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16th Annual Report 2003-2004

Indraprastha Medical Corporation Limited

BOARD OF DIRECTORS

Shri S Regunathan
(Chairman)

Dr. Prathap C Reddy
(Vice Chairman)

Shri Anil Thadani
Shri Atmaram Jatia
Shri Banwari Lal Jatia
Dr. B.Venkataraman
Shri Deepak Vaidya
(Alternate to Shri Anil Thadani)
Shri M.K. Bezboruah
Shri Prem Pandhi
Shri S.P. Aggarwal
Shri Satpal Arora (IFCI nominee)
Ms. Suneeta Reddy
(Alternate to Shri Atmaram Jatia)
Lt. General Vijay Lall, PVSM, AVSM, ADC (Retd.)
Ms. Anne Marie Moncure

EXECUTIVE VICE PRESIDENT

Shri V.J. Chacko

SENIOR GENERAL MANAGER CUM COMPANY SECRETARY

Shri A.K. Singhal

REGISTERED OFFICE & HOSPITAL COMPLEX

Sarita Vihar,
Delhi-Mathura Road,
New Delhi-110 044

AUDITORS

M/s S.C. Vasudeva & Co.
Chartered Accountants
New Delhi

BANKERS

Oriental Bank of Commerce
ICICI Bank Limited
The Jammu & Kashmir Bank Limited
UTI Bank Limited
Citi Bank, N.A.
HSBC Limited

Place : New Delhi
Date : 26th July, 2004

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NOTICE

Notice is hereby given that the Sixteenth Annual General Meeting of Indraprastha Medical Corporation Limited will be held on Tuesday, 31st August, 2004 at 11.00 a.m. at FICCI Golden Jubilee Auditorium, Federation House, Tansen Marg, New Delhi – 110001, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2004 and the Profit & Loss Account for the year ended on that date together with the Report of Directors' and Auditors' thereon.
2. To declare dividend on shares.
3. To elect a Director in place of Shri Banwarilal Jatia who retires by rotation and being eligible, offers himself for re-election.
4. To elect a Director in place of Dr. B. Venkataraman who retires by rotation and being eligible, offers himself for re-election.
5. To elect a Director in place of Lt. Gen. Vijay Lall, PVSM, AVSM, ADC (Retd.) who retires by rotation and being eligible, offers himself for re-election.
6. To consider and, if thought fit, to pass, with or without modifications, the following resolution as "Special Resolution":

"RESOLVED THAT pursuant to the provisions of Section 224A and other applicable provisions, if any, of the Companies Act, 1956, M/s. S.C. Vasudeva & Co., Chartered Accountants, be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of the next Annual General Meeting of the Company at a remuneration of Rs. 5.25 lacs plus out of pocket expenses."

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without modification (s), the following resolution as a "Special Resolution".
- "RESOLVED THAT subject to the provisions of the Companies Act, 1956, {including any statutory modification(s) or re-enactments thereof for the time being in force and as may

be enacted herein after}, Securities Contracts (Regulation) Act, 1956 and rules framed there under, SEBI (Delisting of Securities) Guidelines, 2003, Listing Agreements and all other applicable laws, rules, regulations and guidelines and subject to such approval(s), permission(s) and sanction(s) as may be necessary and subject to such condition(s) and modification(s) as may be prescribed/imposed by any authority while granting such approval(s), permission(s) and sanction(s) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof or any other person authorized by the Board of Directors) the consent of the Company be and is hereby accorded to the Board to get the equity shares of the Company delisted from the Delhi Stock Exchange Association Limited". (DSE)

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

"RESOLVED THAT in accordance with the provisions of the Section 269 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to such other approvals as may be necessary, the Company hereby accords its approval for the appointment of Sh. V.J. Chacko as "Manager" in terms of Section 2(24) of the Companies Act, 1956, (designated as Executive Vice President) for a period of one year effective from 3rd February, 2004, on the terms and conditions as given below. However, Sh. V.J. Chacko shall vacate the office of 'Manager', if and when, the Managing Director joins the Company.

