



Accredited by
Joint Commission International

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



Indraprastha
Apollo
HOSPITALS
TOUCHING LIVES

A. K. SINGHAL

Vice President
Cum Company Secretary

Ref: IMCL/CS/Postal Ballot/2019

26th February, 2019

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 Ltd.
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra East,
Mumbai, Maharashtra - 400051
Symbol: INDRAMEDCO

Sub: Postal Ballot Notice

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose a copy of the Postal Ballot Notice (including Postal Ballot Form) for seeking the approval of members of the Company for the items as set forth in the notice dated 30th January, 2019.

Postal Ballot Notice along with Postal Ballot Form & other relevant documents, are being sent to all the members whose names appear in the Register of Members / Statement of Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 22nd February, 2019 ("Cut-off date").

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Wednesday, 27th February, 2019 (9:00 A.M.) and shall end on Thursday, 28th March, 2019 (5:00 P.M.)

The results of the postal ballot will be announced on Saturday, 30th March, 2019.

This is for your information and record.

Thanking You,

Sincerely Yours,

A.K. SINGHAL

Encl. As above.

INDRAPRASTHA MEDICAL CORPORATION LIMITED

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

Corporate Identity Number: L24232DL1988PLC030958

Phone: 91-11-26925858, 26925801, Fax: 91-11-26823629

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

NOTICE OF POSTAL BALLOT

[Notice pursuant to Section 110 of the Companies Act, 2013, as amended, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Members,

Notice is hereby given, pursuant to provisions of Section 110 of the Companies Act, 2013 (the “Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) including any statutory modification, clarification, substitution or re-enactment thereof for the time being in force, and other applicable provisions, if any, for seeking the approval of the Members by way of Special Resolutions appended below by way of Postal Ballot including E-voting.

An Explanatory Statement pursuant to Section 102 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended along with a postal ballot form (“**Postal Ballot Form**”)

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 & 110 of the Act read with the Rule 20 & 22 of the Management Rules, Indraprastha Medical Corporation Limited (the “Company”) is pleased to provide electronic voting (“e-voting”) facility to its members to enable them to cast their votes electronically.

Pursuant to Rule 22(5) of the Management Rules, the Board of Directors of the Company has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary (Membership No. FCS 3616 & Certificate of Practice No. 3169) as the Scrutinizer to conduct postal ballot and the e-voting process in a fair and transparent manner.

The Special Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last day specified by the Company for receipt of postal ballot forms or e-voting i.e. Thursday, 28th March, 2019.

The Members are requested to consider and, if thought fit, pass the following resolutions, as **Special Resolution**:

1. Re-appointment of Mr. S. Regunathan as an Independent Director

To consider and if thought fit, to pass the following Resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, {including any statutory modification(s) or re-enactment thereof for the time being in force}, Mr. S. Regunathan (DIN : 00286505) who holds office of Independent Director up to 31st March, 2019, and being eligible, be and is hereby re-appointed as an Independent Director of the Company, for another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members of the Company be and is hereby accorded for the continuation of Mr. S. Regunathan as an Independent Director of the Company on his attaining the age of 75 years during the aforesaid tenure of 5 consecutive years.”

2. Re-appointment of Mr. Satnam Arora as an Independent Director

To consider and if thought fit, to pass the following Resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, {including any statutory modification(s) or re-enactment thereof for the time being in force}, Mr. Satnam Arora (DIN : 00010667) who holds office of Independent Director up to 31st March, 2019, and being eligible, be and is hereby re-appointed as an Independent Director of the Company, for another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members of the Company be and is hereby accorded for the continuation of Mr. Satnam Arora as an Independent Director of the Company on his attaining the age of 75 years during the aforesaid tenure of 5 consecutive years.”

