



# APOLLO HOSPITALS ENTERPRISE LIMITED

[CIN : L85110TN1979PLC008035]

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

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## NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 43rd Annual General Meeting (AGM) of the Members of Apollo Hospitals Enterprise Limited will be held on Friday, the 30th day of August, 2024 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 the

- i. the audited standalone financial statements of the Company for the financial year ended March 31, 2024 together with the reports of the Board of Directors and Auditors thereon;
- ii. the audited consolidated financial statements of the Company for the financial year ended March 31, 2024 together with the report of the Auditors thereon;

and in this regard, to 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, 2024, and the Report of the Board of Directors and Auditors’ thereon placed before this meeting, be and are hereby received, considered and adopted.”
- (ii) **“RESOLVED FURTHER THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and the Report of the Auditors thereon placed before this meeting, be and are hereby considered and adopted.”

#### ITEM NO. 2:

#### Confirmation of Interim Dividend and Declaration of Final Dividend.

To confirm payment of Interim Dividend and to declare final dividend on Equity Shares for the financial year ended March 31, 2024 and, in this regard, to pass the following resolutions as **Ordinary Resolutions**;

**“RESOLVED THAT** the Interim Dividend of ₹ 6/- per equity share (120%) of face value of ₹ 5/- each for the financial year 2023-24, paid to the shareholders on 1st March 2024 involving a gross amount of ₹ 862.71 million be and is hereby ratified.”

**“RESOLVED FURTHER THAT** a Final Dividend at the rate of ₹ 10/- per equity share (200%) of face value of ₹ 5/- each fully paid up of the Company, be and is hereby declared for the financial year ended March 31, 2024 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, 2024.”

### ITEM NO. 3:

## Re-appointment of Retiring Director.

To appoint a director in place of Smt. Preetha Reddy, (DIN:00001871) who retires by rotation and being eligible offers herself for re-appointment and in this regard, to pass the following resolution as an **Ordinary Resolution**;

**“RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Smt. Preetha Reddy, (DIN:00001871) who retires by rotation at this meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

## SPECIAL BUSINESS:

### ITEM NO. 4:

## Re-appointment of Dr. Prathap C Reddy as a Whole time Director designated as Executive Chairman for a period of two years.

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

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read along with Schedule V to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Dr. Prathap C Reddy (DIN: 00003654) as a Wholetime Director designated as Executive Chairman of the Company for a further period of two years with effect from June 25, 2024 upto June 24, 2026 as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, upon the terms and conditions as set out in the Explanatory Statement annexed to this Notice, with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner as may be agreed to between the Board of Directors and Dr. Prathap C Reddy.”

**“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 shall 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. 5:

## Issuance of Non-Convertible Debentures on a Private Placement Basis for a sum upto ₹ 5,000 million:

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

**“RESOLVED THAT** pursuant to the 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) SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (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 may be decided by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may constitute for this purpose) 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 and Company Secretary, be and are hereby severally authorized to do all acts and take all such steps as may be necessary proper or expedient to give effect to above 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. 6:**

# **Adoption of Apollo Hospitals Enterprise Limited Employee Stock Option Plan 2024 (Apollo ESOP 2024):**

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

**“RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with rules framed thereunder and the Securities and Exchange Board of India (“SEBI”) (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SBEB Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Compensation Committee constituted by the Board or any other Committee which the Board may constitute to act as the “Compensation Committee” under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company, be and is hereby accorded to grant, vest and allot, from time to time and in one or more tranches, Options under the ‘Apollo Hospitals Enterprise Limited Employee Stock Option Plan 2024’ (“Apollo ESOP 2024”), the salient features of which are set out in the Statement annexed to this Notice, to or to the benefit of such person(s) who are permanent employees of the Company, whether working in India or outside India, and / or to the Directors of the Company, whether whole-time or not but excluding Independent Director(s) and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as “Eligible Employees”) but does not include an employee who is a Promoter or a person belonging to the Promoter group or a Director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company, exercisable into not more than 2,156,770 Options not exceeding 1.50% of the outstanding Equity Shares of the Company (“Ceiling”) during the duration of the Apollo ESOP 2024, with each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up equity share

in the Company of the face value of ₹ 5/- (Rupees Five only) each at such price or prices neither less than the face value of the share nor more than the fair market value of the share on the Date of Grant, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the terms of Apollo ESOP 2024 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with Apollo ESOP 2024 and such Equity Shares shall rank pari - passu in all respects with the then existing Equity Shares of the Company”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under Apollo ESOP 2024 on the Stock Exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws”.

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division and others, if any additional Equity Shares are issued by the Company to the Shareholders, the Ceiling of 2,156,770 Options of Equity Shares shall be deemed to be increased in the proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment”.

**“RESOLVED FURTHER THAT** in case the Equity Shares are either sub-divided or consolidated, then the number of Equity Shares to be transferred on exercise of Stock Options and the Exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under the Apollo ESOP 2024”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate to the Compensation Committee, the authority to devise, formulate, evolve, decide upon, and bring into effect Apollo ESOP 2024 as per the terms approved in this resolution read with the Statement annexed to this Notice and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate Apollo ESOP 2024, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing at that time”.

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Apollo ESOP 2024”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the Shareholders of the Company to the end and intent that the Shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Apollo ESOP 2024 and to take all such steps and do all acts as may be incidental or ancillary thereto”.

