

# Apollo Hospitals Enterprise Limited

(CIN: L85110TN1979PLC008035)

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

Secretarial Dept : Ali Towers III Floor, No. 55, Greams Road, Chennai – 600 006

email: [investor.relations@apollohospitals.com](mailto:investor.relations@apollohospitals.com) website: [www.apollohospitals.com](http://www.apollohospitals.com)

Phone: +91-44-2829 0956, 2829 3896 Board: 2829 3333 Extn : 6681

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## NOTICE OF POSTAL BALLOT

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

Dear Member(s),

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

The Board of Directors (the Board) of the Company, on Wednesday, June 23, 2021 has, subject to the approval of the members, approved the transfer of the undertaking of the Company engaged in the business of procurement of pharmaceuticals and other wellness products including private label products and wholesaling and supply of such products to pharmacies, including its investment in pharmacy retail business, development, operation and management of the online platform for digital healthcare owned and operated by the Company under the branding of “Apollo 24/7”, to its wholly owned subsidiary company, Apollo HealthCo Limited, (WOS) to be passed by the members through Postal Ballot / electronic voting (evoting).

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

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the corresponding rules and the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only and has extended only the remote e-voting facility for its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot form in physical form. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot. The instructions for remote e-voting are appended to this Postal Ballot Notice.

The Board of Directors of the Company, at its Meeting held on Wednesday, June 23, 2021, has appointed Ms. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the Postal Ballot e-voting process in a fair and transparent manner. You are requested to carefully read the instructions in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 P. M. IST on Saturday, 14<sup>th</sup> August 2021 failing which it will be strictly considered that no reply has been received from the Member.

After completion of scrutiny of the votes, the Scrutinizer will submit her report to the Chairman of the Company or a person authorized by the Chairman. The results of Postal Ballot shall be declared on or before Monday, 16<sup>th</sup> August 2021 and along with the Scrutinizer's report, be communicated to the Stock Exchanges and will also be uploaded on the Company's website [www.apollohospitals.com](http://www.apollohospitals.com) and on the website of the National Securities Depository Limited ("NSDL") [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The proposed Resolutions, if approved, shall be deemed to have been passed on the last date of voting, i.e Saturday, 14<sup>th</sup> August 2021.

## **SPECIAL BUSINESS:**

### **Resolution No. 1**

**Approval to transfer the undertaking of the Company engaged in the business of: procurement of pharmaceuticals and other wellness products including private label products and wholesaling and supply of such products to pharmacies, including its investment in pharmacy retail business, development, operation and management of the online platform for digital healthcare owned and operated by the Company under the branding of “Apollo 24/7”, to its wholly owned subsidiary company , Apollo HealthCo Limited, (WOS)**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (**“Act”**) read with relevant rules and other applicable provisions of the Act and any other applicable law for the time being in force, the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions as may be deemed necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board”** which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board of Directors of the Company to exercise the powers conferred on the Board of Directors of the Company by this resolution) to: (i) transfer and/or sell and/or dispose of the undertaking of the Company engaged in the business of procurement of pharmaceutical and other wellness products including private label products and the 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 the Company 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 (collectively, the **“Undertaking”**), as a going concern on a 'slump sale basis' to **its wholly owned subsidiary company , Apollo HealthCo Limited, (WOS)**, for a lump sum consideration of Rs. 1210,00,00,000 (Rupees Twelve Billion One Hundred Million Only) , which is higher than the Undertaking’s net worth subject to adjustments, on such terms and conditions, and with effect from such date, as may be approved by the Board.

**“RESOLVED FURTHER** that for the purpose of giving effect to the above resolution, the Board of the Company, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all

decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling and executing of such documents / writings / deeds / papers / agreements as may be necessary or incidental thereto, including assignment / conveyance / transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc), and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

## **Resolution No. 2**

**Approval to undertake related party transaction in connection with the transfer of the undertaking of the Company 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 the Company under the branding of “Apollo 24/7”, to its wholly owned subsidiary company, Apollo HealthCo Limited (WOS).**

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

**“RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 (**“Act”**) read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Act, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), the Memorandum and Articles of Association of the Company and the Company’s Policy on Related Party Transactions, approval of the Members be and is hereby accorded for the Company entering into a related party transaction with Apollo Healthco Limited (**“WOS”**) for transfer and/or sale and/or disposal of the undertaking of the Company 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 the Company 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 ((collectively, the **“Undertaking”**), as a going concern on a 'slump sale basis' to the WOS, for a lump sum consideration of Rs.

