



APOLLO HOSPITALS ENTERPRISE LIMITED

[CIN : L85110TN1979PLC008035]

Regd. Office: No.19, Bishop Gardens, Raja Annamalaipuram, Chennai – 600 028.

Secretarial Dept: Ali Towers, III Floor, No.55, Greaves Road, Chennai – 600 006.

email: investor.relations@apollohospitals.com | Website: www.apollohospitals.com

Phone: +91-44-2829 0956, 2829 3896 Board: 2829 3333 Extn. 6681

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Forty First Annual General Meeting of the Company will be held on Thursday, the 25th day of August 2022 at 10.15 a.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business.

ORDINARY BUSINESS

Item No. 1:

Adoption of Financial Statements

To receive, consider and adopt:-

- (i) the audited standalone financial statements of the Company for the year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon, and
- (ii) the audited consolidated financial statements of the Company for the year ended March 31, 2022, together with the Report of the Auditors thereon.

and in this regard, pass the following resolutions as **Ordinary Resolutions:**

- (i) **“RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”
- (ii) **“RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2022 and the report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No. 2:

Declaration of Dividend

To declare a Dividend on Equity Shares for the financial year ended March 31, 2022 and in this regard, pass the following resolution as an **Ordinary Resolution.**

“RESOLVED THAT a dividend at the rate of ₹11.75 per equity share (235%) of face value of ₹5/- each fully paid-up of the Company be and is hereby declared for the financial year ended March 31, 2022 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended March 31, 2022.”

Item No. 3:

Appointment of Retiring Director

To appoint a Director in place of Smt. Shobana Kamineni (DIN 00003836), who retires by rotation and, being eligible, offers herself for re- appointment and in this regard, pass the following resolution as an **Ordinary Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Smt. Shobana Kamineni (DIN 00003836), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Item No. 4:

Re-appointment of M/s. Deloitte Haskins & Sells, LLP, Chartered Accountants as statutory auditors of the Company.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants having registration No. 117366W/ W100018, be and are hereby re-appointed as the Statutory Auditors of the Company for the second and final term of five consecutive years, who shall hold office from the conclusion of this 41st Annual General Meeting till the conclusion of the 46th Annual General Meeting to be held in the year 2027 on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

“RESOLVED FURTHER THAT Board of Directors of the Company including its committees thereof be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper necessary, or expedient including filing the requisite forms/submission of documents with any authority or accepting any modification to the clauses as required by such authorities for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Special Business

Item No. 5 :

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

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

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and pursuant to the recommendation made by the Nomination and Remuneration Committee, the appointment of Dr. Prathap C Reddy as whole time director designated as Executive Chairman of the Company for a period of two (2) years from 25th June 2022 to 24th June 2024 be and is hereby approved.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, consent of the members be and is hereby accorded to the payment of such remuneration as per the terms that may be determined by the Nomination and Remuneration Committee from time to time and approved by the Board, which shall not exceed the maximum amount payable to a Whole Time Director in accordance with the provisions of the Act read with Schedule V to the Companies Act, 2013 read with Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (“SEBI Listing Regulations”) including any amendments thereto during the tenure of his appointment.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of office Dr. Prathap C Reddy as whole-time director designated as Executive Chairman be paid minimum remuneration as specified in Section II of Part II of Schedule V to the Companies Act, 2013 as in force in each financial year.”

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

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

Item No. 6 :

