

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

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

E-mail: investor.relations@apollohospitals.com; website: www.apollohospitals.com

Phone: +91-44 28290956, 28293896 Board : 28293333 Ext. 6681

Notice to the Shareholders

Notice is hereby given that the **Thirty Third Annual General Meeting** of the Company will be held on Monday, the 25th day of August 2014 at 10.30 a.m. at The Music Academy, New No. 168 (Old No.306) T.T.K. Road, Royapettah, Chennai – 600 014 to transact the following business:

Ordinary Business

Item No. 1 – Adoption of financial statements.

To receive, consider and adopt :-

- (i) the audited financial statements of the Company for the financial year ended 31st March 2014, the Reports of the Board of Directors and Auditors thereon, and
- (ii) the audited consolidated financial statements of the Company for the financial year ended 31st March 2014.

Item No. 2 – Declaration of Dividend

To declare a dividend on equity shares for the financial year ended 31st March 2014.

Item No. 3 – Appointment of Director

To appoint a Director in place of Smt. Sangita Reddy (holding DIN 00006285), who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 4 – Appointment of Auditors

To re-appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution as an ordinary resolution.

“RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. S.Viswanathan, Chartered Accountants (Firm Registration No.004770S), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business

Item No. 5

Appointment of Shri.N. Vaghul as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri.N.Vaghul (holding DIN 00002014), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri.N.Vaghul as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March 2019, not liable to retire by rotation.”

Item No. 6

Appointment of Shri.Deepak Vaidya as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri. Deepak Vaidya (holding DIN 00337276), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri. Deepak Vaidya as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March 2019, not liable to retire by rotation.”

Item No. 7

Appointment of Shri. Rafeeqe Ahamed as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri. Rafeeqe Ahamed (holding DIN 00013749), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri.Rafeeqe Ahamed as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March 2019, not liable to retire by rotation.”

Item No. 8

Appointment of Shri. Rajkumar Menon as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri. Rajkumar Menon (holding DIN 00002897), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri.Rajkumar Menon as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March 2019, not liable to retire by rotation.”

Item No. 9

Appointment of Shri. Habibullah Badsha as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri. Habibullah Badsha (holding DIN 00003678), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri.Habibullah Badsha as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March 2019, not liable to retire by rotation.”

Item No. 10

Appointment of Shri. G. Venkatraman as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri. G. Venkatraman (holding DIN 00010063), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri.G.Venkatraman as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March 2019, not liable to retire by rotation.”

Item No. 11

Appointment of Shri. Khairil Anuar Abdullah as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri. Khairil Anuar Abdullah (holding DIN 00054217), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri. Khairil Anuar Abdullah as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March 2019, not liable to retire by rotation.”

Item No. 12

Appointment of Shri. Sanjay Nayar as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri. Sanjay Nayar (holding DIN 00002615), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 10th February 2014 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri. Sanjay Nayar as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March 2019, not liable to retire by rotation.”

Item No. 13

Appointment of Shri. Vinayak Chatterjee as an Independent Director

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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Shri. Vinayak Chatterjee (holding DIN 00008933), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2nd July 2014 and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri. Vinayak Chatterjee as a candidate for the office of a Director of the Company, be and is hereby

appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 31st March 2019, not liable to retire by rotation.”

Item No. 14

Payment of commission to Non Executive Directors within the overall ceiling limit of 1% of net profits of the Company for a period of five years with effect from 1st April 2014.

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 Section 197 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the payment of commission to the Non-Executive and Independent Directors of the Company (other than the Managing Director and/or Whole Time Directors) to be determined by the Board of Directors for each Non-Executive and Independent Director for each financial year over a period of five (5) financial years with effect from 1st April 2014 and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company to be calculated in accordance with the provisions of Section 198 of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the above remuneration shall be in addition to fee payable to the director(s) for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings.”

Item No. 15

Re-designation of Smt. Preetha Reddy as Executive Vice-Chairperson of the Company.

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

“RESOLVED THAT in partial modification of the resolution passed by the Members at the 30th Annual General Meeting held on 22nd July 2011, Smt. Preetha Reddy, Whole Time Director who was earlier designated as the Managing Director of the Company be and is hereby re-designated as Executive Vice-Chairperson with effect from 2nd July 2014 till the end of the tenure of her appointment viz. 2nd February 2016 on the same terms and conditions including remuneration as approved earlier by the Members.”

Item No. 16

Re-designation of Smt. Suneeta Reddy as Managing Director of the Company.

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

“RESOLVED THAT in partial modification of the resolution passed by the Members at the 30th Annual General Meeting held on 22nd July 2011, Smt. Suneeta Reddy, Whole Time Director who was earlier designated as

the Joint Managing Director of the Company be and is hereby re-designated as Managing Director with effect from 2nd July 2014 till the end of the tenure of her appointment viz. 2nd February 2016 on the same terms and conditions including remuneration as approved earlier by the Members.”

Item No. 17

Re-designation and Re-appointment of Smt. Shobana Kamineni as Executive Vice-Chairperson of the Company.

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

“**RESOLVED THAT** in partial modification of the resolution passed by the Members at the 29th Annual General Meeting held on 26th July 2010, Smt. Shobana Kamineni, Whole Time Director who was earlier designated as Executive Director-Special Initiatives of the Company be and is hereby re-designated as Executive Vice-Chairperson with effect from 2nd July 2014 till the end of the tenure of her appointment viz. 31st January 2015 on the same terms and conditions including remuneration as approved earlier by the Members.

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the re-appointment of Smt. Shobana Kamineni as Executive Vice-Chairperson of the Company for a period of five (5) years from 1st February 2015 to 31st January 2020 be and is hereby approved.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded to the payment of such remuneration not exceeding the maximum amount payable to a Whole Time Director in accordance with Schedule V to the Companies Act, 2013 including any amendments thereto during the tenure of her appointment.”

“**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any year Smt. Shobana Kamineni be paid minimum remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 as in force in each financial year.”

“**RESOLVED FURTHER THAT** subject to the provisions of Schedule V of the Companies Act, 2013, in the event of Smt. Shobana Kamineni drawing remuneration as managerial person from two companies, the total remuneration drawn from both the companies shall not exceed the higher maximum limit admissible from any one of the companies of which she is a managerial person.”

“**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. Shobana Kamineni, 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 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.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 18

Re-designation of Smt. Sangita Reddy as Joint Managing Director of the Company

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

“**RESOLVED THAT** in partial modification of the resolution passed by the Members at the 30th Annual General Meeting held on 22nd July 2011, Smt. Sangita Reddy, Whole Time Director, who was earlier designated as Executive Director - Operations of the Company be and is hereby re-designated as Joint Managing Director with effect from 2nd July 2014 till the end of the tenure of her appointment viz. 2nd February 2016 on the same terms and conditions including remuneration as approved earlier by the Members.”

