# APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035

19th November 2018

The Secretary,
Bombay Stock Exchange Ltd (BSE)
Phiroze Jheejheebhoy Towers,
Dalal Street,
Mumbai – 400 001.
**Scrip Code – 508869**
**ISIN INE437A01024**

The Secretary,
National Stock Exchange,
Exchange Plaza, 5th Floor
Plot No.C/1, 'G' Block
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051.
**Scrip Code– APOLLOHOSP**
**ISIN INE437A01024**

The Manager
The National Stock Exchange,
Wholesale Debt Market
Exchange Plaza, 5th Floor
Plot No.C/1, 'G' Block
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051.
**ISIN INE437A07062,**
**INE437A07070,**
**INE437A07088 &**
**INE437A07093**

Dear Sir,

Sub: Certificate under Regulation 52(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our letter dated 14th November 2018, please find enclosed a certificate received from Axis Trustee Services Limited, Debenture Trustee pursuant to Regulation 52(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take the same on record.

Thanking You

Yours faithfully
For APOLLO HOSPITALS ENTERPRISE LIMITED

S.M. KRISHNAN
VICE PRESIDENT – FINANCE
AND COMPANY SECRETARY

CC : The Secretary,
Luxembourg Stock Exchange,
B.P. 165,
L-2011 Luxembourg.

**Ref : ISIN US0376081065 – Rule 144a GDR**
**ISIN US0376082055 – Reg. S GDR**

Securities and Exchange Commission
Division of Corporation Finance
Office of International Corporate Finance
450 Fifth Street, N.W.
Washington, D.C
20549-0302
File No. 82-34893



*Regd. Office :*
19, Bishop Gardens,
Raja Annamalaipuram,
Chennai - 600 028.

*General Office :*
"Ali Towers", III Floor,
#55, Greams Road,
Chennai - 600 006.

Tel : 044 - 28290956 / 3896 / 6681
Telefax : 044 - 2829 0956
Email : apolloshares@vsnl.net
Website : www.apollohospitals.com

AXIS TRUSTEE

ATSL/CO/18-19/6326
November 15, 2018

To,
**Apollo Hospitals Enterprise Limited**
19, Bishop Garden,
Raja Annamalaipuram,
Chennai – 600 028

**Sub – Letter of Debenture Trustee pursuant to Regulation 52(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – half year ended September 30, 2018**

Dear Sir,

With reference to the privately placed Non – Convertible Debentures issued by "**Apollo Hospitals Enterprise Limited" (Company) and listed on the Stock Exchange (Listed Debt Securities)**

Pursuant to Regulation 52(4) read with Regulation 52(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is required to submit its half yearly / annual financial results with a letter of the Debenture Trustee (Axis Trustee Services Limited), that the Debenture Trustee has noted the contents furnished by the Company as per Regulation 52(4).

In pursuance thereof we hereby confirm that we have received the said information vide. your email dated November 15, 2018 (enclosed herewith) along with the relevant / necessary supporting and we have noted the contents in respect of the Listed Debt security issued by the Company.

Thanking you,

Yours faithfully,
For **Axis Trustee Services Limited**

**Gauri Deshpande**
**Senior Manager**

**Encls: as above.**

# APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035

Apollo HOSPITALS
TOUCHING LIVES

15th November 2018

The Manager,
Axis Trustee Services Ltd
2nd Floor, E Wing, Axis House
Bombay Dyeing Mills Compound,
Pandurang Budhkar Marg,Worli,
Mumbai- 400025.

Dear Sir,

Sub: Disclosure under Regulation 52(4) & Request for certificate under Regulation 52(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to above, please find enclosed the following:-

(i) Disclosure under Regulation 52(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which is forming part of financial results of the company for the half year ended 30th September 2018.

(ii) Unaudited Financial Results submitted to the stock exchanges.

(iii) Copy of the credit rating letter.

We request you to provide a certificate under Regulation 52(5) of the said listing regulations.

Please do the needful.

Thanking you,

Yours faithfully
For APOLLO HOSPITALS ENTERPRISE LIMITED

S.M. KRISHNAN
VICE PRESIDENT – FINANCE
AND COMPANY SECRETARY



*Regd. Office :*
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Raja Annamalaipuram,
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Website: www.apollohospitals.com

# APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035

Apollo HOSPITALS
TOUCHING LIVES

**Disclosure in compliance with Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended 30th September 2018**

| Sl.No. | Particulars | As on 30th September 2018 |
|---|---|---|
| 1. | Credit Rating | Crisil Rating AA/Stable Outlook – Copy of the letter is enclosed. |
| 2 | Asset cover | 1.44 |
| 3. | Debt Equity Ratio | 0.91 |
| 4. | Debt Service Coverage Ratio | 2.42 |
| 5. | Interest Service Coverage Ratio | 4.04 |
| 6. | Debenture Redemption Reserve | Rs.17500 lakhs |
| 7. | Net Worth | Rs.354647 lakhs |
| 8. | Net Profit After Tax | Rs.13915 lakhs |
| 9. | Earnings Per share | Rs.10.00 |
| 10. | Previous due date & next due date for payment of interest/ principal of non-convertible debentures | |

| Sr.No | Particulars | Previous Due Date (1st April 2018 to 30th September 2018) | | Next Due Date (1st October 2018 to 31st March 2019) | |
|---|---|---|---|---|---|
| | | Principal | Interest | Principal | Interest Date |
| 1 | 2000 Secured Redeemable Non Convertible Debentures of Rs. 10 lakhs each | - | 22nd August 2018 | - | - |
| 2 | 3000 Secured Redeemable Non Convertible Debentures of Rs.10 lakhs each | - | - | - | 7th October 2018 |
| 3 | 2000 Secured Redeemable Non Convertible Debentures of Rs.10 lakhs each | - | - | - | 7th March 2019 |

*Interest has been paid on the due dates



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19, Bishop Gardens,
Raja Annamalaipuram,
Chennai - 600 028.

