

APOLLO HOSPITALS ENTERPRISE LIMITED

CIN : L85110TN1979PLC008035



September 4, 2023

Mr. MBN Rao
No. 2 LH 1902,
Lanco Hills Residential Towers,
Gachibowli,
Hyderabad – 500 089

Dear Sir,

Sub: Re-appointment as an Independent Director for a second term of 5 years

On behalf of the Company, I am pleased to inform you that upon the recommendation of the Nomination and Remuneration Committee and the Board of Directors (hereinafter referred as "the Board"), the Shareholders of Apollo Hospitals Enterprise Limited at the 42nd Annual General Meeting of the Company held on 30th August 2023, have approved your re-appointment as an Independent Director of the Company ("Independent Director").

This letter of appointment sets out the terms and conditions covering your appointment which is as follows:

1. Your re-appointment as an Independent Director is for a second term of five consecutive years commencing from 9th February 2024, to 8th February 2029. Pursuant to the provisions of Section 149(13) of the Companies Act, 2013, you will not be liable to retire by rotation

Your re-appointment and tenure as Independent Director shall be consistent with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations").

As per the declaration provided by you, it is noted that you meet the criteria of being appointed as an Independent Director of the Company in terms of the provisions of Section 149 of the Companies Act, 2013 and Rules notified thereunder from time to time and Regulation 25(8) read with Regulation 16(1)(b) of Listing Regulations.

You shall on a yearly basis declare to the Company that you continue to meet these eligibility criteria. In case of happening of any event, if you cease to meet the eligibility criteria for Independent Director, you shall promptly inform the Company of the same and shall cease to become an Independent Director of the Company. Continuation of your appointment is also contingent on satisfactory performance and any relevant statutory provisions relating to the removal of a Director/ vacation of office/ disqualification of director.

2. You will devote sufficient time to the affairs of the Company while functioning as Independent Director as would be required to help the Company to achieve its objectives.
3. As per the legal provisions, you will discharge your duties as per the provisions of the Companies Act, 2013, read with the Rules made thereunder, Code of Conduct of Independent Directors as per Schedule IV of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and other Statutes as may be applicable from time to time.
4. The Company will maintain a Directors and Officers (D & O) Liability Insurance Policy to pay for the personal liability of the Directors for claims made against them while serving on the

IS/ISO 9001 : 2000 Board of the Company.

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

General Office :
"Ali Towers" III Floor,
#55, Greaves Road,
Chennai - 600 006.

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

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5. The Company has adopted a Code of Conduct of the Company for its Directors and Senior Management Personnel which is applicable to Independent Directors also, a copy of which is enclosed. The Code for Independent Directors as per Schedule IV of the Companies Act, 2013 is also enclosed and Independent Directors are expected to abide by the same.
6. As an Independent Director, you will be expected not to:
 - (a) involve in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company;
 - (b) achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners, or associates and if you are found guilty of making any undue gain, you will be liable to pay an amount equal to that gain to the Company; and
 - (c) assign your office and any assignment so made shall be void.
7. Remuneration will be paid by way of fee and reimbursement of expenses for participation in the Board and other meetings and commission and/or such other payments as may be decided by the Board from time to time. Such payments shall be subject to the provisions of the Companies Act, 2013 and any amendments /subsequent legislation applicable to such appointments / reappointment / extension of term of appointment.
8. As per the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your performance as an Independent Director will be evaluated/ reviewed by the Board on an annual basis.
9. Your attention is drawn to the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 in respect of disclosure of price-sensitive information. Consequently, you are hereby informed not make any statements and/or enter into transactions that might risk a breach of these Regulations in any manner, whatsoever.

We are sure that the Company would be enriched with your valuable guidance and suggestions in the course of your continued association with us as an Independent Director.

We look forward to your participation in the affairs of the Company and advice for the growth and development of the Company and all its stakeholders.

Thanking you,

Yours Sincerely
For APOLLO HOSPITALS ENTERPRISE LIMITED

SM KRISHNAN
SR. VICE PRESIDENT - FINANCE
AND COMPANY SECRETARY

IS/ISO 9001 : 2000

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Schedule IV
[See section 149(8)]
Code for Independent Directors

The Code is a guide to professional conduct for independent Directors. Adherence to these standards by independent Directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent Directors.

