

ANNUAL REPORT

20¹⁹/₂₀



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Apollo 24/7

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A person's DNA, which is pivotal to human growth, contains the instructions for that particular individual's development. DNA stores vast amounts of biological data in its four-letter code, and is an extremely efficient and robust storage device. At Apollo Hospitals, our unique 4-character, **24/7**, is our unique DNA and remains staunchly fundamental to how we view the health and wellbeing of our patients; for the hundreds of decisions we have to make about treatment protocols we will adopt, technology we will invest in, the standards of healthcare we will embrace and the growth strategy we will adopt to cater to the needs of different patient populations and their associated care journeys.

Since establishment 36 years ago, it has been our mission to make India self-reliant in healthcare; to make superior care of international standards available to the common man. **Apollo 24/7**, the Group's transition to omnichannel, which is always switched on, is for every Indian. Today Apollo's expertise is within reach for everyone in a more user-friendly way from the mobile phone, anywhere and at any time. During these challenging times Apollo has led from the front and created the most responsive consumer healthcare offering, an endeavour that resonates with the Prime Minister's call to make India self-reliant - 'Atmanirbhar Bano'. Using our network of 71 hospitals, 200+ clinics, 11000+ best doctors, you can get an Apollo Doctor Consultation in 15 minutes... **expertise meets efficiency**. Apollo Pharmacy, India's largest pharmacy network serves 600 cities and towns; **Apollo 24/7** pushes this further; now all of India can get the safest and widest range of medicines delivered to their doorstep in 2 hours... **expertise meets convenience**. Apollo leads with the best technology merged with medical science and its signature patient first approach; once again reinventing how healthcare is delivered in India. **This is our DNA. This is your Apollo.**

MESSAGE



Dear Members,

The second decade of the twenty-first century will be the decade of Non- Communicable diseases (NCDs). The World Economic Forum and the United Nations have both warned that the world will face a huge NCD crisis in the next ten years in the form of diabetes, heart disease, strokes, cancer, respiratory disorders, infectious diseases and obesity. It is estimated that by the end of this decade, 80% of deaths worldwide will be from NCDs, which will amount to a staggering global cost of USD 30 Trillion, with India's share of that cost being USD 4.8 Trillion. It is a huge threat that no family, corporate or nation can sustain. It has been always our endeavour to work with Governments, corporates and communities in general, to reduce this burden, especially for younger people in the age group of 30-60, who are precious to their employers, their families, and above all to the nation.

In pursuit of the well-being of people at large, we have devised specific programs for diabetes management, detection of risk factors and corrective

treatment for heart disease, strokes and cancer. It is important to remember that cancer, if detected early, can be easily controlled through surgery, including robotic surgery. For more advanced cases, we also have state-of-the-art Photon therapy, through Novalis, Tomo and Halcyon machines, and Proton therapy. Our Proton Centre in Chennai, is the first-of-its kind in South East Asia and people from all over the world come here for treatment. Today, we are not only the No. 1 provider of cardiac services, we are marching towards making India the best cancer care center in the world.

As a definitive step towards combating NCDs, and to encourage early-detection and prevention, we have completed over 22 million Preventive Health Checks so far. We have now created a new program Apollo ProHealth, powered by Artificial Intelligence, which will help Predict, Prevent and Overcome NCDs. The program includes personalised healthcare under the supervision of health mentors.

The second decade of the twenty-first century will also see the advent of Artificial Intelligence, Automation, Robotics and 3-D printing in Healthcare. We have already adopted all of these to make a significant impact in the way we manage our patients and their medical conditions, with precision. I am happy to share that the Apollo Hospitals network is performing the highest number of robot-assisted surgeries in the country; we have also started using robots for cardiac procedures now.

Suddenly and unexpectedly, in the month of March 2020, another major health crisis erupted for the world with the COVID-19 pandemic. We launched Project Kavach, an integrated and holistic plan for the fight against COVID-19. Kavach includes modalities for screening, testing, assessment, isolation, treatment, monitoring and follow-up. We have designated close to 2,000 beds across our hospitals for COVID-19. We have been working with the Governments of 16 states where our

hospitals are located. We have set up fever clinics in 30 locations. So far, we have made a positive difference to the lives of over 30,000 patients and we will continue to extend care.