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Tel : 044 - 28290956 / 3896 / 6681
Telefax : 044 - 2829 0956
Email : apolloshares@vsnl.net
Website : www.apollohospitals.com

**Deloitte**
**Haskins & Sells LLP**

Chartered Accountants
ASV N Ramana Tower
52, Venkatnarayana Road
T. Nagar
Chennai - 600 017
Tamil Nadu, India

Tel: +91 44 6688 5000
Fax: +91 44 6688 5050

## INDEPENDENT AUDITOR'S REVIEW REPORT ON REVIEW OF INTERIM STANDALONE FINANCIAL RESULTS

### TO THE BOARD OF DIRECTORS OF APOLLO HOSPITALS ENTERPRISE LIMITED

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results of **Apollo Hospitals Enterprise Limited** ("the Company"), for the three months and six months ended September 30, 2018 ("the Statement"), being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.

   This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity', issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm Registration No. 117366W/W-100018)

Vikas Bagaria
Partner
(Membership No. 060408)

BENGALURU
November 14, 2018

Apollo Hospitals Enterprise Limited
Corporate Identity Number : L85110TN1979PLC008035
Regd. Office : No. 19 Bishop Gardens, Raja Annamalaipuram, Chennai - 28, Tamil Nadu
Tel. +91-44-28290956, Fax.+91-44-28290956, Email: investor.relations@apollohospitals.com,
Extract of Statement of Standalone Unaudited Financial Results

(Rs. in Lakhs, except per share data)

| Particulars | Three months ended 30/09/2018 | Three months ended 30/06/2018 | Corresponding Three months ended 30/09/2017 | Year to date figures for year ended 30/09/2018 | Year to date figures for previous year ended 30/09/2017 | Previous year ended 31/03/2018 |
|---|---|---|---|---|---|---|
| | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| Total Income from Operations (net) | 2,09,005 | 1,91,244 | 1,81,586 | 4,00,249 | 3,46,268 | 7,19,560 |
| Net Profit /(Loss) for the period (before Tax, Exceptional and/or Extraordinary Items) | 11,784 | 9,423 | 9,864 | 21,207 | 14,842 | 33,013 |
| Net Profit /(Loss) for the period (before Tax, after Exceptional and/or Extraordinary Items) | 11,784 | 9,423 | 9,864 | 21,207 | 14,842 | 33,013 |
| Net profit /(Loss) for the period after tax (after Exceptional and Extraordinary Items) | 7,898 | 6,016 | 7,090 | 13,915 | 10,611 | 23,320 |
| Total Comprehensive Income for the period [comprising Profit/ (Loss) for the period (after tax) and Other Comprehensive Income (after tax)] | 6,933 | 5,019 | 6,210 | 11,952 | 9,094 | 21,496 |
| Paid up Equity Share Capital (Face value of Rs.5/- each) | | | | | | 6,956 |
| Other Equity | | | | | | 3,62,394 |
| Paid up Debt Capital/Outstanding Debt | | | | 70,000 | 80,000 | 70,000 |
| Earnings Per Share of Rs. 5/- each | | | | | | |
| Basic | *5.68 | *4.32 | *5.10 | *10.00 | *7.63 | 16.76 |
| Diluted | *5.68 | *4.32 | *5.10 | *10.00 | *7.63 | 16.76 |
| Debt Equity Ratio | | | | 0.91 | 0.83 | 0.84 |
| Debt Service Coverage Ratio | | | | 2.42 | 2.22 | 1.86 |
| Interest Service Coverage Ratio | | | | 4.04 | 3.33 | 3.59 |
| Networth | | | | 3,54,647 | 3,44,646 | 3,51,067 |
| Debenture Redeemption Reserve | | | | 17,500 | 12,975 | 17,500 |
| Capital Redeemption Reserve | | | | 600 | 600 | 600 |

* Not Annualised

Notes

1 The above is an extract of the detailed format of standalone quarterly and half yearly financial results filed with stock exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the Quarterly and Half Yearly Financial Results are available on the stock exchange websites www. nseindia.com and www.bseindia.com and also the company's website www.apollohospitals.com

2 The unaudited standalone financial results for the three months and six months ended September 30, 2018 have been reviewed by the Audit Committee and approved by the Board of Directors in their meetings held on November 13, 2018 and November 14, 2018 respectively and have been subjected to limited review by the statutory auditors.

3 For the items referred in sub-clauses (a), (b), (d) and (e ) of the Regulation 52(4) of the SEBI (Listing and Other Disclosure Requirements) Regulations, 2015, the pertinent disclosures have been made to the Stock Exchanges (BSE and NSE) and can be accessed on the URL (www.bseindia.com and www.nseindia.com)

4 The Board of Directors at their meeting held on November 14, 2018 have approved a Scheme of Arrangement ('the Scheme') between Apollo Hospitals Enterprise Limited ('AHEL') and Apollo Pharmacies Limited ('APL') and their respective shareholders in accordance with the provisions of Section 230 to 232 of the Companies Act, 2013, for the transfer of the front-end retail pharmacy business carried out in the standalone pharmacy segment to APL by way of slump sale, subject to necessary approvals by stock exchanges, shareholders, National Company Law Tribunal and all other requisite regulatory authorities. Pending receipt of necessary approvals, no effect for the Scheme has been given in the results for the three and six months ended September 30, 2018.

5 Effective April 1, 2018, the Company adopted Ind AS 115 – Revenue from contracts with customers using the cumulative catch-up transition method which is applied to contracts that were not completed as of April 1, 2018. Accordingly the comparatives have not been retrospectively adjusted. The effect of adoption of Ind AS 115 is insignificant.

