



**Apollo Hospitals Enterprise Limited**

[CIN : L85110TN1979PLC008035]  
Regd. Office: No.19, Bishop Garden, Raja Annamalai Puram, Chennai – 600 028  
Secretarial Dept: Ali Towers III Floor, No.55, Greams Road, Chennai – 600 006  
E-mail :investor.relations@apollohospitals.com, website : www.apollohospitals.com  
Phone: +91 44 28290956, 44 28293896 Board : 28293333 Ext. 6681

**ATTENDANCE SLIP**

I / We hereby record my / our presence at the meeting of the Equity Shareholders of the Company to be held on Monday, the 21st day of October, 2019, at 11.00 A. M. at The Music Academy, No.168, T T K Road, Royapettah, Chennai – 600 014

If Shareholder(s) please sign here	IF Proxy please mention name and sign here	
	Name of the Proxy	Signature

**Voting through Electronic means**

REVEN (Remote E Voting Even Number)	USER ID	Password / PIN



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**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI FORM NO. CAA.2 (Pursuant to Section 230(3) and Rule 6 and 7) Company Scheme Application No. 804/2019 & MA/949/2019**

In the matter of the Companies Act, 2013; And In the matter of Sections 230 to 232 and other relevant provisions of the Companies Act, 2013; And In the matter of Scheme of Arrangement between Apollo Hospitals Enterprise Limited (Transferor Company) and Apollo Pharmacies Limited (Transferee Company) and their respective shareholders.

Apollo Hospitals Enterprise Limited (CIN: L85110TN1979PLC008035) a company incorporated under the Companies Act, 1956, having its Registered Office at 19, Bishop Gardens, RA Puram, Chennai – 600028, Tamil Nadu, India. ... Applicant Company/AHEL/Transferor Company

**PROXY FORM (Form No. MGT-11)**

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

Name of the Member(s): \_\_\_\_\_ Registered Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_ Folio No. / DP ID / Client ID: \_\_\_\_\_  
I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:  
1. Name: \_\_\_\_\_ 2. Name: \_\_\_\_\_ 3. Name: \_\_\_\_\_  
Address: \_\_\_\_\_ Address: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ E-mail ID: \_\_\_\_\_ E-mail ID: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him/her Signature: \_\_\_\_\_ or failing him/her Signature: \_\_\_\_\_ or failing him/her

as my/our proxy to attend the meeting of the Equity Shareholders of the Applicant Company to be held on Monday, the 21st day of October, 2019, at 11.00 A. M. at The Music Academy, No.168, T T K Road, Royapettah, Chennai – 600 014 and at any adjournment thereof for the purpose of considering, and if thought fit, approving, the proposed Scheme of Arrangement by way of transfer of the front end portion of the Standalone Pharmacy business segment of Applicant Company into Apollo Pharmacies Limited (APL) by way of slump sale and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Scheme”) and at such meeting and at any adjournment or adjournments thereof, to vote, in case of a poll, for me/us and in my/our name(s) 'FOR' AGAINST (here, if for, tick 'FOR'; if against, tick 'AGAINST') the said Scheme.

Signed this .....day of ..... 2019



Signature of First Proxy Holder

Signature of Second Proxy Holder

Signature of Share Holder(s)

Signature of Third Proxy Holder



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**POSTAL BALLOT FORM**

(To be returned to the Scrutinizer appointed by the Company)

The last date for receipt of Postal Ballot is October 20, 2019, 5.00 p.m.

Sr. No. :

Name of the member (s) (including joint-holder(s), if any) :

Registered Address of the sole/ first named Member :

Registered Folio No./ DP ID & Client ID\* (\* applicable only to the Members holding shares in dematerialized form) :

Number of Equity Shares held as on September 6, 2019 :

I/We hereby exercise my/ our vote in respect of the Resolution to be passed through Postal Ballot for the business stated in the Notice dated 9th September 2019 a Meeting of the equity shareholders on Monday, October 21, 2019 as per the directions of the National Company Law Tribunal, Chennai Bench, by conveying my/ our consent or dissent to the said Resolution by placing the tick (✓) at the appropriate box below:

Item No.	Resolution	No. of Equity Shares held by me/ us	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Resolution approving the Scheme of Arrangement by way of transfer of the front end portion of the Standalone Pharmacy business segment of Applicant Company into Apollo Pharmacies Limited (APL) by way of slump sale and their respective shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and applicable SEBI Regulations.			

Place: \_\_\_\_\_ Date : \_\_\_\_\_ Signature of the Member

**ELECTRONIC VOTING PARTICULARS**

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

If you are already registered with NSDL for e-voting, then you may please use your existing user ID and password for casting your vote.

Note: Please read the instructions given overleaf before exercising your vote through this Postal Ballot Form.