Consent for payment of remuneration to Dr.Prathap C Reddy (DIN: 00003654), Executive Chairman, Smt.Preetha Reddy (DIN: 00001871), Executive Vice Chairperson, Smt. Suneeta Reddy (DIN: 00001873), Managing Director, Smt.Sangita Reddy (DIN: 00006285), Joint Managing Director and Smt.Shobana Kamineni, (DIN: 00003836) Executive Vice-Chairperson as prescribed by SEBI Listing Regulations.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the amendment made in Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("SEBI Listing Regulations"), the consent of the Company be and is hereby accorded for the payment of remuneration in aggregate of a sum which may exceed 5% of Net Profits (computed in a manner laid down under Section 198 of the Companies Act, 2013) of the Company, to all the Promoter Executive Directors (being Dr Prathap C Reddy, Smt Preetha Reddy, Smt Suneeta Reddy, Smt Shobana Kamineni and Smt Sangita Reddy), for each of the financial years from 2022 - 2023 and onwards until the expiry of their tenure of services subject to the condition that the payment of such remuneration shall be within the overall limits as approved by the members of the Company at the time of approving their tenures of appointment in the respective Annual General Meetings held on 20th September 2017 as well as the relevant date of the general meeting in which the tenure of appointment is extended for Dr. Prathap C Reddy, 25th September 2020 respectively for Smt. Preetha Reddy, Smt. Suneeta Reddy, Smt. Sangita Reddy) and 27th September 2019 for Smt. Shobana Kamineni, which shall in any case be within the maximum overall ceiling limit as prescribed under Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required to give effect to the above resolution."

Item No. 7 :

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

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

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

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

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

Item No. 8:

To ratify the remuneration of the Cost Auditor for the financial year ending March 31, 2023.

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. A.N. Raman & Associates, Cost Accountants, Chennai (FRN 102111), the Cost Auditor appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023, be paid a remuneration of ₹1.50 million, plus statutory levies as applicable, excluding out of pocket expenses.”

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

By Order of the Board
For APOLLO HOSPITALS ENTERPRISE LIMITED

S.M. Krishnan

Sr. Vice President – Finance &
Company Secretary

Place : Chennai

Date : July 16, 2022

NOTES

1. The 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. In view of the continuing Covid-19 pandemic situation, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, January 13, 2021, June 23, 2021, 8th December 2021, 14th December 2021 and 5th May 2022 (collectively referred to as “MCA Circulars”) and SEBI circular SEBI/Ho/CFD/CMD/2/CIR/P2022/62 dated 13th May 2022 permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate members are required to send scanned copies of their respective Boards or governing body resolutions/ authorisations etc., authorizing their representatives to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said resolution/authorisations shall be sent to the Scrutinizer by email through their registered email address to lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in before commencement of voting.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 13, 2022, Notice of the AGM along with the Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depository Participants.

7. The Notice of the AGM along with Annual Report for the financial year 2021-2022, is available on the website of the Company at www.apollohospitals.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com.
8. Subject to the provisions of the Companies Act, 2013, the dividend of ₹11.75 per share, as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid on or before 6th September 2022 to those members whose names appear:
- a) As members on the Register of Members of the Company as on 25th August 2022 after giving effect to all valid transmission or transposition requests lodged with the Company for the shares held in physical form up to the closing hours of business on 19th August 2022.
- b) As beneficial owners as per the list to be furnished by NSDL/CDSL as at the closing hours of business on 19th August 2022.
9. The proposed dividend for the financial year, which amounts to ₹11.75 per equity share and aggregates to ₹1,689 million, will be paid to the shareholders after deduction of applicable tax at source, as per the Finance Act, 2020.
10. In terms of the provisions of Section 152 of the Act, Smt. Shobana Kamineni, Director retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommend her re-appointment. Smt. Shobana Kamineni is interested in Item No.3 of the Notice with regard to her re-appointment. Dr. Prathap C Reddy, Smt. Preetha Reddy, Smt.Suneeta Reddy, and Smt. Sangita Reddy, Executive Directors, being related to Smt. Shobana Kamineni may be deemed to be interested in the resolution set out at Item No.3 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos.1 to 3 of the Notice.
11. Details as required under sub-regulation (3) of Regulation 36 of the SEBI Listing Regulations and Regulation 26(4) of the Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms an integral part of this notice. The Directors have furnished the requisite declarations for their appointments/re-appointments.
12. Members desiring any information as regards the financials are requested to write to the Company at least seven days before the meeting so as to enable the management to keep the information available.
13. Pursuant to the provisions of Section 124 of the Companies Act, 2013, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 read with the relevant circulars and amendments thereto ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount of ₹4.81 million pertaining to dividend declared for the year ended March 31, 2014 to the IEPF Authority. The Company has been sending reminders to those members having unpaid/unclaimed dividends before transfer of such dividend(s) to the IEPF. Details of the unpaid/ unclaimed dividend are also uploaded as per the requirements, on the Company's website www.apollohospitals.com.
14. Pursuant to the provisions of the IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company has transferred 25,957 equity shares of face value of ₹5/- each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years or more as on the due date of such transfers after following the prescribed procedure under the rules made thereunder. The Company has also uploaded details of such members whose shares have been transferred, to the IEPF dedicated account on the Company's website: www.apollohospitals.com.