Terms & Conditions: -

- a. Salary : Rs. 1,25,000/- per month.
- b. Housing: Rent Free Accommodation.
- c. Medical Reimbursement: Reimbursement of Medical Expenses for self and family subject to a ceiling of Rs. 50,000/- in a year.
- d. Leave Travel Concession: For self and family once in a year subject to a ceiling of Rs. 50,000/-.
- e. Club Fees: Fees of one club excluding admission and life membership fee.

- f. Personal Accident Insurance: Premium not exceeding Rs. 5,000/- (Rupees Five Thousand only).
- g. Privilege leave, sick leave and all other facilities / benefits according to the Rules of the Company. Leave accumulated but not availed of can be encashed at the end of the tenure.
- h. Conveyance: Free use of Company car with driver.
- i. Telephone: Free telephone facility at residence.
- j. In the absence or inadequacy of profits in any financial year, the remuneration payable to the "Manager" by way of salary and perquisites shall not exceed the maximum limits prescribed under Schedule XIII to the Companies Act, 1956."
9. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an "Ordinary Resolution".
- "RESOLVED THAT Shri S Regunathan be and is hereby appointed as Director of the Company, who shall be liable to retire by rotation."
10. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an "Ordinary Resolution".
- "RESOLVED THAT Ms. Anne Marie Moncure be and is hereby appointed as Director of the Company, who shall be liable to retire by rotation."
11. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an "Special Resolution".
- "RESOLVED THAT subject to the provisions of Section 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Central Government and such other approvals as may be necessary, the Company hereby accords its approval for the appointment of Ms. Anne Marie Moncure as Managing Director of the Company for a period of 3 years effective from the date of her joining the Company on the remuneration and terms and conditions as given below:-
- A. Salary**
- a) Basic Salary:-Rs. 3,15,000/- (Rupees Three Lakh Fifteen Thousand only) per month.
- b) Performance bonus as may be decided by the Board subject to a ceiling of 40% of the basic salary.
- B. Perquisites**
- a) Rent free furnished accommodation alongwith the benefits of gas, fuel, water, electricity, telephone/fax and watchman as also upkeep and maintenance of the furnished accommodation; the cost of which shall not exceed Rs. 80,000/- per month; the taxable perquisite value of such accommodation and its upkeep and maintenance will be evaluated in accordance with the provisions of the Income Tax Rules, 1962. Personal long distance calls will be billed to Ms. Anne Marie Moncure.
- b) Free use of Company car with chauffer; the running and maintenance expenses of car including salary of chauffer shall not exceed Rs. 15,000/- per month; the taxable perquisite value for private use to be evaluated in accordance with the Income-tax Rules, 1962.
- c) Fee of one club subject to a maximum of Rs. 2,000/- per month.
- d) Reimbursement of Professional membership fee subject to a maximum of Rs. 12,000/- per month; the taxable perquisite value to be evaluated in accordance with the Income-tax Rules, 1962.
- e) Reimbursement of business class air ticket once a year to United States of America for self and family; the taxable perquisite value to be evaluated in accordance with the Income-tax Rules, 1962.
- f) Group Medical Insurance for self and family; premium not exceeding Rs. 2,000/- per month.
- g) Group Personal Accident Insurance premium not exceeding Rs. 1000/- per month.



C. Others

- a) Reimbursement of expenses on traveling for self and family and transportation of personal effects on joining duty and upon completion of tenure.
- b) Sign in bonus of US \$ 5,000 payable on acceptance of appointment.
- c) Notice for separation – either party shall be at liberty to terminate the appointment with three months notice in writing to the other or payment of salary in lieu of notice period.
- d) Contribution to Provident Fund as per the rules of the Company.
- e) Privilege Leave, Sick Leave and all other facilities / benefits according to the rules of the Company. Leave accumulated but not availed of can be encashed at the end of the tenure.
- f) Ms. Anne Marie Moncure will not be entitled to sitting fee for meeting of the Board/ Committee of the Board attended by her.

D. Minimum Remuneration

In the absence or inadequacy of profits in any financial year during the currency of tenure of the Managing Director, the Company shall pay the above-mentioned amount of remuneration and benefits to Ms. Anne Marie Moncure as minimum remuneration.

