

APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035



18th November 2021

The Secretary,
Bombay Stock Exchange Ltd (BSE)
Phiroze Jheejheebhoy Towers,
Dalal Street,
Mumbai – 400 001.
Scrip Code – 508869
ISIN INE437A01024

The Secretary,
National Stock Exchange,
Exchange Plaza, 5th Floor
Plot No.C/1, 'G' Block
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051.
Scrip Code– APOLLOHOSP
ISIN INE437A01024

The Manager
The National Stock Exchange,
Wholesale Debt Market
Exchange Plaza, 5th Floor
Plot No.C/1, 'G' Block
Bandra – Kurla Complex
Bandra (E)
Mumbai – 400 051.

Dear Sir/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

In continuation of our letter dated 12th November 2021, please find enclosed the copy of the postal ballot notice dated November 12, 2021 along with the explanatory statement (“Notice”) being sent to the members for seeking their approval to the following proposal by way of ordinary resolution through postal ballot process:

- Approval of appointment of Mrs. Rama Bijapurkar as an Independent Director of the Company

In accordance with General Circulars No. 14/2020 dated April 08, 2020 , 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020 and 02/2021 dated 13th January 2021 in view of COVID-19 pandemic issued by the Ministry of Corporate Affairs (“MCA Circulars”), the Notice was sent on November 19, 2021 only by email to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company’s Registrar and Transfer Agent i.e., Integrated Registry Management Services Private Limited (RTA) , and whose names appear in the Register of Members / List of Beneficial Owners received from the National Securities Depository Limited and Central Depository Services (India) Limited as on Wednesday, November 17, 2021, being the cut-off date.

The hard copy of the Notice along with postal ballot form and postage prepaid self-addressed business reply envelope to the members will not be sent to the members in accordance with the requirements specified under the MCA Circulars.

The Company has engaged the services of National Securities Depository Services Limited (NSDL) for the purpose of providing remote e-voting facility to all its members. The remote e-voting will commence from Saturday, November 20, 2021 (9:00 A.M. (IST)) and shall end on Monday, December 20, 2021 (5:00 P.M. (IST)). The remote e-voting module shall be disabled by NSDL for voting at 5:00 P.M. (IST) on Monday, December 20, 2021.

The Notice will also be made available on the website of the Company

The members can vote on resolution through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The results along with scrutinizer report will be announced on or before December 22, 2021.

We request you to take on record.

Thanking you

Yours faithfully
For APOLLO HOSPITALS ENTERPRISE LIMITED

S.M. KRISHNAN
Sr. VICE PRESIDENT – FINANCE
AND COMPANY SECRETARY

IS/ISO 9001:2000

Regd. Office :
19, Bishop Gardens,
Raja Annamalaiapuram,
Chennai - 600 028.

General Office :
“Ali Towers”, III Floor,
#55, Greams Road,
Chennai - 600 006.

Tel : 044 - 28290956 / 3896 / 6681
Telefax : 044 - 2829 0956
Email : investor.relations@apollohospitals.com
Website: www.apollohospitals.com



Apollo Hospitals Enterprise Limited

(CIN: L85110TN1979PLC008035)

Registered Office: 19, Bishop Gardens, Raja Annamalaipuram, Chennai – 600 028

Secretarial Dept : Ali Towers III Floor, No. 55, Greams 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 OF POSTAL BALLOT

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

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Companies Act”), read with Rule 22 of the Companies (Management and Administration) Rules 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings (“SS-2”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 02/2021 dated 13th January 2021 and 10/2021 dated June 23, 2021 in view of the COVID-19 pandemic (“MCA Circulars”), that it is proposed to seek the consent of the shareholders (“Members”) of Apollo Hospitals Enterprise Limited (the “Company”), for the resolution appended herein below through postal ballot (“Postal Ballot”) by way of electronic voting (“E-voting”).

Pursuant to Sections 102 and 110 of the Act, the draft resolution proposed to be passed by way of Postal Ballot and the Explanatory Statement setting out the material facts concerning the said resolution and the reasons thereof, are annexed hereto for your consideration.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Companies Act read

with the corresponding rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form in physical form. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company, at its Meeting held on Friday, 12th November 2021, has appointed Ms. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P. M. IST on Monday, 20th December 2021 failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit her report to the Chairman of the Company or a director who is authorised by the board to receive such report. The results of the Postal Ballot shall be declared on or before Wednesday, 22nd December 2021 and along with the Scrutinizer's report, be communicated to the Stock Exchanges and will also be uploaded on the Company's website www.apollohospitals.com and on the website of the National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

The proposed Resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e Monday, 20th December 2021.

