

APOLLO HOSPITALS ENTERPRISE LIMITED

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST MARCH 2023

Annexure 1

Composition of Board of Directors

| Name of the Director | Category | Initial Date of Appointment | Date of Appointment in Current Term (Date of Re-appointment) | Date of cessation | Tenure of Director (in months) | No of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
|-----------------------------|---|------------------------------------|---|--------------------------|---------------------------------------|---|--|---|
| DR PRATHAP C REDDY | Executive Director, Chairperson related to Promoter | 05-Dec-79 | 25-Jun-22 | - | - | 2 | 0 | 0 |
| PREETHA REDDY | Executive Director | 03-Feb-89 | 03-Feb-21 | - | - | 2 | 2 | 0 |
| SUNEETA REDDY | Executive Director, MD | 01-May-00 | 03-Feb-21 | - | - | 3 | 2 | 0 |
| SHOBANA KAMINENI | Executive Director | 01-Feb-10 | 01-Feb-20 | - | - | 1 | 1 | 0 |
| SANGITA REDDY | Executive Director | 31-Jul-00 | 03-Feb-21 | - | - | 2 | 1 | 0 |
| VINAYAK CHATTERJEE | Non-Executive - Independent Director | 02-Jul-14 | 01-Apr-19 | - | 105 | 4 | 2 | 1 |
| MURALI DORAISWAMY | Non-Executive - Independent Director | 27-Sep-18 | 27-Sep-18 | - | 54 | 1 | 0 | 0 |
| MBN RAO | Non-Executive - Independent Director | 09-Feb-19 | 09-Feb-19 | - | 49 | 4 | 5 | 2 |
| KAVITHA V DUTT | Non-Executive - Independent Director | 09-Feb-19 | 09-Feb-19 | - | 49 | 4 | 4 | 1 |
| SOM MITTAL | Non-Executive - Independent Director | 21-Jul-21 | 21-Jul-21 | - | 20 | 3 | 2 | 2 |
| RAMA BIJAPURKAR | Non-Executive - Independent Director | 12-Nov-21 | 12-Nov-21 | - | 16 | 6 | 5 | 2 |

COMPOSITION OF COMMITTEES

| Audit Committee | | | |
|----------------------------------|--|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| MBN RAO | Non-Executive - Independent Director,Chairperson | 09-02-2019 | - |
| KAVITHA V DUTT | Non-Executive - Independent Director,Member | 01-04-2019 | - |
| VINAYAK CHATTERJEE | Non-Executive - Independent Director,Member | 21-07-2021 | - |

| Nomination and remuneration committee | | | |
|--|--|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| VINAYAK CHATTERJEE | Non-Executive - Independent Director,Chairperson | 06-09-2018 | - |
| MBN RAO | Non-Executive - Independent Director,Member | 01-04-2019 | - |
| DR MURALI DORAISWAMY | Non-Executive - Independent Director,Member | 30-05-2019 | - |

| Stakeholders Relationship Committee | | | |
|--|--|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| KAVITHA V DUTT | Non-Executive - Independent Director,Chairperson | 01-04-2019 | - |
| PREETHA REDDY | Executive Director,Member | 03-03-2001 | - |
| SUNEETA REDDY | Executive Director,Member | 03-03-2001 | - |

| Risk Management Committee | | | |
|----------------------------------|--|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| SUNEETA REDDY | EXECUTIVE DIRECTOR,Chairperson | 31-03-2015 | - |
| PREETHA REDDY | EXECUTIVE DIRECTOR,Member | 31-03-2015 | - |
| VINAYAK CHATTERJEE | NON EXECUTIVE INDEPENDENT DIRECTOR,Member | 31-03-2015 | - |
| DR K HARIPRASAD | PRESIDENT APOLLO GROUP HOSPITALS,Member | 31-03-2015 | - |
| DR SATYABHAMA | Group Director and Clinical Advisor to EVCP,Member | 31-03-2015 | - |

| Corporate Social Responsibility Committee | | | |
|--|---|----------------------------|--------------------------|
| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
| DR PRATHAP C REDDY | Executive Director,Chairperson | 12-08-2014 | - |
| PREETHA REDDY | Executive Director,Member | 12-08-2014 | - |
| SUNEETA REDDY | Executive Director,Member | 12-11-2021 | - |
| SANGITA REDDY | Executive Director,Member | 13-11-2017 | - |
| MBN RAO | Non-Executive - Independent Director,Member | 01-04-2019 | - |
| DR MURALI DORAISWAMY | Non-Executive - Independent Director,Member | 01-04-2019 | - |

Investment Committee

| Name of Committee members | Category | Date Of Appointment | Date of Cessation |
|----------------------------------|--|----------------------------|--------------------------|
| VINAYAK CHATTERJEE | Non-Executive - Independent Director,Chairperson | - | - |
| MBN RAO | Non-Executive - Independent Director,Member | - | - |
| DR MURALI DORAISWAMY | Non-Executive - Independent Director,Member | - | - |
| PREETHA REDDY | Executive Director,Member | - | - |
| SUNEETA REDDY | Executive Director,Member | - | - |

MEETINGS OF BOARD OF DIRECTORS

| Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meeting (in number of days) |
|--|--|--|
| 10 th Nov 2022 | - | 0 |
| | 14 th Feb 2023 | 95 |
| | 23 rd Mar 2023 | 36 |

