor of Arts degree in Public Relations, Economics and Marketing from Stella Maris College in Chennai. She holds a Diploma in Financial Management from the Institute of Financial Management and Research, Chennai and has completed the Owner / President Management Program at Harvard Business School (HBS), Boston, USA.

Considering the valuable contributions made by her during her tenure, the Board of Directors at its meeting held on 25th June 2020 approved the re-appointment of Smt. Suneeta Reddy as Managing Director for a further period of 5 years with effect from 3rd February 2021 on the remuneration terms recommended by the Nomination & Remuneration Committee subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Committee recommended that Smt. Suneeta Reddy be re-appointed for a further term of five years with effect from 3rd February 2021 as Managing Director provided that the remuneration payable to her for the renewed period of office would be within the maximum permissible limit prescribed for each Individual Whole Time Director and further subject to the requirement that the aggregate remuneration payable to all the Whole Time Directors would be within the maximum permissible limits of 10% of the net profits of the Company, prescribed under the provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and also the limits prescribed under the SEBI Listing Regulations, including any amendments thereto, during the tenure of her appointment.

## Smt Sangita Reddy

Smt Sangita Reddy is focused on setting benchmarks in futuristic health care projects enabling IOT, AI, Data Analytics, drone tech and Block Chain. A driving force for the eHealth initiatives, it is under her leadership that Apollo Hospitals has received three consecutive HiMSS-Elsevier ICT achievement awards and four hospitals have achieved the HiMSS Level-6 certification. Apollo Hospitals Hyderabad has emerged as Asia's first Health City.

In an initiative to build a healthier India, Smt.Sangita Reddy launched Mobile Clinics equipped with high-end technology for advanced screening of Non-Communicable Diseases for reaching the masses who do not have easy access to affordable and quality healthcare.

Smt.Sangita Reddy is a member of the World Economic Forum. In December 2019, she became the President of the industry chamber, FICCI.

She has been nominated by the Government of India as a Member of the Technology Development Board, Department of Science and Technology. She is an Executive Member at National Association of Software & Services Cos (NASSCOM) and was on the Board for Development Institute, USA and GAVI.Org. She was an elected Member of the Steering Committee on Health for the Twelfth Five Year Plan (2012-2017) by the Planning Commission, Government of India.

She has advocated and influenced policy reforms and is an acclaimed speaker on global healthcare forums around the world including the World Health Congress. As a member of the Rockefeller Working Group she contributes to the development of private sector's role in the global healthcare industry.

She was also in the forefront of the formation of the Total Health Foundation which aims to improve the 'total health' of people by acting on the wider determinants of health as well as providing access to healthcare.

She has been conferred with an Honorary Doctorate by Macquarie University Australia, in recognition of her untiring efforts and resolute commitment to bringing transformative changes in healthcare, development of Health IT and championing manifold initiatives both in India and abroad. She is an Honorary Consul of Brazil in Hyderabad, appointed by the Govt. of India.

She is a graduate in Science from the Women's Christian College in Chennai, India and has completed post-graduation courses in Hospital Administration from Rutgers University, Harvard University and the National University of Singapore.

Considering the valuable contributions made by her during her tenure, the Board of Directors at its meeting held on 25th June 2020 approved the re-appointment of Smt. Sangita Reddy as Joint Managing Director for a further period of 5 years with effect from 3rd February 2021 on the remuneration terms recommended by the Nomination & Remuneration Committee subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Committee recommended that Smt. Sangita Reddy be re-appointed for a further term of five years with effect from 3rd February 2021 as Joint Managing Director provided that the remuneration payable to her for the renewed period of office would be within the maximum permissible limit prescribed for each Individual Whole Time Director and further subject to the requirement that the aggregate remuneration payable to all the Whole Time Directors would be within the maximum permissible limits of 10% of the net profits of the Company, prescribed under the provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and also the limits prescribed under the SEBI Listing Regulations, including any amendments thereto, during the tenure of her appointment.

### Consent for payment of remuneration to Executive Directors in line with SEBI (LODR) Regulations, 2015.

As per Regulation 17(6)(e) of the SEBI (LODR) (Amendment) Regulations, 2015, with effect from the financial year 2019-2020, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds ₹50 million or ₹2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013.

