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Indraprastha Medical Corporation Limited

Regd. Office : Sarita Vihar, Delhi-Mathura Road, New Delhi - 110 076. (INDIA)

Corporate Identity Number : L24232DL 1988PLC030958

Phone : 26925801, 26925858 Fax : 91-11-26825601

E-mail : asinghal@apollohospitals.com Website : apollohospdelhi.com



A. K. SINGHAL

Vice President
Cum Company Secretary

Ref: IMCL/CS/BM/2018

29th August, 2018

The Manager
Listing Department
BSE Limited Phiroze Jeejeebhoy
Towers Dalal Street, Mumbai,
Maharashtra - 400001
Scrip Code: 532150

The Manager
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra - 400051
Symbol: INDRAMEDCO

Sub.: Notice of 30th Annual General Meeting

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Notice of 30th Annual General Meeting of the Company for the financial year 2017-18, to be held on Monday, 24th September, 2018, at Siri Fort Auditorium, Siri Fort Cultural Complex, August Kranti Marg, New Delhi - 110 049, along with Attendance Slip and Proxy Form forming part of the Annual Report for the year 2017-18.

You are requested to take the above information on record.

Thanking You,

Sincerely Yours,


A.K.SINGHAL

Encl. as above

NOTICE TO THE MEMBERS

Notice is hereby given that the thirtieth Annual General Meeting of Members of Indraprastha Medical Corporation Limited will be held on Monday, 24th September, 2018, at 11.00 A.M. at Sirifort Auditorium, Siri Fort Cultural Complex, August Kranti Marg, New Delhi – 110 049, to transact the following business:

ORDINARY BUSINESS:

Item No. 1 — Adoption of financial statements.

To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2018, together with the Reports of the Board of Directors and Auditors thereon.

Item No. 2 — Declaration of Dividend

To declare a dividend on equity shares for the financial year ended 31st March, 2018.

Item No. 3 — Appointment of Director

To appoint a Director in place of Ms. Suneeta Reddy (DIN 00001873), who retires by rotation and being eligible, offers herself for re-appointment.

Item No. 4 — Appointment of Director

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

SPECIAL BUSINESS

Item No. 5 — Appointment of Mr. Ashok Bajpai as Managing Director

To consider and if thought fit, to pass with or without modification, the following as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 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} read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ashok Bajpai (DIN 002463754), who was appointed as an Additional Director of the Company by the Board of Directors effective from 1st January, 2018, and who holds office till the date of the Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying his intention to propose Mr. Ashok Bajpai as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT subject to the provisions of Section 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Remuneration of

Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the appointment of Mr. Ashok Bajpai (DIN 02463754) as Managing Director of the Company for a period of 5 years from 1st January, 2018 to 31st December, 2022, on the terms and conditions as set out in the employment agreement including remuneration as given below:

A. Salary

Basic Salary Rs. 6,25,000 (Rupees Six Lacs Twenty-five Thousand only) per month. Annual increment shall be allowed as may be decided by the Board, based on achievement of Annual Operating Plan (AOP) score of the Hospital.

B. Perquisites & Allowances

- a) House Rent Allowance @ 35% of the Basic Salary i.e. Rs 2,18,750 per month.
- b) Food coupons of Rs. 1,000, Transport Allowance — Rs. 1,600, Children Education Allowance Rs. 200 and other Allowance: Rs. 2,42,277 per month.
- c) Contribution to Provident Fund @ 12% of Basic Salary.
- d) Leave Travel Allowance for self and family upto a maximum of one-month basic salary, as per Company Policy.
- e) Reimbursement of medical expenses, for self and family, upto a maximum of Rs 15000 per annum
- f) Medical Insurance Premium for self and family (premium amount upto a maximum of Rs. 31700 per annum).
- g) Group Personal Accident Insurance premium (premium amount upto a maximum of Rs. 1650 per annum).
- h) Gratuity as per Gratuity Act on completion of 5 years of service in the Company.