15. Any person whose unclaimed dividend and shares pertaining thereto, has been transferred to the IEPF Authority can claim their due amount and shares from the said Authority by making an electronic application in e-form IEPF-5. Upon submitting the duly completed form, shareholders are required to take a print of the same and send a physical copy duly signed along with requisite documents as specified in the form to the attention of the Company Secretary, Secretarial Department, Ali Towers, III Floor, No. 55 Greams Road, Chennai – 600 006. The e-form can be downloaded from the website of the Ministry of Corporate Affairs at www.iepf.gov.in.
16. Members who have not encashed the dividend for the financial year 2014-2015 and for the subsequent financial years, are requested to claim the same from the Company at the Secretarial Department, Ali Towers, III Floor, No. 55 Greams Road, Chennai – 600 006. In case valid claims are not received before the respective due dates, the Company will proceed to transfer the dividends and the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published a notice in the newspapers as per the IEPF Rules.

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

Financial Year Ended	Date of Declaration of Dividend	Due date for transferring Unclaimed Dividend to IEPF
31-03-2015	11-08-2015	16-09-2022
31-03-2016	15-03-2016	20-04-2023
31-03-2017	20-09-2017	25-10-2024
31-03-2018	27-09-2018	02-10-2025
31-03-2019	27-09-2019	02-10-2026
31-03-2020 (Interim)	13-02-2020	18-02-2027
31-03-2020 (final)	25-09-2020	30-09-2027
31-03-2021	31-08-2021	07-10-2028

17. To support the 'Green Initiative', members who have not registered their e-mail addresses are requested to register the same with the respective Depository Participants, in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, in case the shares are held by them in physical form. The registered e-mail addresses will be used for sending future communications, electronically.
18. Members holding shares in physical form are requested to intimate the following directly to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, Kences Towers, II Floor, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, in prescribed Form ISR-1 and other forms pursuant to SEBI circular dated November 3, 2021. The Company has sent letters to shareholders for furnishing the required details.
 - a) Bank Mandate with full particulars for remittance of dividend directly into their bank accounts.
 - b) Changes, if any, in their address at an early date.
 - c) Request for nomination forms for making nominations as per the provisions of the Companies Act.
 - d) PAN details.

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.

19. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD/RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of

which is available on the website of the company <http://www.apollohospitals.com> and on the website of the Company's Registrar and Transfer Agents, Integrated Registry Management Services Pvt Ltd (IRMSL) at <https://www.integratedindia.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

20. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation. Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or IRMSL, for assistance in this regard.
21. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from 1st January 2022, any service requests or complaints received from the member, will not be processed by the RTA till the aforesaid details/ documents are provided to RTA. On or after 1st April 2023, in case any of the above cited documents/ details are not available in the Folio(s), the RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.apollohospitals.com.
22. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
23. Members are encouraged to utilise the Electronic Clearing System (ECS) facility for receiving dividends to avoid transfer of unencashed dividend including shares to the Investor Education Protection Fund and ensure a hassle free process.
24. Members are requested to quote ledger folio numbers in all their correspondences.
25. Pursuant to the Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Shareholders are requested to update their PAN details with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
 - A. Resident individual shareholders with PAN who are liable to pay income tax can submit yearly declarations in Form No. 15G/15H, to avail the benefit of non-deductions of tax at source by email to srirams@integratedindia.in by 5.00 p.m IST on 20th August 2022 Shareholders are requested to note that in case their PAN is not registered, tax will be deducted at a higher rate of 20%.
 - B. Non-resident shareholders can avail beneficial rates under the relevant tax treaties entered into tax between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to srirams@integratedindia.in. The aforesaid declarations and documents need to be submitted by the shareholders within 5.00 p.m. IST by 20th August 2022 If the requisite documents are not submitted tax would be deducted as per the provisions of the Income Tax Act, 1961.
26. **Process for registration of email id for obtaining Annual Report and user ID/password for e-voting.**