1210,00,00,000 (Rupees Twelve Billion One Hundred Million Only) subject to adjustments, on such terms and conditions, and with effect from such date, as may be approved by the board of directors of the Company (hereinafter referred to as the “**Board**” which term shall include any Committee constituted by the Board of Directors of the Company or any person(s) authorised by the Board to exercise the powers conferred on the Board of Directors of the Company by this resolution).

**RESOLVED FURTHER** that for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling and executing of such documents / writings / deeds / papers / agreements as may be necessary or incidental thereto), and also to take all other decisions as it/they may, in its/their absolute decision, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution.”

By Order of the Board  
For Apollo Hospitals Enterprise Limited

S M Krishnan  
Vice President – Finance  
& Company Secretary

**Registered Office:**

No 19 Bishop Gardens,  
Raja Annamalaipuram  
Chennai – 600 028

Place: Chennai  
Date: June 23, 2021

**Notes:**

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out the material facts concerning the said Resolutions and the reasons thereof is annexed hereto and forms part of this Postal Ballot Notice (“Notice”)
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is Friday, 2<sup>nd</sup> July, 2021 (“Cut-off Date”). A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail address is registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 02/2021 dated January 13, 2021 and 10/2021 dated June 23, 2021 (“MCA Circulars”). The Notice shall also be uploaded on the website of the Company i.e. [www.apollohospitals.com](http://www.apollohospitals.com) and on the e-voting website of NSDL, [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

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

4. On account of the threat posed by the COVID-19 pandemic and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
5. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“the Regulations”) and in accordance with the MCA Circulars, the Company has engaged National Securities Depository Limited (NSDL) as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically (“remote e-voting”). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
6. A person, whose name is not recorded in the register of members or in the register of beneficial owners maintained by NSDL/CDSL as on the cut-off date i.e., Friday, 2<sup>nd</sup> July 2021 shall not be entitled to avail the facility of e-voting or voting through postal ballot. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of the equity shareholders as on Friday, 2<sup>nd</sup> July 2021. Persons who are not equity shareholders of the Company as on the cut-off date i.e. Friday, 2<sup>nd</sup> July 2021 should treat this Notice for information purposes only.

7. Dispatch of the Notice shall be deemed to be completed on Monday, 12<sup>th</sup> July 2021.
8. E-voting shall commence on **Thursday, 15<sup>th</sup> July 2021** at 9.00 A.M. (IST) and end on **Saturday, 14<sup>th</sup> August 2021** at 5.00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter.
9. The Board of Directors of the Company has appointed Ms. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. 3534) as Scrutinizer for scrutinizing the e-voting in a fair and transparent manner.

#### 10. Instructions for e-voting:

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

The steps for e-voting are as under:

#### Step 1: Access to NSDL e-Voting system





##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and</li> </ol>



	<p>you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>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> </ol>



	<p>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. <b>NSDL</b> where the e-Voting is in progress.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically on NSDL e-Voting system.

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to lakshmmi6@gmail.com with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to to Mr. Amit Vishal, Senior Manager at [amitv@nsdl.co.in](mailto:amitv@nsdl.co.in) or Ms. Pallavi Mhatre, Manager at [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in) or at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the 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 [investor.relations@apollohospitals.com](mailto:investor.relations@apollohospitals.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor.relations@apollohospitals.com](mailto:investor.relations@apollohospitals.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
  3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
  4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
10. Some of the important details regarding the e-voting facility are provided below:

Cut-off date for determining the Members entitled to vote through e-voting	Friday, 2 <sup>nd</sup> July 2021
Commencement of e-voting period	Thursday, 15 <sup>th</sup> July 2021
End of e-voting period	Saturday, 14 <sup>th</sup> August 2021

The e-voting module will be disabled by NSDL after 5:00 p.m. on Saturday, 14<sup>th</sup> August 2021.

11. Ms. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. 3534) has communicated her willingness and has been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Scrutinizer will submit her report of the votes cast to the Chairman or any Director authorised by the Board or the Company Secretary.
13. The result, along with the Scrutinizer's Report, will be announced on or before Monday, 16<sup>th</sup> August 2021 and placed on the website of the Company and NSDL and shall be communicated to BSE Limited and National Stock Exchange of India Limited. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for e-voting i.e. Saturday, 14<sup>th</sup> August 2021.

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

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

**Resolution No. 1**

**Approval to transfer the undertaking of the Company engaged in the business of: procurement of pharmaceuticals 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 the Company under the branding of “Apollo 24/7”, to its wholly owned subsidiary company, Apollo HealthCo Limited (WOS).**

The Board had met on June 23, 2021, to review the Company’s long-term strategy including the intent to create a distinctive digital ecosystem for providing a holistic healthcare platform which encompasses a wide range of healthcare services including enabling e-consultations and online ordering for delivery of medicines.