C. Other Benefits

- a) Chauffeur driven Company Car (Mercedes-Benz, E-Class).
- b) Performance bonus, for each financial year or part thereof, to be paid annually upto a maximum of Rs. 50,00,000 (Rupees Fifty Lacs) per annum as may be decided by the Board of Directors, based on the performance under Apollo Performance Management System. (Excellent Rating-100 % of performance bonus, Very Good Rating-75 % of performance bonus, Good Rating -50% of performance Bonus.)
- c) Tenure Linked Retention Bonus:
 - i) First Retention bonus of Rs. 50,00,000 on completion of 3 years of service in the Company (i.e. in January, 2021) subject to being on the roles of the Company.

- ii) Second Retention bonus of Rs. 50,00,000 on completion of 4 years of service in the Company (i.e. in January, 2022) subject to being on the roles of the Company.
- iii) Third Retention bonus of Rs. 50,00,000 on completion of 5 years of service in the Company (i.e. in January, 2023) subject to being on the roles of the Company.
- iv) Tenure Linked Retention Bonus will not be included in any payroll enhancements.

D. Minimum Remuneration

In the absence or inadequacy of profits in any financial year during the currency of tenure of the Managing Director, the Company shall pay the above-mentioned remuneration to Mr. Ashok Bajpai as 'Minimum Remuneration'.

Item No. 6

To approve the Remuneration of the Cost Auditors for the year ending 31st March, 2019.

To consider and if thought fit, to pass with or without modification, the following as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 148 and its related and 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. Devarajan Swaminathan and Co. — Cost Accountants, (Firm Registration No 100669), 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 year ending 31st March, 2019, at a remuneration of Rs. 5.50 lacs plus taxes as applicable and reimbursement of out of pocket expenses, be and is hereby ratified and confirmed."

By order of the Board of Directors for Indraprastha Medical Corporation Limited

Ajay Kumar Singhal

Vice President cum Company Secretary
(FCS 1400)

Date: 28th July, 2018

Registered Office:

Sarita Vihar, Delhi-Mathura Road,
New Delhi - 110 076, India
CIN: L24232DL1988PLC030958

NOTES:

1. A Statement pursuant to Section 102(1) 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 the 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 shall be deposited at the Registered Office of the Company at Sarita Vihar, Delhi-Mathura Road, New Delhi — 110 076, 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 authorized representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant 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 should bring the duly filled in attendance slip enclosed herewith to attend the meeting.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 15th September, 2018 to Monday, 24th September, 2018 (both days inclusive) for the purpose of payment of dividend for the financial year ended 31st March, 2018, and the Annual General Meeting.
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 to those members whose names appear :-
 - a) as Members on the Register of Members of the Company as on 24th September, 2018, after giving effect to all valid share transfers in physical form lodged with the Company up to the closing hours of business on 14th September, 2018, and
 - b) as Beneficial owners as per the Statement of Beneficial Ownership to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in dematerialized form as at the closing hours of business on 14th September, 2018.
8. Members desiring any information as regards the accounts 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. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit,

Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the companies to transfer such shares of Members of whom dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 26th September, 2017 (date of last AGM) are available under "Investor Relations" section on the website of the Company and on Ministry of Corporate Affairs' website.

The details of the financial years, date of declaration of dividend and the dates on which the outstanding amount is due to be transferred to Investor Education and Protection Fund are given in the table below.

Financial Year Ended	Date of Declaration of Dividend	Due Date for transfer to the IEP Fund
31/03/2011	14/09/2011	18/10/2018
31/03/2012	14/09/2012	18/10/2019
31/03/2013	26/09/2013	30/10/2020
31/03/2014	30/09/2014	03/11/2021
31/03/2015	29/09/2015	02/11/2022
31/03/2016	30/08/2016	03/10/2023
31/03/2017	26/09/2017	30/10/2024

10. (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during financial year 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: <https://delhi.apollohospitals.com/refund-claimants-fund>. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Link Intime India Private Ltd., for lodging claim for refund of shares and / or dividend from the IEPF Authority.

11. Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd., 44 Community Centre, 2nd floor, Naraina Industrial Area Phase I, Near PVR, Naraina, New Delhi – 110 028 :-
- Bank Mandate with full particulars for remittance of dividend directly into their bank accounts, if declared at the meeting.
 - Changes, if any, in their address at an early date.
 - Application for consolidation of folios, if shareholdings are under multiple folios.
 - Despatch of share certificates for consolidation.
 - Request for nomination forms for making nominations as per the provisions of the Companies Act.
12. Members are requested to quote ledger folio numbers in all their correspondence.
13. 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. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the Company/Registrars and Share Transfer Agents, M/s. Link Intime India Pvt. Ltd by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository.
15. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date i.e. 5th December, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
16. Members of the Company had approved the appointment of S. N. Dhawan & Co. LLP, Chartered Accountants (ICAI Registration No. 000045N), as the Statutory Auditors at the Twenty-ninth Annual General Meeting (AGM) of the Company which is valid till the conclusion of the thirty-fourth AGM, subject to ratification of their appointment by the Members at every AGM. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018, issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors.

17. National Electronic Clearing Service (NECS) Facility:

With respect to payment of dividend, the Company provides the facility of NECS to the shareholders wherever it is available.

Members holding shares in physical form who now wish to avail NECS facility, are requested to forward their NECS mandate in the prescribed form to the Company's Registrar and Share Transfer Agent, M/s. Link Intime India Pvt. Ltd.

18. Details under Regulation 36 of 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 the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.

19. Electronic copies of the Annual Report for the year ended 31st March 2018, and electronic copy of the Notice of the thirtieth 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 addresses, physical copies of the Annual Report and Notice of the thirtieth Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

20. Members may also note that the Notice of the thirtieth Annual General Meeting and the Annual Report for 2017-18, along with Attendance Slip and Proxy form, will be also available on the Company's website <https://delhi.apollohospitals.com/>. The physical copies of the aforesaid documents will be also available at the Company's Registered Office in New Delhi 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, by post free of cost. For any communication, the shareholders may also send requests to the Company's email id: imclshares@apollohospitals.com.

21. Mr. Baldev Singh Kashtwal, Practicing Company Secretary (Membership No. FCS 3616 & Certificate of Practice No. 3169) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

22. 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 Thirtieth 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., 17th September 2018.

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, 17th September 2018 only shall be entitled to avail the facility of remote e-voting.

VI. The remote e-voting period commences on 21st September 2018 (9:00 am) and ends on 23rd September 2018 (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 17th September 2018, 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 members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given below:-

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL

eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c. How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/ Password?”(If you are holding shares in

your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of Indraprastha Medical Corporation Limited.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to bskashtwal@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on Toll Free No. 1800-222-990 or send a request at evoting@nsdl.co.in.
23. 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.
24. 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 forty-eight hours from 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.

25. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the Company <https://delhi.apollohospitals.com/> and on the website of NSDL. The results shall simultaneously be communicated to the Stock Exchanges.
26. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e., 24th September 2018.
27. The complete particulars of venue of AGM including route map and prominent land mark for easy location also forms part of the Annual Report. The route map of venue of AGM is also hosted along with the Notice on the website of the Company <https://delhi.apollohospitals.com/>

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

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors in the meeting held on 14th November, 2017, has appointed Mr. Ashok Bajpai as an Additional Director, effective from 1st January, 2018. As an Additional Director, Mr. Ashok Bajpai holds office only up to the Annual General Meeting. A notice has been received from a member pursuant to Section 160 of the Companies Act, 2013, signifying his intention to propose the appointment of Mr. Ashok Bajpai as a Director of the Company.

The Board of Directors has also appointed Mr. Ashok Bajpai as a Managing Director of the Company for a period of five years effective from 1st January, 2018, on the terms and conditions including remuneration as set out in the resolution.

Brief Profile of Mr. Ashok Bajpai is provided in section “Profile of Directors Seeking Appointment /Reappointment”. The remuneration of Mr. Ashok Bajpai is as per the Remuneration Policy of the Company and has the approval of the Nomination and Remuneration Committees and is within the limit prescribed under Schedule V to the Companies Act, 2013.

Pursuant to the provisions of the Section 190 of the Companies Act, 2013, a copy of the “Employment Agreement” containing the terms and conditions of appointment including remuneration 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 appointment of and payment of remuneration to Mr. Ashok Bajpai as Managing Director requires the approval of the members in General Meeting of the Company.

Except Mr. Ashok Bajpai, being an appointee, none of the Directors and Key Managerial Personnel of the Company

and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

The Board of Directors of the Company recommends the resolution No. 5 for approval of the members.