Item No. 19

Maintenance of Register of Members and other statutory registers at a place other than the registered office of the Company.

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

“**RESOLVED THAT** pursuant to Section 94 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep and maintain the Register of Members, Register of Debenture Holders, the Index of Members/Debenture Holders, other statutory registers and the copies of all annual returns and copies of certificates and documents required to be annexed thereto at its office situated at Ali Towers, III Floor, No.55 Greams Road, Chennai – 600 006 with effect from 25th August 2014.”

Item No. 20

Revision in the borrowing limits of the Company upto a sum of ₹ 25, 000 million.

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

“**RESOLVED THAT** in supersession of the ordinary resolution adopted at the Extraordinary General Meeting held on 12th June 2006 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which monies, may be borrowed shall not exceed, in aggregate the sum of ₹ 25,000 million at any time”.

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

Item No. 21

Mortgaging the assets of the Company in favour of Financial Institutions, Banks and other lenders for securing their loans upto a sum of ₹ 25,000 million

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

“**RESOLVED THAT** in supersession of the ordinary resolution adopted at the Annual General Meeting held on 26th August 2009 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors for mortgaging, hypothecating and/ or charging of all the immovable and movable properties of the Company wheresoever situate, present and future, and/or conferring power, to enter upon and to take possession of assets of the Company in certain events, to or in favour of the lenders, banks, financial institutions, export credit agencies or multilateral financial institutions (hereinafter referred to as the “Lenders”) to secure the financial assistance provided/to be provided by them to the Company together with and all other monies payable by the Company to the Lenders under the loan agreements/ letters of sanction/ memorandum of terms and conditions entered into/ to be entered into by the Company in respect of the said financial assistance not exceeding in the aggregate a sum of ₹ 25,000 million at any point of time.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to finalise with the Lenders, the documents for creating the aforesaid mortgage(s), hypothecation(s) and/or the charge(s) and to do all such acts deeds and things as may be necessary for giving effect to the above resolution.”

“**RESOLVED FURTHER THAT** the mortgage(s)/ charge(s) / hypothecation(s) created/ to be created and/or all agreements/ documents executed/ to be executed and all acts done by and with the authority of the Board of Directors are hereby confirmed and ratified.”

Item No. 22

Acceptance of Unsecured/Secured Deposits from the Public and Members

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

“**RESOLVED THAT** pursuant to provisions of Sections 73 and 76 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules 2014 and other applicable provisions, if any and subject to such conditions, approvals, permissions, as may be necessary, consent of the Company be and is hereby accorded to invite/accept/renew from time to time, unsecured/secured deposits from the public and/or members of the Company upto the permissible limits as prescribed under Rule 3(4) of the Companies (Acceptance of Deposits) Rules, 2014.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, things and matters as the Board of Directors may in its absolute discretion consider necessary or appropriate for such invitation/acceptance/renewal of deposits by the Company.”

Item No. 23

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 its related and applicable provisions if any of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) 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, consent of the members be and is hereby accorded to authorize 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, 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 as to when the said debentures be issued, the consideration for the issue, utilization of the issue proceeds, redemption of the same and all other matters connected with or incidental thereto.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is 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. 24

Remuneration of the Cost Auditor for the financial year ending 31st March 2015

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 its related and applicable provisions 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. Raman & Associates, Cost Accountants, Chennai (ICWA Registration No.000050), the Cost Auditors 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 31st March 2015, be paid the remuneration of ₹ 1.5 million plus service tax as applicable.”

“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

Place : Chennai
Date : 2nd July 2014

Sr. General Manager - Finance &
Company Secretary

Notes:

- The Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business as set out above is annexed hereto.
- A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on his / her behalf. A proxy need not be a member of the Company. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or other authority shall be deposited either at the Registered Office of the Company at No. 19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028 or at the Secretarial Department, Ali Towers, III floor, No. 55 Greams Road, Chennai - 600 006 not less than 48 hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
- Members/Proxies should bring the duly filled in attendance slip enclosed herewith to attend the meeting.
- The Register of Members and Share Transfer Books will remain closed from **Tuesday, 19th August 2014 to Monday, 25th August 2014 (both days inclusive)** for the purpose of payment of dividend for the financial year ended 31st March 2014 and the Annual General Meeting (AGM).
- Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting will be paid on or before 8th September 2014 to those members whose names appear:
 - As members on the Register of Members of the Company as on 25th August 2014 after giving effect to all valid share transfers in physical form which would be received by the Company up to the closing hours of business on 18th August 2014.
 - As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on 18th August 2014.
- Members desiring any information as regards the accounts 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.
- The Company has transferred all unclaimed dividend declared up to the financial year ended 31st March 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend

(Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those Shareholders who have so far not claimed or collected their dividend up to the aforesaid financial year may claim their dividend from the Registrar of Companies, Tamil Nadu, Shastri Bhavan, Haddows Road, Chennai - 600 006.

- Pursuant to the provisions of the Companies Act, as amended, the Company has transferred all unclaimed dividend for the financial years ended 31st March 1995 to 31st March 2006 and interim dividend for the year ended 31st March 2007 to the Investor Education and Protection Fund (IEP Fund) established by the Central Government pursuant to Section 205 C of the Companies Act, 1956. It may also be noted that once the unclaimed dividend is transferred to the IEP Fund, no claim shall lie in respect thereof.
- Pursuant to the provisions of the Companies Act, 1956, as amended, final dividend for the financial year ended 31st March 2007 and thereafter, which remains unclaimed for a period of 7 years from the date of transfer of the same to the unclaimed dividend account will be transferred to the Investor Education and Protection Fund (IEP Fund) of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March 2007 or subsequent financial years are requested to make their claim to the Secretarial Department, Ali Towers, III Floor, No.55 Greams Road, Chennai – 600 006. It may also be noted that once the unclaimed dividend is transferred to the IEP Fund as above, no claim shall lie in respect thereof.

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	Last date for claiming unpaid Dividend
31/03/2007 (Final)	24/08/2007	23/08/2014
31/03/2008	28/08/2008	27/08/2015
31/03/2009	26/08/2009	25/08/2016
31/03/2010	26/07/2010	25/07/2017
31/03/2011	22/07/2011	21/07/2018
31/03/2012	09/08/2012	08/08/2019
31/03/2013	07/08/2013	06/08/2020

- Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agents, Integrated Enterprises (I) Limited, Kences Towers, II Floor, No, 1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017.
 - Bank Mandate with full particulars for remittance of dividend directly into their bank accounts, if declared at the meeting.
 - Changes, if any, in their address at an early date.
 - Application for consolidation of folios, if shareholdings are under multiple folios.
 - Despatch of share certificates for consolidation.
 - Request for nomination forms for making nominations as per the provisions of the Companies Act.
- Members are requested to quote ledger folio numbers in all their correspondences.
- 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.

13. 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 the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Share Transfer Agents, M/s. Integrated Enterprises (India) Limited.

