



# 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

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Notice is hereby given that the Thirty Eighth Annual General Meeting of the Company will be held on Friday, the 27th day of September 2019 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, 2019, together with the Reports of the Board of Directors and Auditors thereon, and
- (ii) the audited consolidated financial statements of the Company for the year ended March 31, 2019, 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, 2019 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, 2019 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, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** a dividend at the rate of ₹6/- (Six 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, 2019 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, 2019.

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

To appoint a Director in place of Smt. Shobana Kamineni (DIN 00003836), 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. Shobana Kamineni (DIN 00003836), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

2019 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Listing Regulations and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Smt. V. Kavitha Dutt as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Woman Director of the Company to hold office for five (5) consecutive years for a term upto 8th February 2024, not liable to retire by rotation."

## Special Business

### Item No. 4:

#### Appointment of Dr. Murali Doraiswamy 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 recommendations of the Nomination and Remuneration Committee of the Board and the Board of Directors and provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Murali Doraiswamy (holding DIN 08235560), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27th September 2018 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Listing Regulations and holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Dr. Murali Doraiswamy 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 26th September 2023, not liable to retire by rotation."

### Item No. 5:

#### Appointment of Smt. V. Kavitha Dutt as an Independent Woman 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 recommendations of the Nomination and Remuneration Committee of the Board and the Board of Directors and provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Smt. V. Kavitha Dutt (holding DIN 00139274), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9th February

### Item No. 6:

#### Appointment of Shri. MBN Rao as an Independent Director

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 recommendations of the Nomination and Remuneration Committee of the Board and the Board of Directors and provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force), Shri. MBN Rao (holding DIN 00287260), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 9th February 2019 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Listing Regulations and who holds office until the date of the Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Shri. MBN Rao 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 8th February 2024, not liable to retire by rotation."

**"RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI Listing Regulations, the continuation of appointment of Shri MBN Rao as an Independent Director of the Company for the remaining period upto 8th February 2024 upon attainment of the age of 75 years on 19th June 2023, will be considered as a requisite approval from shareholders as required under the SEBI Listing Regulations."

### Item No. 7:

#### Re-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 a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri. Vinayak Chatterjee (holding DIN

00008933) who holds office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. upto 31st March 2024.”

### **Item No.8:**

#### **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 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 Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the 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 2019 and be 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 Act.”

“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 Committees 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.9:**

#### **Approval for re-appointment of Smt. Shobana Kamineni as Executive Vice-Chairperson, for a further period of five years.**

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

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the re-appointment of Smt. Shobana Kamineni as Wholetime Director designated as Executive Vice-Chairperson of the Company for a period of five (5) years from 1st February 2020 to 31st January 2025 be and is hereby approved.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and on the recommendations of the Nomination and Remuneration Committee and approval by the Board of Directors, consent of the Company be and is hereby accorded for the payment of such remuneration, to Smt. Shobana Kamineni (DIN: 00003836), as per the terms that may be determined by the Nomination and Remuneration Committee and approved by the Board, which shall not exceed the maximum

amount payable to a Whole Time Director in accordance with Schedule V to the Companies Act, 2013 and the limits specified under Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended (“SEBI Listing Regulations”) during the tenure of her proposed 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 Act as in force in each financial year.”

“RESOLVED FURTHER THAT the remuneration approved hereby be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between Smt. 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 the Nomination & Remuneration Committee of the Board) as it may in its discretion deem fit within the maximum amount payable to each Whole-time Director in accordance with Schedule V to the Act including any amendments thereto and the SEBI Listing Regulations.”

### **Item No.10 :**

#### **Consent for continuation of payment of remuneration to Dr. Prathap C Reddy (DIN:00003654) Executive Chairman, Smt.Preetha Reddy (DIN: 00001871), Executive Vice Chairperson, Smt. Suneeta Reddy (DIN: 00001873), Managing Director Smt.Shobana Kamineni, (DIN: 00003836) Executive Vice Chairperson and Smt.Sangita Reddy (DIN: 00006285), Joint Managing Director.**

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

“RESOLVED THAT pursuant to the amendment made in Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“SEBI Listing Regulations”), the consent of the Company be and is hereby accorded for the payment of annual remuneration to Dr Prathap C Reddy (DIN: 00003654), Executive Chairman of a sum which may exceed ₹50 million or 2.5% of Net Profits (computed in a manner laid down under Section 198 of the Companies Act, 2013) and for payment of remuneration in aggregate of a sum which may exceed 5% of Net Profits (computed in a manner laid down under Section 198 of the Companies Act, 2013) of the Company, to all the Promoter Executive Directors (being Dr Prathap C Reddy, Smt. Preetha Reddy, Smt. Suneeta Reddy, Smt.Shobana Kamineni and Smt. Sangita Reddy), for each of the financial years from 2019-2020 and onwards until the expiry of their tenure of services subject to the condition that the payment of such remuneration shall be within the overall limits as approved by the members of the Company at the time of approving their tenures of appointment in the respective Annual General Meetings held on 20th September 2017 (for Dr. Prathap C Reddy), 11th August 2015 (for Smt. Preetha Reddy, Smt. Suneeta Reddy, Smt. Sangita Reddy) and 25th August 2014 as well as the relevant date of the general meeting in which the tenure of appointment is extended (for Smt. Shobana Kamineni), which shall in any case be within the maximum overall ceiling limit as prescribed under Schedule V of the Companies Act, 2013)”

