

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

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

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

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

Notice to the Shareholders

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

Ordinary Business

Item No. 1 – Adoption of financial statements.

To receive, consider and adopt :-

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

Item No. 2 – Declaration of Dividend

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

Item No. 3 – Appointment of Director

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

Item No. 4 – Appointment of Auditors

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

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

Special Business

Item No. 5

Appointment of Shri.N. Vaghul as an Independent Director

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

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

Item No. 6

Appointment of Shri.Deepak Vaidya as an Independent Director

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

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

Item No. 7

Appointment of Shri. Rafeeqe Ahamed as an Independent Director

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

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

Item No. 8

Appointment of Shri. Rajkumar Menon as an Independent Director

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

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

Item No. 9

Appointment of Shri. Habibullah Badsha as an Independent Director

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

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

Item No. 10

Appointment of Shri. G. Venkatraman as an Independent Director

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

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

Item No. 11

Appointment of Shri. Khairil Anuar Abdullah as an Independent Director

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

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

Item No. 12

Appointment of Shri. Sanjay Nayar as an Independent Director

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

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

Item No. 13

Appointment of Shri. Vinayak Chatterjee as an Independent Director

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

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

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

Item No. 14

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

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

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

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

Item No. 15

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

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

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

Item No. 16

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

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

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

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

Item No. 17

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

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

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

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

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

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

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

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

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

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

Item No. 18

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

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

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

Item No. 19

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

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

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

Item No. 20

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

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

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

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

Item No. 21

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

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

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

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

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

Item No. 22

Acceptance of Unsecured/Secured Deposits from the Public and Members

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

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

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

Item No. 23

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

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and its related and applicable provisions if any of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, aggregating upto ₹ 5,000 million (Rupees Five Thousand million Only) on a private placement basis, on such terms and conditions as the Board of Directors of the Company may from time to time determine and consider proper and most beneficial to the Company including as to when the said debentures be issued, the consideration for the issue, utilization of the issue proceeds, redemption of the same and all other matters connected with or incidental thereto.”

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

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

Item No. 24

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

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

“RESOLVED THAT pursuant to the provisions of Section 148 and its related and applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Raman & Associates, Cost Accountants, Chennai (ICWA Registration No.000050), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2015, be paid the remuneration of ₹ 1.5 million plus service tax as applicable.”

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

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

S.M. Krishnan

Place : Chennai
Date : 2nd July 2014

Sr. General Manager - Finance &
Company Secretary

Notes:

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

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

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

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

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

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

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

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Share Transfer Agents, M/s. Integrated Enterprises (India) Limited.

14. National Electronic Clearing Service (NECS) Facility:

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

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

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

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

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

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

19. Voting through electronic means

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

The instructions for e-voting are as under:

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

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

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

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

EVEN (E Voting Event Number) USER ID PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

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

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

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

Item No.5

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

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

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

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

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

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

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

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

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

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

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

Item No.6

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

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

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

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

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

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

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

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

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

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

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

Item No.7

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

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

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

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

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

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

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

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

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

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

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

Item No.8

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

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

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

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

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

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

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

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

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

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

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

Item No.9

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

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

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

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

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

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

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

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

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

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

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

Item No.10

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

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

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

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