At present, there are five executive directors who are promoters, on the Board of Directors of the Company.

They are Dr. Prathap C Reddy, Executive Chairman, Smt. Preetha Reddy, Executive Vice Chairperson, Smt. Suneeta Reddy, Managing Director, Smt. Shobana Kamineni, Executive Vice Chairperson and Smt. Sangita Reddy, Joint Managing Director.

The shareholders had approved remuneration payable to them within the limits as prescribed under the Companies Act, 2013, while approving their respective appointments.

In the case of Dr Prathap C Reddy, Executive Chairman, the remuneration that may be paid every year could exceed either 2.5% of the net profits of the Company or ₹50 million individually as specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, approval of shareholders was obtained for the payment of such remuneration to Dr.Prathap C Reddy at its meeting held on 27th September 2019.

Approval of Shareholders was also obtained at the Annual General Meeting held on 27th September 2019 for the payment of remuneration to all the Promoter Executive Directors, viz., Dr. Prathap C Reddy, Smt. Preetha Reddy, Smt. Suneeta Reddy, Smt. Shobana Kamineni and Smt. Sangita Reddy, in aggregate of a sum which may exceed 5% of net profits of the Company for each of the financial years from 2019-2020 and onwards till the expiry of their respective tenures of services.

The offices of Smt. Preetha Reddy, Smt. Suneeta Reddy and Smt. Sangita Reddy as Executive Directors are due for renewal on 3rd February 2021, which necessitates seeking a fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of the aforesaid Executive Directors including remuneration payable to them till the expiry of their respective terms, in order to comply with the above mentioned Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

The Board approved the above proposal at their meeting held on 25th June 2020 after considering the contributions made by the Executive Directors.

The above approvals being sought for from the shareholders are only enabling approvals as permitted and provided for under the ambit of existing applicable regulations governing Executive Directors remuneration. There is no change as such in the existing remuneration arrangements and the approved remuneration policy for Executive Directors as featuring in the Corporate Governance section of the Annual report continues to be in place. Also, as a regular process, the Nomination and Remuneration Committee which comprises entirely of Independent Directors, rigorously reviews various external and internal factors which have a bearing on Executive Directors remuneration, while finalising the annual compensations which comprises of both fixed pay and variable pay components for all Executive Directors, such as performance of the Company as compared to annual operating plans, performance as measured against key performance indicators specific to each Executive Director's area of expertise apart from prevailing market norms and trends as regards executive directors compensation.



The Board recommends the resolutions set out at Item Nos. 4,5,6 & 7 of the Notice for approval by the Members.

Except Dr. Prathap C Reddy, Smt. Preetha Reddy, Smt. Suneeta Reddy, Smt. Shobana Kamineni and Smt. Sangita Reddy, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolutions. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

### Item No. 8:-

In order to augment long term resources for financing, inter alia ongoing capital expenditure, expansion activities of the Company and for general corporate purposes, the Board may at an appropriate time, offer or invite subscription for secured/unsecured redeemable non-convertible debentures in one or more series/ tranches on a private placement basis for a sum aggregating upto ₹5,000 million (Rupees Five Thousand Million Only). This would be within the overall approved borrowing limit of ₹38,500 million (Rupees Thirty Eight thousand five hundred million only) .

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed inter alia under Section 42 of the Companies Act, 2013 ("the Act") deals with private placement of securities by a Company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on a private placement basis, the Company shall obtain the prior approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such issuance of non-convertible debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures.

The Board of Directors will decide appropriately whether to issue debentures on a secured or unsecured basis.

Accordingly, consent of the members is being sought for passing a Special Resolution as set out at Item No. 8 of the Notice. This would enable the Board of Directors of the Company to offer or invite subscription for unsecured/ secured non-convertible debentures, as may be required by the Company, from time to time, for a period of one year from the date of passing this resolution.

The Board recommends the special resolution set out under Item No.8 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No.8 of the Notice.