During this time, we also launched our digital healthcare app Apollo 24/7 - agile and digitally connected to the consumer, and we have been humbled by the response - 3.7 million registered users, ~3,200 doctors live on the platform, over 125,000 digital consults till date and over 12.7 million COVID-19 risk scans completed.

While managing COVID-19 as well as other ailments, we have created an iron curtain, in all our hospitals, between COVID-19 patients and non-COVID-19 patients so that the safety of the hospitals for the non-COVID-19 patients is not compromised. We have also fully separated the staff - doctors, nurses, housekeeping staff and others - and are housing them separately. This has helped us to make our facilities completely safe for the treatment of normal medical and surgical procedures as they arise.

Against the backdrop of COVID-19, it has now become abundantly clear that controlling NCDs, especially conditions like hypertension and diabetes is critical for building immunity to protect oneself from infections that can become life threatening.

The prevailing social stigma around COVID-19, coupled with the fear of contracting infections may have made patients rather lax about their health, lifestyle, regular medications and follow-up for their ailments. There is an urgent need to bring in a behavioural shift and ensure that people do not ignore conditions and illnesses, which may become life-threatening if left unattended.

With 71 hospitals with a total of 10261 beds; 3766 pharmacies, and 956 retail touchpoints, and emerging formats of care such as digital healthcare and home healthcare, across the length and breadth of India, I can confidently say no other hospital in the world has the gamut of health services we offer. Our Centres of Excellence continue to differentiate themselves through clinical excellence, high standards of quality, and skilled, experienced doctors. Our COE focus enables us to maintain a leadership position in treatment protocols and outcomes. Our focus on

Telemedicine has deepened, facilitating our reach into non-urban geographies to provide access to primary, secondary and tertiary care.

The ultimate goal of innovation in healthcare has always been to find a model which fosters complete convergence and benefits for all stakeholders - investors, consumers, clinicians, employees, governments and society. Ours is a purpose-led model that achieves this balance, and proves that a profitable business can have significant socio-economic impact.

The entire Apollo Family has risen to the challenge of caring for COVID and non-COVID patients. I would at this time, like to acknowledge the efforts of our doctors, nurses and support staff who have shown fierce determination and dedication in performing their duties. This gives me the confidence that we can overcome any challenge that may come our way and enable us to serve the interests of all our stakeholders.

I would also like to thank the Board members for their trust and unfailing support in our journey. I sincerely look forward to that in the coming year as well.

Work of the magnitude that we have done this year was possible only because of the faith and trust, you, the shareholders have reposed in us; helping us move beyond conventional boundaries. I thank you for your support.

We stand on the frontline to assist our country during these difficult times and will continue to partner with Governments - both central and state, as we pursue the dream of building a self-reliant India in the healthcare space.

Let me remind you once again that your body is Priceless and should be preserved with care.

My warm personal regards to all of you,

Stay safe. Stay Healthy.

Dr. Prathap C. Reddy

Founder, Apollo Hospitals Group

CORPORATE INFORMATION

Vice Chairman	Dr. Prathap C. Reddy
Managing Director	Mr. P. Shivakumar
Directors	Dr. Arun Rai Mr. Deepak Vaidya Ms. Madhumita Ganguli Dr. Menaka Guruswami Ms. Sangita Reddy Mr. Satnam Arora Mr. S. Regunathan Ms. Suneeta Reddy Mr. Vinayak Chatterjee Ms. Vineeta Rai
AVP - Corporate Affairs & Legal (Company Secretary & Compliance Officer)	Mr. Priya Ranjan
Chief Financial Officer	Mr. Chander Prakash Tyagi
Registered Office & Hospital Complex	Sarita Vihar, Delhi-Mathura Road New Delhi – 110 076
Hospital at Noida	Apollo Hospitals, E-2, Sector-26, Noida – 201 301
Auditors	S. N. Dhawan & Co. LLP Chartered Accountants, New Delhi
Bankers	Punjab National Bank ICICI Bank Limited

NOTICE TO THE MEMBERS

Notice is hereby given that the thirty second Annual General Meeting of Members of Indraprastha Medical Corporation Limited will be held on Tuesday, 29th September, 2020, at 10.30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

Item No. 1 – Adoption of financial statements.

