

APOLLO HEALTHCO LIMITED

ANNUAL REPORT

2021-22

CORPORATE INFORMATION

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL

Ms. Shobana Kamineni	Chairperson
Ms. Sangita Reddy	Director
Ms. Upasana Konidela	Director
Mr. Adithya Reddy	Director
Mr. C. Sreethar	Director
Mr. V. Subramanian	Director
Mr. Sanjiv Gupta	Chief Financial Officer (w.e.f. May 24,2022)

STATUTORY AUDITORS

M/s. Deloitte Haskins & Sells,
Chartered Accountants
Bengaluru

BANKERS

Axis Bank
Canara Bank
HDFC Bank

REGISTRAR & SHARE TRANSFER AGENT

M/s. Integrated Registry Management Services Private Limited
Chennai

REGISTERED OFFICE

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

CIN

U85110TN2020PLC135839

APOLLO HEALTHCO LIMITED

[CIN: U85110TN2020PLC135839]

Registered Office: No.19, Bishop Gardens, Raja Annamalaipuram,

Chennai – 600 028

Phone: 91 44 2829 1696

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Second Annual General Meeting of the Company will be held on Thursday, August 25, 2022 at 3.30 P.M. at the Registered Office of the Company situated at No.19, Bishop Gardens, Raja Annamalaipuram, Chennai - 600028, to transact the following business:

ORDINARY BUSINESS

Item No.1: Adoption of Financial Statements

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 together with the reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

Item No.2: Re-appointment of Retiring Director

To appoint a Director in place of Ms. Sangita Reddy, who retires by rotation and being eligible, offers herself for re-appointment as a Director, and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Ms. Sangita Reddy (DIN: 00006285), who retires by rotation at this meeting, be and is hereby re-appointed as a Director(s) of the Company, liable to retire by rotation.”

Item No.3: Re-appointment of Retiring Director

To appoint a Director in place of Ms. Upasana Konidela, who retires by rotation and being eligible, offers herself for re-appointment as a Director, and in this regard pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, Ms. Upasana Konidela (DIN: 02781278), who retires by rotation at this meeting, be and is hereby re-appointed as a Director(s) of the Company, liable to retire by rotation.”

Item No.4: Appointment of Statutory Auditors of the Company

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


“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit & Auditors), Rules, 2014, (including any statutory modification(s) or enactment(s) thereof, for the time being in force), the approval of members of the company be is hereby accorded to appoint M/s. Deloitte Haskins & Sells, Chartered Accountants (FRN:008072S) as the Statutory Auditors of the Company, to hold office for a period of 5 (Five) years from the conclusion of this annual general meeting until the conclusion of Seventh Annual General Meeting to be held for the Financial Year 2027, to conduct the audit of Financial Statements of the Company at a remuneration and reimbursement of out of pocket expenses, as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper and necessary, or expedient including filing of forms with any authority to give effect to this resolution and for matters connected therewith or incidental thereto.”