14. National Electronic Clearing Service (NECS) Facility:

With respect to payment of dividend, the Company provides the facility of NECS to the shareholders wherever is available.

Shareholders holding shares in physical form who now wish to avail NECS facility, are requested to forward their ECS mandate in the prescribed form to the Company's Registrar and Share Transfer Agent, Integrated Enterprises (I) Limited.

15. Details under Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

16. Electronic copies of the Annual Report for the year ended 31st March 2014 are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report are being sent in the permitted mode.

17. Electronic copy of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 33rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

18. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2014 will also be available on the Company's website www.apollohospitals.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: lakshminarayana_r@apollohospitals.com.

19. Voting through electronic means

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL)

The instructions for e-voting are as under:

a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "AHEL AGM 2014" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
- (ii) Launch an internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Type user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select the EVEN (E-Voting EVEN Number) of Apollo Hospitals Enterprise Limited - 100309.
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional 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. together with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in

b. In case a Member receives a physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
 - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on **19th August 2014 (9:00 am) and ends on 21st August 2014 (6:00 pm)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th July 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (Record Date) of 18th July 2014.
- VII. Smt. Lakshmmi Subramanian, Practicing Company Secretary (Membership No. 3534) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and prepare a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.apollohospitals.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and be communicated to the Stock Exchanges.
20. All documents referred to in the accompanying Notice and the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m to 5.00 p.m) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

Explanatory 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.5

Shri. N. Vaghul is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November 2000. Shri. N. Vaghul is the Member of the Nomination and Remuneration Committee and Chairman of the Investment Committee of the Board of Directors of the Company.

Shri. N. Vaghul does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri. N. Vaghul retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri. N. Vaghul being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five (5) consecutive years for a term upto 31st March 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹100,000/- proposing the candidature of Shri. N. Vaghul for the office of Director.

The Company has received from Shri. N. Vaghul (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri. N. Vaghul as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Shri. N. Vaghul, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and he is independent of the management.

A brief profile of Shri.N. Vaghul, nature of his expertise in specific functional areas and the names of the companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter for appointment of Shri. N. Vaghul as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri. N. Vaghul as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. N. Vaghul as an Independent Director, for approval by the shareholders of the Company.

Except Shri. N. Vaghul, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No.6

Shri. Deepak Vaidya is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in July 2000. Shri. Deepak Vaidya is the Chairman of the Audit Committee and a Member of the Nomination and Remuneration Committee and Investment Committee of the Board of Directors of the Company.

Shri. Deepak Vaidya does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri. Deepak Vaidya retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri. Deepak Vaidya being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five (5) consecutive years for a term upto 31st March 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 100,000/- proposing the candidature of Shri. Deepak Vaidya for the office of Director.

The Company has received from Shri. Deepak Vaidya (i) consent in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR -8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri. Deepak Vaidya as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Shri. Deepak Vaidya, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A brief profile of Shri. Deepak Vaidya, nature of his expertise in specific functional areas and the names of the companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter for appointment of Shri. Deepak Vaidya as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri. Deepak Vaidya as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. Deepak Vaidya as an Independent Director, for approval by the shareholders of the Company.

Except Shri. Deepak Vaidya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No.7

Shri. Rafeeqe Ahamed is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December 1979. Shri. Rafeeqe Ahamed is a member of the Nomination and Remuneration Committee of the Board of Directors of the Company.

Shri. Rafeeqe Ahamed holds 55,900 equity shares of the Company in his name as on 31st March 2014.

Shri. Rafeeqe Ahamed retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Shri. Rafeeqe Ahamed being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five (5) consecutive years for a term upto 31st March 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 100,000/- proposing the candidature of Shri. Rafeeqe Ahamed for the office of Director.

The Company has received from Shri. Rafeeqe Ahamed (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR -8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri. Rafeeqe Ahamed as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Shri. Rafeeqe Ahamed, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A brief resume of Shri. Rafeeqe Ahamed, nature of his expertise in specific functional areas and the names of the companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter for appointment of Shri. Rafeeqe Ahamed as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri. Rafeeqe Ahamed as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. Rafeeqe Ahamed as an Independent Director, for approval by the shareholders of the Company.

Except Shri. Rafeeqe Ahamed, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Item No.8

Shri. Rajkumar Menon is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December 1979. Shri. Rajkumar Menon is a member of the Audit Committee and the Chairman of Stakeholders Relationship Committee of the Board of Directors of the Company.

Shri. Rajkumar Menon does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri. Rajkumar Menon is a director whose period of office is liable to determination by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri. Rajkumar Menon being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five (5) consecutive years for a term upto 31st March 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 100,000/- proposing the candidature of Shri. Rajkumar Menon for the office of Director.

The Company has received from Shri. Rajkumar Menon (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies Act (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR -8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri. Rajkumar Menon as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Shri. Rajkumar Menon, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A brief resume of Shri. Rajkumar Menon, nature of his expertise in specific functional areas and the names of the companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter of appointment of Shri. Rajkumar Menon as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri. Rajkumar Menon as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. Rajkumar Menon as an Independent Director, for approval by the shareholders of the Company.

Except Shri. Rajkumar Menon, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Item No.9

Shri. Habibullah Badsha is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in January 2009.

Shri. Habibullah Badsha holds 10,806 equity shares of the Company in his name as on 31st March 2014.

Shri. Habibullah Badsha is a director whose period of office is liable to determination by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri. Habibullah Badsha being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five (5) consecutive years for a term upto 31st March 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 100,000/- proposing the candidature of Shri. Habibullah Badsha for the office of Director.

The Company has received from Shri. Habibullah Badsha (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies Act (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR -8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri. Habibullah Badsha as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Shri. Habibullah Badsha, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A brief resume of Shri. Habibullah Badsha, nature of his expertise in specific functional areas and the names of the companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter of appointment of Shri. Habibullah Badsha as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri. Habibullah Badsha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. Habibullah Badsha as an Independent Director, for approval by the shareholders of the Company.

Except Shri. Habibullah Badsha, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

Item No.10

Shri. G. Venkatraman is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in December 2005. Shri. G. Venkatraman is a member of the Audit Committee and the Nomination and Remuneration Committee of the Board of Directors of the Company.

Shri. G. Venkatraman does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri. G. Venkatraman is a director whose period of office is liable to determination by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri. G. Venkatraman being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five (5) consecutive years for a term upto 31st March 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 100,000/- proposing the candidature of Shri. G. Venkatraman for the office of Director.

The Company has received from Shri. G.Venkatraman (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR -8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri.G.Venkatraman as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Shri. G.Venkatraman, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A brief resume of Shri. G.Venkatraman, nature of his expertise in specific functional areas and the names of the companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter for appointment of Shri. G.Venkatraman as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri. G.Venkatraman as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. G.Venkatraman as an Independent Director, for approval by the shareholders of the Company.