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

### Item No.11:

#### Alteration of Memorandum of Association pursuant to the Companies Act, 2013

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 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) including any statutory modification or re-enactment thereof for the time being in force, and Rules made thereunder and subject to necessary statutory approvals and modifications if any, consent of the Company be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause III A containing the Main Objects sub-clause no. 1 to 10.”

“RESOLVED FURTHER THAT the existing Clause III (C) containing the “Other Objects of the Company” be merged with Clause III (B) “Objects Incidental or Ancillary to the attainment of Main Objects” and consequent change in the object numbering as may be appropriate.”

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

“Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:”

“RESOLVED FURTHER THAT consent of the Company be and is hereby accorded to approve and adopt the aforesaid changes in the Memorandum of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### Item No.12:

#### Adoption of new set of Articles of Association pursuant to the Companies Act, 2013

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 14 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the new draft Articles as contained in the Articles of Association submitted to this meeting and as available for inspection in the meeting and at the registered office of the company during working hours be and are hereby approved and adopted in substitution, which shall include exclusion of the regulations contained in the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### Item No. 13:

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

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

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

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

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

### Item No. 14:

#### To ratify the remuneration of the Cost Auditor for the financial year ending March 31, 2020

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. A.N. Raman & Associates, Cost Accountants, Chennai (FRN 102111), the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid a remuneration of ₹1.50 million, plus statutory levies as applicable, excluding out of pocket expenses.”

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

By Order of the Board

For APOLLO HOSPITALS ENTERPRISE LIMITED

S.M. Krishnan

Vice President – Finance &

Company Secretary

**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. Shobana Kamineni, 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. Shobana Kamineni is interested in Item No.3 of the Notice with regard to her re-appointment. Dr. Prathap C Reddy, Smt. Preetha Reddy, Smt. Suneeta Reddy and Smt. Sangita Reddy, Executive Directors, being related to Smt. Shobana Kamineni 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 Statutory 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 Statutory 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 14, 2019 to Friday, September 27, 2019 (both days inclusive)** for the purpose of payment of dividend for the financial year ended March 31, 2019 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 5, 2019 to those members whose names appear:
  - (i) As members on the Register of Members of the Company as on September 27, 2019 after giving effect to all valid transmission or transposition requests lodged with the Company for the shares held in physical form up to the closing hours of business on September 13, 2019.
  - (ii) As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on September 13, 2019.
11. Members desiring any information as regards the financials are requested to write to the Company at least seven days before the meeting so as to enable the management to keep the information available.
12. Pursuant to the provisions of Section 124 of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount of ₹3.66 million pertaining to dividend declared for the year ended 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 23,470 equity shares of face value of ₹5/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years or more as on the due date of such transfers after following the prescribed procedure rules made thereunder. The Company has also uploaded details of such members whose shares have been transferred to the IEPF dedicated account on the Company's website : [www.apollohospitals.com](http://www.apollohospitals.com).
14. Any person whose unclaimed dividend and shares pertaining thereto, has been transferred to the IEPF Authority can claim their due amount and shares from the said Authority by making an electronic application in e-form IEPF-5. Upon submitting the duly completed form, shareholders are required to take a print of the same and send a physical copy duly signed along with requisite documents as specified in the form to the attention of the Company Secretary, Secretarial Department, Ali Towers, III Floor, No. 55 Greams Road, Chennai – 600 006. The e-form can be downloaded from the website of the Ministry of Corporate Affairs at [www.iepf.gov.in](http://www.iepf.gov.in).
15. Members who have not encashed the dividend for the financial year 2011-2012 and for the subsequent financial years, are requested to claim the same from the Company at the Secretarial Department, Ali Towers, III Floor, No.55 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 Fund 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
31-03-2018	27-09-2018	02-10-2025

16. As per Regulation 40 of the SEBI Listing Regulations as amended, securities of listed Companies can be transferred only in dematerialised form with effect from April 1, 2019 except in case of requests received for transmission or transposition of securities. In view of 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.
  - f) PAN details
18. Members holding shares in dematerialized form (electronic form) are requested to intimate any changes in their respective addresses, bank mandates etc., directly to their respective Depository Participants.
19. Members are encouraged to utilise the Electronic Clearing System (ECS) facility for receiving dividends.
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.
21. Details as required under sub-regulation (3) of Regulation 36 of the SEBI 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 Eighth 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 Eighth Annual General Meeting and the Annual Report for the year 2019 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 and Secretarial Department, Ali Towers, III Floor, No.55 Greams Road, Chennai - 600 006 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 Standards 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 Eighth 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, 2019.
- 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, 2019 only shall be entitled to avail the facility of remote e-voting.
- VI. The remote e-voting period commences on September 24, 2019 (9:00 a.m) and ends on September 26, 2019 (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, 2019, 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 2019" 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-**110886**.
- (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](https://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 web- site 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, 2019.

