APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035

30th August 2017

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 Sixth Annual General Meeting (AGM) of the Company will be held on Wednesday, 20th September 2017 at 10.15 a.m. at The Music Academy, No.168 TTK Road, Royapettah, Chennai – 600 014.

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

IS/ISO 9001:2000

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 Sixth Annual General Meeting** of the Company will be held on Wednesday, the 20th day of September 2017 at 10.15 a.m. at The Music Academy, No. 168, TTK Road, Royapettah, Chennai – 600 014 to transact the following business:

ORDINARY BUSINESS

Item No. 1: Adoption of financial statements.

To receive, consider and adopt:-

(i) the audited standalone financial statements of the Company for the year ended 31st March 2017, 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 2017, together with the Report of the Auditors thereon.

Item No. 2 : Declaration of Dividend

To declare a dividend on the equity shares of the Company for the financial year ended 31st March 2017.

Item No. 3 : Appointment of Director

To appoint a Director in place of Smt. Sangita Reddy (DIN 00006285), who retires by rotation and, being eligible, offers herself for re-appointment.

Item No. 4 : Appointment of Statutory Auditors

To appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the Forty First Annual General Meeting, by passing the following resolution as an Ordinary Resolution.

"**RESOLVED THAT**, pursuant to the provisions of Sections 139, 142 and all other applicable provisions, if any, 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) and pursuant to the recommendations of the Audit Committee and as approved by the Board of Directors, Deloitte Haskins & Sells LLP, Chartered Accountants

(Firm Registration No. 117366 W/W 100018), be and are hereby appointed as the Statutory Auditors of the Company, in place of the retiring Auditors, S. Viswanathan LLP, Chartered Accountants (Firm Registration No. 004770S/S200025) to hold office for a period of five years from the conclusion of the Thirty Sixth Annual General Meeting till the conclusion of the Forty First Annual General Meeting of the Company to be held in the year 2022 with such appointment being subject to ratification at every Annual General Meeting, at a remuneration plus applicable tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit, to be decided by the Board of Directors in consultation with the Statutory Auditors."

SPECIAL BUSINESS

Item No. 5 :

Appointment of Dr. Prathap C Reddy as whole time director designated as Executive Chairman.

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 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the recommendation made by the Nomination and Remuneration Committee, the appointment of Dr. Prathap C Reddy as Whole Time Director designated as Executive Chairman of the Company for a period of five (5) years from 25th June 2017 to 24th June 2022 be and is hereby approved."

"**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded to the payment of such remuneration as per the terms that may be determined by the Nomination and Remuneration Committee from time to time and approved by the Board, which shall not exceed the maximum amount payable to a Whole Time Director in accordance with the provisions of the Act read with Schedule V to the Companies Act, 2013 including any amendments thereto during the tenure of his appointment."

"**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the tenure of office Dr. Prathap C Reddy as Whole Time Director designated as Executive Chairman be paid minimum remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 as in force in each financial year."

"**RESOLVED FURTHER THAT** the remuneration approved be paid either monthly or quarterly or half yearly or otherwise as may be agreed to between Dr. Prathap C Reddy, Executive Chairman and the Board of Directors of the Company from time to time."

"**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution including authorizing one or more of its directors and the company secretary towards filing of forms, returns if any and issuing of any letters of appointment or signing agreements and to complete other formalities required in this regard."

Item No.6:

Appointment of Dr. T. Rajgopal as an Independent Director of the Company.

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Dr. T. Rajgopal (DIN: 02253615), who was appointed as an Additional Director of the Company with effect from 30th May 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 30th May 2022, not liable to retire by rotation."

Item No.7:

Appointment of Shri. BVR Mohan Reddy as an Independent Director of the Company.

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Shri. BVR Mohan Reddy (DIN: 00058215), who was appointed as an Additional Director of the Company with effect from 14th August 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 14th August 2022, not liable to retire by rotation."