For APOLLO HOSPITALS ENTERPRISE LTD.
Suneeta Reddy
Managing Director

For APOLLO HOSPITALS ENTERPRISE LIMITED
DR. PRATHAP C REDDY
Executive Chairman

Place : Chennai
Date : 14th November 2018

Annexure - I

Apollo Hospitals Enterprise Limited
Corporate Identity Number : L85110TN1979PLC008035
Regd. Office : No. 19 Bishop Gardens, Raja Annamalaipuram, Chennai - 28, Tamil Nadu
Tel No. 44-28290956 , Fax+ 91-44-282 90956, Email : investor.relations@apollohospitals.com
Website: www.apollohospitals.com

1. Statement of Unaudited Standalone Financial Results for three and six months ended September 30, 2018

(Rs. In lakhs)

| Particulars | Three months ended 30/09/2018 | Three months ended 30/06/2018 | Corresponding Three months ended 30/09/2017 | Year to date figures for current period ended 30/09/2018 | Year to date figures for previous period ended 30/09/2017 | Previous year ended 31/03/2018 |
|---|---|---|---|---|---|---|
| | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| 1 Income | | | | | | |
| (a) Revenue from Operations | 2,09,012 | 1,91,039 | 1,81,312 | 4,00,051 | 3,46,348 | 7,18,301 |
| (b) Other Income | (7) | 205 | 274 | 198 | (80) | 1,259 |
| Total Income | 2,09,005 | 1,91,244 | 1,81,586 | 4,00,249 | 3,46,268 | 7,19,560 |
| 2 Expenses | | | | | | |
| (a) Cost of Materials Consumed | 35,540 | 32,422 | 31,987 | 67,962 | 62,761 | 1,26,800 |
| (b) Purchase of Stock-in-Trade | 76,026 | 74,731 | 62,232 | 1,50,757 | 1,25,778 | 2,61,422 |
| (c) Changes in inventories of stock-in-trade | (1,493) | (6,233) | 390 | (7,726) | (5,432) | (8,092) |
| (d) Employee Benefits Expense | 31,139 | 29,586 | 26,301 | 60,725 | 54,423 | 1,11,881 |
| (e) Finance Costs | 6,602 | 6,207 | 5,875 | 12,809 | 11,421 | 24,017 |
| (f) Depreciation and amortisation expense | 7,388 | 7,240 | 6,648 | 14,628 | 13,112 | 27,200 |
| (g) Other Expenses | 42,019 | 37,868 | 36,289 | 79,887 | 69,363 | 1,43,319 |
| Total Expenses | 1,97,221 | 1,81,821 | 1,71,722 | 3,79,042 | 3,31,426 | 6,86,547 |
| 3 Profit before exceptional item and tax (1) - (2) | 11,784 | 9,423 | 9,864 | 21,207 | 14,842 | 33,013 |
| 4 Exceptional Items | - | - | - | - | - | - |
| 5 Profit before tax (3) - (4) | 11,784 | 9,423 | 9,864 | 21,207 | 14,842 | 33,013 |
| 6 Tax Expenses | | | | | | |
| Current Tax | 2,898 | 2,406 | 1,882 | 5,404 | 2,956 | 7,435 |
| Deferred Tax | 888 | 1,001 | 892 | 1,888 | 1,275 | 2,258 |
| 7 Profit for the period / year (5) - (6) | 7,898 | 6,016 | 7,090 | 13,915 | 10,611 | 23,320 |
| 8 Other Comprehensive Income | | | | | | |
| Items that will not be reclassified to Profit and Loss | | | | | | |
| -Remeasurement gains/(losses) on defined benefit plan | (1,484) | (1,533) | (1,346) | (3,017) | (2,320) | (2,790) |
| -Tax on above | 519 | 536 | 466 | 1,054 | 803 | 966 |
| Other Comprehensive Income / (Loss) | (965) | (997) | (880) | (1,963) | (1,517) | (1,824) |
| 9 Total Comprehensive Income for the period / year (after tax) (7) + (8) | 6,933 | 5,019 | 6,210 | 11,952 | 9,094 | 21,496 |
| 10 Paid-up equity share capital (Face value Rs.5/- per share) | | | | | | 6,956 |
| Reserves ( excluding Revaluation Reserves) | | | | | | 3,62,394 |
| Paid up Debt Capital | | | | 70,000 | 80,000 | 70,000 |
| Net Worth (Refer footnote 1) | | | | 3,54,647 | 3,44,846 | 3,51,067 |
| Debenture Redemption Reserve | | | | 17,500 | 12,975 | 17,500 |
| Capital Redemption Reserve | | | | 600 | 600 | 600 |
| 11 Earnings per equity share of Rs.5/- each | | | | | | |
| Basic and Diluted EPS before extraordinary items for the period (Rs.) | *5.68 | *4.32 | *5.10 | *10.00 | *7.63 | 16.76 |
| Basic and Diluted EPS after extraordinary items for the period (Rs.) | *5.68 | *4.32 | *5.10 | *10.00 | *7.63 | 16.76 |
| Debt Equity Ratio (Refer footnote 2) | | | | 0.91 | 0.83 | 0.84 |
| Debt Service Coverage Ratio (Refer footnote 3) | | | | 2.42 | 2.22 | 1.86 |
| Interest Service Coverage Ratio (Refer footnote 4) | | | | 4.04 | 3.33 | 3.59 |

*Not annualised

DELOITTE HASKINS & SELLS LLP CHENNAI-17

For APOLLO HOSPITALS ENTERPRISE LTD.

Additional Information :-

(Rs. In lakhs)

| Particulars | Three months ended 30/09/2018 | Three months ended 30/06/2018 | Corresponding Three months ended 30/09/2017 | Year to date figures for current period ended 30/09/2018 | Year to date figures for previous period ended 30/09/2017 | Previous year ended 31/03/2018 |
|---|---|---|---|---|---|---|
| Earnings before finance costs, tax, depreciation and amortization, exceptional items (EBITDA) (Refer footnote 5) | 25,781 | 22,665 | 22,113 | 48,446 | 39,455 | 82,971 |

Foot Notes:

1 Networth = Equity Share Capital + Other Equity excluding Capital Reserves, Capital Redemption Reserve and Debenture Redemption Reserve

2 Debt Equity Ratio
Debt = Long Term Borrowings + Short Term Borrowings + Current maturities of Long Term Borrowings
Equity = Paid up Share Capital + Other Equity

3 Debt Service Coverage Ratio = Profit before Interest, Depreciation and Tax / Interest on loans + Repayment of Long Term Loans during the peroc

4 Interest Service Coverage Ratio = Profit before Depreciation, Interest on Long Term Loan and Tax / Interest on Long Term Loans

5 The company has presented Earnings before Finance costs, Tax, Depreciation, Amortization, Other income and Exceptional items (EBITDA) editionally as part of Financial Results

DELOITTE HASKINS & SELLS LLP ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

For APOLLO HOSPITALS ENTERPRISE LTD.