## **ITEM NO.7:**

**Extension of benefits of Apollo Hospitals Enterprise Limited Employee Stock Option Plan 2024 to the Eligible Employees of the subsidiary companies, associate companies, joint ventures and group companies of the Company:**

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

**“RESOLVED THAT** in accordance with the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with rules framed thereunder and the Securities and Exchange Board of India (“SEBI”) (Share Based Employee Benefits and Sweat Equity) Regulations, 2011 (“SBEB Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines issued by SEBI, the Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), any rules, guidelines and regulations issued by the Reserve Bank of India or any other regulatory or governmental authority and any other applicable laws for the time being in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Compensation Committee constituted by the Board or any other Committee which the Board may constitute to act as the “Compensation Committee” under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded to grant, vest and allot, from time to time and in one or more tranches, Options under the ‘Apollo Hospitals Enterprise Limited Employee Stock Option Plan 2024’ (“Apollo ESOP 2024”), to or to the benefit of such person(s) who are permanent employees of subsidiary companies, associate companies, joint ventures and group companies of the Company, whether working in India or outside India, and / or to the Directors of the subsidiary companies, associate companies, joint ventures and group companies, whether whole-time or not but excluding Independent Director(s) of the subsidiary companies, associate companies, joint ventures and group companies and to such other persons as may be decided by the Board and / or permitted under SBEB Regulations (hereinafter referred to as “Eligible Employees”) but does not include an employee who is a Promoter or person belonging to the Promoter group or a Director(s) who either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding Equity Shares of the Company, to the intent that the number of Options offered under Apollo ESOP 2024 to the Eligible Employees of the subsidiary companies, associate companies, joint ventures and group companies shall be subsumed in the aggregate limit of 2,156,770 Options not exceeding 1.50% of the outstanding Equity Shares (“Ceiling”) of the face value of ₹ 5/- (Rupees Five only) each, such price or prices neither less than the face value of the share nor more than the fair market value of the share on the Date of Grant, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the terms of Apollo ESOP 2024 and in due compliance with the SBEB Regulations and other applicable laws, rules and regulations”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to offer, issue and allot Equity Shares upon exercise of Options from time to time in accordance with Apollo ESOP 2024 and such Equity Shares shall rank pari - passu in all respects with the then existing Equity Shares of the Company”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take requisite steps for listing of the equity shares allotted under Apollo ESOP 2024 on the Stock Exchanges where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws”.

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division and others, if any additional Equity Shares are issued by the Company to the Shareholders, the Ceiling of 2,156,770 Options of Equity Shares shall be deemed to be increased in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment”.

**“RESOLVED FURTHER THAT** in case the Equity Shares are either sub-divided or consolidated, then the number of Equity Shares to be transferred on exercise of Stock Options and the Exercise price of Stock Options shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of ₹ 5/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the employees who have been granted Stock Options under Apollo ESOP 2024”.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate to the Compensation Committee, the authority to devise, formulate, evolve, decide upon and bring into effect Apollo ESOP 2024 as per the terms approved in this resolution read with

the Statement annexed to this Notice and at any time to modify, alter or amend the said terms or suspend, withdraw or terminate Apollo ESOP 2024, subject to compliance with the SBEB Regulations and other applicable laws, rules and regulations, as may be prevailing at that time”.

“**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to Apollo ESOP 2024”.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem fit, for the aforesaid purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard at any stage, without being required to seek any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and further to execute all such deeds, documents, writings and to give such directions and / or instructions as may be necessary, proper or expedient to give effect to any modification, alteration, amendment, suspension, withdrawal or termination of Apollo ESOP 2024 and to take all such steps and do all acts as may be incidental or ancillary thereto”.

## **ITEM NO. 8:**

### **Ratification of the Remuneration Payable to the Cost Auditor:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148(3) 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), the remuneration payable to M/s. A.N. Raman & Associates, Cost Accountants, Chennai (Firm Registration No. 102111), appointed by the Board of Directors on the recommendation of the Audit Committee, as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, amounting to ₹ 1.65 million plus statutory levies as applicable, excluding out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified”.

“**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 : August 3, 2024

## NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (**"the Act"**) relating to special business to be transacted at the 43rd Annual General Meeting (**"AGM"**), is annexed to the Notice.
2. The Ministry of Corporate Affairs, Government of India (**"MCA"**) vide its General Circular Nos. 20/2020, 10/2022 and 9/2023 dated 5th May 2020, 28th December 2022 and 25th September 2023, respectively, and other circulars issued in this respect (**"MCA Circulars"**) allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (**"VC/ OAVM"**) facility on or before 30th September 2024, in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (**"SEBI"**) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated Oct 7, 2023 (**"SEBI Circular"**) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**). In compliance with these Circulars, applicable provisions of the Act and the Listing Regulations, the AGM of the Company is being held through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 43rd AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of Section 105 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 43rd 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 43rd AGM and hence the proxy form and attendance slip are not annexed to this Notice.
4. Members attending the 43rd AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. In compliance with the aforesaid circulars issued by MCA and SEBI, notice of the 43rd AGM along with the Annual Report 2023-2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company or Depository Participants.
6. The Notice of the 43rd AGM along with Annual Report for the financial year 2023-2024 can be accessed on the website of the Company at [www.apollohospitals.com](http://www.apollohospitals.com) and also from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. The Board of Directors at its Meeting held on February 8, 2024 declared an Interim Dividend of ₹ 6/- per equity share of face value of ₹ 5/- each, (120%) on the paid up equity capital of the Company for the financial year 2023-2024.  
  
The Interim Dividend on equity shares of the Company as declared by the Board of Directors was paid on March 1, 2024 to the Company's equity shareholders whose names appeared in the Company's Register of Members or as beneficial owners in the records of National Securities Depository Limited (**"NSDL"**) and the Central Depository Services (India) Limited (**"CDSL"**), as on February 20, 2024.
8. The Company has fixed **Saturday, August 17, 2024** as the **"Record Date"** for determining entitlement of Members to final dividend for the financial year ended March 31, 2024, if approved at the 43rd AGM.
9. Subject to the provision of the Companies Act, 2013 the final dividend of ₹ 10/- per share of face value of ₹ 5/- each for the financial year ended March, 31 2024, aggregating to ₹ 1,437.85 million, as recommended by the Board of Directors, if declared at the 43rd AGM will be paid on or from September 9, 2024 as under:
  - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the NSDL and CDSL, collectively "Depositories", as of end of the day on Saturday, August 17, 2024.

- b) To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on Saturday, August 17, 2024

The dividend will be paid to the members after deduction of applicable tax at source, as per the Finance Act, 2020.