Item No.8:

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.9:

To ratify the remuneration of the Cost Auditor for the financial year ending 31st March 2018.

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 2018, 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 :14th August 2017

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. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.

4. 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.

5. Members/Proxies/Authorized Representatives should bring the duly filled in attendance slip enclosed herewith to attend the meeting.

6. The Register of Members and Share Transfer Books will remain closed from **Saturday, 9th September 2017 to Wednesday, 20th September 2017 (both days inclusive)** for the purpose of payment of dividend for the financial year ended 31st March 2017 and the Annual General Meeting (AGM).

7. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting will be paid on or before 4th October 2017 to those members whose names appear:

   (i) As members on the Register of Members of the Company as on 20th September 2017 after giving effect to all valid share transfers in physical form which would be received by the Company up to the closing hours of business on 8th September 2017.

   (ii) As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on 8th September 2017.

8. 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.

9. All unclaimed dividends up to the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government. Members who have not encashed the dividend warrants for the said period(s) are requested to claim the amount from the Registrar of Companies, Tamil Nadu, Shastri Bhavan, Haddows Road, Chennai – 600 006 by submitting an application in Form No. II.

10. Pursuant to the provisions of sections 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules) (including the provisions of sections 205A and 205C of the Companies Act, 1956), dividends that remain unclaimed for a period of seven years shall be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, unclaimed dividends from the financial year ended 31st March, 1996 till 31st March, 2009 have been transferred to the IEPF. As per Section 205C of the then Companies Act, 1956 once the unclaimed dividend is transferred to the IEPF Fund, no claim shall lie in respect thereof. The shareholders whose dividends are transferred to the IEPF said Authority can now claim such dividend from the Authority in pursuance of Section 125(3) of the Companies Act 2013.

    Members may note that unclaimed dividend for the financial year ended 31st March, 2010 shall become due for transfer to the IEPF on 1st September 2017.

11. In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time), the shares on which dividend has not been claimed by a shareholder for a period of seven consecutive years shall be credited to the Demat Account of the Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

    The Company has sent individual communications to the concerned shareholders at their registered address, whose dividends remain unclaimed and whose shares are liable to be transferred to the IEPF. An advertisement to this effect was also published in leading English and vernacular newspapers.

    The list of concerned shareholders is also available on the Company's website i.e. www.apollohospitals.com under the investor relations section.

    Members who have not encashed the dividend for the financial year 2009-2010 and for the subsequent financial years, are requested to claim it from the Company at the Secretarial Department, Ali Towers, III Floor, No. 55 Greams Road, Chennai 600 006 on or before 31st August 2017, failing which the dividend shall be transferred to the IEPF Authority.

    Further the shares held by such shareholders are liable to be transferred to the IEPF Authority as per the procedure prescribed by the Ministry of Corporate Affairs.

12. Any person whose unclaimed dividend and shares pertaining thereto, has been transferred to the IEPF Authority can claim their due amount from the said Authority by making an electronic application in e-form IEPF-5. Upon submitting the duly completed form, shareholders are required to take a print of the same and send a physical copy duly signed along with requisite documents as specified in the form to the attention of the Company Secretary, Secretarial Department, Ali Towers, III Floor, No. 55 Greams Road, Chennai – 600 006. The e-form can be downloaded from the website of Ministry of the Corporate Affairs at www.iepf.gov.in.

    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
31-03-2010	26-07-2010	01-09-2017
31-03-2011	22-07-2011	27-08-2018
31-03-2012	09-08-2012	14-09-2019
31-03-2013	07-08-2013	12-09-2020
31-03-2014	25-08-2014	30-09-2021
31-03-2015	11-08-2015	16-09-2022
31-03-2016	15-03-2016	20-04-2023

13. Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private 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.

    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.

14. Members are encouraged to utilise the Electronic Clearing System (ECS) facility for receiving dividends.

15. Members are requested to quote ledger folio numbers in all their correspondences.

16. 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 their 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 Registry Management Services Private 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 Registry Management Services Private Limited for registration of transfer of the securities.