3. Re-appointment of Mr. Deepak Vaidya as an Independent Director

To consider and if thought fit, to pass the following Resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, {including any statutory modification(s) or re-enactment thereof for the time being in force}, Mr. Deepak Vaidya (DIN : 00337276) who holds office of Independent Director up to 31st March, 2019, and being eligible, be and is hereby re-appointed as an Independent Director of the Company, for another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation.

FURTHER RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members of the Company be and is hereby accorded for the continuation of Mr. Deepak Vaidya as an Independent Director of the Company on his attaining the age of 75 years during the aforesaid tenure of 5 consecutive years. “

4. Re-appointment of Mr. T. S. Narayanasami as an Independent Director

To consider and if thought fit, to pass the following Resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, {including any statutory modification(s) or re-enactment thereof for the time being in force}, Mr. T. S. Narayanasami (DIN : 01786981) who holds office of Independent Director up to 31st March, 2019, and being eligible, be and is hereby re-appointed as an Independent Director of the Company, for another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation.”

5. Continuation of Dr. Prathap C. Reddy as a Non-Executive Director

To consider and if thought fit, to pass the following Resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and applicable provisions, if any, of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for the continuation of Dr. Prathap C. Reddy (DIN : 00003654) who has attained the age of 75 years, as a Non-Executive Director of the Company.”

6. Continuation of Ms. Vineeta Rai as a Non-Executive Director

To consider and if thought fit, to pass the following Resolution as a **Special Resolution** :

“RESOLVED THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, and applicable provisions, if any, of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for the continuation of Ms. Vineeta Rai (DIN : 07013113) as a Non-Executive Director of the Company on her attaining the age of 75 years during her tenure of Non-Executive Director.”

Registered Office:

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

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

Ajay Kumar Singhal
Vice President cum
Company Secretary (FCS 1400)
Date: 30th January, 2019

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, with respect to the proposed Special Resolutions is annexed hereto.
2. The Postal Ballot Notice along with Postal Ballot Form is being sent to all the Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Friday, 22nd February, 2019 (cut-off date) and the voting rights shall also be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the said cut-off date.
3. The Postal Ballot Notice along with Postal Ballot Form is being sent by email to those members who have registered their email addresses with their depository participants (in case of shares held in demat form) or with the Company's Registrar & Share Transfer Agent (in case of shares held in physical form). For members whose email IDs are not registered, physical copies are being sent by permitted mode along with a self-addressed postage-prepaid Business Reply Envelope (BRE).
4. Members can also download the Postal Ballot Form from the link www.evoting.nsdl.com or <https://delhi.apollohospitals.com>; or seek a duplicate Postal Ballot Form from Link Intime India Private Limited, the Registrar and Share Transfer Agent from their office at Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.
5. Postal Ballot Form and the self-addressed postage-prepaid BRE are enclosed for use by the Member(s).
6. Only a Member holding shares as on the cut-off date is entitled to exercise his vote through e-voting / Postal Ballot and send it to the Scrutiniser at the address as mentioned in the postage-prepaid self-addressed BRE so as to reach the Scrutiniser on or before the close of working hours i.e. 5:00 pm on Thursday, 28th March, 2019.
7. The Board of Directors on 30th January, 2019, has appointed Mr. Baldev Singh Kashtwal, Practicing Company Secretary (Membership No. FCS 3616 & Certificate of Practice No. 3169) as Scrutiniser to receive and scrutinise the Postal Ballot Forms received from the Members and for conducting the Postal Ballot process in a fair and transparent manner.
8. Members can cast their vote online from Wednesday, 27th February, 2019 (9:00 am onwards) till Thursday, 28th March, 2019 (upto 5:00 pm) as the e-voting module shall be disabled for voting by NSDL thereafter. No voting shall be allowed beyond 5:00 pm of 28th March, 2019. If you are voting through Postal Ballot Form (i.e. Physical Ballot), you are requested to carefully read the instructions included in this Notice and return it, duly completed and signed along with your assent (FOR) or dissent (AGAINST) in the attached self-addressed postage-prepaid BRE, so as to reach the Scrutiniser on or before the close of working hours i.e. 5:00 pm on Thursday, 28th March, 2019. Please note that if any Postal Ballot Form(s) received after that date, then it will be considered that no reply has been received.
9. It may be noted that e-voting is optional. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility as well as cast their vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutiniser and voting done by Postal Ballot will be treated as invalid.
10. The Scrutiniser, after completion of scrutiny, will submit his report to the Vice Chairman or any other person as may be authorized by him in this regard, on Saturday, 30th March, 2019. The result of the Postal Ballot will be announced by the Vice Chairman or any other person as may be authorized by him in this regard, on Saturday, 30th March, 2019 at the Company's Registered office at Sarita Vihar, Delhi-Mathura Road, New Delhi – 110 076. In addition to the results being communicated to National Stock Exchange of India Ltd. and BSE Limited, the results along with Scrutiniser's report will also be placed on Company's website i.e. <https://delhi.apollohospitals.com> and the website of NSDL i.e. www.nsdl.co.in. The results alongwith the Scrutiniser's report shall also be displayed on the notice board at the Company's Registered office at New Delhi. If the proposed resolution is assented by requisite majority, it shall be deemed to have been duly passed on Thursday, 28th March, 2019 i.e. being the last date of receiving postal ballot forms and e-voting.
11. All relevant documents are available for inspection of the shareholders at the Company's Registered Office on any working day (except Saturdays, Sundays and National Holidays) between 10.00 am to 4.00 pm upto Thursday, 28th March, 2019.
12. Please read carefully the steps for "Procedure / Instructions for e-voting" and Casting of Vote by Postal Ballot Form which are enumerated herein.