SPECIAL BUSINESS:

Resolution No. 1

Appointment of Ms. Rama Bijapurkar as an Independent Director of the Company

To consider and if thought it to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee of the Board, and the Board of Directors, and provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any,

of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“SEBI Listing Regulations”), Ms. Rama Bijapurkar. (holding DIN : 00001835) who was appointed as an Additional Director to hold office as an Independent Director of the Company by the Board of Directors with effect from 12th November 2021 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Listing Regulations and, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying his intention to propose Ms. Rama Bijapurkar as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years for a term upto 11th November 2026 not liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution including filing of all necessary returns with the Registrar of Companies, and to make necessary entries in the statutory records and registers of the Company in relation to appointment of aforesaid person as an Independent Director on the Board of the Company.”

By Order of the Board
For Apollo Hospitals Enterprise Limited

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

Registered Office:

No 19 Bishop Gardens,
Raja Annamalaipuram
Chennai – 600 028

Place: Chennai
Date: November 12, 2021

Notes:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the said Resolution and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”)
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the voting rights is Wednesday, 17th November, 2021 (“Cut-off Date”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only. Hence, voting rights shall be reckoned on the paid-up value of the shares registered in the names of the Members as on the aforesaid Cut-off Date.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide ‘MCA Circulars. The Notice shall also be uploaded on the website of the Company i.e. www.apollohospitals.com and on the e-voting website of NSDL, www.evoting.nsdl.com.

Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company at investor.relations@apollohospitals.com, along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (eg.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in electronic form are requested to get their e-mail address registered with their respective DPs. Thereafter, the Company would endeavour to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.

4. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Regulations”) and in accordance with the MCA Circulars, the Company has engaged National Securities Depository Limited (NSDL) as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
5. Dispatch of the Notice shall be deemed to be completed on Friday, 19th November 2021.

6. E-voting shall commence on **Saturday, 20th November 2021** at 9.00 A.M. (IST) and end on **Monday, 20th December 2021** at 5.00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter. The results of the Postal Ballot shall be declared on or before Wednesday, 22nd December 2021 along with the Scrutinizer's report.
7. The Board of Directors of the Company has appointed Ms. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. 3534) (who has communicated her willingness to be appointed) as Scrutinizer for scrutinizing the e-voting in a fair and transparent manner.

8. Instructions for e-voting:

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by National Securities Depository Limited (NSDL).

The steps for e-voting are as under:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting 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 the 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.nsd.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.

	<p>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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 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. 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; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest 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. 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.

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN 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	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

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at the 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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to the 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 on NSDL e-Voting system.

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

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.
2. Select “EVEN” : 118798 of company for which you wish to cast your vote during the remote e-Voting period.
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.

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.
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 Mr. Amit Vishal, Senior Manager at amitv@nsdl.co.in or Ms. Pallavi Mhatre, Manager at pallavid@nsdl.co.in or at evoting@nsdl.co.in

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 resolution 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), AADHAR (self-attested) by email to toinvestor.relations@apollohospitals.com.
 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, along with scanned copy of PAN (self-attested), AADHAR (self-attested) to investor.relations@apollohospitals.com. If you are an individual shareholder 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 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.
10. Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-voting	Wednesday, 17 th November 2021
Commencement of e-voting period	Saturday, 20 th November 2021, 9 a.m.
End of e-voting period	Monday, 20 th December 2021, 5 p.m.

The e-voting module will be disabled by NSDL after 5:00 p.m. on Monday, 20th December 2021.

11. The result, along with the Scrutinizer's Report, will be announced on or before Wednesday, 22nd December 2021 and placed on the website of the Company and NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. Monday, 20th December 2021.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT
2013 READ WITH THE RELEVANT RULES**

The following Explanatory statement is furnished in respect of the Special Business of the Postal Ballot Notice:

Resolution No. 1

Appointment of Ms. Rama Bijapurkar as an Independent Director of the Company

Brief profile of Ms. Rama Bijapurkar

Ms. Rama Bijapurkar holds a BSc (Hons) degree in Physics from Delhi University and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad. Her over four decades of work experience in strategy consulting and market research includes her own consulting practice, and employment with McKinsey & Company, MARG (now Nielsen India) and Mode Services (now TNS India).