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, Integrated Registry Management Services Pvt Limited at srirams@integratedindia.in providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self attested copy of the PAN Card, self attested copy of any document in support of the address of the member (eg; driving license, election identity card, passport, aadhr card etc) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

27. Instructions for e-voting and joining the AGM through VC/OAVM are as follows:-

A. Instrucions for Remote e-voting and e-voting during the AGM.

- 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 amended from time to time, and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its members the facility to exercise their right to vote on resolutions set forth in this Notice by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes using an electronic voting system will be provided by National Securities Depository Limited (NSDL) for the members.
- II. 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 18th August 2022.
- III. The voting rights of the members shall be in proportion to their shareholding of the paid up equity share capital of the Company as on the cut-off date of 18th August 2022.
- IV. 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, 18th August 2022 only shall be entitled to avail the facility of e-voting.
- V. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- VI. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence on 22nd August 2022 (9:00 a.m) and ends on 24th August 2022 (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 18th August 2022, may cast their votes electronically. The 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. In addition, the facility for voting through electronic voting system shall also be made available during the AGM.
- VII. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.

VIII The details of the process and manner for remote e-voting are explained herein below :





Step 1: Access to NSDL e-Voting system

a) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

b) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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. Password details for shareholders other than Individual shareholders 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. 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, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
 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.

How to cast your vote electronically.

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company (EVEN - 120556) for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

B. instructions for Members for e-voting on the day of the AGM are as under :-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

C. Instructions for Members for attending the AGM through VC/OAVM are as under :

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on a first come first served basis.
6. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in/1800-222-990 or contact Shri. Amit Vishal, Assistant Vice President – NSDL at amitv@nsdl.co.in/022-24994360/ +91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at sagar.ghosalkar@nsdl.co.in/ 022-24994553/+91 9326781467.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at companysecretary@apollohospitals.com from 21st August 2022 (9:00 a.m. IST) to 22nd August 2022 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at companysecretary@apollohospitals.com. The same will be replied by the company suitably.

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 lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 1020 990 and 1800 22 44 30 or send a request to Shri. Amit Vishal, Assitant Vice President, NSDL at evoting@nsdl.co.in

28. Declaration of Results on the Resolutions.

1. Smt. Lakshmmi Subramanian, Practicing Company Secretary (Membership No.3534) has been appointed as the Scrutinizer to scrutinize the e-voting process and casting vote through the e-voting system during the meeting in a fair and transparent manner.
 2. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of 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 authorised by him in writing, who shall countersign the same.
 3. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.apollohospitals.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
29. All documents referred to in the accompanying Notice and the Explanatory Statement will be available electronically for inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM. Members seeking to inspect such documents can send an email to companysecretary@apollohospitals.com
30. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

Statement pursuant to Section 102(1) of the Companies Act, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 4:-

Though not mandatory, this statement is provided for reference.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 36th Annual General Meeting (‘AGM’) held on September 20, 2017 for a period of 5 years, up to the conclusion of the 41st AGM. M/s. Deloitte Haskins & Sells LLP are eligible for re-appointment for a further period of 5 years. M/s Deloitte Haskins & Sells LLP have given their consent for their re-appointment as Statutory Auditors of the Company and have issued a certificate confirming that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 (‘the Act’) and the rules made thereunder. M/s. Deloitte Haskins & Sells LLP have confirmed that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and the rules or regulations made thereunder. As confirmed to the Audit Committee and stated in their report on financial statements, the Auditors have reported their independence from the Company and its subsidiaries according to the Code of Ethics issued by the Institute of Chartered Accountants of India (‘ICAI’) and the ethical requirements relevant to audit.