Suneeta Reddy
Managing Director

Apollo Hospitals Enterprise Limited
Regd. Office : No. 19 Bishop Gardens, Raja Annamalaipuram, Chennai-28, Tamil Nadu

2. Segment wise Revenue, Results, Segment Assets and Segment Liabilities

(Rs. In lakhs)

| Particulars | Three months ended 30/09/2018 | Three months ended 30/06/2018 | Corresponding Three months ended 30/09/2017 | Year to date figures for current period ended 30/09/2018 | Year to date figures for previous period ended 30/09/2017 | Previous year ended 31/03/2018 |
|---|---|---|---|---|---|---|
| | Unaudited | Unaudited | Unaudited | Unaudited | Unaudited | Audited |
| 1.Segment Revenue | | | | | | |
| a) Healthcare Services | 112,661 | 101,855 | 101,145 | 214,516 | 191,907 | 391,478 |
| b) Pharmacy | 96,370 | 89,207 | 80,185 | 185,577 | 154,473 | 326,888 |
| SUB - TOTAL | 209,031 | 191,062 | 181,330 | 400,093 | 346,380 | 718,366 |
| Less : Intersegmental Revenue | 19 | 23 | 18 | 42 | 32 | 65 |
| Income from Operations | 209,012 | 191,039 | 181,312 | 400,051 | 346,348 | 718,301 |
| 2. Segment Results | | | | | | |
| a) Healthcare Services | 14,188 | 12,097 | 12,647 | 26,285 | 21,057 | 44,033 |
| b) Pharmacy | 4,205 | 3,328 | 2,818 | 7,533 | 5,286 | 11,738 |
| SUB - TOTAL | 18,393 | 15,425 | 15,465 | 33,818 | 26,343 | 55,771 |
| Less : (i) Finance Cost | 6,602 | 6,207 | 5,875 | 12,809 | 11,421 | 24,017 |
| Add: (i) Other unallocated income, net of (expenditure) | (7) | 205 | 274 | 198 | (80) | 1,259 |
| Profit Before Tax | 11,784 | 9,423 | 9,864 | 21,207 | 14,842 | 33,013 |
| 3. Capital Employed (Segment Assets - Segment Liabilities) | | | | | | |
| a) Healthcare Services | | | | | | |
| Segment Assets * | 594,751 | 580,202 | 566,531 | 594,751 | 566,531 | 584,114 |
| Segment Liabilities | (88,208) | (75,737) | (64,869) | (88,208) | (64,869) | (71,711) |
| b) Pharmacy | | | | | | |
| Segment Assets | 108,604 | 103,774 | 85,896 | 108,604 | 85,896 | 93,726 |
| Segment Liabilities | (23,232) | (17,451) | (17,307) | (23,232) | (17,307) | (15,389) |
| c) Unallocated | | | | | | |
| Segment Assets | 130,714 | 121,894 | 102,215 | 130,714 | 102,215 | 103,367 |
| Segment Liabilities | (349,700) | (338,413) | (313,862) | (349,700) | (313,862) | (324,757) |
| Total Capital Employed | 372,929 | 374,369 | 358,604 | 372,929 | 358,604 | 369,350 |
| * Includes segment assets in various hospital projects under construction | 80,553 | 70,212 | 62,505 | 80,553 | 62,505 | 69,830 |

DELOITTE HASKINS & SELLS LLP ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

For APOLLO HOSPITALS ENTERPRISE LTD.

Suneeta Reddy
Managing Director

Apollo Hospitals Enterprise Limited
Regd. Office : No. 19 Bishop Gardens, Raja Annamalaipuram, Chennai - 28, Tamil Nadu

**Standalone Balance Sheet**

(Rs. in lakhs)

| Particulars | As at 30-Sep-18 Unaudited | As at 31-Mar-18 Audited |
|---|---|---|
| **ASSETS** | | |
| **Non-current assets** | | |
| (a) Property, Plant and Equipment | 370,706 | 363,013 |
| (b) Capital work-in-progress | 80,553 | 69,830 |
| (c) Goodwill | 9,483 | 9,483 |
| (d) Other Intangible assets | 2,916 | 3,663 |
| (e) Financial Assets | | |
| (i) Investments | 102,658 | 85,517 |
| (ii) Investments in Debentures and Preference Shares | 4,264 | 4,264 |
| (iii) Other financial assets | 24,541 | 21,603 |
| (f) Tax Assets | 13,497 | 11,297 |
| (g) Other Non-Current Assets | 14,609 | 14,562 |
| **Total Non - Current Assets** | 623,227 | 583,232 |
| **Current assets** | | |
| (a) Inventories | 57,235 | 53,868 |
| (b) Financial assets | | |
| (i) Investments | 201 | 201 |
| (ii) Trade receivables | 92,593 | 80,469 |
| (iii) Cash and cash equivalents | 21,330 | 24,894 |
| (iv) Bank balances other than (iii) above | 4,284 | 4,762 |
| (v) Loans | 7,400 | - |
| (vi) Other financial assets | 12,804 | 21,724 |
| (c) Other current assets | 14,895 | 12,257 |
| **Total Current Assets** | 210,842 | 197,976 |
| **Total Assets** | 834,069 | 781,207 |
| **EQUITY AND LIABILITIES** | | |
| **Equity** | | |
| (a) Equity Share capital | 6,956 | 6,956 |
| (b) Other Equity | 365,973 | 362,394 |
| **Total Equity** | 372,929 | 369,350 |
| **Liabilities** | | |
| **Non-current liabilities** | | |
| (a) Financial Liabilities | | |
| (i) Borrowings | 261,665 | 254,710 |
| (ii) Other financial liabilities | 440 | 979 |
| (b) Deferred tax liabilities (Net) | 27,511 | 24,661 |
| **Total Non - Current Liabilities** | 289,616 | 280,350 |
| **Current liabilities** | | |
| (a) Financial Liabilities | | |
| (i) Borrowings | 38,769 | 34,953 |
| (ii) Trade payables | 58,892 | 47,338 |
| (iii) Other financial liabilities | 56,236 | 35,575 |
| (b) Other current liabilities | 11,450 | 6,889 |
| (c) Provisions | 6,157 | 6,752 |
| **Total Current Liabilities** | 171,524 | 131,507 |
| **Total Equity and Liabilities** | 834,069 | 781,207 |

DELOITTE HASKINS & SELLS LLP ★ CHENNAI-17 ★ CHARTERED ACCOUNTANTS

For APOLLO HOSPITALS ENTERPRISE LTD.