Except Shri. G.Venkatraman, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

Item No.11

Shri. Khairil Anuar Abdullah is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November 2005.

Shri. Khairil Anuar Abdullah does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Shri. Khairil Anuar Abdullah is a director whose period of office is liable to determination by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri. Khairil Anuar Abdullah being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five (5) consecutive years for a term upto 31st March 2019.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 100,000/- proposing the candidature of Shri. Khairil Anuar Abdullah for the office of Director.

The Company has received from Shri. Khairil Anuar Abdullah (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR -8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri.Khairil Anuar Abdullah as an Independent Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Shri. Khairil Anuar Abdullah, the Independent Director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A brief resume of Shri. Khairil Anuar Abdullah, nature of his expertise in specific functional areas and the names of the companies in which he holds directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter of appointment of Shri. Khairil Anuar Abdullah as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Shri. Khairil Anuar Abdullah as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. Khairil Anuar Abdullah as an Independent Director, for approval by the shareholders of the Company.

Except Shri. Khairil Anuar Abdullah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice.

Item No.12

Shri. Sanjay Nayar was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 10th February 2014.

Shri. Sanjay Nayar does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 Shri. Sanjay Nayar will hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 100,000/- proposing the candidature of Shri. Sanjay Nayar for the office of Director.

The Company has received from Shri. Sanjay Nayar (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies Act (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of the members for the appointment of Shri. Sanjay Nayar as an Independent Director of the Company upto 31st March 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Shri. Sanjay Nayar fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A brief resume of Shri. Sanjay Nayar, nature of his expertise in specific functional areas and the names of the companies in which he hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter of appointment of Shri. Sanjay Nayar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board is of the view that given his rich and varied experience, his association with the Company would be of immense benefit and it is desirable to continue to avail the services of Shri. Sanjay Nayar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Shri. Sanjay Nayar as an Independent Director, for approval by the shareholders of the Company.

Except Shri. Sanjay Nayar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice.

Item No.13

Shri. Vinayak Chatterjee was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 2nd July 2014.

Shri. Vinayak Chatterjee is a Member of the Investment Committee of the Board of Directors of the Company.

Shri. Vinayak Chatterjee does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 Shri. Vinayak Chatterjee will hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹ 100,000/- proposing the candidature of Shri. Vinayak Chatterjee for the office of Director.

The Company has received from Shri. Vinayak Chatterjee (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies Act (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Shri. Vinayak Chatterjee as an Independent Director of the Company upto 31st March 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Shri. Vinayak Chatterjee fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

A brief resume of Shri. Vinayak Chatterjee, nature of his expertise in specific functional areas and names of the companies in which he hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter of appointment of Shri. Vinayak Chatterjee as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board is of the view that given his rich and varied experience, his association with the Company would be of immense benefit and it is desirable to continue to avail the services of Shri. Vinayak Chatterjee as an Independent Director. Accordingly, the Board recommends the resolution in relation to the appointment of Shri. Vinayak Chatterjee as an Independent Director, for the approval by the shareholders of the Company.

Except Shri. Vinayak Chatterjee, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice.

Item No. 14

The members of the Company at the 28th Annual General Meeting held on 26th August 2009 approved by way of a Special Resolution under Section 309 of the Companies Act, 1956, the payment of remuneration by way of commission to the Non-Executive and Independent Directors of the Company, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act 1956, for a period of five years commencing from 1st April 2009.

In view of Sections 149, 197 and any other relevant provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement coming into effect from 1st October, 2014 and taking into account the roles and responsibilities of the directors, it is proposed that the Non Executive and Independent Directors other than the Managing Director and the Whole-time Directors be paid for each of the five financial years of the Company commencing from 1st April 2014, a remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013. This remuneration will be distributed amongst all Non Executive and Independent Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013.

This remuneration shall be in addition to the fee payable to the Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, and reimbursement of expenses for participation in the Board and other meetings.

Accordingly, approval of the Shareholders is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement being effective from 1st October 2014, for payment of remuneration by way of commission to the Directors of the Company other than the Managing Director and Whole-time Directors, for a period of five years commencing from 1st April 2014 as set out in the Resolution at Item No.14 of the Notice.

The Board recommends the special resolution set out under Item No.14 of the Notice for approval by the shareholders.

The Managing Director, Whole-time Directors and Key Managerial Personnel of the Company and their relatives are not concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice. Directors other than the Managing Director and the Whole-time Directors of the Company may be deemed to be concerned or interested in the resolution set out at Item No. 14 of the Notice to the extent of the remuneration that may be received by them.

Item No. 15, 16, 17 & 18:-

The Company has gone in for a major re-organisation of its top leadership with the twin objectives of accelerating growth and furthering its strategic goals. This strategic re-alignment will enable the Company to focus on growth opportunities in hospitals, pharmacies and clinics while furthering its clinical leadership and service excellence. The Company aims to deepen the focus in each of these verticals as well as drive synergies between them using technology and an ecosystem focused on wellness, innovation and productivity.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 2nd July 2014 approved the expanded roles and responsibilities of the following Executive Directors along with new designations.

Smt. Preetha Reddy

Smt. Preetha Reddy was re-appointed as the Managing Director of the Company by the Members through an Ordinary Resolution at the 30th Annual General Meeting held on 22nd July 2011 for a period of 5 years from 3rd February 2011 to 2nd February 2016.

Smt.Preetha Reddy will work closely with the organization's 8000 clinicians, industry bodies, State and Central Governments to advance policy matters on important healthcare issues and also in reviewing global medical advancements, in introducing contemporary protocols to further enhance clinical outcomes. Considering the immense potential in international business, Smt. Preetha Reddy will directly lead this portfolio and drive Apollo's aspiration of becoming the global healthcare destination. She will also steer the Enterprise Risk Management portfolio for the Company.

Keeping in view the new roles and responsibilities, Smt.Preetha Reddy has been re-designated as Executive Vice-Chairperson of the Company with effect from 2nd July 2014 for the remaining period of her tenure upto 2nd February 2016.

The terms and conditions of her appointment including remuneration as approved by the Members at the 30th Annual General Meeting remain the same.

Starting from the financial year ended 31st March 2013, the Committee re-aligned the compensation structure of all the Executive Directors which comprises of base salary and performance based variable annual incentive. Based on the achievement of the assigned Key Performance Indicators, the Committee has determined that Smt.Preetha Reddy is entitled for a remuneration of ₹ 51.11 million which comprises of base salary and performance based variable annual incentive, for the year ended 31st March, 2014, (₹ 52.50 million for the year ended 31st March 2013) which is well below the maximum amount payable to each Whole Time Director, under Schedule V of the Companies Act, 2013.

Though members consent is not required for the above re-designation, however as a good corporate governance practice, the Board recommends the resolution set out under Item No.15 of the notice for approval of the shareholders.

