APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035

14th July 2016

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: Notice of Annual General Meeting

We wish to inform you that the Thirty Fifth Annual General Meeting (AGM) of the Company will be held on Friday, 12th August 2016 at 10.15 a.m. at Kamaraj Arangam, No.492 Anna Salai, Teynampet, Chennai – 600 006.

Accordingly, pursuant to Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Notice convening the AGM is enclosed for your reference and information.

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

APOLLO HOSPITALS ENTERPRISE LIMITED
[CIN : L85110TN1979PLC008035]
Regd. Office: No.19, Bishop Gardens, Raja Annamalaipuram, Chennai – 600 028.
Secretarial Dept: Ali Towers, III Floor, No.55, Greams Road, Chennai – 600 006.
email: investor.relations@apollohospitals.com | Website: www.apollohospitals.com
Phone: +91-44-2829 0956, 2829 3896 Board: 2829 3333 Extn. 6681

Notice to the Shareholders

Notice is hereby given that the **Thirty Fifth Annual General Meeting** of the Company will be held on Friday, the 12th day of August 2016 at 10.15 a.m. at Kamaraj Arangam, No. 492, Anna Salai, Teynampet, Chennai – 600 006 to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of financial statements.

To receive, consider and adopt:-

(i) the audited financial statements of the Company for the year ended 31st March 2016, the Reports of the Board of Directors and Auditors thereon, and

(ii) the audited consolidated financial statements of the Company for the year ended 31st March 2016, together with the Report of the Auditors thereon.

Item No. 2 : Confirmation of Interim Dividend

To confirm the interim dividend of ₹6/- per equity share (120%) of face value of ₹5/- each already paid, as the final dividend for the financial year ended 31st March 2016.

Item No. 3 : Appointment of Director

To appoint a Director in place of Smt. Shobana Kamineni (holding DIN 00003836), who retires by rotation and, being eligible, offers herself for re-appointment.

Item No. 4 : Appointment of Auditors

To re-appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, by passing the following resolution as an ordinary resolution.

"**RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors, S. Viswanathan LLP, Chartered Accountants (Firm Registration No.004770S/S200025), be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting at a remuneration of ₹4.36 million excluding out of pocket expenses and service tax/other taxes as applicable."

SPECIAL BUSINESS

Item No. 5:

Revision in the borrowing limits of the Company upto a sum of ₹35,000 million.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION.**

"**RESOLVED THAT** in supersession of the special resolution passed at the Annual General Meeting held on 25th August 2014 and and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time all such sums of money as they may deem requisite for the purpose of the business of the Company notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) will exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount upto which monies, may be borrowed shall not exceed, in aggregate the sum of ₹35,000 million at any time".

"**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

Item No. 6:

Mortgaging the assets of the Company in favour of Financial Institutions, Banks and other lenders for securing their loans upto a sum of ₹35,000 million.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION.**

"**RESOLVED THAT** in supersession of the special resolution passed at the Annual General Meeting held on 25th August 2014 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors for mortgaging, hypothecating and/ or charging all the immovable and movable properties of the Company wheresoever situate, present and future, and/ or conferring power, to enter upon and to take possession of assets of the Company in certain events, to or in favour of the lenders, banks, financial institutions, export credit agencies or multilateral financial institutions (hereinafter referred to as the "Lenders") to secure the financial assistance provided/to be provided by them to the Company together with and all other monies payable by the Company to the Creditors under the loan agreements/ letters of sanction/ memorandum of terms and conditions entered into/ to be entered into by the Company in respect of the said financial assistance not exceeding in the aggregate a sum of ₹35,000 million at any point of time."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to finalise with the Lenders, documents for creating the aforesaid mortgage(s), hypothecation(s) and/or the charge(s) and to do all such acts deeds and things as may be necessary for giving effect to the above resolution."

"**RESOLVED FURTHER THAT** the mortgage(s)/ charge(s) / hypothecation(s) created/ to be created and/or all agreements/ documents executed/ to be executed and all acts done by and with the authority of the Board of Directors are hereby confirmed and ratified."

Item No.7:

Offer or Invitation to subscribe to Non-Convertible Debentures on a private placement basis.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION.**

"**RESOLVED THAT** pursuant to the provisions of Sections 42, 71 and other applicable provisions if any, of the Companies Act,2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, aggregating upto ₹5,000 million (Rupees Five Thousand Million Only) on a private placement basis, from such persons and on such terms and conditions as the Board of Directors of the Company may from time to time determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all other matters connected therewith or incidental thereto;"

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to this resolution".