17. 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.

18. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report and the Notice of the Thirty Sixth 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 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 the Attendance Slip and Proxy Form are being sent in the permitted mode.

    Members who have not registered their e-mail addresses are requested to register the same with the respective Depository Participants/RTA Integrated Registry Management Services Private Limited. The registered e-mail addresses will be used for sending future communications, electronically.

19. Members may also note that the Notice of the Thirty Sixth Annual General Meeting and the Annual Report for 2017 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.

20. 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 Thirty Sixth 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 votes by remote e-voting shall be able to exercise their right at the meeting through the ballot paper.

III. Members who have cast their votes by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their votes 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., 13th September 2017.

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, 13th September 2017 only shall be entitled to avail the facility of remote e-voting.

VI. The remote e-voting period commences on 17th September 2017 (9:00 am) and ends on 19th September 2017 (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 13th September 2017, 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 2017" 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-106275.

(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 to 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 13th September 2017.

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., 20th September 2017.

21. 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.

22. The route map showing directions to reach the venue of the Thirty Sixth 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. 4:

Though not mandatory, this statement has been provided on a voluntary basis.

Pursuant to the provisions of Section 139 of the Companies Act, 2013, an audit firm can act as auditors of a listed company for a maximum tenure of two terms of five consecutive years. For the purpose of reckoning this limit, the existing tenure of the auditors needs to be taken into account. Further, companies have been given a transition time of three years from 1st April 2014 to comply with this provision.

S. Viswanathan LLP, Chartered Accountants (Firm Registration No. 004770S/S200025), the present statutory auditors have completed a period of more than two terms of five consecutive years and their term of office comes to an end with the conclusion of this Annual General Meeting.

Accordingly, as per the aforesaid requirements of the Companies Act, 2013 and pursuant to the recommendation of the Audit Committee, the Board of Directors have proposed for the approval of the members, the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018) as Auditors for a period of five years, commencing from the conclusion of the Thirty Sixth Annual General Meeting till the conclusion of the Forty First Annual General Meeting, subject to ratification by members of their appointment at every Annual General Meeting if so required under the Companies Act, 2013.

Deloitte Haskins & Sells LLP, Chartered Accountants have consented to the aforesaid appointment and confirmed that their appointment, if made would be within the limits so specified under Section 141(3)(g) of the Companies Act, 2013. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of Sections 139(1), 141(2) and 141(3) of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The Board recommends the resolution set out at Item No. 4 for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the resolution set out at Item No. 4 of the Notice.

Item No.5:

Dr. Prathap C Reddy, who is the founder has been the Executive Chairman of the Company since incorporation and as per Article 98(c) of the Articles of Association of the Company, he will hold the office of Chairman on a permanent basis.

The Company has made remarkable progress under the stewardship of Dr. Prathap C Reddy and is now widely recognized as among Asia's leading healthcare service providers.

Dr. Reddy holds a Bachelor's degree in Medicine and Surgery from Stanley Medical College, Madras and is a Fellow of the Royal College of Surgeons, Edinburgh. He practised as a cardiologist in USA before founding the Apollo Hospitals Group and has over 50 years of experience. In recognition of his services, he was awarded the "Padma Bhushan" in the year 1991 and the "Padma Vibhushan" in the year 2010, the second highest civilian award in India, in recognition of his contribution towards the Indian healthcare industry, by the Government of India.

Late Mother Teresa awarded Dr. Reddy with the Citizen of the Year award for the year 1993-94. Dr. Reddy was also presented with the Sir Nilrattan Sircar Memorial Oration Award for medical excellence by the Journal of the Indian Medical Association in the year 1998. In the same year, he was also nominated by Business India as one of the top fifty personalities who have made a difference to the country in the fifty years since Independence. He has been on the Board of our Company since the year 1979.

The Board is of the unanimous view that the Company should continue to avail his expert knowledge and rich experience in the healthcare industry.