Smt. Preetha Reddy may be deemed to be concerned or interested, financially or otherwise, to the extent of her shareholding in respect of her re-designation as Executive Vice-Chairperson. Dr. Prathap C Reddy, Executive Chairman, Smt. Suneeta Reddy, Managing Director, Smt.Shobana Kamineni, Executive Vice-Chairperson and Smt. Sangita Reddy, Joint Managing Director, being the relatives of Smt. Preetha Reddy, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the resolution set out at Item No. 15 of the Notice.

Save and except the above, none of the other 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 at Item No. 15 of the Notice.

Smt. Suneeta Reddy

Smt. Suneeta Reddy, Joint Managing Director was re-appointed by the Members through an Ordinary Resolution at the 30th Annual General Meeting held on 22nd July 2011 for a period of 5 years from 3rd February 2011 to 2nd February 2016.

Smt. Suneeta Reddy will lead initiatives related to corporate strategy, corporate finance, funding and investments and will leverage M & As to achieve accelerated pace of growth and optimize profitability. She will directly steer the hospital vertical and will also handle Brand and Marketing.

Keeping in view the above additional responsibilities, Smt. Suneeta Reddy has been re-designated as Managing Director of the Company of the Company with effect from 2nd July 2014 for the remaining period of her tenure upto 2nd February 2016.

The terms and conditions of her appointment including remuneration as approved by the members at the 30th Annual General Meeting remains the same.

Based on the achievement of the assigned Key Performance Indicators, the Committee has determined that Smt. Suneeta Reddy is entitled for a remuneration of ₹ 51.84 million which comprises of base salary and performance based variable annual incentive, for the year ended 31st March, 2014, (₹ 52.50 million for the year ended 31st March 2013) which is well below the maximum amount payable to each Whole Time Director, under Schedule V of the Companies Act, 2013.

Though members consent is not required for the above re-designation, however as a good corporate governance practice, the Board recommends the resolution set out in Item No.16 of the notice for approval of the shareholders.

Smt. Suneeta Reddy may be deemed to be concerned or interested, financially or otherwise, to the extent of her shareholding in respect of her re-designation as Managing Director. Dr.Prathap C Reddy, Executive Chairman, Smt. Preetha Reddy, Executive Vice Chairperson, Smt.Shobana Kamineni, Executive Vice-Chairperson and Smt. Sangita Reddy, Joint Managing Director, being the relatives of Smt. Suneeta Reddy, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the resolution set out at Item No. 16 of the Notice.

Save and except the above, none of the other 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 at Item No. 16 of the Notice.

Smt. Shobana Kamineni

Smt. Shobana Kamineni was appointed as Executive Director – Special Initiatives of the Company by the Members for a period of 5 years from 1st February 2010 to 31st January 2015.

She will continue to spearhead Apollo Pharmacy related initiatives and will also oversee the planning, design and execution of new projects and will lead the Apollo Global Projects Consultancy Division.

Keeping in view the additional responsibilities, Smt. Shobana Kamineni has been re-designated as Executive Vice-Chairperson of the Company with effect from 2nd July 2014 for the remaining period of her tenure upto 31st January 2015. The terms and conditions of her appointment including remuneration as approved earlier by the members at the 29th Annual General Meeting remain the same for the remaining part of her tenure .

Based on the achievement of the assigned Key Performance Indicators, the Committee has determined that Smt. Shobana Kamineni is entitled for a remuneration of ₹ 51.11 million for the year ended 31st March, 2014, (₹ 52.50 million for the year ended 31st March 2013) which is well below the maximum amount payable to each Whole Time Director, under Schedule V of the Companies Act, 2013.

The current term of office of Smt. Shobana Kamineni as Executive Director – Special Initiatives is due for renewal on 1st February 2015. Considering the valuable contributions made by her during her tenure, the Board of Directors at its meeting held on 2nd July 2014 also approved the re-appointment of Smt. Shobana Kamineni as Executive Vice-Chairperson for a further period of 5 years with effect from 1st February 2015 on the remuneration terms recommended by the Nomination & Remuneration Committee subject to approval of the members at the ensuing Annual General Meeting.

The Committee recommended that Smt. Shobana Kamineni be re-appointed for a further term of five years with effect from 1st February 2015 as Executive Vice-Chairperson provided that the remuneration payable to her for the renewed term 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 including any amendments thereto, during the tenure of her appointment.

Smt. Shobana Kamineni is also Executive Director of Apollo Munich Health Insurance Company Limited and is drawing a remuneration of ₹ 5.37 million per annum, as per Section II of Part II to the Schedule V of the Companies Act, 2013.

The Board recommends the resolution set out in Item No.17 of the notice for approval of the Shareholders.

Smt. Shobana Kamineni may be deemed to be concerned or interested, financially or otherwise, to the extent of her shareholding in respect of her re-designation as Executive Vice Chairperson. Dr.Prathap C Reddy, Executive Chairman, Smt. Preetha Reddy, Executive Vice Chairperson, Smt.Suneeta Reddy, Managing Director and Smt. Sangita Reddy, Joint Managing Director, being the relatives of Smt. Shobana Kamineni, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the resolution set out at Item No. 17 of the Notice.

Save and except the above, none of the other 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 at Item No. 17 of the Notice.

Smt. Sangita Reddy

Smt. Sangita Reddy was re-appointed as Executive Director – Operations of the Company by the Members through an Ordinary Resolution at the 30th Annual General Meeting held on 22nd July 2011 for a period of 5 years from 3rd February 2011 to 2nd February 2016.

Smt. Sangita Reddy will assume greater responsibilities which will include creating an IT enabled patient centric operation across Apollo Hospitals. She will continue to steer Apollo's thrust on research, innovation and healthcare initiatives. In growing the group's retail healthcare foray, Sangita will also spearhead Retail Health, including running Clinics, Cradles and other retail service formats. She will also lead the Human Resources and IT functions across all divisions of the Group.

Keeping in view the additional responsibilities, Smt. Sangita Reddy has been re-designated as Joint Managing Director of the Company with effect from 2nd July 2014 for the remaining period of her tenure upto 2nd February 2016.

The terms and conditions of her appointment including remuneration as approved by the members at the 30th Annual General Meeting remains the same.

Based on the achievement of assigned Key Performance Indicators, the Committee has determined that Smt. Sangita Reddy is entitled for a remuneration of ₹ 51.03 million which comprises of base salary and performance based variable annual incentive, for the year ended 31st March, 2014, (₹ 52.50 million for the year ended 31st March 2013) which is well below the maximum amount payable to each Whole-time Director, under Schedule V of the Companies Act, 2013.

The Board recommends the resolution set out under Item No.18 of the notice for approval of the Shareholders.