"**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects".

Item No.8:

To approve the remuneration of the Cost Auditor for the financial year ending 31st March 2017.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION.**

"**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Raman & Associates, Cost Accountants, Chennai (ICWA Registration No.000050), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March 2017, be paid a remuneration of ₹1.50 million, plus service tax as applicable, excluding out of pocket expenses."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution"

By order of the Board
For **APOLLO HOSPITALS ENTERPRISE LIMITED**

S.M. Krishnan
Vice President – Finance &
Company Secretary

Place : Chennai
Date : 25th May 2016

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Special Business as set out above is annexed hereto.
2. **A member entitled to attend and vote at this Annual General Meeting may appoint a proxy to attend and vote on his / her behalf. A proxy need not be a member of the Company. The instrument appointing the proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or other authority shall be deposited either at the Registered Office of the Company at No. 19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028 or at the Secretarial Department, Ali Towers, III floor, No. 55 Greams Road, Chennai - 600 006 not less than 48 hours before the commencement of the meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days notice in writing is given to the Company.
4. Members/Proxies/Authorised Representatives should bring the duly filled in attendance slip enclosed herewith to attend the meeting.
5. The Board of Directors at the Meeting held on March 15, 2016 declared an Interim Dividend of ₹6.00 per share of face value of ₹5/- each, (120%) on the paid up equity capital of the Company for the financial year 2015-2016.

   The Interim Dividend on Equity Shares of the Company as declared by the Board of Directors was paid on March 29, 2016 to the Company's Equity Shareholders whose names appeared :-

   a) As beneficial owners in the statement(s) furnished by the Depository(ies) at the close of business hours on Wednesday, 23rd March 2016 in respect of shares held in electronic form; and

   b) As members in the Register of Members after giving effect to all valid share transfer requests in physical form lodged with the Company/R&TA on the close of business hours on Wednesday, 23rd March 2016.

   The Board considered and approved the interim dividend paid to the shareholders on 29th March 2016 as full and final dividend for the financial year 2015-2016.
6. Members desiring any information as regards the financials are requested to write to the Company at least seven days before the meeting so as to enable the management to keep the information available.
7. The Company has transferred all unclaimed dividend declared up to the financial year ended 31st March 1994 to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978. Those Shareholders who have so far not claimed or collected their dividend up to the aforesaid financial year may claim their dividend from the Registrar of Companies, Tamil Nadu, Shastri Bhavan, Haddows Road, Chennai - 600 006.
8. Pursuant to the provisions of the Companies Act, as amended, the Company has transferred all unclaimed dividend for the financial years ended 31st March 1995 to 31st March 2008 to the Investor Education and Protection Fund (IEP Fund) established by the Central Government. It may also be noted that once the unclaimed dividend is transferred to the IEP Fund, no claim shall lie in respect thereof.

9. Pursuant to the provisions of Section 205A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013) dividend for the financial year ended 31st March 2009 and thereafter, which remains unclaimed for a period of 7 years from the date of transfer of the same to the unclaimed dividend account as referred to in Section 205C of the Companies Act, 1956 (sub-section (5) of section 124 of the Companies Act, 2013 will be transferred to the Investor Education and Protection Fund (IEP Fund) of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March 2009 or subsequent financial years are requested to make their claim to the Secretarial Department, Ali Towers, III Floor, No.55 Greams Road, Chennai – 600 006. It may also be noted that once the unclaimed dividend is transferred to the IEP Fund as above, no claim shall lie in respect thereof.