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 – Appointment of Director

To appoint a Director in place of Ms. Suneeta Reddy (DIN 00001873), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

Item No. 3

Appointment of Mr. P. Shivakumar as Managing Director

To consider and if thought fit, to pass with or without modification, the following as an ORDINARY RESOLUTION: "RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. P. Shivakumar (DIN: 08570283), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company by the Board of Directors effective from 5th November, 2019, and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), and subject

to such other approvals as may be necessary, the approval of the members of the Company be and is hereby accorded to the appointment of Mr. P. Shivakumar (DIN: 08570283) as Managing Director of the Company for a period of 2 years from 5th November, 2019 to 4th November, 2021, on the terms and conditions as set out in the employment agreement including remuneration as given below:

A. Salary

Basic Salary Rs. 7,75,385 (Rupees Seven Lakh Seventy Five Thousand Three Hundred Eighty Five only) per month. Annual increment shall be allowed as may be decided by the Board, based on achievement of Annual Operating Plan (AOP) score of the Hospital.

B. Perquisites & Allowances

- House Rent Allowance @ 35% of the Basic Salary i.e. Rs 2,71,385 per month.
- Others Allowance - Rs. 1,45,925 per month
- Child Education Allowance - Rs. 200 per month
- Contribution to Provident Fund @12% of Basic Salary.
- Leave Travel Allowance once in a year for self and family as per the rules of the Company.
- Reimbursement of medical expenses, for self and family, as per the rules of the Company
- Group Personal Accident Insurance premium, as per the rules of the Company.
- Leaves as per the rules of the Company.
- Fee of one club membership shall be allowed.
- Reimbursement of Professional Membership fees.
- Medical Insurance Premium for self & family as per the rules of the company.
- Free Telephone facility at residence and Mobile Phone for official and personal use
- Ex-gratia as per the Company Policy

C. Other Benefits:

- Free use of Company's maintained car with driver for official and personal use.
- Performance bonus, for each financial year or part thereof, to be paid annually upto a maximum of Rs. 30,00,000 (Rupees Thirty Lacs) per annum as may be decided by the Board of Directors, based on the performance under Apollo Performance Management System. (Outstanding Rating-100 % of performance bonus, Very Good Rating-75% of performance bonus, Good Rating -50% of performance Bonus.)

- c. In the absence or inadequacy of profits in any financial year during the currency of tenure of the Managing Director, Mr. P. Shivakumar be paid remuneration, for each financial year, as per the provisions of Section II of Part II of Schedule V to the Act, as may be decided by the Board.

RESOLVED FURTHER THAT the Board of Directors 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. 4

Re-Appointment of Dr. Arun Rai as an Independent Director

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

“RESOLVED THAT in accordance with the provisions of Section 149, 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule IV to the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Arun Rai (DIN : 07159822), be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years effective from 26th May, 2020 to 25th May, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors 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. 5

Appointment of Dr. Menaka Guruswamy as an Independent Director.

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

“RESOLVED THAT in accordance with the provisions of Section 149, 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule IV to the Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Menaka Guruswamy (DIN : 0008742679),who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company by the Board of Directors effective from 23rd May, 2020, and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent

Director of the Company to hold office for five consecutive years effective from 23rd May, 2020 to 22nd May, 2025, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors 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. 6

Appointment of Ms. Sangita Reddy as a Director.

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

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Sangita Reddy (DIN: 00006285), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company by the Board of Directors effective from 24th August, 2020, and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors 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. 7

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

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with 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 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 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. 8

Ratification of Remuneration to Cost Auditors.

To consider and if thought fit, to pass with or without modification, the following 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. Devarajan Swaminathan and Co. - Cost Accountants, (Firm Registration No 100669), 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 year ending 31st March, 2021, at a remuneration of Rs. 5.50 lakhs plus taxes as applicable and reimbursement of out of pocket expenses, be and is hereby ratified and confirmed.”