Suneeta Reddy
Managing Director

**NOTES:**

1. The unaudited standalone financial results for the three months and six months ended September 30, 2018 have been reviewed by the Audit Committee and approved by the Board of Directors in their meetings held on November 13, 2018 and November 14, 2018 respectively and have been subjected to limited review by the statutory auditors .

2. The listed non-convertible debentures of the Company aggregating to Rs. 70,000 lakhs as on September 30, 2018 are secured by way of first mortgage/charge on the Company's properties and the asset cover thereof exceeds hundred percent of the principal amount of the said debentures.

3. The Company's debt instruments was assigned a rating of AA by CRISIL indicating a high degree of safety.

4. Details of Secured Non Convertible Debentures are as follows :

| Sr.No | Particulars | Previous Due Date (April 1, 2018 to September 30, 2018) | | Next Due Date (October 1, 2018 to March 31, 2019) | |
|---|---|---|---|---|---|
| | | Principal | Interest | Principal | Interest |
| 1 | 2000 Secured Redeemable Non Convertible Debentures of Rs. 10 lakhs each | - | August 22, 2018 | - | - |
| 2 | 3000 Secured Redeemable Non Convertible Debentures of Rs. 10 lakhs each | - | - | - | October 7, 2018 |
| 3 | 2000 Secured Redeemable Non Convertible Debentures of Rs. 10 lakhs each | - | - | - | March 7, 2019 |

Interest has been paid on the due dates

5. The Board of Directors at their meeting held on November 14, 2018 have approved a Scheme of Arrangement ('the Scheme') between Apollo Hospitals Enterprise Limited ('AHEL') and Apollo Pharmacies Limited ('APL') and their respective shareholders in accordance with the provisions of Section 230 to 232 of the Companies Act, 2013, for the transfer of the front-end retail pharmacy business carried out in the standalone pharmacy segment to APL by way of slump sale, subject to necessary approvals by stock exchanges, shareholders, National Company Law Tribunal and all other requisite regulatory authorities. Pending receipt of necessary approvals, no effect for the Scheme has been given in the results for the three and six months ended September 30, 2018.

DELOITTE HASKINS & SELLS LLP CHENNAI-17 CHARTERED ACCOUNTANTS

For APOLLO HOSPITALS ENTERPRISE LTD.

Suneeta Reddy
Managing Director

6. Effective April 1, 2018, the Company adopted Ind AS 115 – Revenue from contracts with customers using the cumulative catch-up transition method which is applied to contracts that were not completed as of April 1, 2018. Accordingly the comparatives have not been retrospectively adjusted. The effect of adoption of Ind AS 115 is insignificant.

7. Other Income includes the following:

Rs in lakhs

| Particulars | Three months ended 30/09/2018 | Three months ended 30/06/2018 | Corresponding Three months ended 30/09/2017 | Year to date figures for year ended 30/09/2018 | Year to date figures for previous year ended 30/09/2017 | Previous year ended 31/03/2018 |
|---|---|---|---|---|---|---|
| Net exchange (gain) / loss | 271 | 3 | 54 | 274 | 551 | 168 |

For APOLLO HOSPITALS ENTERPRISE LIMITED

Place : Chennai
Date : 14th November 2018

DR PRATHAP C REDDY
EXECUTIVE CHAIRMAN

DELOITTE HASKINS & SELLS LLP ★ CHARTERED ACCOUNTANTS ★ CHENNAI-17

For APOLLO HOSPITALS ENTERPRISE LTD.

Suneeta Reddy
Managing Director

# Ratings

CRISIL
An S&P Global Company

CONFIDENTIAL

APLHOSENTL/182881/NCD/111703110/2
November 01, 2017

Mr. V. Venugopal
Vice President - Finance
Apollo Hospitals Enterprise Limited
All Towers, 4th Floor
55, Greams Road, PB No 6234
Chennai - 600006
Tel:44 28292026

Dear Mr. V. Venugopal,

**Re: Review of CRISIL Rating on the Rs.319 Crore Non-Convertible Debentures of Apollo Hospitals Enterprise Limited**

All ratings assigned by CRISIL are kept under continuous surveillance and review.

CRISIL has, after due consideration, reaffirmed its "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) rating on the captioned debt instrument. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Manish Kumar Gupta
Director - CRISIL Ratings

Nivedita Shibu
Associate Director - CRISIL Ratings

*A CRISIL rating reflects CRISIL's current opinion on the likelihood of timely payment of the obligations under the rated instrument and does not constitute an audit of the rated entity by CRISIL. CRISIL ratings are based on information provided by the issuer or obtained by CRISIL from sources it considers reliable. CRISIL does not guarantee the completeness or accuracy of the information on which the rating is based. A CRISIL rating is not a recommendation to buy, sell, or hold the rated instrument; it does not comment on the market price or suitability for a particular investor. All CRISIL ratings are under surveillance. Ratings are revised as and when circumstances so warrant. CRISIL is not responsible for any errors and especially states that it has no financial liability whatsoever to the subscribers / users / transmitters / distributors of this product. CRISIL Ratings rating criteria are available without charge to the public on the CRISIL web site, www.crisil.com. For the latest rating information on any instrument of any company rated by CRISIL, please contact Customer Service Helpdesk at 1800-267-1301.*

# Ratings

CRISIL
An S&P Global Company

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APLHOSENTL/182881/NCD/1117031101
November 01, 2017

Mr. V . Venugopal
Vice President - Finance
Apollo Hospitals Enterprise Limited
All Towers, 4th Floor
55, Greams Road, PB No 6234
Chennai - 600006
Tel:44 28292026

Dear Mr. V . Venugopal,

**Re: Review of CRISIL Rating on the Rs.200 Crore Non-Convertible Debentures of Apollo Hospitals Enterprise Limited**

All ratings assigned by CRISIL are kept under continuous surveillance and review.