### Item No. 9:-

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. A.N. Raman & Associates, Cost Accountants, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021 on a remuneration of ₹1.50 million plus applicable statutory levies and reimbursement of reasonable out of pocket expenses actually incurred.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out under Item No.9 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending March 31, 2021.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out under Item No.9 of the Notice.

By Order of the Board  
For **APOLLO HOSPITALS ENTERPRISE LIMITED**

**S.M. Krishnan**  
Vice President – Finance &  
Company Secretary

Place : Chennai  
Date : June 25, 2020

## Details of Directors seeking appointment/re-appointment in the Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India.

Name of the Director	Smt. Preetha Reddy	Smt. Suneeta Reddy	Smt. Sangita Reddy
DIN	00001871	00001873	00006285
Date of Birth	28th October 1957	3rd April 1959	8th July 1962
Date of First Appointment on the Board	3rd February 1989	1st May 2000	31st July 2000
Relationship with other Directors	Daughter of Dr.Prathap C Reddy, Chairman, Sister of Smt. Suneeta Reddy, Managing Director, Smt. Shobana Kamineni, Executive Vice Chairperson and Smt. Sangita Reddy, Joint Managing Director	Daughter of Dr.Prathap C Reddy, Chairman, Sister of Smt. Preetha Reddy, Executive Vice Chairperson, Smt. Shobana Kamineni, Executive Vice Chairperson and Smt.Sangita Reddy, Joint Managing Director	Daughter of Dr.Prathap C Reddy, Chairman, Sister of Smt. Preetha Reddy, Executive Vice Chairperson, Smt. Suneeta Reddy, Managing Director and Smt. Shobana Kamineni, Executive Vice Chairperson
Expertise in Specific Functional areas	Hospitals Operations, Clinical Excellence, Talent Management, Global Marketing, International Business Development	Strategy, Hospital Operations, Corporate Services viz., Finance & Accounts, Procurement, HR, Legal, MIS, Internal Audit, Enterprise Risk Management	Hospitals Operations, Clinics, CRM, Education, Mobile Health, Clinical Information System, HIS, Digital Technology and Artificial Intelligence
Qualification	Bachelor of Science degree from Stella Maris College, Chennai	BA in Public Relations and Economics from Madras University with a university rank	Bachelor of Science degree from Womens Christian College, Chennai
	Post Graduate Degree in Public Administration	Diploma in Financial Management	Graduate Courses in Operations Research - Rutgers University, New Jersey
		Owners/President Management Program at Harvard Business School, Boston, USA	Diploma in Hospital Management conducted by Harvard University, USA & NSU, Singapore
Experience	Smt. Preetha Reddy has over 30 years experience in Healthcare Industry	Smt. Suneeta Reddy has over 30 years experience in Healthcare Industry	Smt. Sangita Reddy has over 30 years experience in Healthcare Industry

Name of the Director	Smt. Preetha Reddy	Smt. Suneeta Reddy	Smt. Sangita Reddy
<b>Board Membership of other companies as on March 31, 2020</b>	<b>Public Limited Companies</b>	<b>Public Limited Companies</b>	<b>Public Limited Companies</b>
	1. Apollo Gleneagles Hospital Limited, Director*	1. Indraprastha Medical Corporation Limited, Director*	1. Apollo Health and Lifestyle Limited, Managing Director*
	2. Imperial Hospital and Research Centre Limited, Director*	2. Apollo Sindoori Hotels Limited, Director	2. Family Health Plan (TPA) Limited, Director*
	3. Apollo Hospitals International Limited, Director*	3. Apollo Gleneagles Hospital Limited, Director*	3. PCR Investments Limited, Director
	4. Lifetime Wellness Rx International Limited, Director	4. Medics International Lifesciences Limited, Director*	4. Apollo Med Skills Limited, Director
	5. Apollo CVHF Limited, Director*	5. Apeejay Surrendra Park Hotels Limited, Director	5. HealthNet Global Limited, Director
	6. Apollo Clinical Excellence Solutions Limited, Director*		6. Apollo Home Healthcare Limited, Director*
	7. Apollo Reach Hospitals Enterprises Limited, Director*		7. Apollo Sugar Clinics Limited, Director*
	8. Indian Hospitals Corporation Limited, Director		8. Imperial Hospitals and Research Centre Limited, Director*
	<b>Companies Registered under Section 8</b>	<b>Companies Registered under Section 8</b>	<b>Companies Registered under Section 8</b>
	9. Total Health, Director*	6. Chennai International Centre, Director	9. Webhub Foundation, Director
		7. PHD Chamber of Commerce and Industry, Director	10. Federation of Indian Chamber of Commerce and Industry (FICCI), Director
	<b>Private Limited Companies</b>	<b>Private Limited Companies</b>	<b>Private Limited Companies</b>
	10. PPN Power Generating Company Private Limited, Director	8. Faber Sindoori Management Services Private Limited	11. Apollo Gleneagles PET-CT (P) Limited, Director*
	11. PPN Holdings Private Limited, Director	9. Garuda Energy Private Limited	12. Kar Auto Private Limited, Director
	12. PPN Holdings Alfa (P) Limited, Director	10. Helios Holdings Private Limited	13. Searchlight Health Private Limited, Director