Smt. Sangita Reddy may be deemed to be concerned or interested, financially or otherwise, to the extent of her shareholding in respect of her re-designation as Joint Managing Director. Dr.Prathap C Reddy, Executive Chairman, Smt. Preetha Reddy, Executive Vice Chairperson, Smt.Suneeta Reddy, Managing Director and Smt. Shobana Kamineni, Executive Vice Chairperson, being the relatives of Smt. Sangita Reddy, to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the resolution set out at Item No. 18 of the Notice.

Save and except the above, none of the other 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 at Item No. 18 of the Notice.

Item No. 19

The Members at the Annual General Meeting held on 15th December 1986 approved the proposal to maintain the Register of Members, Register of Debentures, Index of Members/ Debenture Holders and copies of annual returns at the hospital complex situated at No.21, Greams Lane, Off. Greams Road, Chennai – 600 006, a place other than the registered office of the Company.

In the interest of operational and administrative convenience, it is proposed to maintain the Register of Members, Register of Debenture Holders, Index of Members/ Debenture Holders and copies of annual returns and other statutory registers at the Company's administrative office situated at Ali Towers, III Floor, No. 55 Greams Road, Chennai – 600 006, a place other than its registered office.

Approval of the Shareholders is required under Section 94 of the Companies Act, 2013 for effecting the change in the place at which the Register and Index of Members etc are to be kept.

The Board recommends the special resolution set out under Item No.19 of the Notice for approval by the shareholders.

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. 19 of the Notice.

Item No. 20

The members of the Company at the Extraordinary General Meeting held on 12th June 2006 approved by way of an Ordinary Resolution under Section 293(1)(d) of the erstwhile Companies Act, 1956 borrowings over and above the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time do not exceed in the aggregate, a sum of ₹ 20,000 million (Rupees Twenty Thousand million only).

The total borrowings from banks and other financial institutions including unsecured loans were ₹ 10,211 million as on 31st March 2014. Keeping in view the expansion plans and the consequent need for availing financial assistance for funding the same, it is proposed to increase the borrowing limits of the Company up to a maximum amount of ₹ 25,000 million (Rupees Twenty Five Thousand million only).

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow monies in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

It is, therefore, necessary for the members to pass a Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 20 of the Notice, to enable the Board of Directors to borrow monies in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow monies upto a sum of ₹ 25,000 million (Rupees Twenty Five Thousand million only).

The Board recommends the special resolution set out under Item No.20 of the Notice for approval by the shareholders.

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. 20 of the Notice.

Item No. 21

The Company proposes to avail financial assistance from various banks, financial institutions, export credit agencies or multilateral financial institutions, (hereinafter referred to as the "Lenders") to finance the expansion of hospital projects. In order to secure the loan amount sanctioned by the Lenders, it will be necessary to mortgage/ hypothecate and/or create charge on all the immovable and movable properties of the Company in their favour for availing the financial assistance from them.

Approval of members is being sought under the provisions of Section 180(1)(a) of the Companies Act, 2013, to mortgage the whole or substantially the whole of the undertaking for obtaining loans or other financial assistance for an aggregate sum not exceeding ₹ 25,000 million (Rupees Twenty Five Thousand million only).

The Board recommends the special resolution set out as Item No.21 of the Notice for approval by the shareholders.

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. 21 of the Notice.

Item No. 22

The Company had been accepting deposits in a limited way from its shareholders, and other sections of the public as permissible under the provisions of the Companies Act, 1956 read with the corresponding Companies (Acceptance of Deposits) Rules, 1975, earlier in force.

However, with the commencement of the Companies Act, 2013 ("the Act"), deposits are now governed by the provisions of Sections 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules 2014 and approval of shareholders is therefore required for inviting/accepting/renewing deposits. Under Rule 3(4) of the Companies (Acceptance of Deposits) Rules, 2014, an eligible Company shall accept or renew deposits (a) from its members of a sum not exceeding 10% of the aggregate of the paid up share capital and free reserves of the Company (b) from the public, a sum not exceeding 25% of the aggregate of the paid up share capital and free reserves of the Company.

The Company upon obtaining approval of the shareholders will proceed to comply with the requirements stipulated under Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 before inviting/accepting/renewing deposits.

The Board recommends the special resolution set out under Item No.22 of the Notice for approval by the shareholders.

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 at Item No. 22 of the Notice.

Item No. 23

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 Company proposes to offer or invite subscription for secured/unsecured redeemable non convertible debentures in one or more series/tranches on private placement basis, upto a sum not exceeding in the aggregate ₹ 5,000 million (Rupees Five Thousand Million Only).

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed inter alia under Section 42 of 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 previous 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.

In pursuance of the circular No. 1/21/2013-CL-V dated 30th June 2014 issued by the Ministry of Corporate Affairs, it has been clarified that such Shareholders consent may be obtained within six months from the date of commencement of the rules i.e., on or before 30th September 2014, for approving the issuance of secured/unsecured non convertible debentures that may have already been made during the current financial year, prior to the date of the Annual General Meeting .

The Company may offer or invite for subscription the issuance of Secured/Unsecured Redeemable Non Convertible Debentures in one or more tranches on a private placement basis during the intervening period (from 2nd July 2014 to 24th August 2014) i.e., on or before the date of the Annual General Meeting.

Accordingly, consent of the shareholders is sought for, by passing a Special Resolution as set out at Item No. 23 of the Notice. This would enable the Board of Directors of the Company to offer or invite subscription of Secured/Unsecured non-convertible debentures as well ensure ratification for the issuance of Secured/Unsecured Redeemable Non Convertible Debentures already completed, upto an aggregate sum of ₹ 5,000 million (Rupees Five Thousand Million Only), from time to time, for a period of one year from the date of conclusion of this Annual General Meeting.

The consent from the shareholders for the special resolution set out as Item No. 23 of the Notice may be deemed as the consent for the subscription of Secured/Unsecured Redeemable Non Convertible Debentures, if any, made by the Company for the period till the date of the Annual General Meeting.

The Board recommends the special resolution set out as Item No.23 of the Notice for approval by the shareholders.

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. 23 of the Notice.

Item No. 24

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. Raman & Associates, Cost Accountants, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March 2015 on a remuneration of ₹ 1.5 million plus service tax as applicable.

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 Auditors has to be ratified by the shareholders of the company.

Accordingly, consent of the Shareholders is sought for passing an ordinary resolution as set out at Item No.24 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31st March 2015.

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.