10. The total dividend for the financial year, including the proposed final dividend, amounts to ₹ 16/- per equity share and will aggregate to ₹ 2,300.55 million.
11. In terms of the provisions of Section 152 of the Act, Smt. Preetha Reddy, (DIN:00001871), Director retires by rotation at this Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company recommended her re-appointment.
- Smt. Preetha Reddy, (DIN:00001871) is interested in Item No.3 of the Notice with regard to her re-appointment. Dr. Prathap C Reddy, Smt. Suneeta Reddy, Smt. Sangita Reddy, Executive Directors, and Smt. Shobana Kamineni Non-Executive Non-Independent Director being related to Smt. Preetha Reddy 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.
12. Details as required under sub-regulation(3) of Regulation 36 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS - 2) issued by The Institute of Company Secretaries of India, in respect of the Directors seeking appointment/ re-appointment at the AGM, forms an integral part of this notice. Directors seeking appointment/re-appointment have furnished requisite declarations under Section 164(2) and other applicable provisions of the Act including rules framed thereunder.
13. 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.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements on which the directors are interested under Section 189 of the Companies Act, 2013 shall be made available electronically at the AGM. During the AGM, members may access the scanned copy of these documents, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.
15. 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.

Furthermore, the IEPF Rules mandate Companies to transfer shares of shareholders whose dividend amounts remain unpaid/ unclaimed for a period of 7 consecutive years to the demat account of the IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of the Court, Tribunal or Statutory Authority, restraining any transfer of shares.

**The details of the unclaimed dividends and shares transferred to IEPF during FY 2023-2024 are as follows:**

Financial Year	Date of Declaration of Dividend	Amount of Unclaimed Dividend Transferred (₹ in million)	No. of shares transferred
2015-2016	15th March 2016	4.79	32,790

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](http://www.apollohospitals.com).



16. 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](http://www.iepf.gov.in).
17. Members who have not encashed the dividend for the financial year 2017-2018 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 IEPF is given below:-

Financial Year Ended	Date of Declaration of Dividend	Due date for transferring Unclaimed Dividend to IEPF
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
31-03-2022	25-08-2022	30-10-2029
31-03-2023 (Interim)	14-02-2023	22-03-2030
31-03-2023 (Final)	30-08-2023	06-10-2030
31-03-2024 (Interim)	08-02-2024	16-03-2031

18. 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, (RTA) in case the shares are held by them in physical form. The registered e-mail addresses will be used for sending future communications, electronically.
19. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
- For shares held in electronic form: to their Depository Participants (DPs)
  - For shares held in physical form: to the Company/ Registrar and Transfer Agents (RTA) in prescribed Form ISR-1 and other forms pursuant to SEBI Circulars dated March 16, 2023 and November 17 2023.

Members may please note that as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated 3rd November, 2021 as amended from time to time, the latest being SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated 17th November, 2023, Members, who hold shares in physical form and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode with effect from 1st April, 2024. Accordingly, payment of final dividend, subject to approval by the Members in the AGM, shall be paid to physical holders only after the above details are updated in their folios.

In compliance with SEBI guidelines, the Company had sent a communication intimating about the submission of above details to all the Members holding shares in physical form

20. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard
21. 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 Private Limited at <https://www.integratedregistry.in/> It may be noted that any service request can be processed only after the folio is KYC Compliant.
22. Members may please note that SEBI vide Circular no. SEBI/HO/OIAE/ OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on 4 August 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal.
23. 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.
24. 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.
25. Members are requested to quote ledger folio numbers in all their correspondences.
26. 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 [einward@integratedindia.in](mailto:einward@integratedindia.in) by 5.00 p.m IST on August 28, 2024. Members 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 [einward@integratedindia.in](mailto:einward@integratedindia.in). The aforesaid declarations and documents need to be submitted by the shareholders within 5.00 p.m. IST by August 28, 2024 If the requisite documents are not submitted tax would be deducted as per the provisions of the Income Tax Act, 1961.

27. Process for registration of email id for obtaining Annual Report and user ID/password for e-voting

Physical Holding	<p>Send a request to the Registrar and Transfer Agents of the Company, Integrated Registry Management Services Private Limited at einward@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, aadhar card etc) for registering email address.</p> <p>Following additional details need to be provided in case of updating bank account details:</p>
	<p>a) Name and Branch of the Bank in which you wish to receive the dividend</p> <p>b) Bank Account type</p> <p>c) Bank Account Number</p> <p>d) 9-digit MICR Number and</p> <p>e) 11-digit IFSC</p> <p>f) Scanned copy of the cancelled cheque</p>
Demat Holding	<p>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.</p>

28. Instructions for e-voting and joining the AGM are as follows:

A. Voting through Electronic Means:

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to “e-voting Facility Provided by Listed Entities”, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Tuesday, August 27, 2024 (9:00 a.m. IST) and ends on Thursday, August 29, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 23, 2024 i.e. cut-off date, may cast their vote electronically. A person who is not a member as on the cut-off date is requested to treat this Notice for information purpose only.
 

The e-voting module shall be disabled by NSDL for voting thereafter. Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from August 27, 2024 to August 29, 2024 or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- iii. 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 on such resolution again.
- iv. The details of the process and manner for remote e-voting are explained herein below: The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-voting system**

**Step 2: Cast your vote electronically on NSDL e-voting system.**




Details on Step 1 are mentioned below :

i. **Login method for remote e-voting and joining the virtual meeting for individual shareholders holding securities in dematerialized mode**

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility

Login method for individual shareholders holding securities in dematerialized mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialized mode with NSDL.	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps</p> <ol style="list-style-type: none"><li>1. Visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile.</li><li>2. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</li><li>3. 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.</li><li>4. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</li><li>5. 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 &amp; voting during the meeting.</li></ol> <p><b>If you are not registered follow the below steps.</b></p> <ol style="list-style-type: none"><li>a) option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li><li>b) Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>c) Please follow steps given in points 1-5</li></ol>

	<p><b>B. Visit the e-Voting website of NSDL.</b></p> <ol style="list-style-type: none"> <li>1. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>3. 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.</li> <li>4. 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 &amp; voting during the meeting.</li> </ol> <p><b>C. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</b></p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> 
<p><b>Individual Shareholders holding securities in dematerialized mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) login through their depository participants</b></p>	<ol style="list-style-type: none"> <li>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>2. Once logged-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.</li> </ol>
	<ol style="list-style-type: none"> <li>3. 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 &amp; voting during the meeting.</li> </ol>

**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
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at +91 22 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800-21-09911

**ii. 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 clicking the 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, Password/OTP and a verification code as shown on the screen.
4. 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 login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.