Place: Hyderabad

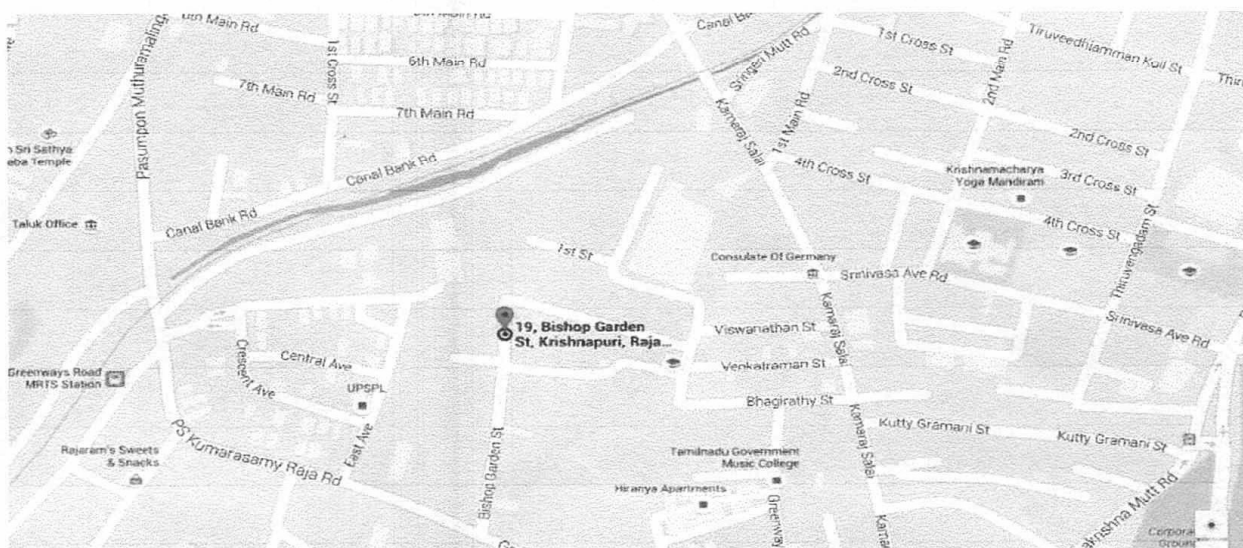
Date: July 30, 2022

By the Order of the Board
For Apollo Healthco Limited


Shobana Kamineni
Chairperson
DIN:00003836

NOTES:

1. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. A Member holding more than ten percent of the total voting rights in the Company may appoint a single person, as Proxy and such person shall not act as a Proxy for any other member. The proxy form should be lodged with the company at least 48 hours before or on day of meeting (in case of meeting held at shorter notice) the scheduled commencement of the meeting. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purpose.
2. Corporate members intending to send their Authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
3. Members desiring any information on the accounts are requested to write to the Company at least 7 days before the meeting or on day of meeting (in case of meeting held at shorter notice), so as to enable the management to keep the information ready.
4. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days except Saturdays and Sundays, up to and including the date of the Annual General Meeting of the Company.
5. Members/Proxies/Authorized Representatives should bring the Attendance Slip sent herewith duly filled in for attending the meeting. Attendance slips and Proxy forms are enclosed to the notice.
6. Route Map showing the directions to reach the venue of the second AGM is as under:



ATTENDANCE SLIP

[CIN: U85110TN2020PLC135839]

Registered Office: No.19, Bishop Gardens, Raja Annamalaipuram,

Chennai – 600 028

Phone: 91 44 2829 1696

Name of the member:

Address of the Member:

Registered Folio No./ DP ID/Client ID/Ben. A/C:

No. of Shares held:

I, certify that, I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the second Annual General Meeting of Apollo Healthco Limited on Thursday, August 25, 2022 at 3.30 P.M. at No. 19, Bishop Gardens, Raja Annamalaipuram, Chennai -600028.

Signature of Member/Proxy present

Note: Members are requested to fill up the attendance slip and hand it over at the venue of the meeting.

PROXY FORM
Form No. MGT-11

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

Name of the Company: APOLLO HEALTHCO LIMITED

CIN: U85110TN2020PLC135839

Registered Office: 19, Bishop Gardens, R A Puram, Chennai, Tamil Nadu- 600028.

Name of the member: _____

Registered Office: _____

Email-id: _____

I/We being a member(s) of [●] shares of face value of INR [10]/- (Indian Rupees [10] only) each the above-named Company, hereby appoint:

1. Name: Mr./Ms. _____

Address: _____

E-mail-id: _____

Signature: _____, or failing him –

2. Name: Mr./Ms. _____,

Address: _____

E-mail-id: _____

Signature: _____, or failing him

Signature: _____,

as my/our proxy to attend and vote for me/us and on my/our behalf at the Second Annual General Meeting of Apollo Healthco Limited on Thursday, August 25, 2022 at 3.30 P.M. at No. 19, Bishop Gardens, Raja Annamalaipuram, Chennai -600028 and at any adjournment thereof in respect of such resolutions as are indicated below:-

S. No.	Resolutions	For	Against
1.	Adoption of Financial Statements		
2.	Re-appointment of Retiring Director		
3.	Re-appointment of Retiring Director		
4.	Appointment of Statutory Auditors of the Company		

Signed this _____ day of __ 2022.

Affix revenue
stamp

Signature of Shareholder

Signature of Proxy holder(s)

Client ID Signature(s) of Member(s)

(1).....

(2).....

(3).....

DIRECTORS' REPORT

Dear Members,

The Board of Directors are pleased to present the 2nd Annual Report of your Company together with the Audited Financial Statements for the Financial Year ended, March 31, 2022.

