



APOLLO HOSPITALS ENTERPRISE LIMITED

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To

The Members of the Company

Disclosure under Section 302 of the Companies Act, 1956

Abstract of the terms of the re-appointment of Ms. Preetha Reddy as Managing Director of the Company and the memorandum of interest of Directors pursuant to Section 302 of the Companies Act, 1956.

The Board of Directors of the Company at its meeting held on 9th November 2010 based on the recommendation of the Remuneration and Nomination Committee, approved the re-appointment of Ms. Preetha Reddy as Managing Director of the Company for a period of five (5) years with effect from 3rd February 2011 on the same terms and conditions which were approved by the shareholders at the Annual General Meeting held on 7th August 2006. The details of appointment and payment of remuneration are given below :-

- 1. Appointment :** Ms. Preetha Reddy has been re-appointed as the Managing Director of the Company for a period of five (5) years with effect from 3rd February 2011.
- 2. Remuneration :** Remuneration eligible would be equivalent to 2% of the net profits of the Company (as determined in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956) each year, payable either monthly or quarterly or half yearly or otherwise as may be agreed to between the Managing Director and the Board of Directors of the Company.
- 3. Minimum Remuneration :** In the absence or inadequacy of profits in any financial year, during the tenure of re-appointment, the Company shall pay remuneration and perquisites to the Managing Director at the maximum limits prescribed under Section II of Part II of Schedule XIII to the Companies Act, 1956.

The above appointment is subject to the approval of members in the forthcoming Annual General Meeting.

Memorandum of Interest of Directors

Ms. Preetha Reddy is interested in her re-appointment. Further Dr. Prathap C Reddy, Ms. Suneeta Reddy, Ms. Shobana Kamineni and Ms. Sangita Reddy, being relatives of Ms. Preetha Reddy are deemed to be interested in this re-appointment.

Abstract of the terms of the re-appointment of Ms. Suneeta Reddy, as Executive Director – Finance and Ms. Sangita Reddy, as Executive Director – Operations of the Company

The Board of Directors of the Company at its meeting held on 9th November 2010 based on the recommendation of the Remuneration and Nomination Committee, approved the re-appointment of Ms. Suneeta Reddy and Ms. Sangita Reddy as Wholetime Directors designated as Executive Director – Finance and Executive Director – Operations respectively for a period of five (5) years with effect from 3rd February 2011 on the same terms and conditions which were approved by the shareholders at the Annual General Meeting held on 7th August 2006. The details of re-appointment and payment of remuneration are given below:-

Wholetime Directors	Remuneration
Ms. Suneeta Reddy Executive Director – Finance	1.25% of the Net Profits* of the Company for each year, payable either monthly or quarterly or half yearly or otherwise as may be agreed to between the Executive Director - Finance and the Board of Directors of the Company
Ms. Sangita Reddy Executive Director – Operations	0.50% of the Net Profits* of the Company for each year, payable either monthly or quarterly or half yearly or otherwise as may be agreed to between the Executive Director-Operations and the Board of Directors of the Company

(*) Net Profits calculated in accordance with the provisions of Sections 349 and 350 of the Companies Act, 1956

Minimum Remuneration : In the absence or inadequacy of profits in any financial year, during the tenure of re-appointment, the Company shall pay remuneration and perquisites to the Wholetime Directors at the maximum limits prescribed under Section II of Part II of Schedule XIII to the Companies Act, 1956.

Subject to the provisions of schedule XIII of the Companies Act, in the event of Ms. Sangita Reddy drawing remuneration as managerial person from two companies, the total remuneration drawn from both the companies shall not exceed the higher maximum limit admissible from any one of the companies of which she is the managerial person.

The above appointments are subject to approval of the members in the forthcoming Annual General Meeting.

Memorandum of Interest of Directors

Ms. Suneeta Reddy is interested in her re-appointment. Dr. Prathap C Reddy, Ms. Preetha Reddy, Ms. Shobana Kamineni and Ms. Sangita Reddy, being relatives of Ms. Suneeta Reddy are deemed to be interested in the re-appointment of Ms. Suneeta Reddy.

Ms. Sangita Reddy is interested in her re-appointment. Dr. Prathap C Reddy, Ms. Preetha Reddy, Ms. Shobana Kamineni and Ms. Suneeta Reddy, being relatives of Ms. Sangita Reddy are deemed to be interested in the re-appointment of Ms. Sangita Reddy.

By Order of the Board
For Apollo Hospitals Enterprise Limited

Place : Chennai
Date : 9th November 2010

S.M. Krishnan
General Manager – Project Finance
and Company Secretary