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](https://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 ie., September 27, 2019.
- 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 Eighth 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:

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 27th September 2018 appointed Dr. Murali Doraiswamy as an Additional Director of the Company.

Dr. Murali Doraiswamy does not hold by himself or through his relatives on a beneficial basis, any shares in the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act") Dr. Murali Doraiswamy 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 Act from a member proposing the candidature of Dr. Murali Doraiswamy for the office of Director.

The Company has received from Dr. Murali Doraiswamy (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 Act 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 Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations")

The resolution seeks the approval of members for the appointment of Dr. Murali Doraiswamy as an Independent Director of the Company for a period of five consecutive years, upto 26th September 2023, pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. He will not be liable to retire by rotation.

In the opinion of the Board, Dr. Murali Doraiswamy fulfils the conditions for his appointment as an Independent Director of the Company as specified in the Act and rules made thereunder and SEBI Listing Regulations.

Dr. Murali Doraiswamy is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Dr. Murali Doraiswamy, pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter of appointment of Dr. Murali Doraiswamy 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 Dr. Murali Doraiswamy as an Independent Director.

Accordingly, the Board recommends the resolution in relation to the appointment of Dr. Murali Doraiswamy as an Independent Director, for the approval by the shareholders of the Company.

Except Dr. Murali Doraiswamy, 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. 4 of the Notice.

### **Item No. 5:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 9th February 2019 appointed Smt. V. Kavitha Dutt as an Additional Director of the Company.

Smt. V. Kavitha Dutt does not hold by herself or through her relatives on a beneficial basis, any shares in the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”), Smt. V. Kavitha Dutt 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 Act from a member proposing the candidature of Smt. V. Kavitha Dutt for the office of Director.

The Company has received from Smt. V. Kavitha Dutt (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 she is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”)

The resolution seeks the approval of members for the appointment of Smt. V. Kavitha Dutt as an Independent Woman Director of the Company for a period of five consecutive years, upto 8th February 2024, pursuant to Section 149 and other applicable provisions of the Act and the rules made thereunder. She will not be liable to retire by rotation.

In the opinion of the Board, Smt. V. Kavitha Dutt fulfils the conditions for her appointment as an Independent Woman Director of the Company as specified in the Act and rules made thereunder and SEBI Listing Regulations.

Smt. V. Kavitha Dutt is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Smt. V. Kavitha Dutt, pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial

Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter of appointment of Smt. V. Kavitha Dutt 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 her rich and varied experience, her association with the Company would be of immense benefit and it is desirable to continue to avail the services of Smt. V. Kavitha Dutt as an Independent Director.

Accordingly, the Board recommends the resolution in relation to the appointment of Smt. V. Kavitha Dutt as an Independent Woman Director, for the approval by the shareholders of the Company.

Except Smt. V. Kavitha Dutt, 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:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 9th February 2019 appointed Shri. MBN Rao as an Additional Director of the Company.

Shri. MBN Rao holds 400 equity shares in the Company. Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”), Shri. MBN Rao 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 Act from a member proposing the candidature of Shri. MBN Rao for the office of Director.

The Company has received from Shri. MBN Rao (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 Act 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 Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”)

As per Regulation 17(1A) of the SEBI Listing Regulations with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Shri. MBN Rao would be attaining the age of 75 years on 19th June 2023, during the term of his appointment as an Independent Director of the Company. The continuation of such appointment as Independent Director of the Company for the remaining period upto 8th February 2024 will be considered as a requisite approval from shareholders as required under the amended SEBI Listing Regulations.

The resolution seeks the approval of members for the appointment of Shri. MBN Rao as an Independent Director of the Company for a period of five consecutive years, upto 8th February 2024, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI Listing Regulations, by way of special resolution. He will not be liable to retire by rotation.

In the opinion of the Board, Shri. MBN Rao fulfils the conditions for his appointment as an Independent Director of the Company as specified in the Act and rules made thereunder and Listing Regulations.

Shri. MBN Rao is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Shri. MBN Rao, pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are provided as part of the Notice of the Annual General Meeting

A copy of the draft letter of appointment of Shri. MBN Rao 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. MBN Rao as an Independent Director.