**5. 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***

**6. 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 by NSDL. 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 e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com). Open the e-mail 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) In case you have not registered your e-mail address with the Company/Depository, please follow instructions mentioned below in process for those shareholders whose email IDs are not registered.

**7. 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](http://www.evoting.nsdl.com).
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, PAN, name and registered address.
  - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL.
8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on "Login" button.
10. After you click on the "Login" button, home page of e-voting will open.

**Details on Step 2 are given below:**

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 and general meeting is in active status.
2. Select "EVEN" of Company, which is (**EVEN - 129629**) 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 or 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 and you will receive a confirmation by way of a SMS on your registered mobile number.
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 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) 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. The 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.

**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 meeting, can contact NSDL on [evoting@nsdl.com](mailto:evoting@nsdl.com) +91 22 48867000 or contact Mr. Amit Vishal, Deputy Vice President – NSDL at [amitv@nsdl.com](mailto:amitv@nsdl.com).
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](mailto:companysecretary@apollohospitals.com) from 25th August 2024 (9:00 a.m. IST) to 26th August 2024 (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](mailto:companysecretary@apollohospitals.com). The same will be replied by the company suitably.

### **29. General Guidelines for shareholders**

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](mailto:lakshmmi6@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). 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.

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](http://www.evoting.nsdl.com) to reset the password.

In case of any queries related to e-voting, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on +91 22 48867000 and +91 22 24997000 or send the request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com).

### **30. Other Instructions**

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 43rd 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](http://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.
31. 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](mailto:companysecretary@apollohospitals.com).
  32. 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:**

Dr. Prathap C. Reddy, the visionary founder of Apollo Hospitals, has served as the Company's Chairman since its inception. Under his remarkable leadership, Apollo Hospitals has experienced phenomenal growth. Today, it is not only recognized as one of Asia's leading healthcare service providers, but also stands tall as a constituent of the prestigious NIFTY 50 Index, signifying its position among India's largest companies. This impressive trajectory is a testament to Dr. Reddy's dedication and strategic direction. Further solidifying his leadership, a recent recognition by Business World magazine placed Apollo Hospitals among the top 5 most respected companies within the top 20 of India.

Given this exceptional track record and ongoing commitment to excellence, the Board of Directors strongly endorse the re-nomination of Dr. Prathap C. Reddy as Chairman for a further period of two years up to June 24, 2026.

### **Apollo Hospitals' journey**

The Group, with its network of over 10,000 beds across 73 hospitals in culturally diverse locations in India, employs over 7,000 top-class clinicians. It is one of the largest hospital groups in the world, consistently ranked among the best for advanced medical services. These hospitals have served over 150 million patients from 140 countries, with eight receiving the prestigious JCI accreditation.

Dr. Prathap C. Reddy's vision extended beyond hospitals, aiming to create an integrated ecosystem of care. Under his dynamic leadership, the Apollo Hospitals Group has established around 6,000 pharmacies, 2,500 retail touchpoints, and over 33 million registered users on the digital platform Apollo 24/7.

The Apollo Group, initially identified as a healthcare provider, is now a leading provider of comprehensive healthcare solutions, including next-generation healthcare IT services. These efforts have helped establish a modern healthcare network through both in-house and outreach services, reaching millions of people.

Shareholders wealth has increased at a compounded average annual growth rate ("CAGR") of 40% over the last 5 years as compared to 16% CAGR for the Nifty 50 index.

ROCE on a consolidated basis (without reckoning for Capital WIP) increased from 18% in FY 23 to 20% in FY 24

Return on Equity on a consolidated basis (without reckoning for AHL where the digital healthcare platform business is still in the start up phase ) increased from 14.9% in FY 22 to 17.7% in FY 24.

Consolidated EBITDA increased by 17% in FY 24 as compared to FY 23

### **Rationale for Re-Nomination**

Throughout its 40 year journey, Apollo Hospitals has been a pioneer and leader, shaping and defining Indian healthcare every step of the way. At the helm of this remarkable journey has been Dr Prathap C Reddy, who has been the visionary and innovator-in-chief. His achievements and contribution to Apollo Hospitals in over 40 years – through economic contractions, political and geopolitical instability, pandemic, and more have been pathbreaking and transformational.

He has kept Clinical Excellence at the core of Apollo Hospitals, and has continuously raised the bar for clinical standards in the country. The company's investment in Proton Therapy, the first-of-its-kind in South-East Asia is a recent example of how patient needs and clinical outcomes have always been prioritized. Apollo Hospitals continues to innovate with CAR-T therapy, Precision Oncology, Mitra Clip implantations and many more initiatives aimed at bringing the best possible care to the patient.

He has also put Preventive Healthcare high on the list of strategic imperatives for the company. He has focused the country's attention on the burden of Non-Communicable diseases, and has enabled national focus to be on screening and preventive health, as important actions for building a healthy nation.

Today, Apollo Hospitals stands at the cusp of its readiness for the future – a strong pipeline of young clinical talent has been brought on board, new clinical programs are being scaled, and technology and AI are being harnessed strongly. The company has announced an expansion of 2,000 beds in marquee locations across India at a proposed cost of Rs 30 billion over the next 3 years. Alongside, the merger of Keimed Private Limited and the capital injection from Advent will accelerate growth within Apollo HealthCo Limited and strengthen the digital platform.

During this period of strategic transformation and movement across all business verticals, which will bring the eco-system together in a definitive way, the NRC and the Board deems Dr Prathap C Reddy's vision, wisdom and oversight experience invaluable in order to cement Apollo Hospitals' leadership position and are of the opinion that it would be in the interest of the Company to re-appoint him as Executive Chairman for a period of two years with effect from June 25, 2024 to ensure the Company navigates this transitional period responsibly and conscientiously, delivering the promised benefits to all its stakeholders.