Information in respect of such unclaimed dividend when due for transfer to the IEP Fund is given below:-

Financial Year Ended	Date of Declaration of Dividend	Due date for transferring Unclaimed Dividend to IEPF
31/03/2009	26/08/2009	25/08/2016
31/03/2010	26/07/2010	25/07/2017
31/03/2011	22/07/2011	21/07/2018
31/03/2012	09/08/2012	09/08/2019
31/03/2013	07/08/2013	06/08/2020
31/03/2014	25/08/2014	24/08/2021
31/03/2015	11/08/2015	10/08/2022
31/03/2016 (Interim Dividend)	15/03/2016	14/03/2023

10. Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent, Integrated Enterprises (India) Limited, Kences Towers, II Floor, No, 1 Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017.
    (a) Bank Mandate with full particulars for remittance of dividend directly into their bank accounts.
    (b) Changes, if any, in their address at an early date.
    (c) Application for consolidation of folios, if shareholdings are under multiple folios.
    (d) Despatch of share certificates for consolidation.
    (e) Request for nomination forms for making nominations as per the provisions of the Companies Act.
11. Members holding shares in dematerialized form (electronic form) are requested to intimate any changes in their respective addresses, bank mandates etc., directly to their respective Depository Participants.
12. Members are encouraged to utilise the Electronic Clearing System (ECS) facility for receiving dividends.
13. Members are requested to quote ledger folio numbers in all their correspondences.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit the PAN details to their Depositary Participants with whom they maintain their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Integrated Enterprises (India) Limited.

    SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their respective PAN cards to the Company/RTA, Integrated Enterprises (India) Limited for registration of transfer of the securities.

15. Details as required in sub-regulation (3) of Regulation 36 of the 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 this notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

16. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report and the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

    Members who have not registered their e-mail address are requested to register the same with Depository Participants/Integrated Enterprises (India) Limited. The registered e-mail address will be used for sending future communications, electronically.

17. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.apollohospitals.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during the normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same. For any communication, the shareholders may also send their requests to the Company's email id: lakshminarayana_r@apollohospitals.com.

18. 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, 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 35th 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 facility for voting through ballot paper shall be made available at the AGM and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through the ballot paper.

III. Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e., 5th August 2016.

V. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e, 5th August 2016 only shall be entitled to avail the facility of remote e-voting.

VI. The remote e-voting period commences on **9th August, 2016 (9:00 am) and ends on 11th August, 2016 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 5th August, 2016, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he or she shall not be allowed to change it subsequently.

VII. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

VIII. The process and manner for remote e-voting is as under:

A. Members whose email IDs are registered with the Company/Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the member receives the email, he or she will need to go through the following steps to complete the e-voting process:

(i) Open email and open PDF file viz; "AHEL AGM 2016" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder – Login

(iv) Type user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) The Password change menu will appear. Change the password/PIN with a new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.

(vi) The home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select the REVEN (Remote E-Voting EVEN Number) of Apollo Hospitals Enterprise Limited - **104082**.

(viii Now you are ready for e-voting as "Cast Vote" page opens.

(ix) Cast your vote by selecting the appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc., together with the attested specimen signature of the authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives a physical copy of the Notice of the AGM [for a member whose email ID is not registered with the Company / Depository Participants(s) or requests a physical copy] :

(i) The Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

REVEN (Remote e-Voting Event Number) USER ID - PASSWORD/PIN.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast your vote.

IX. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

X. 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 Password' option available on the web-site to reset the password.

XI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/ PIN for casting your vote.

XII. The voting rights of the members shall be in proportion to their shareholding of the paid up equity share capital of the Company as on the cut-off date of 5th August, 2016.

XIII. Smt. Lakshmmi Subramanian, Practicing Company Secretary (Membership No.3534) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

XV. 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 three days of 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.

XVI. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.apollohospitals.com and on the website of NSDL. The results shall simultaneously be communicated to the Stock Exchanges.

XVII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting ie., 12th August 2016.

19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be kept open for inspection at the Registered Office of the Company during normal business hours (9.00 a.m to 5.00 p.m) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

20. The route map showing directions to reach the venue of the Thirty Fifth Annual General Meeting is annexed.

Statement pursuant to Section 102 (1) 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.5:

The members of the Company at the Annual General Meeting held on 25th August 2014 had approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 borrowings over and above the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time do not exceed in the aggregate, a sum of ₹25,000 million (Rupees Twenty Five Thousand million only).

The total borrowings from banks and other financial institutions including unsecured loans were ₹22,930.37 million as on 31st March 2016. Keeping in view the expansion plans and the consequent need for availing financial assistance for funding the same, it is proposed to increase the borrowing limits of the Company up to a maximum amount of ₹35,000 million (Rupees Thirty Five Thousand Million only).

Section 180(1)(c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow monies in excess of the company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the members accorded by way of a special resolution.