The members of the Company thought it fit to remunerate Dr. Prathap C Reddy for availing his whole time services and accordingly approved payment of remuneration since 1997. Dr. Prathap C Reddy till then had not been in receipt of any remuneration, though he has been devoting his full time with the Company since its inception.

Since 1997, the members have been according their approval for payment of remuneration to Dr Prathap C Reddy for a term of five years in each time with the last approval being accorded at the Annual General Meeting held on 9th August 2012, for the payment of remuneration equivalent to 5% of the net profits of the Company computed in accordance with the provisions of the Companies Act, 1956 for a period of five years commencing from 25th June 2012. It may be noted that the current approval expires on 24th June 2017.

Dr. Prathap C Reddy has been designated as the lifetime Chairman of the Company and since the Company is availing his whole time services, he will be deemed to be in whole time employment of the Company. The Companies Act, 2013 unlike the Companies Act 1956, mandates that a whole time director can be appointed for a tenure not exceeding 5 years at a time and accordingly it is necessary to appoint Dr. Prathap C Reddy as whole time director designated as Executive Chairman for a period not exceeding five years.

Accordingly, as recommended by the Nomination and Remuneration Committee, the Board has appointed Dr Prathap C Reddy as a whole time director for a period of five years commencing from 25th June 2017 on a remuneration as per the terms that may be determined by the Nomination and Remuneration Committee from time to time and approved by the Board, which shall not exceed the maximum amount payable to a Whole Time Director in accordance with the provisions of the Act read with Schedule V to the Companies Act, 2013 including any amendments thereto during the tenure of his appointment, subject to shareholders approval.

Accordingly, the Board recommends the appointment of Dr. Prathap C Reddy as whole time director and payment of remuneration for a period of five years to the members for their approval by way of passing a special resolution under Item No. 5.

Dr. Prathap C Reddy may be deemed to be concerned or interested, financially or otherwise, to the extent of his shareholding in respect of his appointment as Whole time Director designated as Executive Chairman.

Smt. Preetha Reddy, Executive Vice-Chairperson, Smt. Suneeta Reddy, Managing Director, Smt. Shobana Kamineni, Executive Vice-Chairperson and Smt. Sangita Reddy, Joint Managing Director, being the relatives of Dr. Prathap C Reddy and to the extent of their shareholding interest in the Company, may be deemed to be concerned or interested in the resolution as set out at Item No. 5 of the Notice.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No.6:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Dr. T. Rajgopal as an Additional Director (Independent) of the Company at its meeting held on 30th May 2017.

Dr. T. Rajgopal, does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013,Dr. T. Rajgopal will hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹100,000/- proposing the candidature of Dr. T. Rajgopal for the office of Director of the Company.

The Company has also received a declaration from Dr. T. Rajgopal confirming that he meets the criteria of independence as prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dr. T. Rajgopal is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Dr. T. Rajgopal fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

A brief resume of Dr. T. Rajgopal, nature of his expertise in specific functional areas and names of the companies in which he hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under the SEBI Listing Regulations, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter of appointment of Dr. T. Rajgopal as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The resolution seeks the approval of members for the appointment of Dr. T. Rajgopal as an Independent Director of the Company upto 30th May 2022, pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

The Board is of the view that given his rich and varied experience, his association with the Company would be of immense benefit and it is desirable to avail the services of Dr. T. Rajgopal as an Independent Director.

Accordingly, the Board recommends the resolution in relation to the appointment of Dr. T. Rajgopal as an Independent Director, for the approval by the Members of the Company.

Except Dr. T. Rajgopal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No.7:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Shri. BVR Mohan Reddy as an Additional Director (Independent) of the Company at its meeting held on 14th August 2017.

Shri. BVR Mohan Reddy, does not hold by himself or for any other person on a beneficial basis, any shares in the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Shri. BVR Mohan Reddy will hold office upto the date of the ensuing Annual General Meeting.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of ₹100,000/- proposing the candidature of Shri. BVR Mohan Reddy for the office of Director of the Company.