Dr. Prathap C. Reddy has devoted his full time to the Company since its inception. Since 1997, the members have approved his remuneration for five-year terms, with the most recent approval granted at the Annual General Meeting on August 25, 2022, with close to 95% shareholder support. This approval covered a period of two years, ending on June 24, 2024

According to the Companies Act, 2013, a whole-time director can be appointed for a tenure not exceeding five years at a time. Therefore, It is proposed to re-appoint Dr. Prathap C. Reddy as a Whole-time director designated as Executive Chairman for a period not exceeding two years.

In re-appointing Dr. Prathap C. Reddy as the Executive Chairman, the Nomination and Remuneration Committee consisting entirely of Independent Directors has carefully considered his expertise, background, experience, and substantial contributions during his tenure with the Company.

### **Dr. Prathap C. Reddy's Profile**

Dr. Prathap C. Reddy holds a Bachelor's degree in Medicine and Surgery from Stanley Medical College, Madras, India, and is a Fellow of the Royal College of Surgeons, Edinburgh, United Kingdom. He practiced as a cardiologist in the USA before founding Apollo Hospitals, embarking on an extraordinary journey that revolutionized healthcare and pioneered the private healthcare industry in India. Over the past 50 years, Dr. Reddy's work in Indian healthcare has been driven by a strong sense of purpose-ensuring health and happiness for all.

Dr. Reddy is also passionate about a holistic approach to community development. The Total Health Foundation, an innovative population health model in Aragonda, Andhra Pradesh, aims to uplift individuals physically, mentally, emotionally, financially, and spiritually, building inclusive communities. The program's impressive results have been documented by prestigious institutions like the Harvard School of Public Health.

### **Awards and Recognitions**

Dr. Prathap C. Reddy has received numerous accolades in recognition of his outstanding contributions to healthcare. The Government of India bestowed upon him the Padma Bhushan in 1991 and the Padma Vibhushan, the country's second highest civilian award, in 2010, for his transformative impact on the Indian healthcare industry.

Beyond these national honors, Dr. Reddy has been recognized globally. He was named Citizen of the Year by Mother Teresa in 1993-94 and received the Sir Nilrattan Sircar Memorial Oration Award for medical excellence in 1998 by the Journal of the Indian Medical Association. Business India magazine also included him in their list of fifty most influential personalities who shaped India in its first fifty years since independence.

In 2022, Dr. Reddy was conferred the Lifetime Achievement Award by Forbes India, The Economic Times, and Business Standard for his pioneering work in transforming India's healthcare landscape. The Government of India further acknowledged Apollo Hospitals Group's monumental contributions by issuing a commemorative stamp, a rare honour for a healthcare organization.

The principal terms and conditions of Dr. Prathap C Reddy's re-appointment as the Executive Chairman are as follows:

1. **Period of Re-appointment:** Two years, with effect from June 25, 2024 up to June 24, 2026
2. **Duties:** As Executive Chairman, Dr Prathap C Reddy shall devote his whole time and attention to the business of the Company, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.
3. **Remuneration:**
  - A. **Fixed Pay:** ₹ 85.00 million per annum which will remain unchanged during the tenure of his re-appointment. The Fixed Pay increase of 6% for the Executive Chairman for FY 2024 was in line with the 9% increase in average employee pay.
  - B. **Variable Pay:** Variable Pay would be a maximum of 67.50% of fixed pay and linked to the performance of the Company, payable based on evaluation of performance based solely on financial and quantitative criteria - the Company's Actual Operating Profit achievement.
  - C. **Commission:** The Executive Chairman is eligible for a commission of up to 1% of the net profits before tax of the Company subject to a maximum monetary limit of ₹ 75 million per annum. This will be determined by the NRC based on a review of the Executive Chairman's achievement linked to defined qualitative parameters which are explained in the Annual Report.
  - D. **Insurance:** The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.

4. **Overall Remuneration:**

The aggregate of the remuneration as set out above, payable to Dr. Prathap C Reddy in any financial year shall not exceed the limits prescribed from time to time under sections 196, 197 of the Act read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) and enactment(s) thereof for the time being in force) and also 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 re-appointment.

Overall Executive Directors Remuneration including the Executive Chairman's pay as a % of Standalone Profits has been witnessing a moderating trend over the past three years. Executive Directors Pay as a % of Consolidated Profits before tax (without reckoning for the initial start up related costs of Apollo 24x7 which is in the digital healthcare space) has also been witnessing a moderating trend.

5. Dr. Prathap C Reddy shall not be entitled to any sitting fees for attending meetings of the Board or Committees thereof and any stock-based incentive schemes
6. Dr. Prathap C Reddy has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.
7. Dr. Prathap C Reddy, pursuant to Section 152 of the Act, has given his consent to act as a Director of the Company, subject to the approval of the Members.
8. Dr. Prathap C Reddy satisfies all the conditions set out in Part I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for his re-appointment. In terms of Section 164 of the Act, he is not disqualified from being re-appointed as Director;

The Board recommends the Special Resolution as set out under Item No. 4 of the accompanying Notice in relation to the re-appointment of Dr. Prathap C Reddy as a Wholetime Director designated as Executive Chairman w.e.f June 25, 2024 up to June 24, 2026 for approval of the Members pursuant to the provisions of Sections 196 and 197 of the Company Act, 2013 read with Schedule V of the Act and SEBI Listing Regulations.

The above may be treated as a written memorandum setting out the terms of re-appointment of Dr. Prathap C Reddy under Section 190 of the Act.

Except Smt. Preetha Reddy, Smt. Suneeta Reddy, Smt.Sangita Reddy and Smt.Shobana Kamineni, 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.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

### **ITEM NO.5:**

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). The Company had earlier issued Non Convertible Debentures for a sum of ₹ 1,050 million for a term of 13 months which were since repaid in January 2024.

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. 5 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.5 of the accompanying Notice for approval of 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.5 of the Notice.

### **ITEM NO. 6 & 7:**

Stock Options in the hands of the employees have long been recognised as an effective instrument to align the interests of the employees with that of the Company and its Shareholders, providing an opportunity for the employees to share in the growth of the Company and to create wealth in the hands of the employees.

