

Secretarial compliance report of Apollo Hospitals Enterprise Limited For the year ended 31st March, 2022

We, Lakshmi Subramanian and Associates, have examined all the documents and records made available to us and explanations provided by Apollo Hospitals Enterprise Limited ("the listed entity"),

(i) the filings/ submissions made by the listed entity to the stock exchanges,

(ii) website of the listed entity,

(iii) annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification, for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of:

(1) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(2) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;



- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (h) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009
- (i) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003
- (j) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (k) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (l) Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulation, 2016
- (m) Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder;

Further there are no events reported under (j) to (m) for the year under review. With regard to (a) to (e) deviations, wherever applicable, is reported as below and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S.No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations/Non Compliances/ Discrepancy	Observations/Remarks of the Practising Company Secretary
1	Regulation 27(2) of SEBI (LODR) Regulations 2015	<p>1. Non-executive Directors on the Board was 4 being less than 50% of the required board strength of 5, from 1st April 2021 till 20th July, 2021 consequent to the cessation of directorship of Dr T Rajgopal with effect from 31st March, 2021 due to his decision to seek a senior management position in an external healthcare venture.</p> <p>2. The Company was required to fill up the vacancy caused due the cessation of directorship of Dr T Rajgopal by 30th June 2021 but the vacancy was filled only on 21st</p>	<p>The Company informed that the Nomination and Remuneration Committee of the Board was actively engaged in identifying and short listing suitable candidates with the requisite credentials to act as an Independent Director. However due to the sudden surge of cases witnessed due to the COVID-19 second wave and the resulting emergency response and</p>

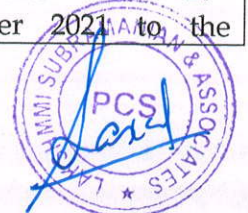


		July, 2021.	<p>prioritization required of the company, the process of identifying, engaging with and concluding the appointment of a replacement were regrettably delayed. Hence, the Company was unable to ensure requisite compliance with the provisions of Regulation 17(1)(b) of the SEBI LODR Regulations in terms of ensuring that the vacancy is filled up by 30th June 2021</p> <p>The Composition was regularised after the appointment of the New Independent Director on 21st July, 2021.</p>
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(b)The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c)The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder

S. No.	Action taken by	Details of Violation	Details of Action taken, eg., fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any
1	National Stock Exchange of India (NSE) and The Bombay Stock Exchange (BSE)	Delay in complying with the provisions of Regulation 17 of SEBI (LODR) Regulation 2015 for the reasons as detailed above related to vacancy in the office of Independent Director which was	The Company was levied a penalty of Rs.118,000/- (including GST) by the NSE	The Company made a representation to both NSE and BSE for waiver of penalty outlining the reasons as given above. In response to the letter NSE directed the Company to pay a penalty. Accordingly, the same was paid on 26 th November 2021 to the



		filled up on 21 st July 2021 as against the requirement to fill up the vacancy by 30 th June, 2021		NSE. With regard to the representation made to the BSE, the Company has not received any response till date. Hence it is presumed that the BSE has accepted the request and granted exemption in complying with the Regulation 17 of SEBI LODR, 2015
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(d)The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practising Company Secretary in previous reports	Observations made in the secretarial compliance report for the previous year	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
No Observations were made in the report of the previous Year				

Date: 10th May, 2022

Place: Chennai

Name of the Practising Company Secretary :

Mrs Lakshmi Subramanian

FCS NO:3534

C.P No 1087

Peer Review Certificate No. 1670/2022

UDIN: F003534D000295254