Accordingly, the Board recommends the special resolution in relation to the appointment of Shri. MBN Rao as an Independent Director, for the approval by the shareholders of the Company.

Except Shri. MBN Rao, 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 special resolution set out at Item No. 6 of the Notice.

## Item No. 7:

Shri. Vinayak Chatterjee was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company upto 31st March, 2019 ("first term").

The Nomination and Remuneration Committee of the Board, on the basis of the report of performance evaluation, has recommended re-appointment of Shri. Vinayak Chatterjee as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that given his background and experience and contributions made by him during his tenure, the continued association of Shri. Vinayak Chatterjee would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Shri. Vinayak Chatterjee as an Independent Director of the Company, not liable to retire by rotation for a second term of 5 (five) consecutive years on the Board of the Company.

Shri. Vinayak Chatterjee is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as a Director.

The Company has also received declaration from Shri. Vinayak Chatterjee that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Shri. Vinayak Chatterjee fulfils the conditions of appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management.

Details of Shri. Vinayak Chatterjee, pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India 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 special 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 special resolution set out at Item No. 7 of the Notice.

## Item No. 8:

The members of the Company at the 33rd Annual General Meeting held on 25th August 2014 approved by way of a Special Resolution under Section 197 and other applicable provisions of the Companies Act, 2013 ("the Act"), 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 2013, for a period of five years commencing from 1st April 2014.

In view of Section 197 and any other relevant provisions of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 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 2019, a remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Act. 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 Act.

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 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 2019 as set out in the Resolution at Item No.8 of the Notice.

It is submitted that payment of commission to Non-Executive Directors aggregating to a sum not exceeding one percent of the net profits per annum is a common accepted market practice for companies in India. The Company has been so far paying well below the specified limit of one percent of the net profits per annum to its Non-Executive Directors .

The Board recommends the resolution set out under Item No.8 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. 8 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. 8 of the Notice to the extent of the remuneration that may be received by them.

## Item Nos. 9 & 10 :

### Re-appointment of Smt. Shobana Kamineni as Executive Vice Chairperson

The current term of office of Smt. Shobana Kamineni as Executive Vice Chairperson is due for renewal on 1st February 2020.

Under her stewardship, the stand alone pharmacy business segment has grown from around 170 stores in FY 2005 to 3,428 stores as of FY 2019 with a presence in over 400 cities/towns spread over 20 states and Union territories and currently serves more than 300,000 customers daily. It constitutes the largest organised stand alone pharmacy network in the country. Standalone Pharmacies reported Revenues of ₹38,860 million in FY 2019, with an EBITDA margin of 5.2 % and a reported ROI of 18.7%. We are now further committed to grow this platform to 5,000 pharmacy outlets over the next 5 years and ₹100 Billion in Revenues. Smt Shobana Kamineni would be primarily driving this segment within the Company.

She has also played a pivotal role in growing the health insurance business of Apollo Munich Health Insurance Company Limited (“AMHI”). Since its inception, AMHI has carved a niche for itself in the health insurance sector earning Gross Written Premium of ₹21,944 million for the financial year ended 31st March, 2019 and earning a market share of 9% amongst private insurers .It has won several awards in the health insurance industry with its market leading innovations and customer centric approach.

Considering the valuable contributions made by her during her tenure, the Board of Directors at its meeting held on 30th May 2019 approved the re-appointment of Smt. Shobana Kamineni as Executive Vice-Chairperson for a further period of 5 years with effect from 1st February 2020 on the remuneration terms recommended by the Nomination & Remuneration Committee subject to the approval of the shareholders at the ensuing Annual General Meeting.

The Committee recommended that Smt. Shobana Kamineni be re-appointed for a further term of five years with effect from 1st February 2020 as Executive Vice-Chairperson provided that the remuneration payable to her for the renewed period of office would be within the maximum permissible limit prescribed for each Individual Whole Time Director and further subject to the requirement that the aggregate remuneration payable to all the Whole Time Directors would be within the maximum permissible limits of 10% of the net profits of the Company, prescribed under the provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and also the limits prescribed under the SEBI Listing Regulations, including any amendments thereto, during the tenure of her appointment.

### Consent for continuation of payment of remuneration to Promoter Executive Directors

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

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

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

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

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

In the case of Dr Prathap C Reddy, Executive Chairman, the remuneration that may be paid every year could exceed either 2.5% of the net profits of the Company or ₹50 million individually while in aggregate the overall Executive Directors remuneration could exceed the threshold limit of 5% of the net profits of the Company as specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This necessitates seeking a fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of the aforesaid Executive Directors including remuneration payable to them till the expiry of their respective terms, in order to comply with the above mentioned newly introduced Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

The Board approved the above proposal at their meeting held on 30th May 2019 after considering the contributions made by the Executive Directors.