Accordingly, following feedback from its stakeholders (including its shareholders), the Company intends to introduce an incentive plan to attract, retain, reward and create a sense of ownership and participation amongst the employees and Directors of the Company (except members of the Promoter Group and independent Directors) and its subsidiary companies, associate companies, joint ventures and group companies. Through this plan, the Company envisages to drive high standards of individual performance and consequently enhance the financial performance of the Company and create Shareholder Value.

Towards this end, the Company has proposed to adopt the 'Apollo Hospitals Enterprise Limited Employee Stock Option Plan 2024' (the "Apollo ESOP 2024" or "the Plan"). The Board of Directors of the Company through a resolution dated 3rd August, 2024 approved the broad framework of the Apollo ESOP 2024. The Eligible Employees shall be granted Employee Stock Options ("Options") which will be exercisable into Equity Shares of ₹ 5/- each of the Company (the "Equity Shares") upon such terms and conditions as applicable to the Options. The Shareholders are informed that the Company intends to offer not more than 2,156,770 Options not exceeding 1.50% of the outstanding Equity Shares under the Apollo ESOP 2024. This Ceiling will be adjusted for any future bonus issue of shares or stock splits or consolidation of shares and also may further be adjusted at the discretion of the Board for any corporate action(s).

The Apollo ESOP 2024 will be administered by the Compensation Committee ("CC") constituted by the Board pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEBS Regulations"). The Board is responsible for constituting an independent CC for the purpose of administration and implementation of the Plan. The current and existing Nomination and Remuneration Committee (NRC), which is comprised solely of independent Directors, is being designated as the CC by the Board for this purpose.

The approval of Shareholders is being sought for the grant of Stock Options to Eligible Employees of the Company and its subsidiary companies, associate companies, joint ventures, and group companies. Extending awards to employees at subsidiaries and joint ventures fosters a unified corporate culture, aligns their interests with the overall success of Apollo Hospitals, and incentivizes contributions that drive value across the entire group.

The Apollo ESOP 2024 is being formulated in accordance with the SBEBS Regulations. The salient features of Apollo ESOP 2024 and other details as required under section 62(1)(b) of the Act and Regulation 6(2) of SBEBS Regulations, as amended are given below:

Sl. No.	Particulars	Details
1	Brief description of the Apollo ESOP 2024	<p>The Apollo ESOP 2024 has been adopted by the Board of Directors pursuant to a resolution passed at their meeting held on 3rd August, 2024</p> <p>The objects of the Plan are to attract, retain and reward the key employees. This Plan could promote sense of ownership and participation amongst the key employees. This Plan is envisaged to help the Company to attract and appropriately motivate the key employees who would in turn, create shareholder value creation over the long term.</p> <p>The Company would also encourage participation amongst the employees of the company's subsidiaries, and associate entities including joint ventures and group companies, as applicable. Such motivated employees could enhance the performance of the Company and consequently, drive and enhance value for the Company and its shareholders. Extending awards to employees at subsidiaries and joint ventures fosters a unified corporate culture, aligns their interests with the overall success of Apollo Hospitals, and incentivizes contributions that drive value across the entire organization.</p> <p>This broad based Plan envisages to cover key employees of the Company, its subsidiaries, associate entities including joint ventures and group companies, who would be responsible to drive business to enhance the performance of the Company Shareholder value. Members belonging to the Promoter Family, Non-executive directors and Consultants are excluded from this Plan.</p>

Sl. No.	Particulars	Details
		<p>The Plan endeavours to incentivize employees for performance through these awards as performance measures will be considered to determine the grant and vesting of awards, as assessed by the CC. These performance measures may include financial metrics, operational targets, and/or individual objectives, aligning with the Company's strategic goals and shareholder interests. The variety of measures is considered necessary to allow for flexibility in choosing relevant measures for individuals, while adapting to the dynamic business environment and market conditions. Benefits under this Plan are linked to performance of Eligible Employees only and no fixed compensation is envisaged to be administered through this Plan. While performing employees would be benefitted under the Plan, the benefits for underperforming employees could also partially/ fully lapse. Such performance evaluation would be monitored on an annual basis, thus mitigating the risk to pay for failure.</p> <p>The Compensation Committee (CC) nominated by the Board shall independently administer the Apollo ESOP 2024. All questions of interpretation of the Apollo ESOP 2024 shall be determined by the CC and such determination shall be final and binding upon all persons having an interest in the Apollo ESOP 2024.</p>
2	Total number of stock options to be granted	<p>It is proposed to grant options up to 2,156,770 Options (not exceeding 1.50 % of the paid up capital as on 31 March 2024) in one or more tranches. Each option entitles the option holder to one equity share of the company.</p> <p>The SBEB Regulations require that in case of any corporate action such as rights issue, bonus issue, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the CC shall adjust the number/shares and/or exercise price of the Options granted in such a manner that the total value of the Options granted under Apollo ESOP 2024 remain the same after any such corporate action keeping the life of the Options intact.</p>
3	Identification of classes of employees entitled to participate in Apollo ESOP 2024 and be beneficiaries in the Plan	<p>The CC shall, from time to time, determine the criteria to ascertain the employees eligible for benefits under the Plan. Such criteria could illustratively include behavior of the employee, longevity, performance, criticality of the job, availability of the talent, last drawn compensation, etc.</p> <p>The CC may vary or modify such criteria from time to time.</p>
4	Requirements of vesting and period of vesting	<p>An Option granted to an Eligible Employee shall entitle him to apply for the Share on or after the date of Vesting, subject to satisfaction of the vesting conditions specified in the Grant Letter or Annual Operating Plan or such other document as the Board/ CC deem fit. Based on the accomplishment of the vesting conditions, the options may vest either fully or partially to such employee. The CC may amend Vesting period and/ or Vesting conditions.</p> <p>In certain circumstances of non-performance, the granted options could also lapse. Such options that do not qualify for vesting would be included in the pool to incentivize Eligible Employees from time to time.</p> <p>The terms of Vesting in respect of cessation of employment or corporate actions shall be determined by the Board/ CC.</p> <p>Such vested options shall be exercised within the Exercise Period by payment of the Grant Price/ Exercise Price (and applicable taxes) specified in the Grant Letter.</p>