By order of the Board

for Indraprastha Medical Corporation Limited

Place: New Delhi

A.K. SINGHAL

Date: 26th July, 2004

Senior General Manager-
cum-Company Secretary

NOTES :

1. The relevant Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote at the meeting instead of himself and the Proxy need not be a Member of the Company.

The instrument appointing proxy, in order to be effective, must be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 20th August, 2004 to Tuesday, 31st August, 2004 (both days inclusive).
4. Dividend, if declared, will be paid to those members whose name stand registered on the Company's Register of Members:-
 - a) as Beneficial owners as at the end of the business on 19th day of August, 2004 as per the lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in demat form and
 - b) as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company before 20th August, 2004.

5. a) To avoid the incidence of fraudulent encashment of the Dividend warrants, Members are requested to intimate the Company under the signature of the Sole/ First Joint holder, the following information, so that the Bank Account Number and Name and Address of the Bank can be printed on the Dividend Warrant:-

- 1) Name of Sole/First Joint Holder and Folio No.
- 2) Particulars of Bank Account, viz.
 - i) Name of the Bank
 - ii) Name of Branch
 - iii) Complete address of the Bank with Pin Code Number
 - iv) Account Type, whether savings (SB) or Current Account (CA)
 - v) Bank Account Number allotted by the Bank.

- b) Shareholders desirous of availing the facilities of Electronic Credit of Dividend are requested to submit ECS form duly filled in. ECS form can be obtained from the Registered Office of the Company.
- c) Members who hold shares in the dematerialized form, want to change/ correct the bank account details should send the same immediately to the

- concerned Depository Participant. The Company will not entertain any direct request from members for deletion/change in the Bank Account details furnished by Depository Participants to the Company.
6. Non-Resident Shareholders are requested to inform immediately:-
 - a) The change in the residential status on return to India for permanent settlement and
 - b) The particulars of NRE Account with a Bank in India, if not furnished earlier
 7. Members who have not encashed the dividend warrant(s), so far for the financial year ended 31st March, 2001, 31st March, 2002 and 31st March, 2003 are requested to make their claim to the Secretarial department at the Registered Office of the Company at New Delhi.
 8. As per the provisions of the Companies Act, 1956, as amended, facility for making nominations is available to INDIVIDUALS holding shares in physical form. The Nomination can be made in Form- 2B, which can be obtained from the Registered Office of the Company.
 9. Members holding shares in physical form are requested to notify immediately the change in their address, if any, at the Registered Office of the Company.
 10. Shareholders seeking any information with regard to accounts are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.
 11. Members are requested to bring their copy of Annual Report and Attendance Slip duly filled at the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES Act, 1956

ITEM NO. 3, 4 & 5

A brief resume of the Director's offering themselves for re-election is given below.

Sh. Banwarilal Jatia

Sh. Banwarilal Jatia, aged 60 years, is a commerce and law graduate with rich and varied experience in managing business in various Industries like chemicals, paper, textiles, food processing and mining besides international trade.

He is Chairman and Managing Director of Hardcastle & Waud Mfg. Co. Ltd. and also a Director of Hardcastle Restaurants Pvt. Ltd (which is operating a chain of McDonald's Quick Service Restaurants in Western India), Vishwas Investment & Trd. Co. Pvt. Ltd., Horizon Impex Pvt. Ltd., Saubhagya Impex Pvt. Ltd., Subh Ashish Exim Pvt. Ltd., Anand Veena Twisters Pvt. Ltd., Achal Exim Pvt. Ltd., Vandeep Tradelinks Pvt. Ltd., Acacia Impex Pvt. Ltd., Akshay Ayush Impex Pvt. Ltd. and Triple A Foods Pvt. Ltd.

Sh. Jatia is the Chairman of Share Transfer Committee of Hardcastle & Waud Mfg. Co. Ltd.

Except Shri Banwarilal Jatia no other Director is interested in the aforesaid resolution.