State of Affairs of the Company

Your Company has become a Wholly Owned Subsidiary of Apollo Hospitals Enterprise Limited (AHEL), on June 23, 2021, pursuant to transfer of 100% of equity shares held by the existing shareholders of the Company in favour of AHEL.

On June 28, 2021 the Company entered into a Business Transfer Agreement ("BTA") with AHEL for acquisition of the undertaking engaged in the business of procurement of pharmaceutical and other wellness products including private label products and wholesaling and supply of such products to pharmacies, including its investment in pharmacy retail business, and development, operation and management of the online platform for digital healthcare owned and operated by AHEL under the branding of "Apollo 24|7" ("the undertaking"), along with all related assets and liabilities including but not limited to employees, contracts (including lease deeds), intellectual property, licenses, permits, consents, approvals, whatsoever, as a going concern on a 'slump sale basis', by the Company from AHEL, for a lump sum consideration of Rs. 1210,00,00,000/- (Rupees One Thousand Two hundred and ten Crores Only) subject to adjustment in accordance with the terms of the Business Transfer Agreement between the Company and AHEL.

The acquisition was completed on March 16, 2022, wherein the Company acquired the undertaking from AHEL. In accordance with the Appendix C to IndAS 103, 'Business Combinations', the acquisition of the undertaking being a common control transaction (transaction between holding and subsidiary company), is accounted for at carrying values, and the financial information has been drawn up with effect from June 23, 2021, being date on which the company became a subsidiary of AHEL.

Financial Highlights

in INR

Particulars	Standalone		Consolidated	
	Year ended March 31, 2022 (INR)	Year ended March 31, 2021 (INR)	Year ended March 31, 2022 (INR)	Year ended March 31, 2021 (INR)
Revenue from Business Operations	38,48,98,03,301	-	38,48,98,03,301	N.A.
Other Income	95,92,877	-	95,92,877	N.A.
Total Revenue	38,49,93,96,178	-	38,49,93,96,178	N.A.
Total Expenses	37,75,75,18,600	2,01,217	37,75,75,18,600	N.A.
Share of Profit/(Loss) from Associates	N.A.	N.A.	(8,15,06,813)	N.A.
Profit/(Loss) before Tax	74,18,77,578	(2,01,217)	66,03,70,765	N.A.
Less :Tax (Current & Deferred)	(2,06,40,706)	(7,048)	(2,06,40,706)	N.A.
Net Profit/Loss after Tax	76,25,18,284	(1,94,169)	68,10,11,471	N.A.
Other Comprehensive Income	-	-	(1,55,40,637)	N.A.
Total Other Comprehensive Income/(Loss) for the year	76,25,18,284	(1,94,169)	66,54,70,834	N.A.
Total Profit as % of Total Revenue	1.98%	-	1.73%	N.A.
Earnings per share (Basic)	10,893	(3)	9,729	N.A.
Earnings per Share (Diluted)	10,893	(3)	9,729	N.A.

Note: The above figures are extracted from the Financial Statements

Material changes and commitments or change in nature of business

There have been no material changes and commitments affecting the financial position of the Company or any change in nature of the business, which have occurred between the end of the financial year to which the financial statements relates and the date of this Report.

Share Capital of the Company

The Authorised Share Capital of the Company as on March 31, 2022 is Rs. 25 Lakhs divided into 2,50,000 (Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each. There was no change in the Authorised Capital and Paid up capital of the company during the financial year 2021-22. The Authorised Share Capital of the Company was increased from Rs.25 Lakhs to Rs.25 Crores on May 24, 2022. The Paid Up Share Capital of the Company as on March 31, 2022 is Rs.7 Lakhs divided into 70,000 (Seventy Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each.

a. Issue of Shares

There was no fresh issue of shares made by the Company during the financial year 2021-22. The existing shareholders of the Company infused equity capital of Rs. 9.8 Crores after the closure of the financial year, by way of a Rights Issue on July 12, 2022.

b. Buy back of Securities

There was no Buy back of Securities made by the Company during the financial year 2021-22.

c. Sweat Equity Shares

The Company has not issued any Sweat Equity Shares during the financial year 2021-22.

d. Bonus Shares

No bonus shares were issued during the financial year 2021-22.

e. Employee Stock Option Plan

The Company has not provided any Stock option schemes to the employees during the financial year 2021-22.