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent Directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;

- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent Directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;

- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

- (1) Appointment process of independent Directors shall be independent of the company management; while selecting independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent Directors shall be formalised through a letter of appointment, which shall set out :
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (*D and O*) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its Directors and employees to follow;

- (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent Directors shall be open for inspection at the registered office of the company by any member during normal business hours.
 - (6) The terms and conditions of appointment of independent Directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- (1) The independent Directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent Directors and members of management;
- (2) All the independent Directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
 - (a) review the performance of non-independent Directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of executive Directors and non-executive Directors;

- (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- (1) The performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

APOLLO HOSPITALS ENTERPRISE LIMITED

CODE OF CONDUCT

FOR

BOARD MEMBERS

OF

THE COMPANY

CODE OF CONDUCT FOR BOARD MEMBERS OF THE COMPANY

(I) INTRODUCTION

Apollo Hospitals Enterprise Limited is committed to conducting its business in accordance with applicable laws, rules and regulations and the highest standards of business ethics and ethical conduct.

This Code of Conduct ("Code") reflects the business practice and principles of behaviour that support this commitment. The Board of Directors ("the Board") is responsible for setting the standards of conduct contained in the Code and for updating these standards as appropriate to reflect legal and regulatory developments. The Code is intended to provide guidance and help in recognizing and dealing with ethical issues and to help foster a culture of honesty and accountability. Every Director is expected to read and understand this Code and its application to the performance of his or her duties, functions and responsibilities.

EVERY DIRECTOR MUST :-

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. Seek appropriate clarification or amplification of information and, where necessary take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. Participate constructively and actively in the committees of the Board in which they are Chairpersons or members;
5. Strives to attend the general meetings of the company;

6. Where they have concerns about the running of the company or a proposed action, ensure shall these are addressed by the Board and to the extent that they are not resolved insist that their concerns are recorded in the minutes of the Board Meeting
7. Keep themselves well informed about the company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board
9. Pay sufficient attention and ensure the adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who use such mechanism are not prejudicially affected on account of such use;
11. Report concerns about unethical behavior actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. Acting within his authority, assist in protecting the legitimate interest of the company, shareholders and its employees;
13. Not disclose confidential information including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
14. Comply with every provision of this Code.

COMPLIANCE OFFICER

The Company has designated, Company Secretary as its Compliance Officer to administer this Code. Directors, at their discretion, may make any report or complaint provided for in this Code to the Chairman of the Board of the Company or to the Compliance Officer. The Compliance Officer will refer complaints submitted to the

Chairman of the Board.

(II) HONEST AND ETHICAL CONDUCT

It is Policy of the Company to conduct its business in accordance with all applicable laws and regulations of the jurisdiction in which such business is conducted and to do so with complete honesty and integrity in accordance with highest moral and ethical standard.

The Company expects all Directors to accomplish all tasks in the capacity of Director, whether in the premises of the Company or outside, with highest degree of honesty, integrity and professional ethics.

Honesty means every act of the Directors should be free from any fraud or deception. Ethical behavior is the behavior in conformity with accepted professional standards. In case you find any difficulty regarding appropriateness of any action or inaction you can seek assistance for its interpretation from the Company Secretary.

(III) DISCLOSURE OF INTEREST

It is an obligation of every Director of the Company to disclose nature of his / her interest or concern in any material transaction made or proposed to be made on behalf of the Company.

Disclosure under this clause shall be made by the Director to the Company Secretary as soon as it comes to his / her knowledge. General notice given to the Company Secretary to the effect that he / she is related to such & such persons and is to be regarded as concerned or interested in any transaction, which may, after date of the notice, be entered into with that person(s), shall deemed to be sufficient disclosure of his / her concern or interest in relation to any transaction. Such notice shall be made annually and shall be submitted to the Company Secretary before the expiry of the first month of the Financial Year to which it relates. Any change to the Notice shall be intimated to the Company within fourteen days of the occurrence of such change.

(IV) USE OF COMPANY'S FUNDS & ASSETS

The Company expects all Directors to use Company's funds diligently.

The Directors are prohibited from using Company assets, Confidential or proprietary information or position for personal gain.