Dr. B.Venkataraman

Dr. B.Venkataraman, aged 78 years, is a former member of the Indian Administrative Service. He has extensive experience in administration at various and widely spread levels, having held several senior posts both in the State Government and also in the Government of India, amongst which are Additional Chief Secretary (in which capacity he was in charge of the Department of Health among others), Member, Board of Revenue, Chief Secretary, apart from heading as Chairman of public sector undertakings like the State Industrial Development Corporation, State Mining Corporation and State Forest Development Corporation. In the Government of India, he has had almost a decade of experience in the Ministry of Home Affairs and later held the post of Secretary to the Government of India, in the Ministry of Tourism and Civil Aviation, in which capacity he was connected with airport expansions, in India and abroad, introduction of Travel circuits in India for tourism promotion including the concept of the Palace on Wheels, introduced by him and had close connection with sanctions and execution of a number of hotels in Delhi like the Taj Palace, Sheraton Towers, Surya Sofitel, Le Meridien, Hilton among others in Delhi, apart from a number of hotels in the rest of the country.

He was Director for a spell of five years on the Indian National Trust for Art and Cultural Heritage, concerned with the conservation of the Varanasi and Mathura Brindavan heritage regions.

He is a Doctor of Literature (D.Litt) and is an author of repute of a number of books relating to and on Heritage of India with reference to peninsular India.



He is also a Director of C.J. International Ltd., (Le Meriden) and South Asia Enterprises Ltd.

He is also a member of Audit Committee of C.J. International Ltd.

Except Dr. B.Venkataraman no other Director is interested in the aforesaid resolution.

Lt. Gen. Vijay Lall, PVSM, AVSM, ADC (Retd.)

Lt. General (Retd.) Vijay Lall, aged 62 years is an MBA with distinction. He served the Indian Army for forty years in various vital assignments and retired as Director General Ordnance Services & Senior Colonel Commandant, AOC. He had over hundred independent establishments all over the country employing 1 Lakh Civilian and Military personnel. His vast and multitudinal experience in Logistics, Human Resource Management; particularly of civilians, Education and Training won him many laurels. In his early years, he was selected by a foreign Govt. and had the unique honour of heading an independent foreign defence organisation for two years.

As President (Mayor) of a large cantonment he made valuable contribution towards improving the quality of life & civic amenities, which were applauded by the Govt., media & the citizens. As the head of The College of Materials Management (which imparts integrated management education to foreign and Indian students) & Dean of Management, Jabalpur University, he dedicatedly persevered and got the institution 'Golden Peacock National Training Award' from the Deputy Prime Minister and recognition as a 'Center of Excellence'. He was specially selected on a number of governmental studies/researches for streamlining logistics, human resource development and supply chain management, which led to immense savings to the government exchequer besides improving the efficiency all round.

He was decorated/conferred with numerous honours & awards, Hon. ADC to President of India, PVSM [Param Vishisht Seva Medal (for Distinguished Services of the Most Exceptional Order to nation) AVSM [Ati Vishisht Seva Medal] by the President of India, Commendation of the Chief of Army Staff, Distinguished fellowship of the Institute of Directors (World Quality Council) & the Indian Institute of Materials Management. He was declared 'Man of the Year 2000' by ABI, USA.

He is also a Fellow of the British Institute of Management and is also on the Executive Council of the American Institute of Management.

Lt. General (Retd.) Vijay Lall does not hold the office of Director in any other Company.

Except Lt. General (Retd.) Vijay Lall, no other Director is interested in the aforesaid resolution.

ITEM NO. 7

The equity shares of the Company are presently listed on the following three Stock Exchanges: -

- 1) The Delhi Stock Exchange Association Limited (DSE)
- 2) The Stock Exchange, Mumbai (BSE)
- 3) The National Stock Exchange of India Limited (NSE)

With the extensive networking of the BSE and NSE and the extension of the BSE/NSE terminals to other cities as well, Investors have access to online dealings in the Company's equity shares across the country. The bulk of the trading in the Company's equity shares take place on the BSE and the NSE.

There is no trading of shares at DSE almost for the last two years. It is felt that continued listed at DSE does not provide any significant tangible advantage to the members of the Company.

The Securities & Exchange Board of India (SEBI) had notified "Delisting of Securities Guidelines - 2003" ("the Guidelines"). As per the Guidelines, a Company may seek voluntary delisting of its securities from all or some of the Stock Exchanges and further that an exit opportunity is not required to be provided to the members in case where such securities continue to be listed at a Stock Exchange having nation wide trading terminals i.e. the Stock Exchange, Mumbai, the National Stock Exchange of India Ltd. and any other Stock Exchange(s) that may be specified by SEBI in this regard.