Accordingly, consent of the members is sought for passing Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out under Item No. 5 of the Notice, to enable the Board of Directors to borrow monies in excess of the aggregate of the paid up share capital and free reserves of the Company upto a sum of ₹35,000 million (Rupees Thirty Five Thousand Million only).

The Board recommends the special resolution set out under Item No.5 of the Notice for approval by the members.

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 special resolution set out under Item No. 5 of the Notice.

Item No. 6:

The Company proposes to avail financial assistance from various banks, financial institutions, export credit agencies or multilateral financial institutions, (hereinafter referred to as the "Lenders") to finance the expansion of hospital projects. In order to secure the loan amounts sanctioned by the Lenders, it will be necessary to mortgage/ hypothecate and/or create charge on all the immovable and movable properties of the Company in their favour for availing the financial assistance from them.

Consent of the members is being sought under the provisions of Section 180(1)(a) of the Companies Act, 2013, to mortgage the whole or substantially the whole of the undertaking for obtaining loans or other financial assistance for an aggregate sum not exceeding ₹35,000 million (Rupees Thirty Five Thousand million only).

The Board recommends the special resolution set out under Item No.6 of the Notice for approval by the members.

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 special resolution set out under Item No. 6 of the Notice.

Item No.7:

In order to augment long term resources for financing, inter alia ongoing capital expenditure, expansion activities of the Company and for general corporate purposes, the Board may at an appropriate time, offer or invite subscription for secured/unsecured redeemable non-convertible debentures in one or more series/tranches on a private placement basis for a sum aggregating upto ₹5,000 million (Rupees Five Thousand Million Only). This would be within the overall proposed enhanced borrowing limit of ₹35,000 million (Rupees Thirty Five Thousand Million only)

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed inter alia under Section 42 of the Act deals with private placement of securities by a Company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on a private placement basis, the Company shall obtain the prior approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such issuance of non-convertible debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors will decide appropriately whether to issue debentures on a secured or unsecured basis.

Accordingly, consent of the members is being sought for passing a Special Resolution as set out at Item No. 7 of the Notice. This would enable the Board of Directors of the Company to offer or invite subscription for unsecured/ secured non-convertible debentures, as may be required by the Company, from time to time, for a period of one year from the date of passing this resolution.

The Board recommends the special resolution set out under Item No.7 of the Notice for approval by the Members.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the special resolution set out under Item No. 7 of the Notice.

Item No.8:

The Board, on the recommendation of the Audit Committee, has approved the re-appointment of M/s. Raman & Associates,Cost Accountants, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending 31st March 2017 on a remuneration of ₹1.50 million plus service tax and reimbursement of reasonable out of pocket expenses actually incurred.

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

Accordingly, consent of the members is sought for passing an ordinary resolution as set out under Item No.8 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31st March 2017.

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 under Item No.8 of the Notice.

By Order of the Board

For APOLLO HOSPITALS ENTERPRISE LIMITED

S.M. Krishnan

Vice President – Finance &

Company Secretary

Place : Chennai

Date : 25th May 2016

Details of Directors seeking appointment/re-appointment in the Annual General Meeting