**By order of the Board of Directors
for Indraprastha Medical Corporation Limited**

Priya Ranjan
AVP - Corporate Affairs & Legal
(Company Secretary & Compliance Officer)

Registered Office:

Sarita Vihar, Delhi-Mathura Road,
New Delhi – 110 076, India
CIN: L24232DL1988PLC030958

Date: 24th August, 2020

NOTES:

- In view of the global outbreak of the COVID-19 pandemic, the Ministry of Corporate Affairs (‘MCA’) has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to ‘Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM) read with General Circular No. 14/2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020 in relation to ‘Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19’ (collectively referred to as ‘MCA Circulars’) and the Securities and Exchange Board of India (‘SEBI’) vide its circular dated May 12, 2020 in relation to ‘Additional relaxation in relation to compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - COVID-19 pandemic’ (‘SEBI Circular’) permitted the holding of the AGM through VC or OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars & SEBI Circular, the 32nd AGM of the Company is being held through VC/OAVM on Tuesday, 29th September, 2020 at 10.30a.m. (IST).
- Pursuant to the Circular, the facility to appoint proxy to attend and cast vote for the members is not available

for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

- Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- In line with the Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://delhi.apollohospitals.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with the Circulars.
- The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business as set out above, is annexed hereto.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Due to the impact of COVID-19 and uncertainty of growth in business, the Board of Directors of the Company have decided not to recommend dividend on shares for the year 2019-20.

11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, M/s Link Intime India Pvt. Ltd. (Link Intime) for assistance in this regard.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 19th September, 2020 to Tuesday, 29th September, 2020 (both days inclusive) for the purpose of Annual General Meeting.
13. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before 22nd September, 2020, through email on imclshares@apollohospitalsdelhi.com. The same will be replied by the Company suitably.
14. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer such shares of Members of whom dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 20th September, 2019 (date of last AGM) are available under "Investor Relations" section on the website of the Company and on Ministry of Corporate Affairs' website.
- The summary of the dates on which the unpaid dividend amount shall be due for transfer to Investor Education and Protection Fund are given in the table below.

Financial Year Ended	Date of Declaration of Dividend	Due Date for transfer to the IEP Fund
31/03/2013	26/09/2013	30/10/2020
31/03/2014	30/09/2014	03/11/2021
31/03/2015	29/09/2015	02/11/2022
31/03/2016	30/08/2016	03/10/2023
31/03/2017	26/09/2017	30/10/2024
31/03/2018	24/09/2018	28/10/2025
31/03/2019	20/09/2019	24/10/2026

15. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2019-20, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://delhi.apollohospitals.com/refund-claimants-fund>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Link Intime India Private Ltd., for lodging claim for refund of shares and / or dividend from the IEPF Authority.
16. Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agents (RTA), M/s. Link Intime India Pvt. Ltd., Noble Heights, 1st Floor, NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 :-
- a) Permanent Account Number (PAN) and bank account details, if not registered with the Company, as mandated by SEBI.
- b) to register nomination in respect of their shareholding in the Company.
- c) to register / update their e-mail address for receiving all communications from the Company electronically.
17. Members holding shares in electronic mode are:
- a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
- b) advised to contact their respective DPs for registering nomination.
- c) requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.
18. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
19. Details under Regulation 26 and 36 of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (Listing Regulations) in respect of the Directors seeking appointment/ re-appointment at the Annual General Meeting, forms an integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.

20. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website <https://delhi.apollohospitals.com/>, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
21. Members of the Company had approved the appointment of M/s S. N. Dhawan & Co. LLP, Chartered Accountants (ICAI Registration No. 000045N), as the Statutory Auditors at the twenty-ninth Annual General Meeting (AGM) of the Company which is valid till the conclusion of the thirty-fourth AGM, subject to ratification of their appointment by the Members at every AGM. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM 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 Auditors.
22. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
23. Mr. Baldev Singh Kashtwal, Practicing Company Secretary (Membership No. FCS 3616 & Certificate of Practice No. 3169) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
24. Voting through electronic means:
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS2) issued by the Institute of Company Secretaries of India, and the Circulars issued by the Ministry of Corporate Affairs, 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 second 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 remote e-voting period commences on 26th September, 2020 (9:00 a.m. IST) and ends on 28th September, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on 22nd September, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IV. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- V. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- VI. The details of the process and manner for remote e-voting are explained herein below:
- Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>
- Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
 - Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
 - A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
- Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on

e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in.