The voluntary delisting of the equity shares of the Company from DSE will not adversely affect any investor including the members located in the region where the said Stock Exchange is situated.

Your Directors recommend the Special Resolution for approval of members.

None of the Directors is concerned or interested in the said resolution.

ITEM NO. 8

The members had approved the appointment of Dr. Yogi Mehrotra as Managing Director of the Company for a period of two years effective from 14th December, 2002, in the Annual General Meeting held on 2nd September, 2003.

Dr. Yogi Mehrotra passed away on 3rd February, 2004.

As an interim arrangement, the Board of Directors had appointed Sh. V.J. Chacko, as 'Manager' (designated as Executive Vice President) in terms of Section 2(24) of the Companies Act, 1956, for a period of one year effective from 3rd February, 2004. However, Sh. V.J. Chacko would vacate the office of Manager if and when the Managing Director joins the Company. The terms of remuneration of Sh. V.J. Chacko has the approval of the Remuneration Committee and are within the limits prescribed under Schedule XIII to the Companies Act, 1956.

The appointment of and payment of remuneration to Sh. V.J. Chacko requires the approval of the shareholders in General Meeting. Since, Sh. V.J. Chacko is above the age of 70 years, the approval of the shareholders is being sought by way of special resolution.

Sh. V.J. Chacko, aged 77 years, is a Chartered Accountant by profession and possesses over 50 years of managerial and administrative experience and is having extensive knowledge in the field of Trade, Finance and Corporate Management. He has been associated with Apollo Hospitals Group for around 20 years and had also worked as Managing Director of Apollo Hospitals, Chennai for six years (1989-95) and Managing Director of Indraprastha Medical Corporation Limited for a period of two years (1996-98).

Sh. V.J. Chacko is also a Director of Apollo Sindoori Investments Limited and Apollo Sindoori Hotels Limited.

None of the Directors of the Company is interested in the said resolution.

The Board of Directors recommends the said resolution for your approval.

ITEM NO. 9

Smt. Shailaja Chandra, Director and Chairperson of the Board of Directors had superannuated from the office of Chief Secretary, Govt. of Delhi and ceased to be a Director of the Company and her successor Shri S Regunathan was appointed as an Additional Director and Chairman of the Board of Directors on 26th July, 2004. Pursuant to Section 260 of the Companies Act, 1956, Shri S Regunathan holds office only up to the Annual General Meeting. As required under Section 257 of the said Act, notice has been received from a member along with deposit of Rs. 500/- signifying his intention to propose Shri S Regunathan as a candidate for the office of Director.

Shri S Regunathan, aged 58 years is an IAS Officer and possesses extensive experience in administration. He has been serving the Govt. of India and State Government at varied positions for the last 36 years and presently posted as Chief Secretary, Govt. of Delhi. Sh. S Regunathan is also a Director of Delhi Metro Rail Corporation Ltd.

Except Shri S Regunathan, no other Director is interested in the aforesaid resolution.

ITEM NO. 10 & 11

Ms. Anne Marie Moncure was appointed as an Additional Director of the Company by the Board of Directors on 26th July, 2004. Pursuant to Section 260 of the Companies Act, 1956, Ms. Anne Marie Moncure holds office only up to the Annual General Meeting. As required under Section 257 of the said Act, notice has been received from a member along with deposit of Rs. 500/- signifying his intention to propose Ms. Anne Marie Moncure as a candidate for the office of Director.

The Board of Directors has also appointed Ms. Anne Marie Moncure as a Managing Director of the Company for a period of 3 years effective from the date of joining on the terms and conditions as set out in the resolution, subject to the approval of the Central Government and shareholders of the Company.

As per the provisions of Section 198, 269 and 309 read with Schedule XIII to the Companies Act, 1956, the appointment of and remuneration to Managing Director requires the approval of the shareholders in General Meeting by way of a special resolution.