Deposits

During the financial year, the Company has neither invited nor accepted or renewed fixed deposits from public in terms of provisions of Section 73 of the Companies Act 2013 read with the Companies (Acceptance of Deposits) Rules 2014.

Registered Office

There was no change in the address of the Registered Office of the Company.

Dividend

The Board of Directors of your Company, after considering holistically the relevant circumstances, have decided that it would be prudent, not to recommend any dividend for the financial year 2021-22.

Transfer to Reserves

The Board of Directors of your company have decided not to transfer any amount to the Reserves for the financial year 2021-22.

Consolidated Financial Statements

In accordance with the Companies Act, 2013 and Ind AS 110 – Consolidated Financial Statements read with Ind AS 28- Investment in Associates, the audited consolidated financial statements form part of the Annual Report.

Companies which have become or ceased to be Subsidiaries, Associates and Joint Ventures

As on March 31, 2022, the Company has no Subsidiary(ies) or Joint Venture company(ies). Pursuant to the Slump Sale taking effect on March 16, 2022, Apollo Medicals Private Limited became an Associate of the Company.

Report on performance and financial position of the Subsidiaries, Associates and Joint Ventures

In terms of proviso to sub section (3) of section 129 of the Act, the salient features of the financial statements of the Associate Company, Apollo Medicals Private Limited are set out in the prescribed Form AOC-1, which forms part of this Report as **Annexure -1**.

Particulars of Loans, Guarantees or Investments under Section 186 of the Companies Act, 2013

The particulars of investments made by the Company during the financial year 2021-22 are disclosed in the financial statements of the Company. The Company has not advanced any loans, provided guarantees or given securities under the provisions of section 186 of the Companies Act, 2013.

Particulars of Contracts or Arrangements with Related Parties

During the year ended March 31, 2022, the Company has entered into contracts/arrangements/transactions with related parties on an arm's length basis which are in the ordinary course of business. The details of the aforesaid Contracts or Arrangements with Related Parties are stated in Form AOC-2 as **Annexure 2** to this Report.

Board of Directors and Key Managerial Personnel

A. Board Composition

Appointment /Resignation of Directors on the Board

During the financial year, Mr. S Obul Reddy and Mr. C. Sreethar were appointed as Directors on June 23, 2021. Mr. V. Subramanian was appointed as a Director of the Company on March 02, 2022.

Further, Mr. S Obul Reddy resigned from the Board on 16th March, 2022.

B. Retirement by Rotation

Pursuant to provision of Section 152 of the Companies Act 2013, Ms. Sangita Reddy and Ms. Upasana Konidela, retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

C. Key Managerial Personnel

The Company was not required to appoint any Key Managerial Personnel during the financial year 2021-22. However, Mr. Sanjiv Gupta was appointed as Chief Financial Officer of the Company on May 24, 2022.

Meetings of the Board

During the Financial Year 2021-22, the Board met seven times. The meetings of the Board were held periodically as per the provisions prescribed under section 173(1) of the Companies Act, 2013.

Directors' Responsibility Statement

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge hereby state and confirm: -

- (i) that in the preparation of the annual financial statements for the year ended March 31, 2022, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;
- (ii) that such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of the affairs of the Company as at March 31, 2022 and of the profit of the Company for the year ended on that date;

- (iii) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Annual Financial Statements for the financial year ended March 31, 2022 have been prepared on a going-concern basis;
- (v) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

Details of Internal Financial control with reference to the Financial Statements

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Board of Directors has laid down internal financial controls to be followed by the Company and the policies and procedures to be adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

Statement concerning the Development and Implementation of Risk Management Policy of the Company

The Board of Directors of the Company are responsible for management of risk. The Board of Directors ensure the assessment and minimization of risks from time to time. As risks cannot be completely eliminated, adequate actions are taken to mitigate areas of significant risks. In the opinion of the Board, there are no significant risks that may threaten the existence of the Company.

Statement on compliance of Secretarial Standards

The Company has complied with the Secretarial Standards on meetings of the Board of Directors and general meetings issued by the Institute of Company Secretaries of India.

Technology Absorption and Conservation of Energy

The operations of the company are not energy-intensive. However, significant measures are taken to reduce energy consumption by using energy-efficient computers and purchasing energy-efficient equipment.