(V) CONFLICTS OF INTEREST

Directors are expected to disclose any of their transaction, which has or may have any conflicting interest with the business of the Company. They must ensure that these transactions do not compromise on their responsibility towards the Company. This Policy requires that every such transaction shall require prior approval of the Audit Committee. Transaction here includes investment in supplier, competitor or customer of the Company, Directorship in any competitor Companies, acceptance of any simultaneous employment in suppliers or customers or competitor firm(s) Company(ies).

(VI) CORPORATE OPPORTUNITIES

An Director should not exploit any Corporate Opportunity for their personal use, which comes to their knowledge, because of such position, without obtaining prior consent of the Board of Directors.

(VII) PROTECTING THE COMPANY'S CONFIDENTIAL INFORMATION

Directors are under obligation to maintain the confidentiality of the insider information coming to their way, which if disclosed to an outsider may have any adverse impact on the Company and will not disclose it except in the course of discharge of their duties.

Confidential Information is information that is not generally known in the industry in which the company is engaged, in the possession, ownership or control of the Company or its Directors. Confidential Information includes, but is not limited to, information related to trade secrets, programs, business plans, inventions (whether patentable, patented or not), processes, formulas, existing or contemplated products, technical data, services, technology, concepts, computer programs, plans, studies, techniques, designs, specifications, patterns, contracts, presentations, and business information, and including information related to

any research, development, manufacture, purchasing, engineering, know-how, sales or marketing methods, competitive analyses, methods of doing business, customer lists, or customer usages or requirements.

Developments are inventions, whether or not patentable, new technology, Confidential Information, computer programs, copyrightable works, trademarks or other intellectual property.

All written materials and other tangible objects, including copies, made or compiled by the Director or made available to Director in the course of his / her employment, shall be the property of the Company and shall be delivered to the Company upon termination of his / her employment or at any other time upon request.

During and after employment with the Company, unless otherwise specifically approved by the Company, the Director will not:

- Copy or reproduce anything which contains Confidential information or Developments; or
- Disclose Confidential information or Developments; or
- Use Confidential information or Developments for the benefit of anyone other than the Company.

(VIII) PAYMENTS OR GIFTS FROM OTHERS

No Member of the Board of the Company or member of his or her immediate family, shall (directly or indirectly) solicit, accept or retain any gift, entertainment, trip, discount, service, or other benefit from any organization or person doing business or competing with the Company, other than (i) modest gifts or entertainment as part of normal business courtesy and hospitality that would not influence, and would not reasonably appear to be capable of influencing, such person to act in any manner not in the best interest of the Company or (ii) acceptance of a nominally benefit that has been disclosed to the Company.

IX) EMPLOYEE RELATIONSHIPS

The Company continually strives to promote positive and productive working relationships among its Directors to fully comply with the letter and spirit of all laws prohibiting discrimination and sexual harassment. While the Company does not wish to unduly interfere with the private lives of its employees, some limitations on personal relationships in the workplace are necessary in order to prevent actual or perceived favoritism, problems with seniors and possible claims of discrimination or harassment. For these reasons, an Director shall not engage in romantic or sexual encounters or relationships with any other employee with whom he or she is in a supervisory or reporting relationship.

The Company recognizes the importance of developing close working relationships among employees and this policy is not intended to prohibit friendships that naturally develop in a work setting or social interaction among employees.

(X) COMPLIANCE WITH LAWS, RULES & REGULATIONS

Director must comply with all applicable laws, rules and regulation. Directors are expected to have knowledge of legal obligations relating to their duty and to accomplish their tasks in conformity with such obligations.

(XI) COMPLIANCE WITH CODE OF CONDUCT

It is part of the Director's duty to help in the enforcement of the Code. They are under an obligation to bring any violation of the Code to the knowledge of the Company Secretary. All the Directors are expected to co-operate in any investigation made in pursuance of the Code. Reprisal, threat, retribution or retaliation against any person, who has, in good faith, reported a violation or suspected violation of the law under this Code or under other Company Policy (ies) or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

The Company will take appropriate action against any Director whose actions are found to violate the Code or any other Policy of the Company. Disciplinary action may include immediate termination of employment or cessation of the

office at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the person(s) responsible.

(XII) WAIVER AND AMENDMENTS TO THE CODE

This Code is subject to the modifications and no amendment / waiver of any provision of the Code is possible unless approved in writing by the Board of Directors of the Company.