The information as required under Schedule XIII to the Companies Act, 1956 is as under:-

I. GENERAL INFORMATION :

- (1) Nature of Industry - **Healthcare**
- (2) Date of commencement of commercial operation – **01.04.1996.**
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus – **N.A.**
- (4) Financial Performance.

Rs. In Lakhs

Financial Parameters	1999-2000	2000-2001	2001-2002	2002-2003	2003-2004
Turnover	13842.97	13808.69	14237.49	15802.18	18080.68
Net Profit (as computed u/s. 198)	(2395.05)	(723.98)	1102.93	1897.71	2478.22
Net profit as per profit and loss account	1207.88	1514.43	895.60	1118.77	1549.34
Amount of dividend paid	Nil	687.55	687.55	779.22	916.73*
Rate of dividend declared	Nil	7.5%	7.5%	8.5%	10%*

* Proposed Dividend

- (5) Export performance and net foreign exchange collaborations - The Company is not carrying on any export activities and has no foreign exchange collaboration.
- (6) Foreign investments or collaborators, if any – Foreign Direct Investment by M/s. TWL Holdings Ltd., a Mauritius based Company controlled by Asia Pacific Fund II, which is a direct investment fund advised by Schroder Capital Partners Ltd., - Rs. 22 crores (approx. 24% of the share capital of the Company).

II. INFORMATION ABOUT THE APPOINTEE:

(1) Background Details

Ms. Anne Marie Moncure, a U.S. National, aged 48 years, is a Master of Business Administration from Wake Forest University, Babcock School of Management, Winston – Salem, North Carolina. She is also a Bachelor of Arts, English & Psychology, Ladycliff College, Highland Falls, New York.

(2) Past remuneration -

Year	Total Remuneration US \$
2001	262465
2002	275655
2003	414361

(3) Recognition or awards

- Honored Member America's Registry of Outstanding Professionals (2002-03).
- American College of Health Care Executives, Diplomate.
- Leadership Columbia Award 2000.
- 1999 Providence Hospital JDRF Leadership Award.
- Young Women of America TWIN Award Honoree 2000-01.

In addition to the above, Ms. Anne Marie Moncure is a member of number of Committees / Institutions in U.S.A.

(4) Job profile and her suitability

Subject to the superintendence, direction and control of the Board, the day to day management and administration of the Company is vested in the Managing Director.

Ms. Anne Marie Moncure possesses extensive experience of more than 20 years including experience of over a decade in healthcare administration. She had served in corporate hospitals run by the Hospital Corporation of America. Since, Indraprastha Apollo Hospitals is seeking JCI Accreditation, which will facilitate overseas patient referral to the Hospital, and rating of the Hospital on par with Hospitals in the U.S.A. The professional competence and experience possessed by Ms. Anne Marie Moncure will be a very valuable asset to the Company, given her knowledge of US clinical protocols and the accreditation process.

With the emerging trend in the global healthcare industry and increasing focus on medical tourism, which holds tremendous potential for the nation, a candidate with the credentials of Ms. Anne Marie Moncure holds much significance to raise the level of excellence of the Hospital by invoking professional management talent available internationally.

- (5) Remuneration proposed – as set out in the resolution for the item no. 11. The remuneration to Managing Director has the approval of the Remuneration Committee.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin) – Taking into consideration the size of the Company, the profile of Ms. Anne Marie Moncure, a U.S. National, the responsibilities shouldered by her, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial position in other Companies.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with

managerial personnel, if any – Besides, the remuneration proposed, Ms. Anne Marie Moncure do not have any other pecuniary relationship with the Company.

III. OTHER INFORMATION

- | | | |
|---|---|------|
| <ol style="list-style-type: none"> (1) Reasons of loss or inadequate profits (2) Steps taken or proposed to be taken for improvement (3) Expected increase in productivity and profits in measurable terms | } | N.A. |
|---|---|------|

The Board of Directors recommends the resolutions for your approval as set out under item no. 10 & 11.

None of the Directors except Ms. Anne Marie Moncure is concerned or interested in the said resolutions.

The Explanatory Statement together with the accompanying notice may also be regarded as an abstract of the terms of appointment of Ms. Anne Marie Moncure, Managing Director of the Company and Memorandum of interest of Directors u/s. 302 of the Companies Act, 1956.