The Company has also received a declaration from Shri. BVR Mohan Reddy confirming that he meets the criteria of independence as prescribed under the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Shri. BVR Mohan Reddy is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

In the opinion of the Board, Shri. BVR Mohan Reddy fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

A brief resume of Shri. BVR Mohan Reddy, nature of his expertise in specific functional areas and names of the companies in which he hold directorships and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under the SEBI Listing Regulations, are provided as part of the Notice of the Annual General Meeting.

A copy of the draft letter of appointment of Shri. BVR Mohan Reddy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The resolution seeks the approval of members for the appointment of Shri. BVR Mohan Reddy as an Independent Director of the Company upto 14th August 2022 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He will not be liable to retire by rotation.

The Board is of the view that given his rich and varied experience, his association with the Company would be of immense benefit and it is desirable to avail the services of Shri. BVR Mohan Reddy as an Independent Director.

Accordingly, the Board recommends the resolution in relation to the appointment of Shri. BVR Mohan Reddy as an Independent Director, for the approval by the Members of the Company.

Except Shri. BVR Mohan Reddy, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

Item No.8:

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 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. 8 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.8 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. 8 of the Notice.

Item No.9:

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 2018 on a remuneration of ₹1.50 million plus applicable 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.9 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending 31st March 2018.

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.9 of the Notice.

By Order of the Board

For **APOLLO HOSPITALS ENTERPRISE LIMITED**

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

Place : Chennai
Date : 14th August 2017

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

(Pursuant to Regulation 36(3) of the 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. Sangita Reddy	Dr. Prathap C Reddy	Dr. T. Rajgopal*	Shri. BVR Mohan Reddy*
DIN	00006285	00003654	02253615	00058215
Date of Birth	8th July 1962	5th February 1932	17th October 1955	12th October 1950
Date of First Appointment on the Board	31st July 2000	5th December 1979	30th May 2017	14th August 2017
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. Shobana Kamineni, Executive Vice Chairperson	Father of Smt. Preetha Reddy, Executive Vice Chairperson, Smt.Suneeta Reddy, Managing Director, Smt. Shobana Kamineni, Executive Vice Chairperson and Smt. Sangita Reddy, Joint Managing Director	None	None
Expertise in Specific Functional areas	Hospital Management, IT, Operations Research, Insurance.	Healthcare	Considerable expertise in the field of healthcare and Management including preventive health, public health and occupational health	Engineering Research and Development Services
Qualification	Bachelor of Science degree from Womens Chrisitian College, Chennai	Bachelor's degree in Medicine and Surgery from Stanley Medical College, Chennai	Postgraduation in Preventive Medicine, (MD) Public Health, (DPH) Occupational Medicine (DIH) and in Health and Hospital Administration (DNB)	Postgraduate degree from the Indian Institute of Technology, Kanpur
	Graduate Courses in Operations Research - Rutgers University, New Jersey	Fellow of the Royal College of Surgeons, Edinburgh	Fellow of the Faculty of Occupational Medicine, Royal College of Physicians, London as well as Ireland	Postgraduate degree from University of Michigan, Ann Arbor, USA
	Diploma in Hospital Management conducted by Harvard University, USA & NSU, Singapore		Fellow of the Indian Association Occupational Health and the Indian Public Health Association	Fellow of Institute of Engineers (India)
Experience	Smt. Sangita Reddy has over 30 years experience in the healthcare industry	Dr. Prathap C Reddy has over 50 years experience in the healthcare industry	Dr. T. Rajagopal has over 30 years experience in the Healthcare Industry	Shri BVR Mohan Reddy has around four decades experience in Engineering and Management
Board Membership of other companies as on March 31, 2017	**Public Limited Companies**	**Public Limited Companies**	**Public Limited Companies**	**Public Limited Companies**
	1. Apollo Health and Lifestyle Limited, Managing Director	1. Apollo Munich Health Insurance Company Limited, Chairman	Nil	1. Cyient Limited, Executive Chairman
	2. PCR Investments Limited, Director	2. Apollo Hospitals International Limited, Chairman		2. Vizag IT Park Limited, Director
	3. Family Health Plan (TPA) Limited, Director	3. Apollo Gleneagles Hospital Limited, Chairman		3. Coromandel International Limited, Director
	4. Healthnet Global Limited, Director	4. PCR Investments Limited, Chairman		4. Infotech HAL Limited, Director
	5. Apollo Medskills Limited, Director	5. Imperial Hospital and Research centre Limited, Chairman		5. T-Hub Foundation, Director
	6. Apollo Home Healthcare Limited, Director	6. Indraprastha Medical Corporation Limited, Vice Chairman		6. National Skill Development Corporation, Director
	7. Apollo Sugar Clinics Limited, Director	7. Total Health, Chairman		
	8. Strides Shasun Limited, Director			