### Instructions for filling Postal Ballot Form

- Pursuant to Sections 230 to 232 read with Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the directions of the National Company Law Tribunal ('NCLT'), Chennai Bench, a Meeting of the Equity Shareholders of Apollo Hospitals Enterprise Limited, is being convened on Monday, October 21, 2019 at 11.00 a.m. at the Music Academy, No. 168 TTK Road, Royapettah, Chennai – 600 014 to obtain their assent or dissent in respect of the resolution detailed in the Notice dated 9th September 2019.  
  
Mrs. Lakshmmi Subramanian, Practising Company Secretary, (Membership No.3534) has been appointed as the scrutinizer to scrutinize the votes cast through postal ballot in a fair and transparent manner.
- The Voting period will commence on and from Saturday, September 21, 2019 at 9:00 a.m. and end on Sunday, October 20, 2019 at 5:00 p.m. The envelopes containing Postal Ballot Form should reach the Scrutinizer, Mrs. Lakshmmi Subramanian, M/s. Lakshmmi Subramanian & Associates, Murugesu Naicker Office Complex, No. 81 Greams Road, Chennai – 600 006, not later than 5:00 p.m. on October 20, 2019 failing which, it will be strictly considered that no reply has been received from the Member. Postal Ballot Form(s) may also be deposited personally at the Registered Office or Secretarial Department of the Company at Ali Towers, III Floor, No. 55 Greams Road, Chennai - 600 006. The Postal Ballot Form received after this date and time will be strictly treated as if reply from the Member has not been received.
- Assent/Dissent to the proposed resolution may be recorded by placing tick mark (✓) in the appropriate column. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
- Voting in the Postal Ballot cannot be exercised by a Proxy.
- The Postal Ballot form should be completed and signed by the Shareholder(s).
- An unsigned Postal Ballot Form will be rejected.
- In case of joint holding, the Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company/ Depository) by the first named Member and in the absence of such Member, by the next named joint-holder. A Member may sign the Postal Ballot Form through an attorney, in which case the registration number of the Power of Attorney with the Company should be mentioned or a notarised copy of the Power of Attorney should be attached to the Postal Ballot Form. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
- In case of shares held by Companies, Institutional Members (FPIs/Foreign Institutional Investors/Trust/Mutual Funds/Banks etc.) etc., the duly completed Postal Ballot Form, signed by the Authorised Signatory, should also be accompanied by a certified true copy of the Board Resolution/ Authority together with the specimen signature(s) of the Authorised Signatory(ies) duly verified. In case of Remote E-voting, documents such as the certified true copy of Board Resolution/Power of Attorney, along with attested specimen signatures, should be e-mailed to the Scrutinizer Mrs. Lakshmmi Subramanian, lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in
- A Member neither needs to use all his/her votes nor needs to cast all his/her votes in the same way.
- An incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of Postal Ballot Form will be final.
- The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by Depositories or registered with the Company, in respect of shares held in Dematerialised form or in physical form, respectively.
- Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on close of business hours on Friday, September 6, 2019, being the cut-off date.
- A Member may request for a duplicate Postal Ballot Form, if so required, from the Company. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified above.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self - addressed business Reply Envelope as all Postal Ballot(s) will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- Members are requested to fill Postal Ballot Form in indelible ink & avoid filling it by using erasable writing medium(s) like pencil.
- E-VOTING: In compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereto, the Company is pleased to provide Remote E-Voting facility (through E-Voting Platform of National Securities Depository Limited) as an alternative which would enable the Member to cast votes electronically, instead of sending physical Postal Ballot Form. In case a Member has voted through Remote E-Voting facility, he does not need to send the physical Postal Ballot Form. In case Member(s) cast their vote via both modes i.e. Physical Ballot as well as Remote E-Voting, then voting done through Remote E-Voting shall prevail and physical voting of that Member shall be treated as invalid. Members are requested to refer to the Notice and notes thereto, for detailed instructions with respect to Remote E-voting.
- A Member may participate in the NCLT convened meeting even after exercising his right to vote through E-voting / Postal Ballot but shall not be allowed to vote again at the venue of the meeting.

### Notes:

- Shareholders / Proxy holders as the case may be are requested to produce this attendance slip duly signed at the entrance of the Meeting Venue.
- Members holding shares in physical form are requested to inform the change of address, if any, to the Registrar & Share Transfer Agent, Integrated Registry Management Services Private Ltd., No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai – 600 017.  
  
Members holding shares in electronic form are requested inform the change of address, if any to their respective Depository Participants (DPs).

### Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, at No.19, Bishop Gardens, Raja Annamalaipuram, Chennai – 600 028 or at the Secretarial Department, Ali Towers, III Floor, No.55, Greams Road, Chennai – 600 006 not less than 48 hours before the commencement of the meeting.
- A proxy need not be a member of the company.
- In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
- A person can act as a proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Further a Member holding more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
- In case of joint holders, the signature of any one holder will be sufficient but names of all the joint holders should be stated.