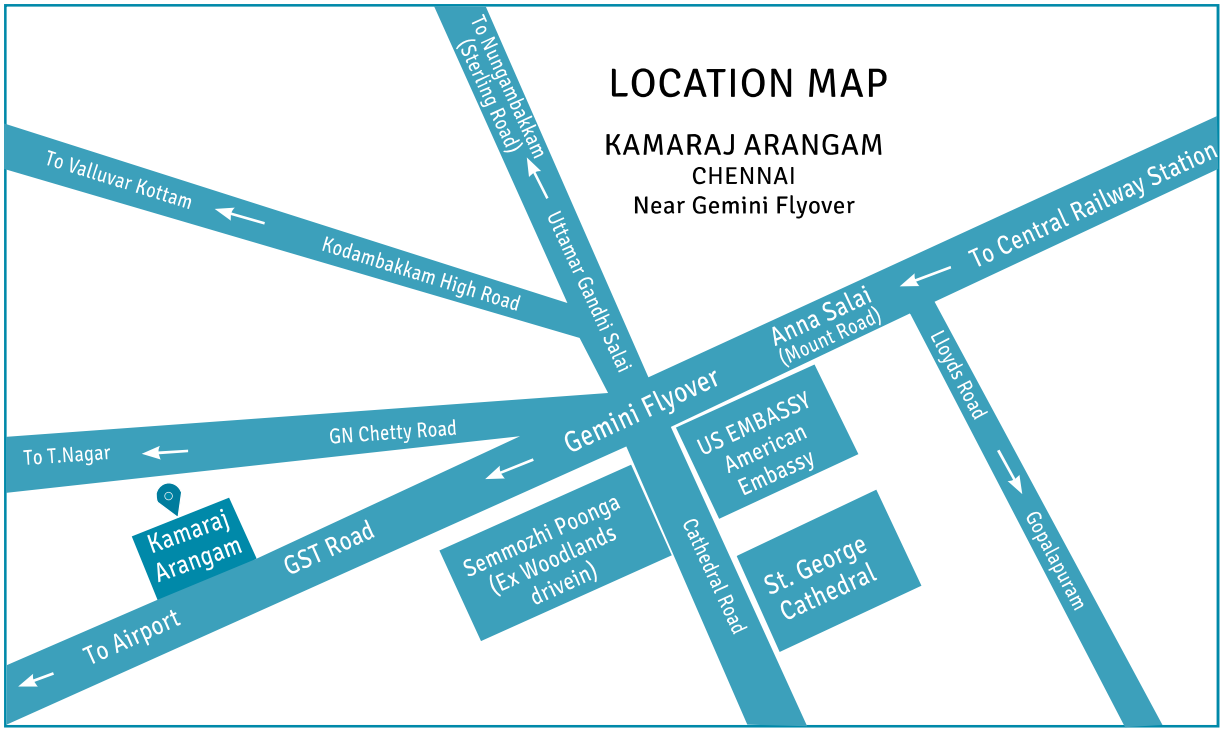
(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India

Name of the Director	Smt. Shobana Kamineni
Date of Birth	27th November 1960
Date of First Appointment on the Board	1st February 2010
Relationship with other Directors	Daughter of Dr.Prathap C Reddy, Chairman, Sister of Smt. Preetha Reddy, Executive Vice Chairperson, Smt.Suneeta Reddy, Managing Director and Smt. Sangita Reddy, Joint Managing Director
Expertise in Specific Functional areas	Leading startups, strategy, comprehensive knowledge of the healthcare universe
Qualification	BA [Eco], Accelerated Hospital Management, Columbia University.
Experience	Smt. Shobana Kamineni has over 30 years experience in the healthcare industry
Board Membership of other companies as on March 31, 2016	**Public Limited Companies**
	1. Apollo Munich Health Insurance Company Limited, Wholetime Director
	2. Apollo Energy Company Limited, Director
	3. Lifetime Wellness Rx International Limited, Director
	4. PCR Investments Limited, Director
	5. Apollo Lavasa Health Corporation Limited, Director
	6. Indraprastha Medical Corporation Limited, Director
	7. Apollo Home Healthcare Limited, Director
	8. Blue Star Limited, Director
	9. Hero Motorcorp Limited, Director
	Private Limited Companies
	1. Kamineni Builders Private Limited, Director
	2.Trac India Private Limited, Director
	3. KEI-RSOS Shipping Private Limited, Director
	4. Trac Eco & Safari Park Private Limited, Director
	5. Keimed Private Limited, Director
	6. LNG Bharat Private Limited, Director
	7. Matrix Agro Private Limited, Director
	8. Gas Transmission India Private Limited, Director
Chairperson/Member of the Committee of the Board of Directors of the Company as on March 31, 2016	**Nil**
Chairperson/Member of the Committee of Directors of other Companies in which she is a director as on March 31, 2016	
Audit Committee	Nil
Stakeholders Relationship Committee	Nil
Nomination and Remuneration Committee	Apollo Munich Health Insurance Company Limited, Member
Shareholding in the Company (as on 31/03/2016)	2,239,952
No. of Board Meetings attended during the last financial year (2015-2016)	5
Terms and Conditions of appointment or re-appointment	Executive Director, liable to retire by rotation

Route Map

Thirty Fifth Annual General Meeting

Date : August 12, 2016
Day : Friday
Time : 10:15 a.m.
Venue : Kamaraj Arangam
No. 492, Anna Salai, Teynampet, Chennai - 600 006



Note:

Annual Report containing the Directors Report, Corporate Governance Report, Business Responsibility Report and Audited Financial Statements (both standalone and consolidated) are being sent by book post / email.