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

The Board recommends the resolutions set out at Item Nos. 9 & 10 of the Notice for approval by the Members.

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

## Item No. 11:

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Sections 4 and 13 of the Act, it is proposed to alter the MOA of the Company by merging and retaining the Objects under Clause III (C) – “The Other Objects are” with Clause III (B) – “The Objects Incidental or Ancillary to the attainment of the Main Objects are” to the extent possible and also to rename and renumber the existing Clause III (A) and III (B) of the Objects Clause.

The Board at its meeting held on 30th May 2019 has approved alteration of the MOA of the Company and recommends the Special Resolution set forth in Item No. 11 of the Notice for approval of the Members.

The proposed draft MOA is being uploaded on the Company's website at [www.apollohospitals.com](http://www.apollohospitals.com) for perusal by the Members. Further, a copy of the proposed MOA of the Company would be available for inspection of the Members at the Registered Office/Secretarial Department of the Company during normal business hours on any working day excluding Saturdays, Sundays and public holidays till the date of the AGM. The aforesaid documents would also be available for inspection at the AGM.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the resolution except to the extent of their shareholding, if any, in the Company.

## Item No. 12:

The Articles of Association ("AOA") of the Company as currently in force was adopted pursuant to the provisions under the Companies Act, 1956, from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act which deal with the general working of the companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of the Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model articles of association for a company limited by shares and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

While some of the Articles of the existing Articles of Association of the Company require alteration or deletions, material changes that are proposed in the new draft Articles of Association are given below for ease of reference for the shareholders.

Sl. No.	Article Reference as per existing Articles of Association	Article reference as per new draft Articles of Association	Summary of change
1.	Constitution	Table F	The reference to Table "A"(model articles) under the erstwhile Companies Act,1956 is modified to align with the Companies Act, 2013 ("CA 2013") and be read as Table "F".
2.	Interpretation	Definitions & Interpretation	Certain terms have been defined and certain definitions for terms are deleted as they have not been used in the articles and certain other definitions are appropriately modified to align with the provisions of the CA, 2013.
3.	Article 4-Share Capital	Article 5-Share Capital	Article 5 is amended to state that the Authorised Share Capital of the Company shall be such amount and be divided into such shares as may from time to time, be provided in clause V of the Memorandum of Association.
4.	-	Article 25-Outsider's lien not to affect company's lien	Express clarity is brought in with respect to outsider's lien not affecting the Company's lien.
5.	-	Article 55(e)-Enabling provision to reclassify the authorised capital	The provisions in relation to reclassification of authorised Share Capital of the Company is added to the proposed AOA as authorisation for the same in AOA is required under the CA 2013

Sl. No.	Article Reference as per existing Articles of Association	Article reference as per new draft Articles of Association	Summary of change
6.	Article 73-Annual General Meeting	Article 70-Annual General Meeting	The provisions in the existing AOA allows the AGM to be conducted on a day which is not a public holiday. The same is modified to National holiday in the proposed articles to be in line with the CA 2013.
7.	Article 79-Quorum	Article 76-Quorum	The existing Articles prescribed the Quorum for the general meeting as 5, which is not in consonance with the CA 2013. Hence the same is brought in line with the CA 2013.
8.	Article 84- Questions at General Meeting how decided	Article 82 & 83-Voting Rights and Voting through electronic means	The provision in relation to voting by show of hands has been removed as the company being a listed entity can provide only the option of voting through electronic means or postal ballot to its members (in line with the CA 2013).
9.	Article 134-Secretary	Article 126-Key Managerial Personnel	The new provisions relating to appointment of Key Managerial Personnel including Chief Executive Officer, Chief Financial Officer, in addition to company secretary is brought in the proposed AOA.
10.	-	Article 111-Mode of participation in the board meeting	Since the CA 2013 provides an option to the directors to participate in the board meeting through audio visual means, an express provision is brought in the proposed AOA in this regard.
11	-	Article 146-Transfer of shares to IEPF	The CA 2013 provides for the transfers of such shares to IEPF for which dividend has not been paid /claimed for such number of years as may be prescribed in the relevant law. Hence an express provision is brought into the proposed AOA in this regard.
12	-	Article 166-Insurance for board & KMP	Added to the proposed AOA to facilitate insurance for the Board of Directors and KMPs.
13	-	Article 180-General Powers	The statutory provisions of the Act which permits a company to do some acts "if so authorized by its Articles" or provisions which require a company to do acts in a prescribed manner "unless the Articles otherwise provide" have been specifically included in the proposed AOA.

Certain provisions of the existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety. Further certain articles have been deleted as the process for the same is explicitly mentioned in the CA 2013 and the rules made thereunder. Certain other articles have been deleted as the same have become redundant pursuant to introduction of the CA 2013.