Name of the Director	Smt. Preetha Reddy	Smt. Suneeta Reddy	Smt. Sangita Reddy
	13. Preetha Investments Private Limited, Director	11. Viswambhara Nutriville Private Limited	14. Elixir Communities Private Limited, Director
	14. Stemcyte India Therapeutics Pvt Limited, Director*	12. Apollo Medicals Private Limited, Director*	15. Apollo TeleHealth Services (P) Limited, Director
	15. Apollo Gleneagles PET-CT Private Limited, Director*		16. AMG Healthcare Destination Pvt Limited, Director
	16. AMG Healthcare Destination Pvt Limited, Director		
	<b>Foreign Company</b>	<b>Foreign Company</b>	
	17. Apollo Hospital (UK) Limited, Director*	13. Apollo Hospital (UK) Limited, Director*	
	<b>Other Governing bodies</b>	<b>Other Governing bodies</b>	
	NATHEALTH, President	CII National Council, Member	
<b>Chairman/Member of the Committee of the Board of Directors of the Company</b>	<b>Member</b> 1. Stakeholders Relationship Committee 2. Investment Committee 3. Share Transfer Committee 4. Corporate Social Responsibility Committee 5. Risk Management Committee	<b>Member</b> 1. Stakeholders Relationship Committee 2. Investment Committee 3. Share Transfer Committee <b>Chairperson</b> 4. Risk Management Committee,	<b>Member</b> Corporate Social Responsibility Committee

**Chairman/Member of the Committee of Directors of other Companies in which the person is a director**

	<b>Chairperson</b>	<b>Member</b>	<b>Member</b>
<b>Audit Committee</b>	1. AMG Healthcare Destination Private Limited  Member 1. Apollo Gleneagles Hospital Limited	Indraprastha Medical Corporation Limited	1. Apollo Health and Lifestyle Limited 2. AMG Healthcare Destination Private Limited
<b>Stakeholders Relationship Committee</b>	Nil	<b>Member</b> Apeejay Surrendra Park Hotels Limited	Nil

Name of the Director	Smt. Preetha Reddy	Smt. Suneeta Reddy	Smt. Sangita Reddy
Nomination and Remuneration Committee	Nil	Member 1. Indraprastha Medical Corporation Limited 2. Medics International Lifesciences Limited	Nil
Shareholding in the Company (as on 31/03/2020)	2,193,915	4,381,695	2,432,508
No of Board Meetings conducted during the last financial year (2019-2020)	5	5	5
No. of Board Meetings attended during the last financial year (2019-2020)	4	5	4
Terms and Conditions of appointment or re-appointment	Executive Director liable to retire by rotation	Executive Director not liable to retire by rotation	Executive Director liable to retire by rotation
Remuneration last drawn	₹47.44 million	₹47.44 million	₹47.44 million
Remuneration proposed to be paid	As per the resolution at Item No.4 of the Notice convening this Meeting read with explanatory statement thereto	As per the resolution at Item No.5 of the Notice convening this Meeting read with explanatory statement thereto	As per the resolution at Item No.6 of the Notice convening this Meeting read with explanatory statement thereto

\* The above directorships are in Companies which are part of the Apollo Hospitals Group