Keeping this in perspective as well as the fact that the business of procurement of pharmaceutical and other wellness products including private label products and wholesaling and supply of such products to pharmacies, including investment in pharmacy retail business, and development, operation and management of the online platform for digital healthcare owned and operated by the Company under the branding of “Apollo 24/7”, shall require a specific and focused approach, the Board in its meeting held on 23<sup>rd</sup> June 2021, approved the acquisition of 100% equity shares of Apollo Healthco Limited to make it its wholly owned subsidiary, and also approved the proposal to transfer the undertaking of the Company engaged in the business of procurement of pharmaceuticals 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 the Company under the branding of “Apollo 24/7”, to Apollo HealthCo Limited (WOS) through a slump sale.

The Board believes that the intended growth 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 the Company under the branding of “Apollo 24/7” can be better achieved

through the wholly owned subsidiary company, and the creation of this wholly owned subsidiary company is expected to result in the following benefits:

1. Facilitate creation of India's largest omni - channel digital healthcare delivery platform and thereby enable huge funneling potential for healthcare consumers into the Apollo ecosystem.
2. Enable the process of combining the strength of the Apollo Hospitals Group's offline healthcare leadership with new age digital offerings to address all healthcare consumer needs.
3. An asset light approach (through digital offerings) would be followed to fuel growth and achieve the objective of getting 100 million targeted registered users on the Apollo 24/7 digital platform in the next 5 years.
4. An appropriate platform would be created for attracting a new pool of investor capital to enable rapid scale up of the digital healthcare business.

In light of the above, the Board proposes to transfer and/or sell and/or dispose of the undertaking of the Company 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 the Company 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 ((collectively, the "Undertaking"), as a going concern on a 'slump sale basis' to Apollo Healthco Limited (WOS), for a lump sum consideration (subject to adjustments) not less than its net worth determined in accordance with the provisions of Section 50B read with Section 2(42C) of the Income-tax Act, 1961

Section 180(1)(a) of the Companies Act, 2013 ("**the Act**"), read with other applicable provisions of the Act, provides that the board of a company shall not, except with the consent of the members by way of special resolution through postal ballot, sell, lease or otherwise dispose of the whole, or substantially the whole, of the undertaking of the company, or, where the company owns more than one undertaking, the whole or substantially the whole of such undertakings. Further, explanation (i) to Section 180(1)(a) of the Act, provides that the expression 'undertaking' for the purposes of Section 180(1)(a) of the Act shall mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20%



of the total income of the company during the previous financial year. Since the proposed transfer of the Undertaking exceeds the specified limits mentioned above, the resolution in the accompanying Notice is proposed for the purpose of seeking approval of the members through a special resolution.

The Board at its meeting held on June 23, 2021 has approved the sale of the Undertaking on a going concern basis, by way of a slump sale to Apollo Healthco Limited (WOS) in accordance with the terms of the draft business transfer agreement tabled before it.

Mrs. Shobana Kamineni and Mrs. Sangita Reddy, being common directors in both the Company and Apollo Healthco Limited (WOS), are interested in this resolution. Dr. Prathap C Reddy, Mrs. Preetha Reddy, Mrs. Suneeta Reddy, being relatives, of Mrs. Shobana Kamineni and Mrs. Sangita Reddy, as Directors and Shareholders of Company are interested in the transaction. Mrs. Sucharitha Reddy, being a relative of Mrs. Shobana Kamineni and Mrs. Sangita Reddy, as shareholder in the Company is interested in transaction. Ms. Upasana Kamineni being a relative of Mrs. Shobana Kamineni as shareholder in the Company and Director of WOS is interested in the transaction. Mr. Aditya Reddy, being relative of Ms. Suneeta Reddy, Managing Director as shareholder in the Company and Director of WOS is interested in this transaction.

No other Key Managerial Personnel (KMP) or Directors are interested in the Resolution No. 1 of the Notice.

The Board of Directors recommends the passing of Special Resolution specified in Resolution No. 1 of the Notice for the approval of the members.