CRISIL has, after due consideration, reaffirmed its "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) rating on the captioned debt instrument. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide International securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Manish Kumar Gupta
Director - CRISIL Ratings

Nivedita Shibu
Associate Director - CRISIL Ratings

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# Ratings

CRISIL
An S&P Global Company

CONFIDENTIAL

APLHOSENTL/182881/NCD/111703110
November 01, 2017

Mr. V . Venugopal
Vice President - Finance
**Apollo Hospitals Enterprise Limited**
All Towers, 4th Floor
55, Greams Road, PB No 6234
Chennai - 600006
Tel:44 28292026

Dear Mr. V . Venugopal,

**Re: Review of CRISIL Rating on the Rs.200 Crore Non-Convertible Debentures of Apollo Hospitals Enterprise Limited**

All ratings assigned by CRISIL are kept under continuous surveillance and review.

CRISIL has, after due consideration, reaffirmed its "CRISIL AA/Stable" (pronounced as CRISIL double A rating with Stable outlook) rating on the captioned debt instrument. Instruments with this rating are considered to have high degree of safety regarding timely servicing of financial obligations. Such instruments carry very low credit risk.

In the event of your company not making the issue within a period of 180 days from the above date, or in the event of any change in the size or structure of your proposed issue, a fresh letter of revalidation from CRISIL will be necessary.

As per our Rating Agreement, CRISIL would disseminate the rating along with outlook through its publications and other media, and keep the rating along with outlook under surveillance for the life of the instrument. CRISIL reserves the right to withdraw or revise the ratings assigned to the captioned instrument at any time, on the basis of new information, or unavailability of information or other circumstances, which CRISIL believes, may have an impact on the rating.

As per the latest SEBI circular (reference number: CIR/IMD/DF/17/2013; dated October 22, 2013) on centralized database for corporate bonds/debentures, you are required to provide international securities identification number (ISIN; along with the reference number and the date of the rating letter) of all bond/debenture issuances made against this rating letter to us. The circular also requires you to share this information with us within 2 days after the allotment of the ISIN. We request you to mail us all the necessary and relevant information at debtissue@crisil.com. This will enable CRISIL to verify and confirm to the depositories, including NSDL and CDSL, the ISIN details of debt rated by us, as required by SEBI. Feel free to contact us for any clarifications you may have at debtissue@crisil.com

Should you require any clarifications, please feel free to get in touch with us.

With warm regards,

Yours sincerely,

Manish Kumar Gupta
Director - CRISIL Ratings

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# APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035

Apollo HOSPITALS
TOUCHING LIVES

14th November 2018

The Secretary,
Bombay Stock Exchange Ltd (BSE)
Phiroze Jheejheebhoy Towers,
Dalal Street,
Mumbai – 400 001.
**Scrip Code – 508869**
**ISIN INE437A01024**

The Secretary,
National Stock Exchange,
Exchange Plaza, 5th Floor
Plot No.C/1, 'G' Block
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051.
**Scrip Code–**
**APOLLOHOSP**
**ISIN INE437A01024**

The Manager
The National Stock
Exchange,
Wholesale Debt Market
Exchange Plaza, 5th Floor
Plot No.C/1, 'G' Block
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051.
**ISIN INE437A07062,**
**INE437A07070,**
**INE437A07088 &**
**INE437A07093**

Dear Sir,

**Sub: Decisions at the Board Meeting held on 14th November 2018**

Further to our letter dated 24th October 2018, the Board of Directors at its meeting held on 14th November 2018 have approved the unaudited financial results of the Company for the quarter and half year ended 30th September 2018 and Scheme of Arrangement between Apollo Hospitals Enterprise Limited ('AHEL' or 'the Transferor Company') and Apollo Pharmacies Limited ('APL' or 'the Transferee Company') and their respective shareholders ('the Scheme') in accordance with the provisions of Section 230 to 232 of the Companies Act, 2013.

As required by the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (LODR) we enclose/furnish the following particulars.

**Financial Results – Annexure I**

1. Unaudited Standalone financial results of the Company for the quarter and half year ended 30th September 2018, which have been subjected to Limited Review by the Statutory Auditors of the Company.
2. Copy of the Limited Review Report of the Statutory Auditors for the corresponding period.
3. The financial results will also be published in the newspapers, in the format prescribed under Regulation 47 of the Listing Regulations.
4. The said documents are being posted on the website of the Company i.e., www.apollohospitals.com.



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# APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035

**Compliance with Regulation 52(4) of LODR**

The disclosures under Regulation 52(4) of the Listing Regulations is forming part of the standalone financial results of the Company for the quarter and half year ended 30th September 2018. A copy of the same duly signed by the Debenture Trustees will be sent to you in due course.

**Restructuring of Pharmacy business.**

The Board of Directors of Apollo Hospitals Enterprise Ltd (AHEL) met today to review the company's long-term strategy for both Healthcare Services and Standalone pharmacies.

The Board recognized that the company's Standalone pharmacy business has been growing at a rapid pace and that the business has matured and is today at an inflection point requiring greater focus and attention, independent of the hospital business, given the growth opportunity that India's domestic pharma market has over the medium term. Apollo Pharmacy today has grown from ~ 170 outlets in FY05 to 3167 outlets as of September 30, 2018, in ~ 400 cities/towns spread over 20 states and 4 Union territories and is currently serving about 300,000 customers daily through a dedicated employee strength of about 21,000 plus.

Organised pharmacy retail accounts for less than 5% of India's ~ USD 15 bn domestic pharmaceutical market which is estimated to grow 10-12% CAGR over the next decade, driven predominantly by volume growth. The key growth drivers for domestic pharmaceutical industry include increasing disposable incomes, demand for quality products, higher incidence of chronic diseases, growing awareness of diagnostics and preventive care, and greater accessibility through generics. Organised pharmacy retail is expected to grow at a much faster rate within this.

With a well-established track record of growth, a proven ability to expand our pharmacy network and a strong brand salience, the Board recognized that it was now appropriate for this business to be a separate business entity with a clear strategy and vision for itself.