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company i.e 113834.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bskashtwal@gmail.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 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 download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to:-

Ms. Pallavi Mhatre at evoting@nsdl.co.in/
pallavid@nsdl.co.in, Tel: +91 22 24994545/
4360/4738

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

Physical Holding

Send a request to the Registrar and Transfer Agent of the company at delhi@linkintime.co.in providing Folio no., Name of Shareholders, Scanned copy of Share Certificate (front and back), PAN (Self attested copy of PAN card), Aadhar (Self attested copy of Aadhar card) for registering Email address.

Following additional details need to be provided for updating bank account details:

- Name and branch of the bank in which you wish to receive the dividend in the coming years,
- The Bank Account type,
- Bank Account number allotted by your Bank after implementation of Core Banking Solutions,
- 9 Digit MICR Code Number
- 11 Digit IFSC Code, and
- A scanned copy of the cancelled cheque bearing the name of the first Shareholder

Demat Holding

Please contact your Depository Participant (DP) and register your Email address and Bank Account details in your demat account, as per the process advised by your DP.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/ members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
- Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at imclshares@apollohospitalsdelhi.com from 26th September, 2020 (9.00 a.m.) to 28th September, 2020 (5.00 p.m.). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other Instructions

- 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 forty-eight hours from 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.

2. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company <https://delhi.apollohospitals.com/> and on the website of NSDL. The results shall simultaneously be communicated to the Stock Exchanges.
3. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. 29th September 2020.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 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. 3

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors in the meeting held on 5th November, 2019, has appointed Mr. P. Shivakumar as an Additional Director. As an Additional Director, Mr. P. Shivakumar holds office only up to the Annual General Meeting. A notice has been received from a member pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose the appointment of Mr. P. Shivakumar as a Director of the Company.

The Board of Directors has also appointed Mr. P. Shivakumar as a Managing Director of the Company for a period of two years effective from 5th November, 2019, on the terms and conditions including remuneration as set out in the resolution.

Mr. P. Shivakumar does not hold by himself or through his relatives on a beneficial basis, any shares in the Company.

Brief Profile of Mr. P. Shivakumar is provided in section "Profile of Directors Seeking Appointment / Reappointment". The remuneration of Mr. P. Shivakumar is as per the Remuneration Policy of the Company and has the approval of the Nomination and Remuneration Committees and is within the limit prescribed under Schedule V to the Companies Act, 2013.

Pursuant to the provisions of the Section 190 of the Companies Act, 2013, a copy of the "Employment Agreement" containing the terms and conditions of appointment including remuneration 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 appointment of and payment of remuneration to Mr. P. Shivakumar as

Managing Director requires the approval of the members in General Meeting of the Company.

Except Mr. P. Shivakumar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors of the Company recommends the resolution No. 3 for approval of the members.

Item No. 4

Dr. Arun Rai was appointed as an Independent Director of the Company and his term as an Independent Director of the Company was upto 25th May, 2020 ("first term").

The Nomination and Remuneration Committee of the Board, on the basis of the report of performance evaluation, has recommended re-appointment of Dr. Arun Rai 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 Dr. Arun Rai would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, the Board of Directors in the meeting held on 23rd May, 2020, have re-appointed Dr. Arun Rai as an Independent Director of the Company, not liable to retire by rotation, for second term of five consecutive years from 26th May, 2020 to 25th May, 2025, subject to the approval of the shareholders.

Dr. Arun Rai 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 Dr. Arun Rai that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Dr. Arun Rai 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 Dr. Arun Rai, 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. Arun Rai 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.

Except Dr. Arun Rai, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors of the Company recommends the special resolution at Item No. 4 of the Notice, in relation to the re-appointment of Dr. Arun Rai as an Independent Director, for approval of the members.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 23rd May, 2020, appointed Dr. Menaka Guruswamy as an Additional Director and Independent Director, subject to the approval of the shareholders at the AGM of the Company, to hold office for five consecutive years effective from 23rd May, 2020 to 22nd May, 2025, not liable to retire by rotation.

Dr. Menaka Guruswamy 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"), Dr. Menaka Guruswamy 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. Menaka Guruswamy for the office of Director.

The Company has received from Dr. Menaka Guruswamy (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 Dr. Menaka Guruswamy as an Independent Director of the Company for a period of five consecutive years, from 23rd May, 2020 to 22nd May, 2025, 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 ordinary resolution She will not be liable to retire by rotation.