Based on the recommendations of the Audit Committee and the Board of Directors, it is hereby proposed to re-appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, having registration No. 117366W/ W100018, as the Statutory Auditors of the Company for the second and final term of five consecutive years, to hold office from the conclusion of this 41st AGM till the conclusion of the 46th AGM of the Company. The Board of Directors have approved a remuneration of ₹37 million for conducting the audit for the financial year 2021-2022 and ₹3 million for availing other services including applicable taxes and excluding reimbursement of out-of-pocket expenses on actuals.

The proposed remuneration to be paid to Deloitte for audit services for the financial year ending March 31, 2023, is ₹25 million (Rupees twenty five million) plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the audit committee.

The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Considering the evaluation of the past performance, experience and expertise of Deloitte and based on the recommendation of the audit committee, it is proposed to appoint Deloitte as statutory auditors of the Company for a second term of five consecutive years till the conclusion of the 46th AGM of the Company in terms of the aforesaid provisions.

Brief Profile of Deloitte

Deloitte Haskins & Sells was constituted in 1997 and was converted to a Limited Liability Partnership, Deloitte Haskins & Sells LLP ("DHS LLP" or "Firm"), in November 2013. DHS LLP is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018). The Firm has around 4000 professionals and staff. DHS LLP has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The registered office of the Firm is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

Item No. 5 & 6:-

Dr. Prathap C Reddy, who is the founder has been the Chairman of the Company since incorporation.

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

Dr. Prathap C 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 practiced as a cardiologist in the USA before founding the Apollo Hospitals Group and has over 50 years of experience. In recognition of his services, he was awarded the Padma Bhushan in the year 1991 and the Padma Vibhushan in the year 2010, the second highest civilian award in India, in recognition of his contribution towards the Indian healthcare industry, by the Government of India.

Late Mother Teresa awarded Dr. Prathap C Reddy with the Citizen of the Year award for the year 1993-94. Dr. Prathap C 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 India's Independence.

Dr. Prathap C Reddy was conferred with the Lifetime Achievement Award 2022 by three major media houses viz.,Forbes India, The Economic Times and Business Standard for transforming India's healthcare landscape.

Dr. Prathap C Reddy has been on the Board of the Company since the year 1979.

The Board, following the recommendations of the Nomination & Remuneration Committee, is of the unanimous view that the Company should continue to avail his expert knowledge and rich experience in the healthcare industry. Under his Chairmanship, the Company has grown the business to create value for all stakeholders while also ensuring that the Company adopts strong governance practices, overseen by an experienced and majority independent Board, that ensures transparency, accountability, and fairness. The latest governance measure adopted by the Board was to appoint a Lead Independent Director to demonstrate the independent leadership present within the constituted Board as well as to serve as a point of contact for external stakeholders, including shareholders.

Dr. Prathap C Reddy till the year 1997, had not been in receipt of any remuneration, though he has been devoting his full time with the Company since its inception.

Since 1997, the members have been according their approval for payment of remuneration to Dr Prathap C Reddy for a term of five years each time with the last approval being accorded at the Annual General Meeting held on 20th September 2017, for the payment of remuneration equivalent to 5% of the net profits of the Company computed in accordance with the provisions of the Companies Act, 1956 for a period of five years commencing from 25th June 2017. It may be noted that the current approval expires on 24th June 2022.

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

Accordingly, as recommended by the Nomination and Remuneration Committee, the Board has approved the re-appointment of Dr Prathap C Reddy as a whole time director for a period of two years commencing from 25th June 2022 on a remuneration as per the terms that may be determined by the Nomination and Remuneration Committee from time to time and approved by the Board, which shall not exceed the maximum amount payable to a Whole Time Director in accordance with the provisions of the Act including Schedule V to the Companies Act, 2013 read with Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 ("SEBI Listing Regulations") including any amendments thereto during the tenure of his appointment, subject to shareholders approval.