Further the Board also discussed that the re-organised structure should follow existing regulatory framework while allowing the company to maximise shareholder value and set the platform for "Value Discovery" of the pharmacy business at a later stage.



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Accordingly, it was decided to segregate the front-end retail pharmacy business carried out in the standalone pharmacy segment into a separate company Apollo Pharmacies Limited ('APL') as part of the proposed reorganization and the Board has accordingly approved the same.

Apollo Pharmacies Limited will focus on:

A) Building a multi-year growth platform for the stand-alone pharmacies business to get to a medium-term target of over 5000 pharmacy outlets over 5 years with a goal of over Rs. 10,000 crores in Revenues and 30% combined ROCE for the Stand-alone pharmacy business in 5 years.

B) Enabling our foray into digital commerce as part of our Omni-Channel strategy to provide consumers increased convenience and ability to choose between online and physical stores.

C) Retaining our leadership position by further focusing on strengthening and streamlining the Direct-to-Consumer (D2C) front end operations to increase Same store growth, prescription fill rates and enhance overall customer experience.

D) Enhancing the private label business further from the current 6 + % levels to over 12% in five years through a combination of both broadening and deepening the product portfolio.

E) Leveraging on its strong distribution supply chain to further increase operational efficiencies and create a sustainable moat for the business.

F) Building a strong integrated customer loyalty platform through a combination of effective health maintenance and wellness in addition to cost benefits centred around a more satisfied and engaged customer with a focus on customer retention as well as higher repeat customers.

APL will be a wholly owned subsidiary of Apollo Medicals Pvt. Ltd ("AMPL"). Entire shareholding of AMPL will be held by AHEL and certain identified investors viz. Jhelum Investment Fund 1, Mr. Hemendra Kothari, and ENAM Securities Private Limited (collectively, referred to as "Investors"). AHEL would hold 25.5 % of the total share capital of AMPL with other Investors collectively holding the remaining share capital of AMPL. Specifically, Jhelum Investment Fund 1 would hold 19.9 %, Mr. Hemendra Kothari would hold 9.9 % and ENAM Securities Private Limited would hold 44.7 % of the total share capital of AMPL. The parties are entering into definitive agreements.



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AHEL shall have the right/obligation to acquire the shares of AMPL from the Investors in terms of such definitive agreements and in compliance with the regulatory framework that may be applicable at the time of said acquisition.

AHEL will be the exclusive supplier for APL under a Long-term Supplier Agreement, and AHEL will enter into a Brand Licencing Agreement with APL to licence the "Apollo Pharmacy" brand to the frontend stores and online pharmacy operations, to further augment and strengthen the brand, with these arrangements being entered into in compliance with applicable law. The proposed reorganization would not have a material impact on the financials of AHEL as the backend business related to the standalone pharmacies which represents ~ 85% of the business economics will continue to be held by AHEL.

The structure as stated above will take AHEL one step closer to a potential unlocking of value in the Standalone pharmacy segment.

For the purposes of effectuating the restructuring, AHEL will transfer the business of the front-end retail pharmacy business carried out in the standalone pharmacy segment to APL by way of slump sale under a scheme of arrangement to be duly approved by stock exchanges, shareholders, National Company Law Tribunal and all other requisite regulatory authorities, with such transfer being effective from 1st April 2019. The slump sale consideration would be INR 527.8 crores. The funding plan at APL for the reorgnaisation will enable sufficient funds to be retained for new business expansion apart from discharging the slump sale consideration.

The consideration for slump sale is based on the valuation report issued by B. S. R. & Co LLP. Further, fairness opinion on valuation has been obtained from ICICI Securities Limited. L&L Partners (formerly Luthra & Luthra Law Offices) are acting as the legal advisors.

*Statements contained herein that relate to future operating performance are forward-looking statements. Forward-looking statements are based on judgments made by our management based on information that is currently available to us. As such, these forward-looking statements are based on plans regarding the proposed arrangement and are subject to various risks, uncertainties and assumptions and therefore, the actual business results may vary from the forecasts expressed or implied in forward-looking statements. Consequently, you are cautioned not to place undue reliance on forward-looking statements.*

# APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035

Apollo HOSPITALS
TOUCHING LIVES

**Intimation of the Scheme of Arrangement under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

1. With reference to the captioned subject, we hereby inform you that, the Board of Directors of our Company at its meeting held today has unanimously approved the Scheme of Arrangement between Apollo Hospitals Enterprise Limited ('AHEL' or 'the Transferor Company') and Apollo Pharmacies Limited ('APL' or 'the Transferee Company') and their respective shareholders ('the Scheme') in accordance with the provisions of Section 230 to 232 of the Companies Act, 2013. The Scheme inter-alia provides for:

   a. The transfer of the Divestment Business of the Transferor Company and vesting of the same with the Transferee Company, on a going concern basis by way of a Slump Sale in accordance with section 2(42C) of the IT Act; and

2. The Scheme is subject to requisite statutory and regulatory approvals and sanction by the respective shareholders of each of the companies involved in the Scheme.

3. It may be noted that the Scheme has been reviewed and recommended for approval by the Audit Committee of the Company at its meeting held on 14th November 2018 at 10 a.m.

The detailed disclosure as required under Regulation 30 of the Listing Regulations, 2015 read with Circular CIR/CFD/CMD/4/2015 dated 9th September 2015 is enclosed as Annexure – II to this outcome

APOLLO HOSPITALS ENTERPRISE LTD. MADRAS-600 006.



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# APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035

**Schedule of Conference Call**

Pursuant to Regulation 30 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that a conference call for the analysts/investors is scheduled to be held on 14th November, 2018 (today) at 5 p.m. to discuss the financial results for the quarter and half year ended 30th September 2018 and restructuring of pharmacy business.

The meeting of the Board of Directors commenced at 11.00 a.m. and concluded at 3.20 p.m.

Please take the same on record.

Thanking you,

Yours faithfully,
For APOLLO HOSPITALS ENTERPRISE LIMITED

S.M. KRISHNAN
VICE PRESIDENT – FINANCE
AND COMPANY SECRETARY

CC : The Secretary,
Luxembourg Stock Exchange,
B.P. 165,
L-2011 Luxembourg.