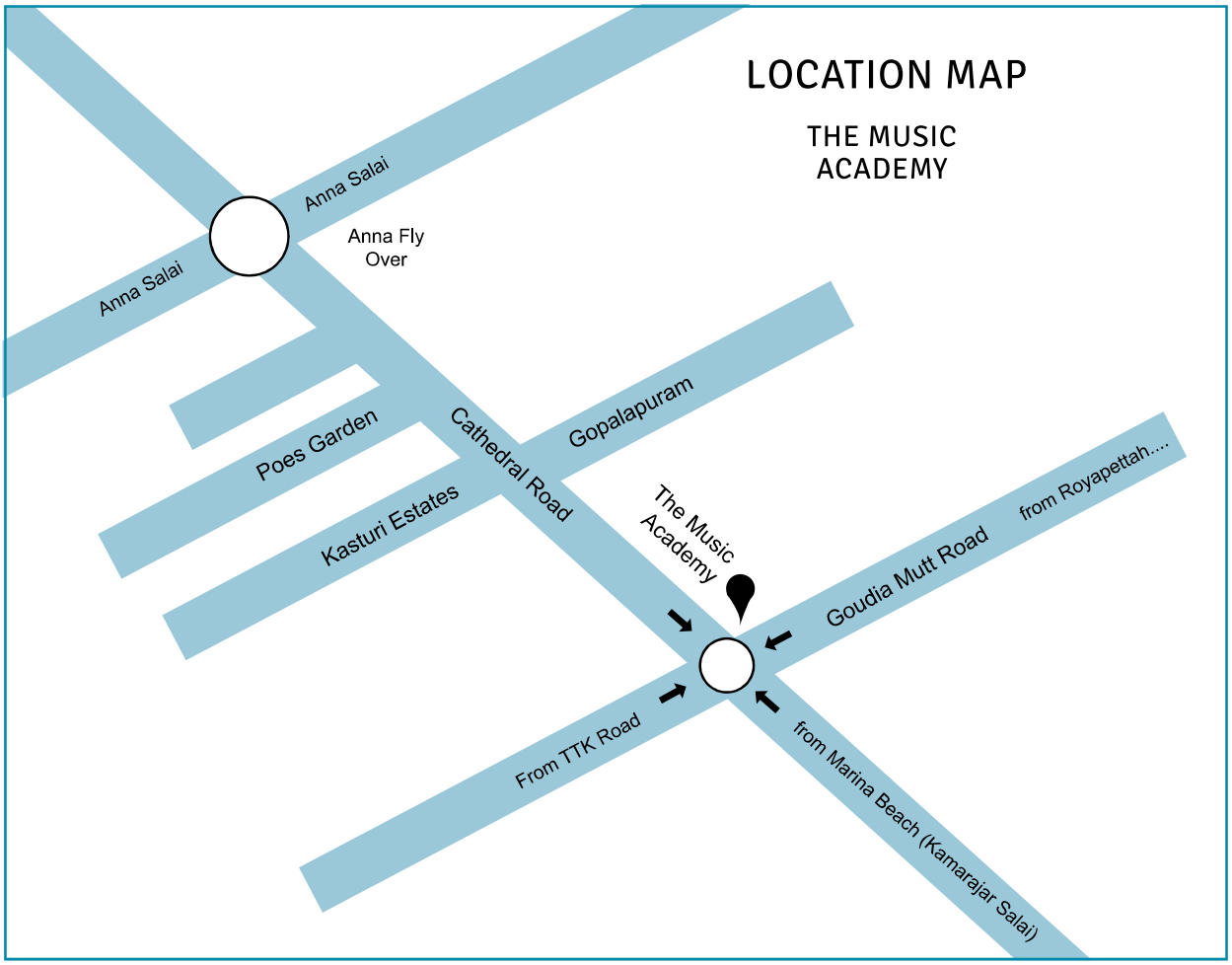
Name of the Director	Smt. Sangita Reddy	Dr. Prathap C Reddy	Dr. T. Rajgopal*	Shri. BVR Mohan Reddy*
	9. Imperial Hospital and Research Centre Limited, Director			
	Private Limited Companies	**Private Limited Companies**	**Private Limited Companies**	**Private Limited Companies**
	1. Apollo Gleneagles PET-CT Private Limited, Director	1. PPN Power Generating Company Private Limited, Chairman	Nil	1. Infocad Enterprises Private Limited, Director
	2. Kar Auto Private Limited, Director	2. Apollo Gleneagles PET-CT Private Limited, Director		2. Vineyard Point Software Private Limited, Director
	3. Elixir Communities Private Limited, Director	3. Faber Sindoori Management Services Private Limited, Director		3. Saranam Investments Private Limited, Director
	4. Searchlight Health Private Limited, Director	4. AMG Healthcare Destination Private Limited, Director		4. Saranam Ventures Private Limited, Director
	5. Apollo Telehealth Services Private Limited, Director	5. Apollo Dialysis Private Limited, Director		
	6. AMG Healthcare Destination Private Limited, Director			
Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2017				
	NIL	Chairman Corporate Social Responsibility Committee	Nil	Nil
Chairman/Member of the Committee of Directors of other Companies in which he/she is a director as on March 31, 2017				
Audit Committee	1. Apollo Health and Lifestyle Limited, Member 2. Strides Shasun Limited, Member 3. AMG Healthcare Destination Private Limited, Member	Nil	Nil	Coromandel International Limited, Member

