



APOLLO HOSPITALS ENTERPRISE LIMITED

[CIN : L85110TN1979PLC008035]

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

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

email: investor.relations@apollohospitals.com | Website: www.apollohospitals.com

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

Notice to the Shareholders

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Company will be held on Tuesday, the 11th day of August 2015 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 2015, the Reports of the Board of Directors and the Auditors thereon; and
- (ii) the audited consolidated financial statements of the Company for the financial year ended 31st March 2015.

Item No. 2 – Declaration of Dividend

To declare a dividend on the equity shares for the financial year ended 31st March 2015.

Item No. 3 – Appointment of Director

To appoint a Director in place of Smt. Preetha Reddy (holding DIN 00001871), 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 and as approved by 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

Re-appointment 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 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.Preetha Reddy as Executive Vice Chairperson of the Company for a period of five (5) years from 3rd February 2016 to 2nd February 2021 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 as per the terms that may be determined by the Nomination and Remuneration Committee from time to time 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 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. Preetha Reddy 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 the remuneration approved hereby be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between Smt. Preetha Reddy, Executive Vice Chairperson and the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the 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. 6

Re-appointment 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 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. Suneeta Reddy as Managing Director of the Company for a period of five (5) years from 3rd February 2016 to 2nd February 2021 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 as per the terms that may be determined by the Nomination and Remuneration Committee from time to time 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 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.Suneeta Reddy 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 the remuneration approved hereby be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between Smt. Suneeta Reddy, Managing Director and the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the 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. 7

Re-appointment 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 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. Sangita Reddy as Joint Managing Director of the Company for a period of five (5) years from 3rd February 2016 to 2nd February 2021 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 as per the terms that may be determined by the Nomination and Remuneration Committee from time to time 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 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.Sangita Reddy 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 the remuneration approved hereby be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between Smt. Sangita Reddy, Joint Managing Director and the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the 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.8

To approve the remuneration of the Cost Auditor for the financial year ending 31st March 2016

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 2016, be paid a 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

Sr. General Manager - Finance &
Company Secretary

Date : 28th May 2015
Place : Chennai

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the items of 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. 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.
4. Members/Proxies should bring the duly filled in attendance slip enclosed herewith to attend the meeting.
5. The Register of Members and Share Transfer Books will remain closed from **Saturday, 1st August 2015 to Tuesday, 11th August 2015 (both days inclusive)** for the purpose of payment of dividend for the financial year ended 31st March 2015 and the Annual General Meeting (AGM).
6. 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 25th August 2015 to those members whose names appear:
 - (i) As members on the Register of Members of the Company as on 11th August 2015 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 31st July 2015.
 - (ii) As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on 31st July 2015.
7. 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.
8. 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.

9. 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 2007 to the Investor Education and Protection Fund (IEP Fund) established by the Central Government pursuant to Section 124 of the Companies Act, 2013. It may also be noted that once the unclaimed dividend is transferred to the IEP Fund, no claim shall lie in respect thereof.
10. Pursuant to the provisions of Section 124 of the Companies Act, 2013, as amended, dividend for the financial year ended 31st March 2008 and thereafter, which remains unclaimed for a period of 7 years from the date of transfer of the same to the unclaimed dividend account as referred to in sub-section (5) of section 124 of the Act, 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 2008 or subsequent financial years are requested to make their claim to the Secretarial Department, Ali Towers, III Floor, No.55 Greaves 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
31/03/2008	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	09/08/2019
31/03/2013	07/08/2013	06/08/2020
31/03/2014	25/08/2014	24/08/2021

11. Members holding shares in physical form are requested to intimate the following details directly to the Company's Registrar and Share Transfer Agent, Integrated Enterprises (I) Ltd, 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, if declared at the meeting.
 - (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.
12. Members are requested to quote ledger folio numbers in all their correspondences.
13. 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.
14. 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) Ltd.

15. Electronic Clearing Service (ECS) Facility:

With respect to payment of dividend, the Company provides the facility of ECS to shareholders residing at the following cities:

Ahmedabad, Bangalore, Bhubaneswar, Chandigarh, Chennai, Guwahati, Hyderabad, Jaipur, Kanpur, Kolkata, Mumbai, Nagpur, New Delhi, Patna and Thiruvananthapuram.