## **Resolution No. 2**

**Approval to undertake related party transaction in connection with the transfer of the undertaking of the Company engaged in the business of procurement of pharmaceuticals 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 the Company under the branding of “Apollo 24/7”, to its wholly owned subsidiary company, Apollo HealthCo Limited (WOS)**

The aforesaid proposal to transfer the undertaking of the Company as a going concern on a 'slump sale basis' to Apollo Healthco Limited (“WOS”) would qualify as a related party transaction where the amount involved exceeds 10% (ten percent) of the consolidated

turnover of the Company in terms of Section 188 of the Companies Act, 2013 (“**Act**”) and as a material related party transaction in terms of Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**LODR**”), not in the ordinary course of business and therefore needs to be approved by the shareholders of the Company. In accordance with the said Section read with Regulation 23 of the LODR, approval of the members is sought to undertake related party transaction for the transfer of the Undertaking of the Company as a going concern on a 'slump sale basis' to the WOS.

Pursuant to the provisions of Section 188 of the Act and Regulation 23(5) of the LODR, the requirement of passing a resolution is not applicable for the transactions entered into between the holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company. Since the accounts of Apollo HealthCo Limited (WOS) were not consolidated with the financial statements of the Company for the year ended March 31, 2021 and as a good corporate governance practice, the Company is seeking the approval of the shareholders.

On Tuesday, June 22, 2021, the audit committee of the Board considered and approved the related party transaction relating to the transfer of the Undertaking as a going concern on a 'slump sale basis' to the WOS, for a lump sum consideration of Rs. 1210,00,00,000 (Rupees Twelve Billion One Hundred Million Only). Accordingly, on June 23, 2021, the Board approved the transfer of the Undertaking as a going concern on a 'slump sale basis' to the WOS, in accordance with the terms of the draft business transfer agreement tabled before it.

The proposed transfer of the Undertaking as a going concern on a 'slump sale basis' to the WOS will be in conformity with all the applicable laws and regulations. The Company will be executing the relevant ancillary, incidental and related documents, agreements, letters, deeds, papers etc. necessary to give effect to the transaction contemplated thereunder in connection with or incidental to the sale of the Undertaking.

Pursuant to Rule 15 of the Companies (Meeting of Boards and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Apollo HealthCo Limited are as follows:

<b>S. No</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Related Party	Apollo Healthco Limited (“ <b>WOS</b> ”)
2.	Name of the director or key managerial personnel who is related, if any	Mrs. Shobana Kamineni and Mrs. Sangita Reddy
3.	Nature of relationship	WOS is a wholly owned subsidiary of the Company.

		Mrs. Shobana Kamineni and Mrs. Sangita Reddy are common directors in both the Company and the WOS.
4.	Nature, material terms, monetary value and particulars of the contracts or arrangements	The proposed transaction involves transfer and/or sale and/or disposal of the undertaking of the Company 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 the Company 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 to Apollo Healthco Limited, which is its wholly owned subsidiary, for a lump sum consideration of Rs. 1210,00,00,000 (Rupees Twelve Billion One Hundred Million Only) , subject to adjustment in accordance with the terms of the business transfer agreement between the Company and the WOS.

**Any other information relevant or important for the members to take a decision on the proposed resolution:**

Mrs. Shobana Kamineni and Mrs. Sangita Reddy, being common directors in both the Company and Apollo Healthco Limited (WOS), are interested in this resolution. Dr. Prathap C Reddy, Mrs. Preetha Reddy, Mrs. Suneeta Reddy, being relatives, of Mrs. Shobana Kamineni and Mrs. Sangita Reddy, as Directors and Shareholders of Company are interested in the transaction. Mrs. Sucharitha Reddy, being a relative of Mrs. Shobana Kamineni and Mrs. Sangita Reddy, as shareholder in the Company is interested in transaction. Ms. Upasana Kamineni being a relative of Mrs. Shobana Kamineni as shareholder in the Company and

Director of WOS is interested in the transaction. Mr. Aditya Reddy, being relative of Ms.Suneeta Reddy, Managing Director as shareholder in the Company and Director of WOS is interested in this transaction.

Pursuant the provisions of Section 184 of the Companies Act 2013 and Rule 15 of the Companies (Meeting of Boards and its Powers) Rules, 2014, none of the directors interested in the resolution are attending the meeting.

No other Key Managerial Personnel (KMP) or Directors are interested in the Resolution No. 2 of the Notice

No member of the Company, who is considered as a related party within the definition of “Related party” as per LODR, for the purpose of this transaction, shall vote to approve the resolution.

All important information has been mentioned in the foregoing paragraphs.

The Board of Directors recommends the passing of ordinary resolution specified in Resolution No. 2 of the Notice for the approval of the members.

By Order of the Board  
For Apollo Hospitals Enterprise Limited

S M Krishnan  
Vice President – Finance  
& Company Secretary

**Registered Office:**

No 19 Bishop Gardens,  
Raja Annamalaipuram  
Chennai – 600 028

Place: Chennai  
Date: June 23, 2021