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

Consent for payment of remuneration to Executive Directors in line with SEBI (LODR) Regulations, 2015.

As per the Regulation 17(6)(e) of the SEBI (LODR) (Amendment) Regulations, 2015, with effect from the financial year 2019-2020, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in a general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds `50 million or 2.5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013.

At present, there are five executive directors who are promoters, on the Company's Board.

They are Dr. Prathap C Reddy, Executive Chairman, Smt. Preetha Reddy, Executive Vice Chairperson, Smt. Suneeta Reddy, Managing Director, Smt. Shobana Kamineni, Executive Vice Chairperson and Smt. Sangita Reddy, Joint Managing Director.

The shareholders had approved remuneration payable to them within the limits as prescribed as per the Companies Act, 2013, while approving their respective appointments.

In the case of Dr Prathap C Reddy, Executive Chairman, the remuneration that may be paid every year could exceed either 2.5% of the net profits of the Company or Rs 50 million individually as specified under Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, approval of shareholders was obtained for the payment of such remuneration to Dr.Prathap C Reddy at its meeting held on 27th September 2019.

Approval of Shareholders was also obtained at the Annual General Meeting held on 27th September 2019 for the payment of remuneration to all the Promoter Executive Directors, viz., Dr. Prathap C Reddy, Smt. Preetha Reddy, Smt. Suneeta Reddy, Smt. Shobana Kamineni and Smt. Sangita Reddy , in aggregate of a sum which may exceed 5% of net profits of the Company for each of the financial years from 2019-2020 and onwards till the expiry of their respective tenures of services.

The office of Dr. Prathap C Reddy as an Executive Chairman is due for renewal on 25th June 2022, which necessitates seeking a fresh approval of the shareholders by way of special resolution for retaining all existing terms and conditions of appointment of the aforesaid Executive Directors including remuneration payable to them till the expiry of their respective terms, in order to comply with the Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015.

The Board approved the above proposal at their meeting held on 25th May 2022 after considering the contributions made by the Executive Directors.

The above approvals being sought for from the shareholders are only enabling approvals as permitted and provided for under the ambit of existing applicable regulations governing Executive Directors remuneration. There is no change as such in the existing remuneration

arrangements and the current remuneration policy for Executive Directors as featuring in the Corporate Governance section of the Annual report continues to be in place. Also, as a regular process, the Nomination and Remuneration Committee which comprises entirely of Independent Directors, rigorously reviews various external and internal factors which have a bearing on Executive Directors remuneration, while finalising the annual compensations which comprises of both fixed pay and variable pay components for all Executive Directors, such as performance of the Company as compared to annual operating plans, performance as measured against key performance indicators specific to each Executive Director's area of expertise apart from prevailing market norms and trends as regards executive directors compensation.

The Board recommends the resolutions set out at Item Nos. 5 & 6 of the Notice for approval by the Members.

Except Dr. Prathap C Reddy, Smt. Preetha Reddy, Smt. Suneeta Reddy, Smt. Shobana Kamineni and Smt. Sangita Reddy, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolutions. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Item No. 7:-

In order to augment long term resources for financing, inter alia ongoing capital expenditure, expansion activities of the Company and for general corporate purposes, the Board may at an appropriate time, offer or invite subscription for secured/unsecured redeemable non-convertible debentures in one or more series/ tranches on a private placement basis for a sum aggregating upto ₹5,000 million (Rupees Five Thousand Million Only). This would be within the overall approved borrowing limit of ₹38,500 million (Rupees Thirty Eight thousand five hundred million only) .

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed inter alia under Section 42 of the Companies Act, 2013 ("the Act") deals with private placement of securities by a Company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on a private placement basis, the Company shall obtain the prior approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such issuance of non-convertible debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures.

The Board will decide appropriately whether to issue debentures on a secured or unsecured basis.

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

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

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

Item No. 8:-

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. A.N. Raman & Associates, Cost Accountants, as the Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2023 on a remuneration of ₹1.50 million plus applicable statutory levies and reimbursement of reasonable out of pocket expenses actually incurred.