A) Procedure / Instructions for E-voting:

The instructions for Members for e-voting are as under:

Step 1: Log-in to NSDL e-Voting system:

1. Visit the e-Voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
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.nsd.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 will be as per details given below:
 - 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 110415 then user ID is 110415001***).
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 prompt 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. a .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.nsd.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.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.

Step 2: 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 clicking 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 the Company, i.e. 110503
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 Scrutiniser by e-mail to bskashwal@gmail.com 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 of any queries, 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

Casting of Vote by Postal Ballot Form

1. Members desiring to cast their vote in Postal Ballot Form are requested to execute the Postal Ballot Form as per the instructions stated therein and send the same in the enclosed self-addressed postage-prepaid BRE.
2. The vote can be cast by recording the assent in the Column FOR and dissent in the Column AGAINST by placing a tick mark (✓) in the appropriate column.
3. The Member need not use all the votes nor needs to cast all the votes in the same way.
4. Members are requested not to send any other paper / document along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid BRE, If sent, the same paper / document would not be acted upon.

Annexure to the Notice

Explanatory Statement as required under Section 102 of the Companies Act, 2013:

Item No. 1

At the 26th Annual General Meeting of the Members of the Company held on 30th September, 2014, Mr. S. Regunathan was appointed as an Independent Director for a period of 5 years w.e.f. 1st April, 2014. His existing term expires on 31st March, 2019.

Pursuant to the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013, the Independent Director can be re-appointed for a second term up to 5 consecutive years after obtaining the approval of the shareholders by passing a special resolution.

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations), w.e.f. 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any persons as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. S. Regunathan would be attaining the age of 75 years during his tenure of Independent Director on re-appointment. In view of the Amended Listing Regulations, for the continuation of Mr. S. Regunathan, as a Non-Executive Director, on his attaining the age of 75 years, consent of the Members would be required by way of a Special Resolution.

Mr. S. Regunathan is an IAS (Retd.) and possesses extensive experience in Administration. He has served the Govt. of India and State Governments at various positions. As Principal Secretary to Chief Minister and Chief Secretary, Delhi, Mr. Regunathan conceptualized and launched the Bhagidari Programme and the Stree Shakti Programme and instituted good governance practices for everyone in the Govt. to follow. Both the Programmes won international recognition. He took the prime initiative to computerize the entire Delhi Govt. machinery and introducing online transaction in many departments. He was also instrumental in privatization of distribution of power in Delhi.