Sl. No.	Particulars	Details
5	Maximum period within which the options shall be vested	<p>This Plan endeavors to enhance Shareholder value by retaining employees and driving performance.</p> <p>This Plan generally envisages a Vesting period of four years from the date of Grant. Based on the vesting / performance conditions outlined by the CC, the granted options would vest, either fully or partially.</p>
6	Grant Price/ Exercise Price or the formula for arriving at the same	The Grant Price/ Exercise Price shall neither be less than the face value of the share nor more than the fair market value of the share on the Date of the Grant.
7	Exercise period and process of exercise	<p>All Vested Options shall be exercised within a period of three years from the date of Vesting, failing which all the Vested Options shall be deemed to be exercised on the last date of the exercise period.</p> <p>The Option grantee may, at any time during the Exercise Period, Exercise the Options by submitting an application to the Company (in the prescribed format) to issue and allot him shares pursuant to the Vested Options, accompanied by payment of an amount equivalent to the Grant Price/ Exercise Price and the applicable taxes in respect of such shares.</p>
8	Appraisal process for Eligible Employees of Apollo ESOP 2024	<p>The Vesting conditions, as determined by the CC from time to time, shall be specified in the Grant Letter and/ or the respective AOP document.</p> <p>The Options so granted shall Vest (partially or fully) on successful adherence of such conditions.</p>
9	Maximum number of options to be offered and issued per employee and in aggregate	<p>The maximum number of options that may be granted to any employee shall be determined by the CC.</p> <p>In case the aggregate number of Options proposed to be granted to any Eligible Employee equals to or exceeds 0.50% of the issued capital of the Company at the time of grant of Options, prior approval of the shareholders by way of a separate resolution shall be obtained.</p>
10	Maximum quantum of benefits to be provided per employee under Apollo ESOP 2024	The Eligible Employees will be entitled to Equity Shares of the Company on exercise of Options as per the terms provided under Apollo ESOP 2024. No benefit other than grant of Options is envisaged under the said plan. Shareholder rights such as Dividends, etc. will be available to the Eligible Employees only after the successful exercise of Options.
11	Whether the scheme is to be implemented and administered directly by the company or through Trust	Apollo ESOP 2024 shall be implemented directly by the Company. The CC so constituted by the Board would independently administer and implement such a Plan.
12	Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both	Apollo ESOP 2024 will involve a new issue of equity shares of the company and will not involve any secondary acquisition.
13	The amount of loan to be provided for implementation of the scheme by the company to the Trust, its tenure, utilization, repayment terms, etc.	Not Applicable



Sl. No.	Particulars	Details
14	Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the scheme.	Not Applicable
15	Statement to the effect that the company shall confirm to the accounting policies and comply with accounting standards	The Company will follow and comply with Accounting Standard IND AS 102 on Share based Payments and/ or any relevant accounting policies and comply with Accounting Standards as may be prescribed by the competent accounting standards authorities from time to time, including the disclosure requirements prescribed therein in due compliance with the requirements of Regulation 15 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.  In addition, the Company shall disclose such details as required under the applicable laws including under other applicable provisions of the said Regulations.
16	The method which the company shall use to value its options at the time of the grant	Options shall be valued at fair market value of the equity share which means the rates available closing price on a recognized stock exchange on which the equity shares of the company are listed on the date immediately prior to the relevant date. If such equity shares are listed on more than one stock exchange, then the closing price on the stock exchange having a higher trading volume shall be considered.  The CC may determine the Grant Price/ Exercise Price to be neither less than the face value of the share nor more than such fair market value of the share on the Date of the Grant.
17	Lock-in period if any	The equity shares issued pursuant to the exercise of options shall not be subject to any lock-in period.
18	Terms & Conditions for buyback, if any, of specified securities covered under the regulations	The CC shall have the absolute authority to vary or modify the terms of the Apollo ESOP 2024 in accordance with the regulations and guidelines prescribed by the Securities and Exchange Board of India, including in terms of the SEBI SBEB Regulations or regulations that may be issued by any appropriate authority, from time to time, unless such variation, modification or alteration is not detrimental to the interest of the employees who have been granted Stock Options under the Apollo ESOP 2024

SBEB Regulations also require separate approval of Shareholders by way of Special Resolution to grant Stock Options to the employees of the company, its subsidiary companies, associate companies, joint ventures and group companies. Accordingly, a separate resolution under Item No. 7 is proposed, to extend the benefits of Apollo ESOP 2024 to the employees of the Company's subsidiaries, associate entities, joint ventures, and group companies, as may be decided by the Board / CC / NRC from time to time, under applicable laws.

A draft copy of the Apollo ESOP 2024 is available for inspection at the Registered Office during office hours on all working days up to the date of the meeting.

The Options to be granted under Apollo ESOP 2024 shall not be treated as an offer or invitation made to the public for subscription of securities of the Company. The Apollo ESOP 2024 conforms to the SBEB Regulations.

The Board recommends special resolutions set out under Item nos. 6 and 7 of the accompanying Notice for approval of the members.

Regulation 6 of the SBEB Regulations requires that any Employee Stock Option Scheme for offering Options to the employees must be approved by the Members by way of a Special Resolution. Accordingly, the resolutions set out as Item Nos. 6 and 7 are being placed for the approval of the Shareholders pursuant to the provisions of the Companies Act, 2013 and Regulation 6 of the SBEB Regulations and all other applicable provisions of law for the time being in force.

As per Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all fees/compensation (including stock options) paid to non-executive Directors, including Independent Directors, shall require the previous approval of Shareholders in General Meeting. Since the Directors of the Company are also eligible for grant of Options (but excluding Promoter, Promoter Group, Independent Directors, and a Director who either himself or through his relative or through anybody corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the Company) resolutions set out in Item Nos.6 and 7 are placed for approval of the Members.

Directors /Key Managerial Personnel of the Company / their relatives who may be granted Options under Apollo ESOP 2024 may be deemed to be concerned or interested in the Special Resolutions set out at in Items Nos. 6 & 7 of this 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, 2025 on a remuneration of ₹ 1.65 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 Companies Act, 2013 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, 2025.