Prevention of Sexual Harassment at Workplace

Your Company is committed to provide a healthy environment to all its employees and thus has zero tolerance on any discrimination and/or harassment in any form. The Company has in place a Prevention of Sexual Harassment (POSH) policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee ("Committee" or "ICC") has been constituted where complaint can be made by the aggrieved employees. During the Financial Year ended March 31, 2022, no cases were reported by the employees under the policy.

Foreign Exchange Earnings and Outgo

Foreign Exchange inflow or outflow during the financial year ended March 31, 2022.

Particulars	As on March 31, 2022	As on March 31, 2021
Foreign Exchange inflow/earning	0	0
Foreign Exchange outgo	5,59,73,694	0

Statutory Auditors

M/s. Karra & Co., Chartered Accountants (FRN: 001749S) were appointed as the Statutory Auditors of the Company for a period of 5 years at the 1st Annual General Meeting held on November 05, 2021 to hold office till the 6th Annual General Meeting of the Company. However, M/s. Karra & Co, resigned as the Statutory Auditors vide their letter dated February 26, 2022, before the expiry of their tenure, owing to their professional commitments, resulting in a casual vacancy in the place of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

M/s. Deloitte Haskins & Sells, Chartered Accountants, (FRN:001749S), were appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Karra & Co., Chartered Accountants by the Members at their Extraordinary General Meeting held on March 16, 2022. The Board now recommends the appointment of M/s Deloitte Haskins & Sells, Chartered Accountants (FRN:001749S) for approval by the shareholders in the ensuing Annual General Meeting for a period of 5 (Five) years from the conclusion of ensuring Annual General Meeting until the conclusion of the Seventh Annual General Meeting, to be held for the Financial year 2027.

Explanations or comments on qualifications, reservations or adverse remarks or disclaimers made by the Auditors of the Company

The Auditors have audited the financial statements of the Company for the financial year under review. The Statutory Auditors report read along with relevant notes to accounts are self-explanatory and therefore, do not require any further explanation. There are no qualifications or reservations or adverse remarks or disclaimers given by Statutory Auditors' of the Company and therefore do not call for any comments under Section 134 of the Companies Act, 2013.

Reporting of Frauds by Auditors

During the year under review, the Statutory Auditors have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013, details of which needs to be mentioned in this Report.

Annual Return

In terms of section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014, the Annual Return of the Company for the financial year 2021-22 will be posted on the website of the Company at www.apollo247.com within 30 days of the Annual General Meeting of the Company.

Details of Significant and Material Orders passed by Regulator/Courts/Tribunals impacting the going concern status and Company's Operations in future

During the year, there were no significant and material orders passed by the regulators, courts or tribunals, which impacts the going concern status of the Company.

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016.
- There was no instance of onetime settlement with any Bank or Financial Institution.

Provisions of Companies Act, 2013 not applicable to the Company during the financial year 2021-22

The following provisions of the Companies Act, 2013 were not applicable to the Company during the financial year 2021-22 as the Company did not fulfill the criteria as stipulated under the Act –

- a. Transfer of amounts to Investor Education & Protection Fund as per section 125 of the Companies Act, 2013
- b. Provisions with respect to Corporate Social Responsibility under section 135 of the Companies Act, 2013
- c. Appointment of Internal Auditors under section 138 of the Companies Act, 2013
- d. Maintenance of Cost Records under the provisions of section 148 of the Companies Act, 2013
- e. Constitution of Committees as required under section 177 of the Companies Act, 2013
- f. Performance evaluation of the Board under section 177 of the Companies Act, 2013
- g. Establishment of Vigil Mechanism as per section 177 of the Companies Act, 2013
- h. Formulation of Policy on Directors' Appointment & Remuneration under section 178 of the Companies Act, 2013.
- i. Appointment of Secretarial Auditors under section 204 of the Companies Act, 2013

Acknowledgement

Your Directors wish to place on record their sincere appreciation to the contribution made by our employees to the continued growth of the Company. The Directors also express their appreciation to the banks and financial institutions for their continued support.