In the opinion of the Board, Dr. Menaka Guruswamy fulfils the conditions for her appointment as an Independent Director of the Company as specified in the Act and rules made thereunder and Listing Regulations.

Dr. Menaka Guruswamy is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Dr. Menaka Guruswamy, 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. Menaka Guruswamy 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 appointment of Dr. Menaka Guruswamy as an Independent Director will be of immense benefit to the Company and it is desirable to avail services of Dr. Menaka Guruswamy as an Independent Director. Dr. Menaka Guruswamy would bring with her immense experience to the Company in the areas of legal, leadership and governance.

Except Dr. Menaka Guruswamy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of Directors of the Company recommends the resolution at Item No. 5 of the Notice, in relation to the appointment of Dr. Menaka Guruswamy as an Independent Director, for approval of the members.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 24th August, 2020, appointed Ms. Sangita Reddy as an Additional Director of the Company.

Ms. Sangita Reddy holds 8600 Equity shares in the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Ms. Sangita Reddy 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 Ms. Sangita Reddy for the office of Director.

The Company has received from Ms. Sangita Reddy (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, and (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.

The resolution seeks the approval of members for the appointment of Ms. Sangita Reddy as a Director of the Company, liable to retire by rotation

Details of Ms. Sangita Reddy, 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.

Ms. Sangita Reddy is the daughter of Dr. Prathap C. Reddy and sister of Ms. Suneeta Reddy. Except Ms. Sangita Reddy, Dr. Prathap C. Reddy and Ms. Suneeta Reddy, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors of the Company recommends the resolution at Item No. 6 of the Notice, in relation to the appointment of Ms. Sangita Reddy as a Director, liable to retire by rotation, for approval of the members.

Item No. 7

The existing Articles of Association (AOA) are based on the Companies Act, 1956 and several articles in the existing AOA contain references to specific sections of the Companies Act, 1956 and some articles in the existing AOA need to be in conformity with the Companies Act, 2013 ("Act"). Substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act, several articles in the existing AOA of the Company, which contain references to the sections of the erstwhile Companies Act, 1956, require alteration or deletions.

Given this position, it is considered expedient to update the existing AOA by a new set of Articles.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' to Schedule I to the Act which sets out the model Articles of Association for a company limited by shares.

Certain provisions of the existing AOA have been simplified by providing reference to relevant sections to the Act, and the Rules framed thereunder, to avoid repetition in its entirety.

The Board at its meeting held on 23rd May, 2020, has approved alteration of the AOA of the Company and the Board now seeks Members' approval for the same. Pursuant to Section 14 of the Act, the consent of the Members by way of Special Resolution is required for alteration of AOA of the Company.

The Board of Directors of the Company recommends the special resolution at Item No. 7 of the Notice, in relation to adoption of new set of AOA pursuant to the Act, for approval of the members.

The proposed draft AOA is uploaded on the Company's website for perusal by the Members. Further, a copy of the proposed AOA of the Company would be available

for inspection of the Members at the Registered Office of the Company during normal business hours on any working day excluding Saturday till the date of 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. 8

The Board has re-appointed M/s Devarajan Swaminathan and Co., Cost Accountants (Firm Regn. No. 100669), as the Cost Auditors to conduct the audit of the cost records of the Company for the year ending 31st March, 2021, at a remuneration of Rs. 5.50 lakhs plus taxes as applicable and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 8 of the Notice for ratification of the remuneration payable to the cost auditors for the year ending 31st March, 2021.

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 at Item No. 8.

The Board of Directors of the Company recommends the resolution at Item No. 8 of the Notice, in relation to the ratification of remuneration to Cost Auditors, for approval of the members.

**By order of the Board of Directors
for Indraprastha Medical Corporation Limited**

Priya Ranjan
AVP - Corporate Affairs & Legal
(Company Secretary & Compliance Officer)

Registered Office:

Sarita Vihar, Delhi-Mathura Road,
New Delhi – 110 076, India
CIN: L24232DL1988PLC030958

Date: 24th August, 2020

PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

The particulars of the Directors who are proposed to be appointed / re-appointed, are as given below:

i. Name : Ms. Suneeta Reddy

Age : 61 years

DIN : 00001873

Relationship with other Directors: Daughter of Dr. Prathap C Reddy and Sister of Ms. Sangita Reddy

Qualifications: Bachelor of Arts in Economics, Public Relations and Marketing, Diploma in Financial Management; and completed the Owner / President Management Program at Harvard Business School, Boston (USA).