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and Secretarial Standard (SS2) issued by the Institute of Company Secretaries of India are appended.

Mr. S. Regunathan had given a declaration to the effect that he meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013, & Regulation 16 of the Listing Regulations.

Mr. S. Regunathan being eligible, has given his consent for re-appointment as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr. S. Regunathan continues to fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for reappointment as Independent Director.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors in the meeting held on 30th January, 2019, have re-appointed Mr. S. Regunathan as an Independent Director of the Company for another term of five consecutive years from 1st April, 2019 to 31st March, 2024, subject to the approval of the shareholders, by way of a Special Resolution.

Having regard to his qualifications, knowledge and vast experience, his reappointment on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

The copy of the draft letter of appointment setting out the terms and conditions, would be available for inspection at the Registered Office of the Company during the Postal Ballot period from 27th February, 2019 to 28th March, 2019.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. S. Regunathan is concerned or interested in the Resolution.

Item No. 2

At the 26th Annual General Meeting of the Members of the Company held on 30th September, 2014, Mr. Satnam Arora was appointed as an Independent Director for a period of 5 years w.e.f. 1st April, 2014. His existing term expires on 31st March, 2019.

Pursuant to the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013, the Independent Director can be re-appointed for a second term up to 5 consecutive years after obtaining the approval of the shareholders by passing a special resolution.

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations), w.e.f. 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any persons as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. Satnam Arora would be attaining the age of 75 years during his tenure of Independent Director on re-appointment. In view of the Amended Listing Regulations, for the continuation of Mr. Satnam Arora, as a Non-Executive Director, on his attaining the age of 75 years, consent of the Members would be required by way of a Special Resolution.

Mr. Satnam Arora has done Masters in Economics and has rich and varied experience in managing business in various industries. He is the Managing Director of M/s. Kohinoor Foods Limited which is a 750 crores turnover food company with world famous "Kohinoor" brand of basmati rice. This brand of basmati rice is available in about 60 countries around the world and also has the dominance in the Indian market. He has extensively travelled around the globe and has been instrumental in setting up various operations of the Company overseas. He has been involved in the family business of rice trading right from the very beginning. With a combination of intelligence and rich experience, he has been influential in creating and systematizing the financial and marketing departments at Kohinoor Foods Limited. In his current capacity, he is involved with providing strategic direction to the exports business of the company and provides marketing inputs to the Company's Subsidiaries and Joint Venture Operations in overseas market. His penchant for taking on challenges in life motivated him to identify and develop several new export markets in various countries.

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and Secretarial Standard (SS2) issued by the Institute of Company Secretaries of India are appended.

Mr. Satnam Arora had given a declaration to the effect that he meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013, & Regulation 16 of the Listing Regulations.

Mr. Satnam Arora being eligible, has given his consent for re-appointment as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr. Satnam Arora continues to fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for reappointment as Independent Director.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors in the meeting held on 30th January, 2019, have re-appointed Mr. Satnam Arora as an Independent Director of the Company for another term of five consecutive years from 1st April, 2019 to 31st March, 2024, subject to the approval of the shareholders by way of a Special Resolution.

Having regard to his qualifications, knowledge and vast business experience, his reappointment on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

The copy of the draft letter of appointment setting out the terms and conditions, would be available for inspection at the Registered Office of the Company during the Postal Ballot period from 27th February, 2019 to 28th March, 2019.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. Satnam Arora is concerned or interested in the Resolution.

Item No. 3

At the 26th Annual General Meeting of the Members of the Company held on 30th September, 2014, Mr. Deepak Vaidya was appointed as an Independent Director for a period of 5 years w.e.f. 1st April, 2014. His existing term expires on 31st March, 2019.