Place: Hyderabad

Date: July 30, 2022

For and on behalf of the Board of Directors

For Apollo Healthco Limited


Shobana Kamineni
Chairperson

DIN:00003836

Form No. AOC-1

(Pursuant to first proviso of sub section (3) of section 129 read with
Rule 5 of the Companies (Accounts) Rules, 2014

**Statement containing salient features of the financial statements of Subsidiaries/
Associate Companies/ Joint Ventures**

Part "A" - Subsidiaries – Not Applicable

Name of subsidiaries which are yet to commence operations : NIL

Name of subsidiaries that have been liquidated or sold during the year : NIL

Part "B" - Associates & Joint Ventures

**Statement pursuant to section 129(3) of the Companies Act, 2013 related to
Associate Companies and Joint Ventures**

S. No.	Name of Associate/Joint Venture	Apollo Medicals Private Limited (AMPL)
1	Date of Last Audited Balance Sheet	March 31, 2022
2	Date on which associate was associated	March 16, 2022
3	Shares of Associate held by the Company on the year end- a. Number b. Amount of Investment c. Extend of Holding %	3,65,92,500 equity shares of Rs. 10 each Rs.36,59,25,000 25.50%
4	Description of how there is significant influence	On account of holding more than 20% Equity Shares in AMPL
5	Reason why the associate is not consolidated	Not Applicable
6	Net worth attributable to shareholding as per last audited Balance Sheet	Rs. 31,15,87,050
7	Profit/Loss for the year a. Considered in consolidation b. Not considered in consolidation	Rs. (8,21,83,058) NIL

Name of Associates or joint ventures which are yet to commence operations : NIL

Name of Associates or joint ventures that have been liquidated or sold during the year : NIL

Place: Hyderabad

Date: July 30, 2022

For and on behalf of the Board of Directors

For Apollo Healthco Limited



Shobana Kamineni

Chairperson

DIN:00003836

ANNEXURE 2

Form No. AOC-2

(Pursuant to section 134 of the Companies Act, 2013 and
Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contract(s)/arrangement(s) entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms - length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. NIL

2. Details of material contracts or arrangements or transactions at Arm's length basis

Particulars	Details	Details
Name(s) of the related party & nature of relationship	Apollo Hospitals Enterprise Limited (AHEL) (Holding Company)	1. Apollo Hospitals Enterprise Limited (AHEL) (Holding Company) 2. Apollo Pharmacies Limited (APL) (Subsidiary of Associate Company)
Nature of contracts / arrangements/ transaction	Business Transfer Agreement dated June 28, 2021 as amended on March 16, 2022, for acquisition of the undertaking of Apollo Hospitals Enterprise Limited	(1) Deed of Novation dated March 16, 2022 between Company, AHEL and APL, to the Long Term Supply Agreement (LTSA) dated September 01, 2020 between AHEL & APL. (2) Deed of Novation dated March 16, 2022 between the Company, AHEL and APL, to the Brand Licensing Agreement dated September 01, 2020 (read with amended Brand License Agreement dated January 28, 2022) (BLA) between AHEL & APL
Duration of the contract(s) / arrangement(s) / transaction(s)	Agreement remains valid till terminated	10 years from September 01, 2020
Salient terms of the contracts or arrangements or transaction including the value, if any	Purchase and/or acquisition of the undertaking of AHEL engaged in the business of procurement of pharmaceutical and other wellness products including private label products and wholesaling and supply of such	During the term of LTSA, the Company shall be the exclusive supplier of pharmaceutical and general wellness Products including private label products to APL (Purchaser). The Products supplied by the Company shall be utilized by

	products to pharmacies, including its investment in pharmacy retail business, and development, operation and management of the online platform for digital healthcare owned and operated by AHEL under the branding of "Apollo 24/7", along with all related assets and liabilities including but not limited to employees, contracts (including lease deeds), intellectual property, licenses, permits, consents, approvals, whatsoever, as a going concern on a 'slump sale basis' by the Company from AHEL for an amount of Rs. 1210,00,00,000/- (Rupees One Thousand Two Hundred and Ten crores only)	APL only for the purpose of retail sale to the Customers in compliance with the terms and conditions set out in the Agreement. During the term of BLA, the Company shall license the "Apollo Pharmacy" brand and other intellectual property to the front end stores and online pharmacy operations of APL.
Date of approval by the Board	June 24, 2021	March 16, 2022
Amount paid as advances, if any	NIL	NIL

Place: Hyderabad

Date: July 30, 2022

For and on behalf of the Board of Directors

For Apollo Healthco Limited


Shobana Kamineni
Chairperson

DIN:00003836