Experience: Ms Suneeta Reddy has over 34 years of experience in Healthcare industry.

Expertise in specific functional areas: Strategy, Hospital Operations, Corporate Services viz., Finance & Accounts, Procurement, HR, Legal, MIS, Internal Audit, ERM.

Terms and conditions of Appointment / Re-appointment: Non-Executive Director, liable to retire by rotation

Date of first appointment on the Board: 31st August, 2005

Directorship of other board as on 31st March, 2020:
Public Limited Companies

- Apollo Hospitals Enterprise Ltd.
- Apollo Gleneagles Hospital Ltd.
- Apollo Sindoori Hotels Ltd.
- Medics International Life Sciences Ltd.
- Apeejay Surrendra Park Hotels Ltd.

Private Companies

- Faber Sindoori Management Services Private Ltd.
- Garuda Energy Private Ltd.
- Helios Holdings Private Ltd.
- Hrisheeksha Solar Power Private Ltd.
- Viswambhara Power Private Ltd.

Membership / Chairmanship of Committees of other Boards as on 31st March, 2020:

Stakeholders Relationship Committee:

Apollo Hospitals Enterprise Limited, Member

Apeejay Surendra Park Hotels Limited, Member

Nomination and Remuneration Committee:

Medics International Lifesciences Limited, Member

ii. Name : Mr. P. Shivakumar

Age : 55 years

DIN : 08570283

Relationship with other Directors: None

Qualifications: Associate Member of the Institute of Chartered Accountants of India (ICAI) & the Institute of Cost Accountants of India

Experience: Mr. P. Shivakumar is a professional with experience spanning over 28 years with 22 years in the Healthcare domain.

Expertise in specific functional areas: Corporate Leadership, Hospital Operations, Financial Acumen, Governance, Technology, Risk Management

Terms and conditions of Appointment / Re-appointment: As per the resolution at item no. 3 of the Notice convening Annual General Meeting on 29th September, 2020, read with explanatory statement thereto.

Date of first appointment on the Board: 05th November, 2019

Directorship of other board as on 31st March, 2020:

Private Companies

- Apollo Rajshree Hospitals Private Limited

Membership / Chairmanship of Committees of other Boards as on 31st March, 2020: None

iii. Name : Dr. Arun Rai

Age : 57 years

DIN : 07159822

Relationship with other Directors: None

Qualifications: Ph.D. in Information Systems, Master of Business Administration and Master of Science and Technology

Experience: Dr. Arun Rai is Regents' Professor of the University System of Georgia and J. Mack Robinson Chair at the Robinson College of Business (RCB) at Georgia State University.

Expertise in specific functional areas: Technology, Corporate Leadership, Governance and Diversity

Terms and conditions of Appointment / Re-appointment: Non-Executive Independent Director, not liable to retire by rotation

Date of first appointment on the Board: 26th May, 2015

Directorship of other board as on 31st March, 2020:

Public Limited Companies

1. Apollo Health and Lifestyle Limited

Membership / Chairmanship of Committees of other Boards as on 31st March, 2020: None

iv. **Name :** Dr. Menaka Guruswamy

Age : 46 years

DIN : 0008742679

Relationship with other Directors: None

Qualifications: B.A. L.L.B. (Honors) from Indian Law School of India University; Bachelors in Civil Law from Oxford University (England); M.A. Masters in Law from Harvard Law School, Cambridge; Doctorate (D.Phil in Law) from Oxford University (England)

Experience: Dr. Menaka Guruswamy is a Senior Advocate at the Supreme Court of India.

Expertise in specific functional areas: Corporate Leadership, Diversity, Governance.