Pursuant to the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013, the Independent Director can be re-appointed for a second term up to 5 consecutive years after obtaining the approval of the shareholders by passing a special resolution.

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations), w.e.f. 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any persons as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Mr. Deepak Vaidya would be attaining the age of 75 years during his tenure of Independent Director on re-appointment. In view of the Amended Listing Regulations, for the continuation of Mr. Deepak Vaidya, as a Non-Executive Director, on his attaining the age of 75 years, consent of the Members would be required by way of a Special Resolution.

Mr Deepak Vaidya is a Fellow of the Institute of Chartered Accountants (England and Wales) and has Bachelor's degree in Commerce from Bombay University. He was Country Head of Schroder Ventures activity in India since March 1995 till March 2008 and served on the Board of each Schroder Ventures investee company in India. Prior joining Schroder Ventures, Mr Vaidya spent much of his career in Industry holding a variety of positions in Singapore, Indonesia and India. He has valuable corporate experience in financial field in India and abroad. He also served on the International Advisory Board of NASDAQ for eight years.

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and Secretarial Standard (SS2) issued by the Institute of Company Secretaries of India are appended.

Mr. Deepak Vaidya had given a declaration to the effect that he meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013, & Regulation 16 of the Listing Regulations.

Mr. Deepak Vaidya being eligible, has given his consent for re-appointment as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr. Deepak Vaidya continues to fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for reappointment as Independent Director.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors in the meeting held on 30th January, 2019, have re-appointed Mr. Deepak Vaidya as an Independent Director of the Company for another term of five consecutive years from 1st April, 2019 to 31st March, 2024, subject to the approval of the shareholders by way of a Special Resolution.

Having regard to his qualifications, knowledge and vast experience, his reappointment on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

The copy of the draft letter of appointment setting out the terms and conditions, would be available for inspection at the Registered Office of the Company during the Postal Ballot period from 27th February, 2019 to 28th March, 2019.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. Deepak Vaidya is concerned or interested in the Resolution.

Item No. 4

At the 26th Annual General Meeting of the Members of the Company held on 30th September, 2014, Mr. T. S. Narayanasami was appointed as an Independent Director for a period of 5 years w.e.f. 1st April, 2014. His existing term expires on 31st March, 2019.

Pursuant to the provisions of sections 149 and 152 and other applicable provisions of the Companies Act, 2013, the Independent Director can be re-appointed for a second term up to 5 consecutive years after obtaining the approval of the shareholders by passing a special resolution.

Mr. T. S. Narayanasami has over four decades of experience in the banking / financial sector. He retired from his services as the Chairman and Managing Director, Bank of India in May, 2009. He also served as the Chairman of the Indian Bank's Association. Prior to leaving the services of Bank of India, he held the position of Chairman & Managing Director, Indian Overseas Bank and Andhra Bank and Executive Director, Punjab National Bank. Earlier, he started his career in Union Bank of India in 1969 and held top management positions. During his tenure in Bank of India, the Bank had been rated as the "Best Performing Bank" among all Public, Private and Foreign bank for the year 2007-2008 by Business Today- KPMG Survey, 2008, the "Best Bank(PSB) Award" at NDTV Leadership Award, 2008 and "Dun & Brad Street-Rolta Corporate Awards, 2008 (Top Indian Company)". He is also the recipient of prestigious TA Pai Memorial Best Banker Award by Dehali, Kannadiga, a Kannada Monthly Magazine.

Disclosures under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and Secretarial Standard (SS2) issued by the Institute of Company Secretaries of India are appended.

Mr. T. S. Narayanasami had given a declaration to the effect that he meets the criteria of independence as laid down in Section 149(6) of the Companies Act, 2013, & Regulation 16 of the Listing Regulations.

Mr. T. S. Narayanasami being eligible, has given his consent for re-appointment as an Independent Director of the Company.

