



# APOLLO HOSPITALS ENTERPRISE LIMITED

[CIN : L85110TN1979PLC008035]

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

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

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## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the **Thirty Seventh Annual General Meeting** of the Company will be held on Thursday, the 27th day of September 2018 at 10.15 a.m. at The Music Academy, No. 168, TTK 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 standalone financial statements of the Company for the year ended March 31, 2018, the Reports of the Board of Directors and Auditors thereon, and
- (ii) the audited consolidated financial statements of the Company for the year ended March 31, 2018, together with the Report of the Auditors thereon.

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

- (i) **"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- (ii) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

#### Item No. 2: Declaration of Dividend

To declare a dividend on the equity shares of the Company for the financial year ended March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a dividend at the rate of ₹5/- (Five rupees only) per equity share of face value of ₹5/- (Five rupees) each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2018."

#### Item No. 3: Appointment of Director

To appoint a Director in place of Smt. Preetha Reddy (DIN 00001871), who retires by rotation and, being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Preetha Reddy (DIN 00001871), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

## Special Business

### Item No. 4: Revision in the borrowing limits of the Company upto a sum of ₹38,500 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 special resolution passed at the Annual General Meeting held on August 12, 2016 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 share capital of the Company, free reserves and securities premium, 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 ₹38,500 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. 5: Mortgaging the assets of the Company in favour of Financial Institutions, Banks and other lenders for securing their loans upto a sum of ₹38,500 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 special resolution passed at the Annual General Meeting held on August 12, 2016 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 all the immovable and movable properties of the Company where so ever 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 Creditors 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 ₹38,500 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, 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. 6: Offer or Invitation to subscribe to Non-Convertible Debentures on a private placement basis

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

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

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and 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. 7: To ratify the remuneration of the Cost Auditor for the financial year ending March 31, 2019

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. 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 March 31, 2019, be paid a remuneration of ₹1.50 million, plus applicable taxes, excluding out of pocket expenses."

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

By Order of the Board

For APOLLO HOSPITALS ENTERPRISE LIMITED

S.M. Krishnan

Vice President – Finance &  
Company Secretary

Place : Chennai

Date : May 30, 2018

## Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the Special Business as set out above is annexed hereto.
2. **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.**
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days notice in writing is given to the Company.
5. Members/Proxies/Authorized Representatives should bring the duly filled in attendance slip enclosed herewith to attend the meeting.
6. In terms of the provisions of Section 152 of the Act, Smt. Preetha Reddy, Director retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend her re-appointment.
7. Smt. Preetha Reddy is interested in the Ordinary Resolution set out at Item No.3 of the Notice with regard to her re-appointment. Dr. Prathap C Reddy, Smt. Suneeta Reddy, Smt. Shobana Kamineni and Smt. Sangita Reddy, Executive Directors, being related to Smt. Preetha Reddy may be deemed to be interested in the resolution set out at Item No.3 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.
8. The requirement to place the matter relating to appointment of the Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of the Auditors, who were appointed in the Annual General Meeting held on September 20, 2017.
9. The Register of Members and Share Transfer Books will remain closed from **Saturday, September 15, 2018 to Thursday, September 27, 2018 (both days inclusive)** for the purpose of payment of dividend for the financial year ended March 31, 2018 and the Annual General Meeting [AGM].
10. 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 October 4, 2018 to those members whose names appear:

- (i) As members on the Register of Members of the Company as on September 27, 2018 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 September 14, 2018.
- (ii) As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on September 14, 2018.
11. Members desiring any information as regards the financials are requested to write to the Company at least seven days before the meeting so as to enable the management to keep the information available.
12. Pursuant to the provisions of Section 124 of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.  
The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend declared for the years ended March 31, 2010 and March 31, 2011 to the IEPF.  
The Company has been sending reminders to those members having unpaid/ unclaimed dividends before transfer of such dividend(s) to the IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website [www.apollohospitals.com](http://www.apollohospitals.com).
13. Pursuant to the provisions of the IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account.  
Accordingly, the Company had transferred 368,458 equity shares of face value of ₹5 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfers i.e., October 31, 2017 after following the prescribed procedure.
14. Any person whose unclaimed dividend and shares pertaining thereto, has been transferred to the IEPF Authority can claim their due amount from the said Authority by making an electronic application in e-form IEPF-5. Upon submitting the duly completed form, shareholders are required to take a print of the same and send a physical copy duly signed along with requisite documents as specified in the form to the attention of the Company Secretary, Secretarial Department, Ali Towers, III Floor, No. 55 Greams Road, Chennai - 600 006. The e-form can be downloaded from the website of the Ministry of Corporate Affairs at [www.iefp.gov.in](http://www.iefp.gov.in).
15. Members who have not encashed the dividend for the financial year 2011-2012 and for the subsequent financial years, are requested to claim it from the Company at the Secretarial Department, Ali Towers, III Floor, No.55 Greams Road, Chennai – 600 006. In case valid claims are not received before the respective due dates, the Company will proceed to transfer the dividends and the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published a notice in the newspapers as per the IEPF Rules.