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

Accordingly, consent of the members is sought for passing an ordinary resolution as set out under Item No.8 of the Notice for ratification of the remuneration payable to the cost auditors for the financial year ending March 31, 2023.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out under Item No.8 of the Notice.

By Order of the Board
For APOLLO HOSPITALS ENTERPRISE LIMITED

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

Place : Chennai
Date : July 16, 2022

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

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

Name of the Director	Dr. Prathap C Reddy	Smt. Shobana Kamineni
DIN	00003654	00003836
Date of Birth	05th February 1932	27th November 1960
Date of First Appointment on the Board	05th December 1979	01st February 2010
Relationship with other Directors	Father of Smt. Preetha Reddy, Executive Vice Chairperson, Smt. Suneeta Reddy, Managing Director, Smt. Shobana Kamineni, Executive Vice Chairperson, and Smt. Sangita Reddy Joint Managing Director	Daughter of Dr. Prathap C Reddy Chairman, Sister of Smt. Preetha Reddy, Executive Vice Chairperson Smt. Suneeta Reddy, Managing Director and Smt. Sangita Reddy Joint Managing Director
Expertise in Specific Functional areas	Health Care	Leading startups, strategy comprehensive knowledge of the healthcare universe including retail medical and health insurance.
Qualification	Bachelor's Degree in Medical and Surgery from Stanley Medical College, Chennai Fellow of the Royal College of Surgeons, Edinburgh	B.A., (Econ), Accelerated Hospital Management Columbia University.
Experience	Dr. Prathap C Reddy has over 50 years experience in the Healthcare Industry.	Smt. Shobana has over 30 years experience in Healthcare Industry
Board Membership of other companies as on March 31, 2022	Public Limited Companies	Public Limited Companies
	1. Apollo Hospitals International Limited, Chairman	1. Apollo Energy Company Limited, Director
	2. Apollo Multispeciality Hospitals Limited, Chairman	2. Lifetime Wellness Rx International Limited, Director
	3. PCR Investments Limited, Chairman	3. PCR Investments Limited, Director
	4. Imperial Hospital and Research Centre Limited, Chairman	4. Apollo Home Healthcare Limited Director
	5. Indraprastha Medical Corporation Limited, Vice Chairman	5. Apollo Healthco Limited, Director
	Section 8 Companies	Section 8 Companies
	1. Total Health, Chairman	1. Swasth Digital Health Foundation, Director
	Private Limited Companies	Private Limited Companies
	1. Apollo Gleneagles PET-CT Private Limited, Director	1. Kamineni Builders Private Limited, Director
	2. Faber Sindoori Management Services Private Limited, Director	2. Trac India Private Limited, Director
	3. AMG Healthcare Destination Private Limited, Director	3. Apollo Medicals Private Limited, Director
		4. Trac Eco & Safari Park Private Limited, Director.
		5. Keimed Private Limited, Director

Name of the Director	Dr. Prathap C Reddy	Smt. Shobana Kamineni
Chairman/Member of the Committee of the Board of Directors of the Company as on 31/03/2022	Chairman - Corporate Social Responsibility Committee	Nil
Chairman/member of the committee of Directors of other Companies where he/she is a Director as on 31/03/2022		
Audit Committee	Nil	Nil
Stakeholders Relationship Committee	Nil	Nil
Nomination and Remuneration Committee	Nil	Nil
Shareholding in the Company (as on 31/03/2022)	245,464	2,239,952
No of Board Meetings conducted during the last financial year (2021-2022)	8	8
No. of Board Meetings attended during the last financial year (2021-2022)	8	8
Terms and Conditions of appointment or re-appointment	Executive Director liable to retire by rotation	Executive Director liable to retire by rotation
Remuneration last drawn	₹166.97 million	₹59.95 million
Remuneration proposed to be paid	As per the approved terms and conditions	As per the approved terms and conditions
Name of the listed entities from which the person has resigned in the past three years (excluding foreign companies)	Nil	1. Indraprastha Medical Corporation Limited 2. Blue Star Limited 3. Hero Motocorp Limited