The proposed new draft Articles of Association is being uploaded on the Company's website at [www.apollohospitals.com](http://www.apollohospitals.com) for perusal by the shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.12 of the Notice.

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the shareholders.

## Item No. 13:

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

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

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

Accordingly, consent of the members is being sought for passing a Special Resolution as set out at Item No. 13 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.13 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.13 of the Notice.

## Item No. 14:

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. A.N. Raman & Associates, Cost Accountants, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020 on a remuneration of ₹1.50 million plus applicable statutory levies and reimbursement of reasonable out of pocket expenses actually incurred.

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

Accordingly, consent of the members is sought for passing an ordinary resolution as set out under Item No.14 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending March 31, 2020.

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.14 of the Notice.

For APOLLO HOSPITALS ENTERPRISE LIMITED

S.M. Krishnan

Vice President - Finance &

Company Secretary

Place : Chennai

Date : May 30, 2019

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

Institute of Company Secretaries of India.						
Name of the Director	Dr. Murali Doraiswamy	Smt.V. Kavitha Dutt	Shri. MBN Rao	Shri. Vinayak Chatterjee	Smt. Shobhana Kamineni	
DIN	08225560	00139274	00287260	00008933	00003836	
Date of Birth	16th March 1963	17th May 1971	19th June 1948	30th August 1959	27th November 1960	
Date of First Appointment on the Board	27th September 2018	9th February 2019	9th February 2019	2nd July 2014	1st February 2010	
Relationship with other Directors	None	None	None	None	Daughter of Dr.Prathap C Reddy, Chairman, Sister of Smt. Preetha Reddy, Executive Vice Chairperson, Smt.Suneeta Reddy, Managing Director and Smt.Sangita Reddy, Joint Managing Director	leading startups, strategy, comprehensive knowledge of the healthcare universe, including retail medical and health insurance.
Expertise in Specific Functional areas	Health Innovation, Preventive Medicine, Digital Health and Brain Health	Financial and Human Resources Management	IT, Banking and Finance, Investments, Project Finance, Economics, Foreign Exchange, Money and Capital Markets, Risk Management, Treasury and Funds Management	Infrastructure Development	BA [Econ], Accelerated Hospital Management, Columbia University.	
Qualifications	MBBS from the University of Madras in India	Graduate in Business Management with specialisation in International Business	Graduate in Agriculture, Associate of the Chartered Institute of Bankers, London, Fellow Member of the Indian Institute of Bankers	Economics (Hons.) from St. Stephen's College, Delhi University	Graduate in Agriculture, Associate of the Chartered Institute of Bankers, London, Fellow Member of the Indian Institute of Bankers	