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

Financial Year Ended	Date of Declaration of Dividend	Due date for transferring Unclaimed Dividend to IEPF
31-03-2012	09-08-2012	14-09-2019
31-03-2013	07-08-2013	12-09-2020
31-03-2014	25-08-2014	30-09-2021
31-03-2015	11-08-2015	16-09-2022
31-03-2016	15-03-2016	20-04-2023
31-03-2017	20-09-2017	25-10-2024

16. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form from December 4, 2018 as per their recent notification. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
17. Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, Kences Towers, II Floor, No. 1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017.
  - a) Bank Mandate with full particulars for remittance of dividend directly into their bank accounts.
  - b) Changes, if any, in their address at an early date.
  - c) Application for consolidation of folios, if shareholdings are under multiple folios.
  - d) Despatch of share certificates for consolidation.
  - e) Request for nomination forms for making nominations as per the provisions of the Companies Act.

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.
18. Members are encouraged to utilise the Electronic Clearing System (ECS) facility for receiving dividends.
19. Members are requested to quote ledger folio numbers in all their correspondences.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN details to their Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Integrated Registry Management Services Private Limited.

SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their respective PAN cards to the Company/RTA, Integrated Registry Management Services Private Limited for registration of transfer of the securities.

21. Details as required under sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("Listing Regulations") in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of this notice. The Directors have furnished the requisite declarations for their appointments/re-appointments.
22. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report and the Notice of the Thirty Seventh Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants 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 Annual Report and Notice inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent in the permitted mode.

Members who have not registered their e-mail addresses are requested to register the same with the respective Depository Participants/RTA Integrated Registry Management Services Private Limited. The registered e-mail addresses will be used for sending future communications, electronically.

23. Members may also note that the Notice of the Thirty Seventh Annual General Meeting and the Annual Report for 2018 will also be available on the Company's website [www.apollohospitals.com](http://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. For any communication, the shareholders may also send their requests to the designated email id: [lakshminarayana\\_r@apollohospitals.com](mailto:lakshminarayana_r@apollohospitals.com).

#### 24. Voting through electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be considered at the Thirty Seventh Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL) for the members.
- II. The facility for voting through ballot paper shall be made available at the AGM and members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through the ballot paper.
- III. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes again.
- IV. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e September 20, 2018.
- V. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e, September 20, 2018 only shall be entitled to avail the facility of remote e-voting.
- VI. The remote e-voting period commences on September 24, 2018 (9:00 am) and ends on September 26, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2018, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he or she shall not be allowed to change it subsequently.
- VII. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- VIII. **The process and manner for remote e-voting is as under:**
  - A. Members whose email IDs are registered with the Company/Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the member receives the email, he or she will need to go through the following steps to complete the e-voting process:
    - (i) Open email and open PDF file viz; "AHEL AGM 2018" 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 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) The Password change menu will appear. 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) The home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
    - (vii) Select the REVEN (Remote E-Voting EVEN Number) of Apollo Hospitals Enterprise Limited **108577**.
    - (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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [lakshmmi6@gmail.com](mailto:lakshmmi6@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- B. In case a Member receives a physical copy of the Notice of the AGM [for a member whose email ID is not registered with the Company / Depository Participants(s) or requests a physical copy] :
  - (i) The Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: **REVEN (Remote e-Voting Event Number) USER ID - PASSWORD/PIN.**
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.
- IX. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- X. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.
 

In such an event, you will need to go through the 'Forgot Password' option available on the website to reset the password.
- XI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.
- XII. The voting rights of the members shall be in proportion to their shareholding of the paid up equity share capital of the Company as on the cut-off date of September 20, 2018.
- XIII. 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.
- XIV. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.apollohospitals.com](http://www.apollohospitals.com) and on the website of NSDL. The results shall simultaneously be communicated to the Stock Exchanges.
- XVII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e., September 27, 2018.
- 25. 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.
- 26. The route map showing directions to reach the venue of the Thirty Seventh Annual General Meeting is annexed.