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

16. 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, form an integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

17. Electronic copies of the Annual Report for the year ended 31st March 2015 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.

18. Electronic copy of the Notice of the 34th 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 34th 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.

19. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2015 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.

20. 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, as amended and clause 35B of the listing agreement, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions proposed to be passed in the 34th Annual General Meeting (AGM) by electronic means. Members may cast their votes using an electronic voting system through e-Voting Services provided by the National Securities Depository Ltd (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 2015" 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) 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 REVEN (Remote e-Voting EVEN Number) of Apollo Hospitals Enterprise Ltd - **101882**.
- (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 :

REVEN (Remote e-Voting Even Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- V. **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. 4th August 2015.**
- VI. **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. 4th August 2015 only shall be entitled to avail the facility of remote e-voting.**
- VII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holds shares as on the cut-off date i.e. 4th August 2015, may obtain the login ID and password by sending a request at e-voting@nsdl.co.in or to the Registrar & Share Transfer Agent.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password you can reset your password by using the "Forgot User Details/Password" option.
- VIII. The e-voting period commences on 8th August 2015 (9:00 am) and ends on 10th August 2015 (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 4th August 2015, 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.
- IX. The facility for voting through ballot form shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through ballot form.
- X. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
- XI. Smt. Lakshmmi Subramanian, Practicing Company Secretary (Membership No. 3534) M/s. Lakshmmi Subramanian & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XII. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.apollohospitals.com and on the website of NSDL. The results shall simultaneously be communicated to the Stock Exchanges.
- XIII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 11th August 2015.
21. 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.

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

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

Item Nos. 5, 6 & 7

Smt. Preetha Reddy

The current term of office of Smt. Preetha Reddy as Executive Vice Chairperson is due for renewal on 3rd February 2016. Considering the contributions made by her during her tenure, the Board of Directors at its meeting held on 28th May 2015 approved the re-appointment of Smt. Preetha Reddy as Executive Vice Chairperson for a further period of 5 years with effect from 3rd February 2016 on the remuneration terms recommended by the Nomination & Remuneration Committee subject to approval of the members at the ensuing Annual General Meeting.

The Committee has laid down the following principles for payment of remuneration to the Executive Directors:

The main components of the remuneration package for executive directors would comprise of base salary and performance related variable annual incentive linked to company performance.

Base Compensation (Fixed pay)

The base salary or the fixed component would be finalised based on prevailing market standards. The remuneration for executive directors will be reviewed annually having regard to the job size, responsibility levels, performance evaluation and competitive market practice. Also, the annual increments relating to the fixed pay components will be decided by the Nomination and Remuneration Committee based on company performance and market conditions.

Performance based incentive (Variable pay)

All Executive Directors would be eligible for performance based Variable Pay, linked to the achievement of operating profit targets and job related goals. A percentage of the bonus is payable by reference to the profit targets and the balance is payable by reference to individual performance criteria. The maximum annual bonus payable would be 125% of base salary.

Accordingly, the remuneration payable to Smt. Preetha Reddy during the further term of five years with effect from 3rd February 2016 would be based on the above terms, provided that the remuneration payable to her for the renewed term of office would be within the maximum permissible limit of 5% of the net profits before tax of the Company 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 before tax of the Company, prescribed under the provisions of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 including any amendments thereto, during the tenure of her appointment.

Smt. Preetha Reddy drew a remuneration of ₹ 49.25 million comprising of fixed pay of ₹ 29.16 million and variable pay of ₹ 20.09 million, for the financial year ended 31st March, 2015 which constituted 1.05 % of the net profits before tax of the Company.

The Board recommends the resolution set out under Item No.5 of the notice for approval of the Shareholders.

Smt. Preetha Reddy may be deemed to be concerned or interested, financially or otherwise, to the extent of her shareholding in respect of her re-appointment as Executive Vice Chairperson. Dr.Prathap C Reddy, Executive