Name of the Director	Smt. Sangita Reddy	Dr. Prathap C Reddy	Dr. T. Rajgopal*	Shri. BVR Mohan Reddy*
Stakeholders Relationship Committee	Nil	Nil	Nil	Cyient Limited, Member
Nomination and Remuneration Committee	Apollo Health and Lifestyle Limited, Member	Nil	Nil	
Shareholding in the Company (as on 31/03/2017)	2,432,508	5,445,464	Nil	Nil
No of Board Meetings conducted during the last financial year (2016-2017)	6	6	Not Applicable	Not Applicable
No. of Board Meetings attended during the last financial year (2016-2017)	5	6	Not Applicable	Not Applicable
Terms and Conditions of appointment or re-appointment	Executive Director, liable to retire by rotation	As per the resolution set out at Item No. 5 of the Notice convening Annual General Meeting on September 20, 2017 read with explanatory statement thereto	Independent Director proposed to be appointed for five consecutive years for a term upto 30th May 2022, not liable to retire by rotation	Independent Director appointed for five consecutive years for a term upto 14th August 2022, not liable to retire by rotation

* Details of Directorship / Committee Membership held by Dr. T. Rajgopal and Shri BVR Mohan Reddy was on the respective dates of appointment.

Thirty Sixth Annual General Meeting

Date	:	September 20, 2017
Day	:	Wednesday
Time	:	10.15 a.m.
Venue	:	**The Music Academy,** No. 168, TTK Road, Royapettah, Chennai – 600 014



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.