Terms and conditions of Appointment / Re-appointment Non-Executive: Independent Director, not liable to retire by rotation

Date of first appointment on the Board: 23rd May, 2020

Directorship of other board as on 23rd May, 2020: None

Membership / Chairmanship of Committees of other Boards as on 23rd May, 2020: None

v. **Name :** Ms. Sangita Reddy

Age : 58 Years

DIN : 00006285

Relationship with other Directors: Daughter of Dr. Prathap C Reddy and Sister of Ms. Suneeta Reddy

Qualifications: Bachelor of Science degree from Womens Christian College, Chennai; Diploma in Computer Studies from University of Cambridge and Diploma in National Computing Centre, London; Graduate Courses in Operations Research - Rutgers University, New Jersey; Diploma in Hospital Management conducted by Harvard University, USA & NSU, Singapore

Experience: Ms. Sangita Reddy has over 30 years experience in Healthcare Industry

Expertise in specific functional areas: Hospitals Operations, Clinics, CRM, Education, Mobile Health, Clinical Information System, HIS, Digital Technology and Artificial Intelligence

Terms and conditions of Appointment / Re-appointment Non-Executive Director: Liable to retire by rotation

Date of first appointment on the Board: 24th August, 2020

Directorship of other board as on 24th August, 2020:

Public Limited Companies

1. Apollo Hospitals Enterprise Ltd.
2. Apollo Health and Lifestyle Ltd.
3. Family Health Plan (TPA) Ltd.
4. PCR Investments Ltd.
5. Apollo Med Skills Ltd.
6. HealthNet Global Ltd.
7. Apollo Home Healthcare Ltd.
8. Apollo Sugar Clinics Ltd.
9. Imperial Hospitals and Research Centre Ltd.

Private Companies

1. Apollo Gleneagles PET-CT (P) Ltd.
2. Kar Auto Private Ltd.
3. Searchlight Health Private Ltd.
4. Elixir Communities Private Ltd.
5. Apollo TeleHealth Services (P) Ltd.
6. AMG Healthcare Destination Pvt. Ltd.

Membership / Chairmanship of Committees of other Boards as on 24th August, 2020:

Audit Committee:

Apollo Health and Lifestyle Ltd., Member

AMG Healthcare Destination Pvt. Ltd., Member

Corporate Social Responsibility Committee:

Apollo Hospitals Enterprise Ltd., Member

DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present their report and financial statements for the financial year ended 31st March 2020.

FINANCIAL RESULTS

(Rs. in million)			
	Particulars	FY 2019-20	FY 2018-19
I.	Revenue from Operations	8,307.68	7,881.72
II.	Other Income	6.87	4.67
III.	Total Income (I+II)	8,314.55	7,886.39
IV.	EXPENSES		
	Stores & Spares consumed	1,516.07	1,449.62
	Employee benefits expense	2,139.30	2,002.05
	Finance costs	59.17	68.71
	Depreciation and amortization expense	329.69	297.54
	Other expenses	3,788.40	3,622.26
	Total expenses (IV)	7,832.63	7,440.18
V.	Profit before exceptional items and tax (III-IV)	481.92	446.21
VI.	Exceptional Items	-	-
VII.	Profit/(loss) before tax (V-VI)	481.92	446.21
VIII.	Tax expense:		
	(1) Current tax	109.41	185.28
	(2) Deferred tax	(63.73)	(23.20)
IX.	Profit/(loss) for the year (VII-VIII)	436.24	284.13
X.	Other Comprehensive Income		
	(i) Items that will not be reclassified subsequently to profit or loss		
	Re-measurement gains (losses) on defined benefit plans	(27.54)	(1.72)
	Income Tax effect (Deferred Tax)	7.06	0.60
		(20.48)	(1.12)
XI.	Total Comprehensive Income for the year (Comprising Profit (Loss) and Other Comprehensive Income for the year)	415.76	283.01

TRANSFER TO RESERVES

The Company does not propose to transfer any amount to the General Reserve out of the amount available for appropriation in the current year.

DIVIDEND

Due to the impact of COVID-19 and uncertainty of growth in business, the Board of Directors have decided not to recommend dividend on shares for the year 2019-20 (previous year Rs. 1.60 per share).

RESULTS OF OPERATIONS AND THE STATE OF COMPANY AFFAIRS

Operations

Your Company remained committed to providing world class quality healthcare and services. Focus continued on improving operational efficiencies across functions, improving patient services and enhancing safety for patients and staff.

During the year under review, there has been improvement in the financial performance of the Company. The total