Name of the Director	Dr. Murali Doraiswamy	Smt.V. Kavitha Dutt	Shri. MBN Rao	Shri. Vinayak Chatterjee	Smt. Shobana Kamineni
Completed Postgraduate Clinical and Research Training at Duke University, USA	Post-Graduate Diploma in Human Resources from New York University (NYU), New York	Diploma in Computer Studies from University of Cambridge and National Computing Centre, London	MBA from Indian Institute of Management, Ahmedabad	Shri. Vinayak Chatterjee has over 30 years experience in Infrastructure Development Industry	Smt. Shobana has over 30 years experience in Healthcare Industry
Experience	Smt. V. Kavitha Dutt has over 19 years experience and has significantly contributed at all levels of management in particular overseeing new projects, Financial and Human Resources Management.	Shri. MBN Rao has over 49 years experience in Banking and Finance Industry	Shri. Vinayak Chatterjee has over 30 years experience in Infrastructure Development Industry	Smt. Shobana has over 30 years experience in Healthcare Industry	
Board Membership of other companies	Public Limited Companies Nil	Public Limited Companies 1. The KCP Limited, Joint Managing Director 2. DCM Shriram Industries Limited, Director 3. ABI Showatech (India) Limited, Director	Public Limited Companies 1. CRISIL Risk and Infrastructure Solutions Limited, Non Executive Chairman 2. Apollo Health and Lifestyle Limited, Non Executive Chairman* 3. The Ramco Cements Limited, Director 4. Taj GVK Hotels and Resorts Limited, Director 5. KG Denim Limited, Director 6. Apollo Munich Health Insurance Company Limited, Director 7. Nuziveedu Sees Limited, Director 8. Mumbai International Airport Limited, Director	Public Limited Companies 1. Indraprastha Medical Corporation Limited, Director 2. KEC International Limited, Director 3. ACC Limited, Director 4. Feedback Energy Distribution Company Limited, Director 5. Lifetime Wellness Rx International Limited, Director 6. PCR Investments Limited, Director 7. Apollo Home Healthcare Limited, Director* 8. Apollo Pharmacies Limited, Director*	Public Limited Companies 1. Apollo Munich Health Insurance Company Limited, Chairperson* 2. Indraprastha Medical Corporation Limited, Director* 3. Hero Motorcorp Limited, Director 4. Apollo Energy Company Limited, Director 5. Lifetime Wellness Rx International Limited, Director 6. PCR Investments Limited, Director 7. Apollo Home Healthcare Limited, Director* 8. Apollo Pharmacies Limited, Director*
Chairman/Member of the Committee of the Board of Directors of the Company	Dr. Murali Doraiswamy	Smt.V. Kavitha Dutt	Shri. MBN Rao	Shri. Vinayak Chatterjee	Smt. Shobana Kamineni
	Private Limited Companies Nil	Private Limited Companies 1. V. Ramakrishna Sons Private Limited, Director	Private Limited Companies 1. Franklin Templeton Asset Management (India) Private Limited, Director 2. MMTC-PAMP India Private Limited, Director 3. Green Woods Palaces and Resorts Private Limited, Director 4. Navi Mumbai International Airport Private Limited, Director	Private Limited Companies 1. Mission Holdings Private Limited, Director 2. Feedback Infra Private Limited, Director 3. Feedback Highways OMT Private Limited, Director 4. Feedback Power Operations & Maintenance Services Private Limited, Director	Private Limited Companies 1. Kamineni Builders Private Limited, Director 2. Trac India Private Limited, Director 3. Apollo Medicals Private Limited, Director* 4. Trac Eco & Safari Park Private Limited, Director
	Member (w.e.f 30th May 2019)	Member (w.e.f 1st April 2019)	Chairman (w.e.f 1st April 2019)	Member (w.e.f 1st April 2019)	Nil
	1. Nomination and Remuneration Committee 2. Investment Committee 3. CSR Committee (w.e.f 1st April 2019)	1. Audit Committee Chairperson (w.e.f 1st April 2019)	1. Audit Committee Chairperson (w.e.f 1st April 2019)	1. Audit Committee Chairperson (w.e.f 1st April 2019)	1. Investment Committee 2. Risk Management Committee Chairman (w.e.f 1st April 2019)
		1. Stakeholders Relationship Committee 2. Stakeholders Relationship Committee 1. Nomination & Remuneration Committee 2. Nomination & Remuneration Committee 3. CSR Committee	1. Stakeholders Relationship Committee 2. Stakeholders Relationship Committee 1. Nomination & Remuneration Committee 2. Nomination & Remuneration Committee 3. CSR Committee	1. Nomination & Remuneration Committee 2. Nomination & Remuneration Committee 3. CSR Committee	1. Nomination & Remuneration Committee 2. Nomination & Remuneration Committee 3. CSR Committee

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

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

Name of the Director	Dr. Murali Doraiswamy	Smt. Kavitha Dutt	Shri. MBN Rao	Shri. Vinayak Chatterjee	Smt. Shobhana Kamineni
Audit Committee	Nil	Member 1. The KCP Limited 2. ABI Showatech (India) Limited	Chairman 1. Mumbai International Airport Limited 2. Green Woods Palaces and Resorts Private Limited	Member 1. ACC Limited	Nil
Stakeholders Relationship Committee	Nil	Member 1. ABI Showatech (India) Limited	Member 1. The Ramco Cements Limited 2. Apollo Health and Lifestyle Limited 3. Taj GVK Hotels & Resorts Limited 4. Nuzivedu Seeds Limited 5. MMTC - PAMP India Pvt Limited	Member 1. Ramco Cements Limited 2. Apollo Health and Lifestyle Limited 3. Taj GVK Hotels & Resorts Limited 4. Nuzivedu Seeds Limited 5. MMTC - PAMP India Pvt Limited	Nil
Nomination and Remuneration Committee	Nil	Member 1. ABI Showatech (India) Limited	Chairman 1. MMTC-PAMP India Private Limited Member 1. Taj GVK Hotels & Resorts Limited	Nil	Member 1. Apollo Munich Health Insurance Company Limited
Shareholding in the Company (as on 31/03/2019)	Nil	Nil	400	Nil	2,239,952

Name of the Director	Dr. Murali Doraiswamy	Smt. Kavitha Dutt	Shri. MBN Rao	Shri. Vinayak Chatterjee	Smt. Shobhana Kamineni
No of Board Meetings conducted during the last financial year (2018-2019)	3#	2#	2#	7	7
No. of Board Meetings attended during the last financial year (2018-2019)	3	2	2	6	6
Terms and Conditions of appointment or re-appointment	Independent Director appointed for five consecutive years for a term upto 26th September 2023, not liable to retire by rotation	Independent Director appointed for five consecutive years for a term upto 8th February 2024, not liable to retire by rotation	Independent Director appointed for five consecutive years for a term upto 8th February 2024, not liable to retire by rotation	Independent Director appointed for five consecutive years for a second term upto 31st March 2024, not liable to retire by rotation	Executive Director, liable to retire by rotation
Remuneration last drawn	₹0.78 million	₹0.27 million	₹0.32 million	₹1.65 million	₹39.63 million
Remuneration proposed to be paid	1. Sitting Fee and 2. Commission - Refer Corporate Governance Report which forms part of the Annual Report	1. Sitting Fee and 2. Commission - Refer Corporate Governance Report which forms part of the Annual Report	1. Sitting Fee and 2. Commission - Refer Corporate Governance Report which forms part of the Annual Report	1. Sitting Fee and 2. Commission - Refer Corporate Governance Report which forms part of the Annual Report	As per the resolution at Item No.9 of the Notice convening this Meeting read with explanatory statement thereto