The Board recommends the ordinary resolution set out in Item No. 8 of the accompanying Notice for approval of 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 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 : August 3, 2024

### Details of Directors Seeking Appointment/re-appointment at the Annual General Meeting

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard – 2 on General Meetings) issued by the Institute of Company Secretaries of India).

Name of the Director	Smt. Preetha Reddy	Dr. Prathap C Reddy
Director Identification Number (DIN)	00001871	00003654
Date of Birth & Age	28th October 1957 & 67 years	5th February 1932 & 92 Years
Date of Appointment on Board as Director	3rd February, 1989	5th February 1979
Date of Last Reappointment as Whole Time Director	31st August, 2021	25th June, 2022
Expertise in Specific Functional Areas	Hospitals Operations, Clinical Excellence, Talent Management, Global Marketing, International Business Development	Health Care
Qualification	Bachelor of Science degree from Stella Maris College, Chennai	Bachelor's Degree in Medical and Surgery from Stanley Medical College, Chennai
	Post Graduate Degree in Public Administration	Fellow of the Royal College of Surgeons, Edinburgh
Experience	Smt. Preetha Reddy has over 30 years experience in Healthcare Industry	Dr. Prathap C Reddy has over 50 years experience in the Healthcare Industry.
No. of Equity Shares held in Company	10,43,915	245,464
Number of Meetings of the Board conducted during the year 2023-2024	6	6
Number of Meetings of the Board attended during the year 2023-2024	6	6
Terms and Conditions of Appointment or Reappointment along with details of Remuneration sought to be paid and the Remuneration last drawn	Executive Director liable to retire by rotation	Executive Director liable to retire by rotation
	Remuneration Last Drawn (FY 23-24): ₹ 75.86 million	Remuneration Last Drawn (FY 23-24) : ₹ 184.95 million
List of outside Directorships in Public/Private Companies	<b>Listed Company:</b> 1. Larsen and Toubro Limited, Independent Director	<b>Listed Company:</b> 1. Indraprastha Medical Corporation Limited, Vice Chairman
	<b>Unlisted Public Companies:</b> 1. Apollo Multispeciality Hospitals Limited, Director 2. Imperial Hospital and Research Centre Limited, Director 3. Apollo CVHF Limited, Director 4. Apollo Hospitals International Limited, Director 5. Apollo Clinical Excellence Solutions Limited, Director 6. Indian Hospitals Corporation Limited, Director 7. Apollo Hospitals North Limited, Director	<b>Unlisted Public Companies:</b> 1. Apollo Hospitals International Limited, Chairman 2. Apollo Multispeciality Hospitals Limited, Chairman 3. PCR Investments Limited, Chairman 4. Imperial Hospital and Research Centre Limited, Chairman

Name of the Director	Smt. Preetha Reddy	Dr. Prathap C Reddy
	<p><b>Private Companies:</b></p> <ol style="list-style-type: none"> <li>1. Kerala First Health Services Private Limited, Chairperson</li> <li>2. PPN Power Generating Company Private Limited, Director</li> <li>3. Preetha Investments Private Limited, Director</li> <li>4. AMG Healthcare Destination Private Limited, Director</li> <li>5. Apollo Gleneagles PET-CT Private Limited, Director</li> </ol> <p><b>Section 8 Company:</b></p> <ol style="list-style-type: none"> <li>1. Total Health</li> </ol> <p><b>Foreign Company:</b> Apollo Hospitals UK Limited</p>	<p><b>Private Companies:</b></p> <ol style="list-style-type: none"> <li>1. Apollo Gleneagles PET-CT Private Limited, Chairman</li> <li>2. Sindoori Management Solutions Private Limited (formerly Faber Sindoori Management Services Private Limited), Chairman</li> <li>3. AMG Healthcare Destination Private Limited, Director</li> </ol> <p><b>Section 8 Company:</b></p> <ol style="list-style-type: none"> <li>1. Total Health</li> </ol>
Listed entity from which Director has resigned in last three years	Nil	Nil
Chairman/Member of the Committees of the Board of Directors of the Company	<p><b>Member of:-</b></p> <ol style="list-style-type: none"> <li>1. Corporate Social Responsibility &amp; Sustainability Committee</li> <li>2. Investment Committee</li> <li>3. Stakeholders Relationship Committee</li> <li>4. Risk Management Committee</li> <li>5. Share Transfer Committee</li> </ol>	<p><b>Chairman of:-</b> Corporate Social Responsibility &amp; Sustainability Committee</p>
Chairman/Member of the Committees of Board of Directors of other Companies in which he is a Director	<p><b>Apollo Multispeciality Hospitals Limited -</b></p> <ol style="list-style-type: none"> <li>1. Member of Audit Committee</li> <li>2. Member of Corporate Social Responsibility Committee</li> </ol>	<p><b>Apollo Multispeciality Hospitals Limited -</b> Member of Nomination and Remuneration Committee</p>
	<p><b>Indian Hospitals Corporation Limited –</b></p> <ol style="list-style-type: none"> <li>1. Member of Nomination and Remuneration Committee</li> </ol>	<p><b>PCR Investments Limited</b> Chairman of Risk Management Committee</p>
	<p><b>AMG Healthcare Destination Private Limited -</b></p> <ol style="list-style-type: none"> <li>1. Chairperson of Audit Committee</li> </ol>	
	<p><b>PPN Power Generating Company Private Limited –</b> Chairperson of Corporate Social Responsibility (CSR) Committee</p>	
Relationship with other Directors/Managers/KMP	Daughter of Dr.Prathap C Reddy, Chairman, Sister of Smt. Suneeta Reddy, Managing Director, Smt. Shobana Kamineni, Non Executive Non Independent Director and Smt. Sangita Reddy, Joint Managing Director	Father of Smt. Preetha Reddy, Executive Vice Chairperson, Smt. Suneeta Reddy, Managing Director, Smt. Shobana Kamineni, Non-Executive Non Independent and Smt. Sangita Reddy, Joint Managing Director