MEETINGS OF COMMITTEES

| Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) |
|---------------------------------------|---|---|---|--|
| Audit Committee | - | Yes, | 9 th Nov 2022 | 0 |
| Audit Committee | 13 th Feb 2023 | Yes, | - | 95 |
| Audit Committee | 23 rd Mar 2023 | Yes, | - | 37 |
| Stakeholders Relationship Committee | - | Yes, | 10 Oct 2022 | 0 |
| Stakeholders Relationship Committee | 17 Jan 2023 | Yes, | - | 98 |
| Nomination and Remuneration Committee | 02 Mar 2023 | Yes | - | |

Related Party Transactions

| Subject | Compliance status (Yes/No/NA) | If status is “No” details of non-compliance |
|--|-------------------------------|---|
| Whether prior approval of audit committee obtained | Yes | - |
| Whether shareholder approval obtained for material RPT | NA | - |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee | Yes | - |

Affirmations

| Subject | Compliance status (Yes/No) |
|---|-------------------------------|
| The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 5. This report and/or the report submitted in the previous quarter has been placed before board of directors | Yes |

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| Name of signatory | SM KRISHNAN |
| Designation of person | Company Secretary and Compliance Officer |



Annexure – 1**Disclosure in website as per Listing Regulations**

| No. | Item | Compliance Status |
|-----|--|-------------------|
| 1 | Details of business | Yes |
| 2 | Terms and conditions of appointment of independent directors | Yes |
| 3 | Composition of various committees of board of directors | Yes |
| 4 | Code of conduct of board of directors and senior management personnel | Yes |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes |
| 6 | Criteria of making payments to non-executive directors | Yes |
| 7 | Policy on dealing with related party transactions | Yes |
| 8 | Policy for determining 'material' subsidiaries | Yes |
| 9 | Details of familiarization programmes imparted to independent directors | Yes |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes |
| 11 | email address for grievance redressal and other relevant details | Yes |
| 12 | Financial results | Yes |
| 13 | Shareholding pattern | Yes |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA |
| 15 | Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange | Yes |
| 16 | New name and the old name of the listed entity | NA |
| 17 | Advertisements as per regulation 47 (1) | Yes |
| 18 | Credit rating or revision in credit rating obtained | Yes |
| 19 | Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes |
| 20 | Whether company has provided information under separate section on its website as per Regulation 46(2) | Yes |
| 21 | Materiality Policy as per Regulation 30 | Yes |
| 22 | Dividend Distribution policy as per Regulation 43A (as applicable) | Yes |
| 23 | It is certified that these contents on the website of the listed entity are correct | Yes |

| Annual Affirmations | | | |
|---------------------|---|------------------------------|-------------------|
| No | Particulars | Regulation Number | Compliance Status |
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes |
| 2 | Board composition | 17(1), 17(1A) & 17(1B) | Yes |
| 3 | Meeting of Board of directors | 17(2) | Yes |
| 4 | Quorum of Board meeting | 17(2A) | Yes |
| 5 | Review of Compliance Reports | 17(3) | Yes |
| 6 | Plans for orderly succession for appointments | 17(4) | Yes |
| 7 | Code of Conduct | 17(5) | Yes |
| 8 | Fees/compensation | 17(6) | Yes |
| 9 | Minimum Information | 17(7) | Yes |
| 10 | Compliance Certificate | 17(8) | Yes |
| 11 | Risk Assessment & Management | 17(9) | Yes |
| 12 | Performance Evaluation of Independent Directors | 17(10) | Yes |
| 13 | Recommendation of Board | 17(11) | Yes |
| 14 | Maximum number of Directorships | 17A | Yes |
| 15 | Composition of Audit Committee | 18(1) | Yes |
| 16 | Meeting of Audit Committee | 18(2) | Yes |
| 17 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes |
| 18 | Quorum of Nomination and Remuneration Committee meeting | 19(2A) | Yes |
| 19 | Meeting of Nomination and Remuneration Committee | 19(3A) | Yes |
| 20 | Composition of Stakeholder Relationship Committee | 20(1), 20(2) & 20(2A) | Yes |
| 21 | Meeting of Stakeholders Relationship Committee | 20(3A) | Yes |
| 22 | Composition and role of risk management committee | 21(1),(2),(3),(4) | Yes |
| 23 | Meeting of Risk Management Committee | 21(3A) | Yes |
| 24 | Vigil Mechanism | 22 | Yes |
| 25 | Policy for related party Transaction | 23(1),(1A),(5),(6),(7) & (8) | Yes |
| 26 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes |
| 27 | Approval for material related party transactions | 23(4) | NA |
| 28 | Disclosure of related party transactions on consolidated basis | 23(9) | Yes |
| 29 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA |
| 30 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |

| | | | |
|----|---|---------------|-----|
| 31 | Annual Secretarial Compliance Report | 24(A) | Yes |
| 32 | Alternate Director to Independent Director | 25(1) | NA |
| 33 | Maximum Tenure | 25(2) | Yes |
| 34 | Meeting of independent directors | 25(3) & (4) | Yes |
| 35 | Familiarization of independent directors | 25(7) | Yes |
| 36 | Declaration from Independent Director | 25(8) & (9) | Yes |
| 37 | D & O Insurance for Independent Directors | 25(10) | Yes |
| 38 | Memberships in Committees | 26(1) | Yes |
| 39 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| 40 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| 41 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

Affirmation

| Sr. | Particulars | Compliance status (Yes/No) |
|-----|--|----------------------------|
| 1 | The listed entity has approved material subsidiary policy and the corporate governance requirements with respect to subsidiary of listed entity have been complied | Yes |

Signatory Details

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|-----------------------|--|
| Name of signatory | SM KRISHNAN |
| Designation of person | Company Secretary and Compliance Officer |