# No. of Board Meetings calculated from the respective dates of appointment

## Thirty Eighth Annual General Meeting

Date : September 27, 2019

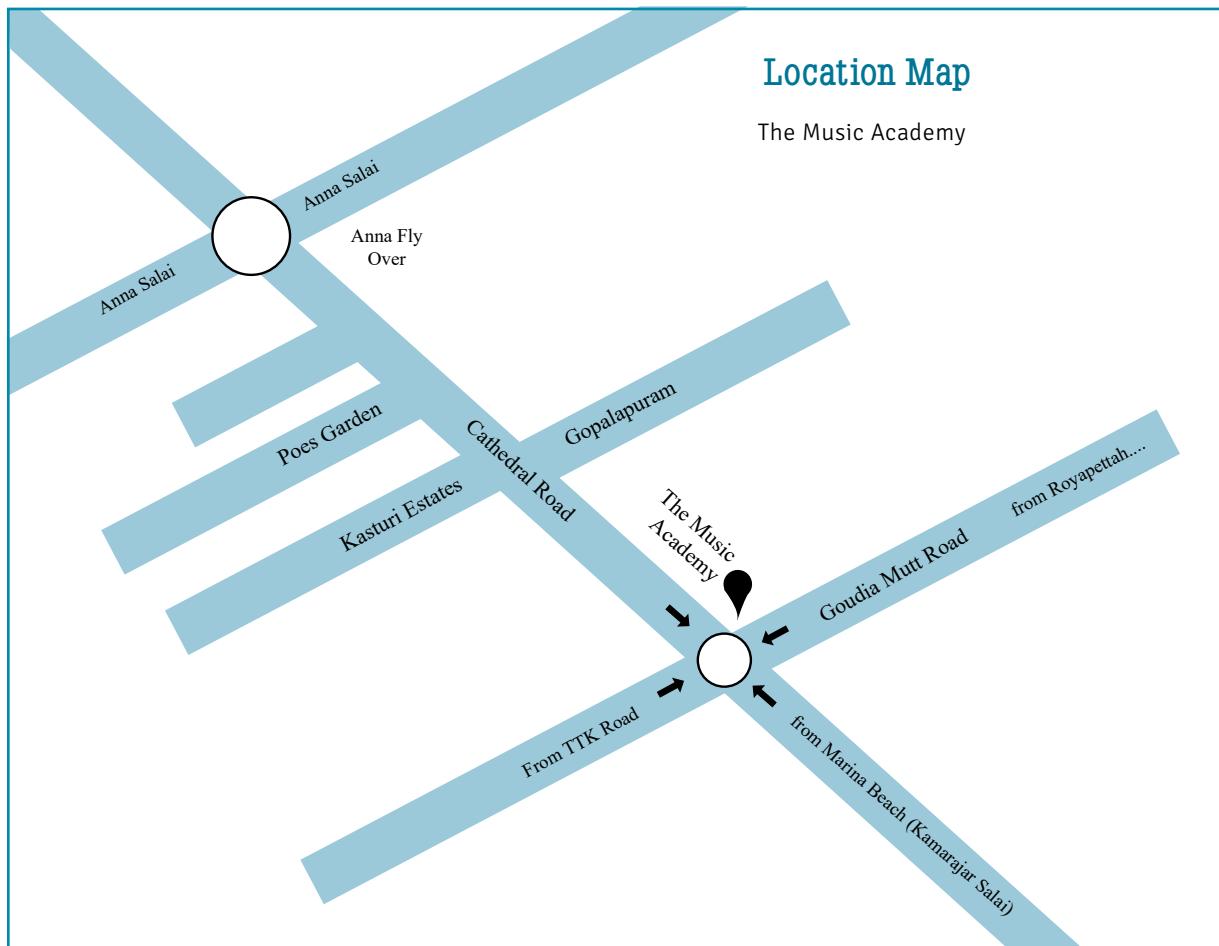
Day : Friday

Time : 10.15 a.m.

Venue : The Music Academy, No. 168, TTK Road, Royapettah, Chennai – 600 014

### Location Map

The Music Academy



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.