In the opinion of the Board of Directors of the Company, Mr. T. S. Narayanasami continues to fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for reappointment as Independent Director.

Upon the recommendations of the Nomination and Remuneration Committee, the Board of Directors in the meeting held on 30th January, 2019, have re-appointed Mr. T. S. Narayanasami as an Independent Director of the Company for another term of five consecutive years from 1st April, 2019 to 31st March, 2024, subject to the approval of the shareholders by way of a Special Resolution.

Having regard to his qualifications, knowledge and vast experience, his reappointment on the Board of the Company as an Independent Director will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

The copy of the draft letter of appointment setting out the terms and conditions, would be available for inspection at the Registered Office of the Company during the Postal Ballot period from 27th February, 2019 to 28th March, 2019.

None of the Directors, Key Managerial Personnel and / or their relatives, except Mr. T. S. Narayanasami is concerned or interested in the Resolution.

Item No. 5

Dr. Prathap C Reddy is the founder of the Apollo Hospitals Group. He has been on the Board of the Company since its inception in the year 1988. He is the Vice Chairman of the Company. As per Article 102 of the Articles of Association of the Company, the Vice Chairman of the Company shall not be liable to retire by rotation.

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations), w.e.f. 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director if he has attained the age of seventy five years unless a special resolution has been passed to that effect.

Dr. Reddy has attained the age of seventy five years. In view of the Amended Listing Regulations, for the continuation of Dr. Prathap C Reddy as a Non-Executive Director, consent of the Members would be required by way of a Special Resolution.

The Company has made remarkable progress under the stewardship of Dr. Prathap C Reddy since its inception . The Apollo Hospitals Group is also widely recognised as being 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 service, 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.

Having regard to his qualifications, knowledge and vast business experience, his continuation as Non-Executive Director on the Board of the Company will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

Dr. Prathap C Reddy holds 237,187 Equity Shares in the Share Capital of the Company.

Dr. Prathap C Reddy – himself, and Ms. Suneeta Reddy and Ms. Shobana Kamineni – Directors of the Company, being the relatives of Dr. Reddy, may be deemed to be concerned or interested in the resolution.

None of the other Directors, Key Managerial Personnel and / or their relatives, is concerned or interested in the Resolution.

Item No. 6

At the 29th Annual General Meeting of the Members of the Company held on 26th September, 2017, Ms. Vineeta Rai was re-appointed as a Director liable to retire by rotation. She shall retire by rotation at the next Annual General Meeting of the Company.

As per Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (Amended Listing Regulations), w.e.f. 1st April, 2019, no listed entity shall appoint a person or continue the directorship of any persons as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Ms. Vineeta Rai would be attaining the age of 75 years during her tenure of Non-Executive Director. In view of the Amended Listing Regulations, for the continuation of Ms. Vineeta Rai, as a Non-Executive Director, on her attaining the age of 75 years, consent of the Members would be required by way of a Special Resolution.

Ms. Vineeta Rai is a retired IAS Officer of 1968 Batch (AGMUT cadre). Ms. Vineeta Rai has extensive experience in Public Administration particularly in the fields of Health Administration and Finance with work experience in the Ministry of Health and Family Welfare, Government of India, as Secretary Banking, Insurance and Revenue in the Ministry of Finance (Government of India). She has served as Director on the boards of several Banks and Insurance Companies as also on Delhi Metro Railway Corporation and PGI (Chandigarh).

Having regard to her qualifications, knowledge and vast experience, the continuation of Ms. Vineeta Rai as Non-Executive Director on the Board of the Company will be in the interest of the Company. Accordingly, the Board of Directors recommend passing the Special Resolution.

Ms. Vineeta Rai holds 1 Equity Share in the Share Capital of the Company.

None of the Directors, Key Managerial Personnel and / or their relatives, except Ms. Vineeta Rai is concerned or interested in the Resolution.