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

S.M. Krishnan
Sr. General Manager - Finance &
Company Secretary

Place : Chennai
Date : 2nd July 2014

Details of Directors seeking appointment/re-appointment in the Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	Smt. Sangita Reddy	Smt. Shobana Kamineni	Shri. N. Vaghul	Shri. Deepak Vaidya	Shri. Rafeeqe Ahamed
Date of Birth	8th July 1962	27th November 1960	4th August 1936	9th January 1945	17th September 1947
Date of Appointment on the Board	31st July 2000	1st February 2010	29th November 2000	31st July 2000	29th December 1979
Relationship with other Directors	Daughter of Dr.Prathap C Reddy, Executive Chairman, Sister of Smt. Preetha Reddy, Executive Vice Chairperson, Smt.Suneeta Reddy, Managing Director and Smt. Shobana Kamineni, Executive Vice Chairperson	Daughter of Dr.Prathap C Reddy, Executive Chairman, Sister of Smt. Preetha Reddy, Executive Vice Chairperson, Smt.Suneeta Reddy, Managing Director and Smt.Sangita Reddy, Joint Managing Director	None	None	None
Expertise in Specific Functional areas	Hospital Management, IT, Operations Research, Insurance.	Leading startups, strategy, comprehensive knowledge of the healthcare universe.	Specialization in Finance	Business Management and Financial consultancy services	1). Leather Manufacturing and Exports. 2).Leather Footwear manufacturing and Exports 3). Footwear designing and Training.
Qualification	Bachelor of Science degree from Womens Christian College, Chennai	BA [Econ], Accelerated Hospital Management, Columbia University.	B.Com (Hons.) from University of Madras	Fellow Member of Institute of Chartered Accountants (England & Wales)	Graduate from Madras University
	Graduate Courses in Operations Research- Rutgers University, New Jersey			Bachelor's degree in Commerce from Bombay University	
	Diploma in Hospital Management conducted by Harvard University, USA & NSU, Singapore				
Board Membership of other companies as on March 31, 2014	Public Limited Companies	Public Limited Companies	Public Limited Companies	Public Limited Companies	Public Limited Companies
	1. Apollo Clinical Excellence Solutions Limited, Director	1. Apollo Munich Health Insurance Co. Limited, Wholtime Director	1. Mahindra World City Developers Limited, Chairman	1. Strides Arcolab Limited, Chairman	Nil
	2. Apollo Health and Lifestyle Limited, Director	2. Apollo Energy Company Limited, Director	2. Mahindra & Mahindra Limited, Director	2. Apollo Gleneagles Hospital Limited, Director	Private Limited Companies

Name of the Director	Smt. Sangita Reddy	Smt. Shobana Kamineni	Shri. N. Vaghul	Shri. Deepak Vaidya	Shri. Rafeeqe Ahamed
	3. Apollo Home Healthcare Limited, Director	3. Apollo Health Resources Limited, Director	3. Wipro Limited, Director	3. Infraprastha Medical corporation Limited, Director	1. Farida Holdings Private Limited, Director
	4. Apollo Med Skills Limited, Director	4. Apollo Home Health Care Limited, Director	4. Piramal Enterprises Limited, Director	Private Limited Companies	2. Farida Shoes Private Limited, Director
	5. Apollo Mumbai Hospital Limited, Director	5. Apollo Lavasa Health Corporation Limited, Director	Private Limited Companies	1. Suntec Business Solutions Private Limited, Director	3. Kenmore Shoes Private Limited, Director
	6. Apollo Reach Hospitals Enterprises Limited, Director	6. Apollo Mumbai Hospital Limited, Director	1. PHL Capital Pvt Limited, Director	2. PPN Power Generating Co Pvt Limited, Director	4. India Shoes Exports Private Limited, Director
	7. Family Health Plan (TPA) Limited, Director	7. Apollo Sindoori Hotels Limited, Director	2. PHL Finance Pvt Limited, Director	3. UTI Capital Pvt Limited, Director	5. Farida Classic Shoes Private Limited, Director
	8. Health Net Global Limited, Director	8. Indraprastha Medical Corporation Limited, Director	3. Hemogenomics Pvt Limited, Director		6. Delta Shoes Private Limited, Director
	9. Imperial Hospitals and Research Centre Limited, Director	9. Lifetime Wellness Rx International Limited, Director	4. Universal Trustees Pvt Limited, Director		7. Farida Prime Tannery Private Limited, Director
	10. Kurnool Hospital Enterprises Limited, Director	10. PCR Investments Limited, Director	5. IKP Trusteeship Services Limited, Director		8. Arcot Soles Private Limited, Director
	11. PCR Investments Limited, Director	Companies Registered under Section 8	Companies Registered under Section 8		9. Jafra Insoles India Private Limited, Director
	12. Samudra Healthcare Enterprises Limited, Director	1. Confederation of Women Entrepreneurs, Director	1. IKP Knowledge Park, Chairman		10. Aston Shoes Private Limited, Director
	13. Strides Arcolab Limited, Director	Private Limited Companies	2. Pratham Education Foundation, Director		11. Madison Exports Private Limited, Director
	14. Apollo Educational Infrastructure Service Limited, Director	1. Kei Energy Private Limited, Director	3. IKP Centre for Technologies in Public Health, Director		
	Private Limited Companies	2. Kamineni Builders Private Limited, Director	4. IKP Centre for Advancement in Agricultural Practice, Director		
	1. Apollo Gleneagles PET-CT (P) Limited, Director	3. Kei Rajamahendri Resorts Private Limited, Director	5. Kaivalya Education Foundation, Director		
	2. Health Super Hiway Private Limited, Director	4. Kei Vita Private Limited, Director	6. Institute for Policy Research Studies, Director		
	3. Elixir Communities Private Limited, Director	5. Kei Med Private Limited, Director	7. GIVE Foundation, Director		
	4. Apollo Tele Health Services (P) Limited, Director	6. Kei-Rsos Petroleum and Energy Private Limited, Director	8. Azim Premji Foundation, Director		
	5. AMG Healthcare Destination Private Limited, Director	7. Kei-Rsos Shipping Private Limited, Director	Foreign Companies		
	6. Apollo Cosmetics Surgical Centre (P) Limited, Director	8. LNG Bharat Private Limited, Director	Arcelor Mittal Luxembourg, Director		

Name of the Director	Smt. Sangita Reddy	Smt. Shobana Kamineni	Shri. N. Vaghul	Shri. Deepak Vaidya	Shri. Rafeeqe Ahamed
	Companies registered under Section 8	9. Matrix Agro Private Limited, Director			
	Apollo Telemedicine Networking Foundation,	10. Peninsular Tankers Private Limited, Director			
	Confederation of Women Entrepreneurs	11. TRAC Eco and Safari Park Private Limited, Director			
		12. TRAC India Private Limited, Director			
		Foreign Companies			
		1. Apollo Hospital (UK) Limited, Director			
		2. British American Hospitals Enterprise Limited, Director			
Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2014					
	Nil	Nil	Nomination & Remuneration Committee - Member	Audit Committee - Chairman	Nomination & Remuneration Committee - Member
			Investment Committee - Chairman	Nomination & Remuneration Committee - Member	Share Transfer Committee - Member
				Investment Committee Member	
Chairman/Member of the Committee of Directors of other Companies in which he is a director as on March 31, 2014					
Audit Committee	Nil	Member 1. Apollo Munich Health Insurance Co. Limited	Chairman 1. Wipro Limited 2. Piramal Enterprises Limited 3. PHL Capital Pvt Limited 4. PHL Finance Pvt Limited	Chairman 1. Apollo Gleneagles Hospital Limited Member 1. Suntec Business Solutions Pvt Ltd 2. Strides Arcolab Limited	Nil
Shareholders Grievance Committee	Nil	Nil	Nil	Chairman 1. Strides Arcolab Limited	Nil
Remuneration Committee	Nil	Chairperson 1. Apollo Munich Health Insurance Co. Limited	Chairman 1. Mahindra & Mahindra Limited 2. Piramal Enterprises Limited Member 1. Wipro Limited 2. Mahindra World City Developers Limited	Member 1. Strides Arcolab Limited	Nil
Shareholding in the Company (as on 31/03/2014)	24,32,508	21,89,952	Nil	Nil	55,900