**Ref : ISIN US0376081065 – Rule 144a GDR**
**ISIN US0376082055 – Reg. S GDR**

Securities and Exchange
Commission
Division of Corporation Finance
Office of International Corporate
Finance
450 Fifth Street, N.W.
Washington, D.C
20549-0302
File No. 82-34893



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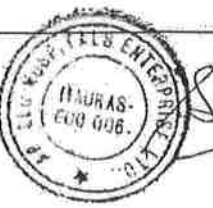
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**Annexure -II**

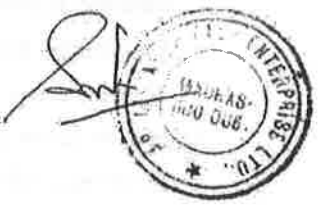
| Sr. No. | Particulars | Details |
|---|---|---|
| 1. | Name of the entity(ies) involved in the scheme; details in brief such as, size, turnover etc<br><br>- | **Apollo Hospitals Enterprise Limited**<br>Turnover for FY 2017-18 – Rs. 7196 crores<br><br>**Apollo Pharmacies Limited**<br>Turnover for FY 2017-18 – NIL |
| 2. | Brief details of Divestment Business | **"Divestment Business"** means the business of front end retail pharmacy carried out in the standalone pharmacy segment and front end retail pharmacy activity carried out through on-line platform for retail pharmacy operations and includes without limitation the Divestment Assets, the Divestment Liabilities, the Divestment Employees and Approval for conducting the standalone pharmacy business and on-line platform for retail pharmacy operations .<br><br>Explanation:<br><br>In case of any question that may arise as to whether any particular asset or liability and/ or<br>Employee pertains to or does not pertain to the Divestment Business or whether it arises out of the activities or operations of Divestment Business, the same shall be decided with mutual agreement between the respective Boards of the Transferor Company and Transferee Company<br><br>**"Divestment Assets"** means the Divestment Tangible Fixed Assets, records, Transferring Inventory and current assets, forming part of the Divestment Business.<br><br>**"Divestment Liabilities"** shall consist of the following liabilities:<br>i. Liabilities in relation to the Divestment Employees forming part of the Divestment Business;<br>ii. Liabilities in relation to the contractual obligation pertaining to the Divestment Business; |



| | | |
|---|---|---|
| | | iii. Liabilities and obligations of the Transferor Company related to or the result or consequences of Assumed Litigations following the Effective Date other than the Excluded Liabilities;<br><br>Any liabilities other than the above mentioned liabilities shall not form part of Divestment Liabilities; |
| 3. | Turnover of the Divestment Business as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year<br><br>Percentage net-worth of the Divestment Business to total net-worth of the listed entity | Annual Turnover of the Divestment Business for FY 2017-18 – Rs.3,269 crores<br><br>Percentage to total turnover on standalone basis ~45.43%<br><br>Percentage to total net-worth on standalone basis ~ 12.66% |
| 4. | Area of business of the entity(ies); | **AHEL** is engaged in the business of enhancing the quality of life of patients by providing comprehensive, high quality hospital services on a cost-effective basis. The principal activities of the Company include operation of multi-disciplinary private hospitals, clinics, and pharmacies.<br><br>**APL** is engaged in the business of buying, selling, importing, exporting, distribution or dealing in or manufacturing, Medical and Pharmaceuticals products like Intravenous sets, Intravenous solutions, all kinds of drugs, disinfectants, tinctures, colloidal products, injectable and all pharmaceuticals and medical preparations |
| 5. | Date on which the agreement for sale has been entered into | Not applicable.<br><br>The slump sale of the divestment Business would be pursuant to a Scheme approved by the National Company Law Tribunal, Chennai Bench. |
| 6. | Expected date of completion of sale/ disposal | The slump sale would be effective from the Appointed Date (i.e. 01 April 2019) on filing of the final order received from the National Company Law Tribunal with the Registrar of Companies |
| 7. | In case of cash consideration – amount or otherwise share exchange ratio | The consideration for the aforementioned slump sale would be a lump sum cash consideration of INR 527.8 crores |
| 8. | Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies. If yes, details thereof | Buyer – APL<br><br>APL is not a part of the promoter group of AHEL. |



| | | |
|---|---|---|
| | | APL is a wholly owned subsidiary of Apollo Medicals Private Limited ('AMPL'). AHEL would be holding 25.5% equity stake in AMPL and the remaining 74.5% stake would be held by other identified investors. |
| 9. | Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"; | The said transaction would be a related party transaction and the same is at arm's length. |
| 10. | Brief details of change in shareholding pattern (if any)of listed entity | Not Applicable. |
| | | |



**Rationale and purpose of the scheme**

The Board of the Transferor Company believes that the business of front end retail pharmacy carried out in the standalone pharmacy business segment has matured to a stage that it requires greater business attention and possesses high growth potential, independent of the hospitals business. Further, the Board of Transferor Company believe that the risks and reward associated with each of the aforesaid business verticals is different. Hence, the Transferor Company have proposed to enter into this Scheme to enable its management to develop focussed business verticals. The Boards of the Transferor Company and the Transferee Company respectively are of the opinion that the arrangement under this Scheme would result in benefits to the members, creditors and employees of the Transferor Company and Transferee Company respectively.

The transfer of the Divestment Business pursuant to this Scheme would inter alia result in the following benefits:

I. In case of the Transferor Company:
   - Divestment of the front end operations of the standalone pharmacy business segment and utilizing the proceeds towards growth and enhancement of other existing businesses;
   - Enhancing strategic flexibility to build a viable platform solely focusing on each of the businesses; and
   - Enable dedicated management focus, resources and skill set allocation to each business, which will in turn accelerate growth and unlock value for the shareholders.

II. In case of the Transferee Company:
   - Creation of value for shareholders by acquiring ready-to use assets, including business undertakings and reducing time to markets;
   - Strengthening and streamlining the Direct-to-Consumer (D2C) front end operations of the standalone pharmacies business segment ;
   - Enhancing the private label business; and
   - Enabling foray into Digital / Online Pharmacy.