Registered Office:

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

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

Ajay Kumar Singhal
Vice President cum
Company Secretary (FCS 1400)
Date: 30th January, 2019

PROFILE OF DIRECTORS SEEKING RE-APPOINTMENT.

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

Name of the Director	Mr S. Regunathan	Mr Satnam Arora	Mr. Deepak Vaidya	Mr. T. S. Narayanasami
Age	73 years	70 years	74 years	70 years
DIN:	00286505	00010667	00337276	01786981
Experience (including expertise in specific functional areas) / Brief Resume	Details are mentioned in explanatory statement above.			
Shareholding in the Company	NIL			
Qualifications	B.Sc., IAS (Retd.)	Masters in Economics	a)Fellow of the Institute of Chartered Accountants (England and Wales) b)Bachelor's degree in Commerce from Bombay University	B.Sc.
Relationship with other Directors/Key Managerial Personnel	None			
Date of first appointment on the Board.	22 nd October, 2008	25th January, 2006	1st August, 2012	10th September, 2010
Directorship of other board	None	Public Limited Companies : Kohinoor Foods Limited Satnam Haegens Limited Private Limited Companies : Satnam International Pvt. Ltd. Sachdeva Brothers Pvt. Ltd. Booker Satnam Wholesale Pvt. Ltd.	Public Limited Companies : Apollo Gleneagles Hospitals Ltd. Strides Pharma Science Limited Solara Active Pharma Sciences Limited Bombay Oxygen Corporation Limited Sterling Pharma Solutions Limited Spandana Sphoorty Financial Limited Private Limited Companies: PPN Power Generating Co. Pvt. Ltd. Suntec Business Solutions Pvt. Ltd. UTI Capital Pvt. Ltd. Stelis Biopharma Pvt. Ltd. Marudhar Hotels Pvt. Ltd.	Public Limited Companies : Empee Hotels Limited Axis Asset Management Co. Ltd. Private Limited Companies : LICHFL Asset Management Co. Pvt. Ltd. Siddhi Vinayaka Advisory Services Pvt. Ltd. Raos Investments Pvt. Ltd.

Membership / Chairmanship of Committees of other Boards (only Audit Committee and Stakeholders Relationship Committee)	None	Audit Committee : Kohinoor Foods Limited Stakeholders Relationship Committee: Kohinoor Foods Limited	Audit Committee : Apollo Gleneagles Hospitals Ltd. Strides Pharma Science Limited Solara Active Pharma Sciences Limited Spandana Sphoorty Financial Limited UTI Capital Pvt. Ltd. Suntec Business Solutions Pvt. Ltd. Stelis Biopharma Pvt. Ltd. Stakeholders Relationship Committee: Strides Pharma Science Limited Spandana Sphoorty Financial Limited	Audit Committee : Axis Asset Management Co. Ltd. Empee Hotels Limited LICHFL Asset Management Co. Pvt. Ltd.
Remuneration received from the Company in the F.Y. 2017-18	Sitting Fees : Rs 2,20,000 Commission: Rs 2,50,000 Total Rs 4,70,000	Sitting Fees : Rs 1,60,000 Commission: Rs 2,50,000 Total Rs 4,10,000	Sitting Fees : Rs 2,00,000 Commission: Rs 2,50,000 Total Rs 4,50,000	Sitting Fees : Rs 2,60,000 Commission: Rs 2,50,000 Total Rs 5,10,000
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Mr. S. Regunathan will be re-appointed for an another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024, as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment issued by the Company.	Mr. Satnam Arora will be re-appointed for an another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024, as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment issued by the Company.	Mr. Deepak Vaidya will be re-appointed for an another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024, as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment issued by the Company.	Mr. T. S. Narayanasami will be re-appointed for an another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024, as an Independent Director of the Company. The terms & conditions of his appointment including remuneration shall be governed by the Letter of appointment issued by the Company.
The number of Meetings of the Board attended during the current F.Y.	4	4	3	2
Performance Evaluation Report	The Performance of the directors had been very much in line with expectations and of the required standards.			