ITEM NO. 6

The Board has re-appointed M/s Devarajan Swaminathan and Co., Cost Accountants (Firm Regn. No. 100669), as the Cost Auditors to conduct the audit of the cost records of the Company for the year ending 31st March, 2019, at a remuneration of Rs. 5.50 lacs plus taxes as applicable and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the cost auditors for the year ending 31st March, 2019.

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 at Item No. 6.

The Board of Directors of the Company recommends the resolution No. 6 for approval of the members.

**By order of the Board of Directors
for Indraprastha Medical Corporation Limited**

Ajay Kumar Singhal

Vice President cum Company Secretary
(FCS 1400)

Date: 28th July, 2018

Registered Office:

Sarita Vihar, Delhi-Mathura Road,
New Delhi - 110 076, India
CIN: L24232DL1988PLC030958

PROFILE OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

The particulars of the Directors who are proposed to be appointed / re-appointed as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards, are as given below:

i. **Name** : Ms. Suneeta Reddy (DIN 00001873)

Age : 59 years

Relationship with other Directors: Daughter of Dr. Prathap C Reddy and Sister of Ms. Shobana Kamineni

Qualifications: Bachelor of Arts in Economics, Public Relations and Marketing, Diploma in Financial Management; and completed the Owner / President Management Program at Harvard Business School, Boston (USA).

Experience: Ms Suneeta Reddy has over 32 years of experience in Healthcare industry.

Expertise in specific functional areas: Strategy, Hospital Operations, Corporate Services viz., Finance & Accounts, Procurement, HR, Legal, MIS, Internal Audit, ERM.

Terms and conditions of Appointment / Re-appointment: Non-Executive Director, liable to retire by rotation

Date of first appointment on the Board: 31-08-2005

Directorship of other board as on 31st March, 2018:

Public Limited Companies

1. Apollo Hospitals Enterprise Ltd.
2. Apollo Gleneagles Hospital Ltd.
3. Apollo Sindoori Hotels Limited
4. Apollo Munich Health Insurance Company Ltd.

Private Companies

1. Kalpatharu Infrastructure Development Company Private Ltd.
2. Faber Sindoori Management Services Private Ltd.
3. Garuda Energy Private Ltd.
4. Helios Holdings Private Limited
5. Hrisheeksha Solar Power Private Limited
6. Viswambhara Power Private Limited

Membership / Chairmanship of Committees of other Boards as on March 31, 2018:

Stakeholders Relationship Committee

1. Apollo Hospitals Enterprise Limited – Member

ii. **Name** : Ms. Shobana Kamineni (DIN 00003836)

Age : 58 years

Relationship with other Directors: Daughter of Dr. Prathap C Reddy and Sister of Ms. Suneeta Reddy

Qualifications: Bachelor of Arts in Economics, Hospital Administration Diploma from Columbia University, New York (USA)

Experience: Ms. Shobana Kamineni has over 30 years of experience in healthcare industry.

Expertise in specific functional areas: Leading start ups, Strategy, Comprehensive knowledge of the healthcare universe.

Terms and conditions of Appointment / Re-appointment: Non-Executive Director, liable to retire by rotation

Date of first appointment on the Board: 01-08-2012

Directorship of other board as on 31st March, 2018:

Public Limited Companies

1. Apollo Hospitals Enterprise Limited
2. Apollo Munich Health Insurance Company Limited.
3. Apollo Energy Company Limited.
4. Lifetime Wellness Rx International Limited
5. PCR Investments Limited.
6. Apollo Home Health Care Limited.
7. Blue Star Limited
8. Hero Motocorp Limited
9. Apollo Pharmacies Limited

Private Companies

1. TRAC India Private Limited
2. TRAC Eco & Safari Park Private Limited.
3. Keimed Private Limited
4. Matrix Agro Private Limited

Membership / Chairmanship of Committees of other Boards as on March 31, 2018:

Nomination and Remuneration Committee

1. Apollo Munich Health Insurance Company Limited – Member

Corporate Social Responsibility Committee

1. Apollo Munich Health Insurance Company Limited – Member
2. Blue Star Limited – Member

iii. **Name :** Mr. Ashok Bajpai (DIN 002463754)

Age : 51 years

Relationship with other Directors: None

Qualifications: MBA from the Darden School of Business, University of Virginia (USA), Bachelor from the George Washington, University, USA

Experience: Mr. Ashok Bajpai is a professional with over 28 years of experience in South Asia, East Asia and the United States holding CEO and COO roles of leading MNCs in Asia and India for over 14 years

Expertise in specific functional areas: Mr. Ashok Bajpai has held senior Government positions. He has strong ability to advocate industry interests to policymakers and regulators and is passionate about developing a company's culture based on transparency and process excellence.