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

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

### Item No. 4:

The members of the Company at the Annual General Meeting held on August 12, 2016 had approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 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 ₹35,000 million (Rupees Thirty Five Thousand million only).

The total borrowings from banks and other financial institutions including unsecured loans were ₹30,021 million as on March 31, 2018. The Company had commissioned more than 2,000 hospital beds across 11 locations in the last 4 years. These expansions were financed principally through debt apart from internal accruals. Currently, the Company is focussed on implementation of the final phase of the approved expansion programme being the Combined Proton therapy and Cancer hospital project in Chennai which currently involves a balance funding requirement of around ₹4,000 million. Given this requirement and the need to ensure a margin of safety, it is considered prudent to seek an enhancement in the approved borrowing limits upto a maximum sum of ₹38,500 million (Rupees Thirty Eight Thousand Five Hundred Million only). The gearing level or the debt to equity ratio of the Company as of 31st March 2018 was 0.84:1. Even after effecting the proposed increase in borrowing limits, the Company does not anticipate the gearing level or debt to equity ratio to increase beyond a level of 1:1.

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, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the members accorded by way of a special resolution.

Accordingly, consent of the members is sought for passing Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out under Item No.4 of the Notice, to enable the Board of Directors to borrow monies in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company and upto a sum of ₹38,500 million (Rupees Thirty Eight Thousand Five Hundred Million only).

The Board recommends the special resolution set out under Item No.4 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No.4 of the Notice.

### Item No. 5:

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 amounts sanctioned by the Lenders, it will be necessary to mortgage/hypothecate and/or create charge on all the immovable and movable fixed assets of the Company in their favour for availing the financial assistance from them.

Consent of the 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 ₹38,500 million (Rupees Thirty Eight Thousand Five Hundred million only).

The Board recommends the special resolution set out under Item No.5 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No.5 of the Notice.

## Item No.6:

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

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

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

Accordingly, consent of the members is being sought for passing a Special Resolution as set out at Item No. 6 of the Notice. This would enable the Board of Directors of the Company to offer or invite subscription for unsecured/secured non-convertible debentures, as may be required by the Company, from time to time, for a period of one year from the date of passing this resolution.

The Board recommends the special resolution set out under Item No.6 of the Notice for approval by the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No.6 of the Notice.

## Item No.7:

The Board, on the recommendation of the Audit Committee, has approved the re-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 March 31, 2019 on a remuneration of ₹1.50 million plus applicable tax and reimbursement of reasonable out of pocket expenses actually incurred.

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

Accordingly, consent of the members is sought for passing an ordinary resolution as set out under Item No.7 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending March 31, 2019.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out under Item No.7 of the Notice.

By Order of the Board  
For APOLLO HOSPITALS ENTERPRISE LIMITED  
S.M. Krishnan  
Vice President – Finance &  
Company Secretary

Place : Chennai

Date : May 30, 2018

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

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

<b>Name of the Director</b>	Smt. Preetha Reddy
<b>DIN</b>	00001871
<b>Date of Birth</b>	October 28, 1957
<b>Date of First Appointment on the Board</b>	February 3, 1989
<b>Relationship with other Directors</b>	Daughter of Dr.Prathap C Reddy, Chairman, Sister of Smt.Suneeta Reddy, Managing Director Smt. Shobana Kamineni, Executive Vice Chairperson and Smt. Sangita Reddy, Joint Managing Director
<b>Expertise in Specific Functional areas</b>	Hospitals Operations, Clinical Excellence, Talent Management, Global Marketing, International Business Development
<b>Qualification</b>	Bachelor of Science degree from Stella Maris College, Chennai, Post Graduate Degree in Public Administration
<b>Experience</b>	Smt. Preetha Reddy has over 30 years experience in the healthcare industry
<b>Board Membership of other companies as on March 31, 2018</b>	<b>Public Limited Companies#</b>  1. Apollo Gleneagles Hospital Limited, Director 2. Apollo CVHF Limited, Director 3. Apollo Healthcare Technology Solutions Limited, Director 4. Imperial Hospital and Research Centre Limited, Director 5. Apollo Hospitals International Limited, Director 6. Lifetime Wellness Rx International Limited, Director 7. Apollo Clinical Excellence Solutions Limited, Director 8. Indian Hospitals Corporation Limited, Director 9. Total Health, Director 10. Apollo Reach Hospitals Enterprises Limited, Director  # All the above directorships are in public limited companies which are part of the Apollo Hospitals Group and do not relate to any directorships in external public limited companies
	<b>Private Limited Companies</b> 1. PPN Power Generating Company Private Limited, Director 2. Preetha Investments Private Limited, Director 3. PPN Holdings Private Limited, Director 4. PPN Holdings (Alfa) Private Limited, Director 5. Stemcyte India Therapeutics Private Limited, Director 6. AMG Healthcare Destination Private Limited, Director 7. Apollo Gleneagles PET CT Private Limited, Director

**Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2018**

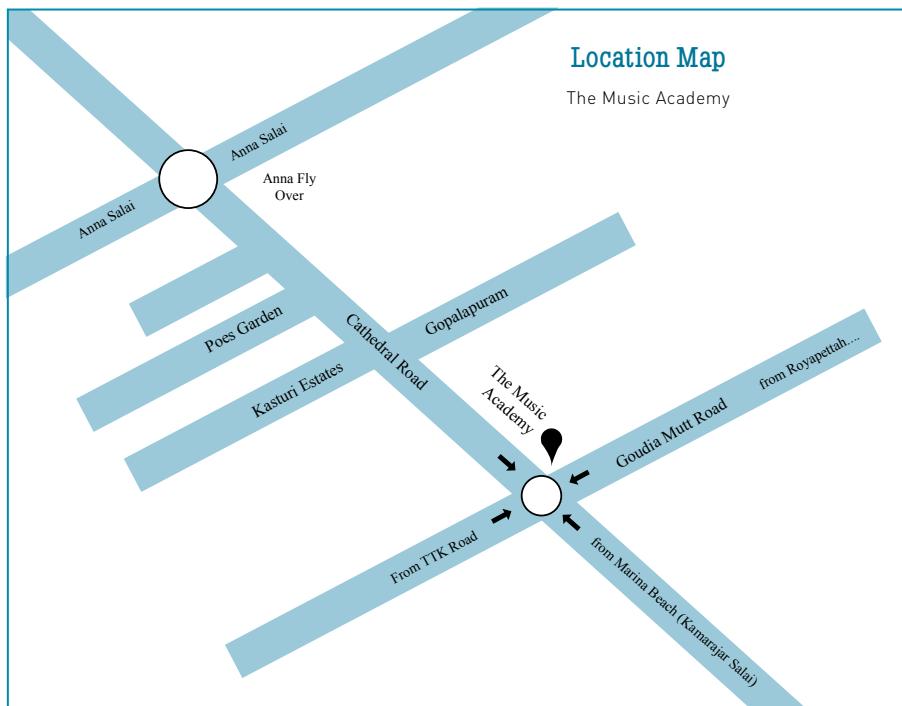
1. Stakeholders Relationship Committee, Member
2. Corporate Social Responsibility Committee, Member
3. Risk Management Committee, Member

**Chairman/Member of the Committee of Directors of other Companies in which he/she is a director as on March 31, 2018**

Audit Committee	Apollo Gleneagles Hospital Limited, Member
Corporate Social Responsibility Committee	Apollo Gleneagles Hospital Limited, Member
Stakeholders Relationship Committee	Nil
<b>Nomination and Remuneration Committee</b>	Nil
<b>Shareholding in the Company (as on 31/03/2018)</b>	2,193,915
<b>No of Board Meetings conducted during the last financial year (2017-2018)</b>	6
<b>No. of Board Meetings attended during the last financial year (2017-2018)</b>	6
<b>Terms and Conditions of appointment or re-appointment</b>	Executive Director, liable to retire by rotation
<b>Remuneration last drawn</b>	₹38.22 million
<b>Remuneration proposed to be paid</b>	As per existing approved terms and conditions

**Thirty Seventh Annual General Meeting**

Date : September 27, 2018  
 Day : Thursday  
 Time : 10.15 a.m.  
 Venue : The Music Academy, No. 168, TTK Road, Royapettah, Chennai – 600 014



**Note:**

Annual Report containing the Directors Report, Corporate Governance Report, Business Responsibility Report and Audited Financial Statements (both standalone and consolidated) are being sent by book post / email.