INDRAPRASTHA MEDICAL CORPORATION LIMITED

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

Corporate Identity Number: L24232DL1988PLC030958

Phone: 91-11-26925858, 26925801, Fax: 91-11-26823629

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

POSTAL BALLOT FORM

(To be returned to the Scrutinizer of the Company)

Serial No. :

1 Name & Registered Address
of the sole / first Shareholder

2 Name(s) of Joint Shareholder(s),
if any

3 Registered Folio No. /
DP I.D No./Client ID No.

4 Number of Shares held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 30th January, 2019, issued by Indraprastha Medical Corporation Limited ("the Company") by sending my / our assent or dissent to the said Special Resolutions by placing tick mark (✓) at the appropriate box below:-

Resolution No	Description of Resolution	No. of Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Re-appointment of Mr. S. Regunathan (DIN : 00286505) as an Independent Director for another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024, and to continue as Independent Director after attaining the age of 75 years during the aforesaid tenure of 5 consecutive years.			
2	Re-appointment of Mr. Satnam Arora (DIN : 00010667) as an Independent Director for another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024 and to continue as Independent Director after attaining the age of 75 years during the aforesaid tenure of 5 consecutive years.			
3	Re-appointment of Mr. Deepak Vaidya (DIN : 00337276) as an Independent Director for another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024 and to continue as Independent Director after attaining the age of 75 years during the aforesaid tenure of 5 consecutive years.			
4	Re-appointment of Mr. T. S. Narayanasami (DIN : 01786981) as an Independent Director for another term of 5 consecutive years effective from 1st April, 2019 to 31st March, 2024.			
5	Continuation of Dr. Prathap C. Reddy (DIN : 00003654) who has attained the age of 75 years, as a Non-Executive Director.			
6	Continuation of Ms. Vineeta Rai (DIN : 07013113) as a Non-Executive Director on her attaining the age 75 years during her tenure of Non-Executive Director.			

Place :

Date :

Signature of the Shareholder

To cut here

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	PASSWORD / PIN
110503		

Last date for receipt of Postal Ballot Form : **Thursday, 28th March, 2019**

NOTE: PLEASE READ THE INSTRUCTIONS PRINTED OVERLEAF

GENERAL INSTRUCTIONS TO SHAREHOLDERS FOR VOTING

1. Member(s) desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutiniser in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
2. The self-addressed postage pre-paid envelope bears the name and postal address of the Scrutiniser appointed by the Company.
3. This Postal Ballot Form should be completed and signed by the member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through a delegate, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will be one Postal Ballot Form for every folio/client ID irrespective of the number of joint holders.
4. In the case of equity shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution/authority letter.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutiniser's decision on the validity of the Postal Ballot Form shall be final and binding.
7. Duly completed Postal Ballot Form should reach the Scrutiniser on or before 28th March, 2019 upto 5.00 p.m. Postal Ballot Form received after this date will be strictly treated as if the reply from such Member(s) has not been received.
8. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members whose name appears in the Register of Members/Record of Depositories as on **Friday, 22nd February, 2019**.
10. The result of the Postal Ballot will be announced, on Saturday, 30th March, 2019, at the Company's Registered office at Sarita Vihar, Delhi-Mathura Road, New Delhi – 110 076. In addition to the results being communicated to National Stock Exchange of India Ltd. and BSE Limited, the results along with Scrutiniser's report will also be placed on Company's website i.e. <https://delhi.apollohospitals.com> and the website of NSDL i.e. www.nsdl.co.in. The declaration of results as stated above shall be treated as declaration of results at a meeting of the Members as per the provisions of the Rules.
11. The Postal Ballot shall not be exercised by a Proxy.
12. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutiniser.
13. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutiniser not later than the date specified under instruction No. 7 above.
14. The Company is also offering e-voting facility to all the Members to enable them to cast their vote electronically instead of dispatching Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.