Name of the Director	Shri. Rajkumar Menon	Shri. Habibullah Badsha	Shri. G.Venkatraman	Shri. Khairil Anuar Abdullah	Shri. Sanjay Nayar	Shri Vinayak Chatterjee
Date of Birth	30th July 1944	8th March 1933	4th November 1944	29th January 1951	13th October 1960	30th August 1959
Date of Appointment on the Board	5th December 1979	30th January 2009	12th December 2005	25th November 2005	10th February 2014	2nd July 2014
Relationship with other Directors	None	None	None	None	None	None
Expertise in Specific Functional areas	Business Management	Law Senior Counsel Former Advocate General, Former Public Prosecutor, Former Central Govt. Standing Counsel Former Central Govt. Public Prosecutor	Specialization in Banking. While serving in banks has handled all types of industrial projects including hospital project/ enterprises	Governance, Strategic Planning, Finance, Information Technology	Finance	Infrastructure development
Qualification	Graduated from St. Nicholas College, Somerset, England	Masters Degree in Islamic History	Graduated from University of Bombay in Economics Post Graduate in Law from University of Bombay	Masters degree in Business Administration from Harvard Business School, USA	B.Sc (Hons) from Delhi College of Engineering	Economics (Hons.) from St. Stephen's College, Delhi University
		Graduated in Law from Madras University	Completed Certificated Associateship of the Indian Institute of Bankers (CAIIB)		IIM-A PGDM Finance	MBA from Indian Institute of Management Ahmedabad
Board Membership of other companies as on March 31, 2014	Public Limited Companies	Public Limited Companies	Public Limited Companies	Public Limited Companies	Public Limited Companies	Public Limited Companies
	Nil	1. Maschmeijer Aromatics India Limited, Chairman	1. Apollo Sindoori Hotels Limited, Director	Nil	1. Dalmia Cement (Bharat) Limited, Director	1. Avantha Power & Infrastructure Limited Director
			2. Prime Finvest and Leasing Limited, Director	Foreign Companies	2. Magma Fincorp Limited, Director	2. SRF Limited, Director
			3. SICOM Investments and Finance Limited, Director	1. SLM Properties Sdn Bhd, Director	3. Avantha Power & Infrastructure Limited, Director	3. KEC International Limited, Director
			4. Precision Containers Limited, Director	2. Accelteam Sdn Bhd, Director	4. Bharti Infratel Limited, Director	Private Limited Companies

Name of the Director	Shri. Rajkumar Menon	Shri. Habibullah Badsha	Shri. G.Venkatraman	Shri. Khairil Anuar Abdullah	Shri. Sanjay Nayar	Shri Vinayak Chatterjee
			5. Yashraj Containers Limited, Director	3. Pantai Holdings Berhad, Director	5. Grameen Capital India Limited, Director	1. Feedback Infrastructure Pvt Ltd, Chairman
			6. VAS Infrastructure Limited (CN), Director	4. Parkway Pantai Limited, Director	6. Amalgamated Bean Coffee Trading Company Limited, Director	2. Feedback Brissa Highways, OMT Private Limited, Chairman
			Private Limited Companies	5. Valuecap Sdn Bhd, Director	Private Limited Companies	Foreign Companies
			1. PPN Power Generating Company Private Limited, Director	6. Symphony House Berhad, Director	1. Valleyview Probuild Private Limited, Director	1. Feedback Infrastructure Service - Loed Nepal Limited, Director
				7. IMU Health Sdn Bhd, Director	2. KKR India Advisors Private Limited, Director	2. PT Feed back Infra, Indonesia, President
				8. IMU Education Sdn Bhd, Director	3. KKR India Financial Services Private Limited, Director	Member of Advisory Board of JCB India Limited and Power Independent company within Larsen & Toubro Ltd.
					4. Heritage View Developers Private Limited, Director	3. Feedback Power Operations & Management Services Pvt. Ltd, Chairman
					5. ATC Tires Private Limited, Director	4. Feedback Energy Distribution company Private Limited, Chairman
					6. Grameen Capital Investment Advisors Private Limited, Director	5. Mission Holdings Private Limited, Chairman
					7. Sea View Probuild Private Limited, Director	6. Lafarge India Private limited, Director.
					8. Coffee Day Resorts Private Limited, Director	
					Companies registered under Section 8	

Name of the Director	Shri. Rajkumar Menon	Shri. Habibullah Badsha	Shri. G.Venkatraman	Shri. Khairil Anuar Abdullah	Shri. Sanjay Nayar	Shri Vinayak Chatterjee
					1. Pratham Education Foundation	
					2. Indian School of Business	
					3. Pratham Institute for Literacy Education and Vocational Training	
Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2014						
	Audit Committee - Member		Audit Committee - Member			
	Stakeholders Relationship Committee- Chairman		Nomination & Remuneration Committee - Member			
Chairman/Member of the Committee of Directors of other Companies in which he is a director as on March 31, 2014						
Audit Committee	NIL	NIL	Chairman 1. PPN Power Generating Co Pvt Limited 2. Apollo Sindoori Hotels Limited 3. SICOM Investments and Finance Limited 4. Yashraj Containeurs Limited 5. Precision Containeurs Limited 6. Vas Infrastructure Limited	NIL	Chairman 1. KKR India Financial Services Private Limited Member 1. Bharti Infratel Limited 2. Avantha Power & Infrastructure Limited 3. Dalmia Cement (Bharat) Limited	Chairman 1. SRF Limited 2. Avantha Power and Infrastructure Limited Member 1. Latarge India Private Limited
Stakeholders kelahonsing Committee	NIL	NIL	NIL	NIL	Chairman 1. Avantha Power & Infrastructure Limited	Member 1. SRF Limited
Remuneration Committee	NIL	NIL	NIL	NIL	Chairman 1. KKR India Financial Services Private Limited Member 1. Dalmia Cement (Bharat) Limited	Chairman 1. SRF Limited 2. Avantha Power and Infrastructure Limited
Shareholding in the Company (as on 31/03/2014)	Nil	10,806	Nil	Nil	Nil	Nil