Terms and conditions of Appointment / Re-appointment: As per the resolution at item no. 5 of the Notice convening Annual General Meeting on 24th September, 2018, read with explanatory statement thereto.

Date of first appointment on the Board: 01-01-2018

Directorship of other board as on 31st March, 2018: None

Membership / Chairmanship of Committees of other Boards as on March 31, 2018: None

Note: Information pertaining to remuneration paid to the Directors who are being appointed / re-appointed, their shareholding in the Company and the number of Board Meetings attended by them during the year 2017-18 are provided in the Corporate Governance Report.

Indraprastha Medical Corporation Limited

Regd. Office: Sarita Vihar, Delhi-Mathura Road, New Delhi – 110 076 (India)

Corporate Identity Number: L24232DL1988PLC030958, Phone: +91 011-26925858, 26925801, Fax: +91 011-26823629

E-mail: imcl@apollohospitals.com, Website: delhi.apollohospitals.com

Attendance Slip

DP Id: Client Id: Folio No:
(For shares held in Demat Form) (For shares held in Physical Form)

Name of the Member:

No. of Shares held: Name of Proxy:
(To be filled in only when a Proxy attends the Meeting)

I/We hereby record my/our presence at the 30th Annual General Meeting of the Company to be held on 24th September, 2018, at 11.00 a.m. at Sirifort Auditorium, Siri Fort Cultural Complex, August Kranti Marg, New Delhi - 110 049.

.....
Signature of Member / Proxy

Indraprastha Medical Corporation Limited

Regd. Office: Sarita Vihar, Delhi-Mathura Road, New Delhi – 110 076 (India)

Corporate Identity Number: L24232DL1988PLC030958, Phone: +91 011-26925858, 26925801, Fax: +91 011-26823629

E-mail: imcl@apollohospitals.com, Website: delhi.apollohospitals.com

Proxy Form (Form No. MGT-11)

[Pursuant to Sec 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):

Registered Address:

Email Id: Folio No./DP ID/Client Id:

I / We, being the member(s) holding shares of the above named company, hereby appoint

- | | | |
|------------------|------------------|---------------------------|
| 1. Name: | Address: | |
| E-mail Id: | Signature: | <i>or failing him/her</i> |
| 2. Name: | Address: | |
| E-mail Id: | Signature: | <i>or failing him/her</i> |
| 3. Name: | Address: | |
| E-mail Id: | Signature: | |

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company to be held on 24th day of September, 2018, at 11.00 a.m. at Sirifort Auditorium, Siri Fort Cultural Complex, August Kranti Marg, New Delhi - 110 049, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
	Ordinary Business
1	Adoption of financial statements for the financial year ended 31st March, 2018, Reports of the Board of Directors and Auditors thereon.
2	To declare a dividend on equity shares for the financial year ended 31st March, 2018
3	To appoint a Director in place of Ms. Suneeta Reddy (DIN 00001873), who retires by rotation and being eligible, offers herself for re-appointment.
4	To appoint a Director in place of Ms. Shobana Kamineni (DIN 00003836) who retires by rotation and being eligible, offers herself for re-appointment.
	Special Business
5	Ordinary Resolution for Appointment of Mr. Ashok Bajpai (DIN 02463754) as Managing Director.
6	Ordinary Resolution under Section 148 of the Companies Act, 2013, for approval of the remuneration of the Cost Auditors for the year ending 31st March 2019.

Signed this day of 2018

.....
Signature of shareholder(s)

Affix
Revenue
Stamp

.....
Signature of first Proxy holder

.....
Signature of second Proxy holder

.....
Signature of third Proxy holder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Sarita Vihar, Delhi Mathura Road, New Delhi - 110 076, not less than 48 hours before the commencement of the meeting.