Ms. Rama Bijapurkar is currently a Professor of Management Practice at Indian Institute of Management, Ahmedabad, and co-founder of think tank and fact tank People Research on India's Consumer Economy, that provides household level data and insights on India's economy, consumption and citizen environment for use in business strategy and public policy. Ms. Rama Bijapurkar is also an experienced independent board director and has served on the boards of several of India's bluechip companies across a range of sectors including financial services, Information Technology etc and on advisory groups and governing councils of academic institutions, and regulatory bodies.

Considering her experience and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 12th November 2021 approved the appointment of Ms. Rama Bijapurkar as an Additional Director of the Company since her appointment would represent a valuable addition to the Board of Directors of the Company.

Her appointment would also further increase the level of independent representation and gender diversity among independent directors.

Ms. Rama Bijapurkar does not hold by herself or through her relatives on a beneficial basis, any shares in the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 (“the Act”) Ms. Rama Bijapurkar will hold office up to the date of the ensuing Annual General Meeting. However, as per the SEBI LODR amended regulations, effective from 1st January 2022, the Company is required to obtain approval of shareholders for appointment of Ms. Rama Bijapurkar as an independent director within a time period of three months i.e. by 31st March 2022.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Ms. Rama Bijapurkar for the office of Director.

The Company has received from Ms. Rama Bijapurkar (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (“SEBI Listing Regulations”)

The resolution seeks the approval of members for the appointment of Ms. Rama Bijapurkar as an Independent Director of the Company for a period of five consecutive years, for a term upto 11th November 2026, pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder and not liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Rama Bijapurkar fulfils the conditions for her appointment as an Independent Director of the Company as specified in the Act

and rules made thereunder and SEBI Listing Regulations. Ms.Rama Bijapurkar is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Ms.Rama Bijapurkar, pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided as part of this Postal Ballot Notice.

A copy of the draft letter of appointment of Ms.Rama Bijapurkar as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday and the same shall also be posted on the company’s website.

Except Ms.Rama Bijapurkar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution of the Notice.

The Board of Directors is of the view that given her rich and varied experience, her association with the Company would be of immense benefit and it is desirable to continue to avail the services of Ms.Rama Bijapurkar as an Independent Director. As such, the Board of Directors recommends the passing of the Ordinary Resolution specified in Resolution of the Notice for the approval of the members.

By Order of the Board
For Apollo Hospitals Enterprise Limited

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

Registered Office:

No 19 Bishop Gardens,
Raja Annamalaipuram
Chennai – 600 028

Place: Chennai
Date: November 12, 2021

Details of Directors seeking appointment

(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	Ms. Rama Bijapurkar
DIN	00001835
Date of Birth	12 th March 1957
Date of First Appointment on the Board	12 th November 2021
Relationship with other Directors	None
Expertise in Specific Functional areas	Business Management and Marketing
Qualification	BSc (Hons) degree in Physics from Delhi University and a post graduate diploma in management from the Indian Institute of Management, Ahmedabad
Experience	Ms. Rama Bijapurkar has over four decades experience in Business Management, Marketing, Strategy Consulting and Market Research
Board Membership of other companies as on November 12, 2021	
	Public Limited Companies
	1. ICICI Bank Limited
	2. Mahindra and Mahindra Financial Services Limited
	3. Nestle India Limited
	4. VST Industries Limited
	5. Cummins India Limited
	6. Sun Pharmaceutical Industries Limited
	7. Sun Pharma Distributors Limited
	8. Sun Pharma Laboratories Limited
	Private Limited Companies
	Nil
	Section 8 Company
	9. People Research on India's Consumer Economy
	Foreign Company
	Nil
Chairman/ Member of the Committee of the Board of Directors of the Company	Nil

Name of the Director	Ms. Rama Bijapurkar
Chairman/Member of the Committee of Directors of other Companies in which the person is a director	
Audit Committee	Member 1. VST Industries Limited 2. Mahindra and Mahindra Financial Services Limited
Stakeholders Relationship Committee	Chairman 1. Mahindra and Mahindra Financial Services Limited 2. Nestle India Limited 3. VST Industries Limited Member 1. Cummins India Limited
Nomination & Remuneration Committee	Chairman 1. VST Industries Limited Member 1. ICICI Bank Limited
Shareholding in the Company (as on 12/11/2021)	Nil
No of Board Meetings conducted during the financial year(2021-2022)	NA
No. of Board Meeting attended during the financial year(2021-2022)	NA
Terms and Conditions of appointment or re-appointment	Independent Director appointed for five consecutive years for a term up to 11 th November 2026, not liable to retire by rotation
Remuneration last drawn	Nil
Remuneration proposed to be paid	1. Sitting Fee and 2. Commission