

APOLLO HOSPITALS ENTERPRISE LIMITED
(CIN: L85110TN1979PLC008035)

Registered office: No. 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

website: www.apollohospitals.com

Phone: +91-44-28290956,28293896 **Board:**28293333 **Extn :**6681

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 Members,

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 Meeting ("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 and 02/2021 dated 13th January 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 special resolution appended herein below through postal ballot ("Postal Ballot") by way of electronic voting ("E-voting").

The Board of Directors (the Board) of Apollo Hospitals Enterprise Limited (the Company), on Wednesday, January 27, 2021 has, subject to the approval of the members and creditors of the Company and subject to the sanction of the jurisdictional Regional Director or such other competent authority, approved the Scheme of Amalgamation (the Scheme) between Western Hospitals Corporation Private Limited (Transferor Company - 01), Apollo Home Health care (India) Limited (Transferor Company - 02) (hereinafter referred to as Transferor Companies) and Apollo Hospitals Enterprise Limited (Transferee Company) and their respective members and creditors 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 Saturday, March 27, 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 Monday, May 3, 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 Tuesday, May 4, 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 and on the website of the National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

The proposed Special Resolution, if approved, shall be deemed to have been passed on the last date of voting, i.e Monday, May 3, 2021.

Special Business: Resolution No. 1:

Consider and approve the Scheme of Amalgamation between Western Hospitals Corporation Private Limited (Transferor Company - 01), Apollo Home Health care (India) Limited (Transferor Company - 02) (hereinafter referred to as Transferor Companies) and Apollo Hospitals Enterprise Limited (Transferee Company) and their respective members and creditors under Section 233 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 233 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (including any statutory modification(s) or re-enactments thereof or the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (including any statutory modification(s) or re-enactments thereof for the time being in force) and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India from time to time, enabling provisions of the Memorandum and Articles of Association of the Company and subject to all other requisite statutory approvals and subject to the sanction of the jurisdictional Regional Director or such other competent authority and subject to such conditions and modifications as may be prescribed or imposed by jurisdictional Regional Director or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as (the **Board**), which term shall be deemed to mean and include the Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution, the proposed Scheme of Amalgamation of Western Hospitals Corporation Private Limited (“Transferor Company - 01”), Apollo Home Healthcare (India) Limited (“Transferor Company - 02”) with Apollo Hospitals Enterprise Limited (“The Transferee Company”) and their respective Shareholders and creditors, with effect from April 1, 2020 (“the Appointed Date”) as placed before this meeting be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme of Amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the jurisdictional Regional Director, if and when applicable while sanctioning the Scheme of Amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

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

Date: March 27, 2021
Place: Chennai

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 Special Resolution 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 Saturday, March 27, 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 and 02/2021 dated January 13, 2021 ("MCA Circulars"). The Notice shall also be uploaded on the website of the Company i.e. www.apollohospitals.com and on the e-voting website of NSDL, www.evoting.nsdl.com.

Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company by sending an e-mail to investors.relations@apollohospitals.com. 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. Dispatch of the Notice shall be deemed to be completed on Wednesday, March 31, 2021.

7. E-voting shall commence on Saturday, April 3, 2021 at 9.00 A.M. (IST) and end on Monday, May 3, 2021 at 5.00 P.M. (IST). The e-voting module shall be disabled by NSDL for voting thereafter.

8. The Board of Directors of the Company has appointed Ms. Lakshmmi Subramanian, Senior Partner, Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. 3534)

9. 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: Log-in to NSDL e-voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-voting website?

- (a) Visit the e-voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/>.
- (b) Once the home page of e-voting system is launched, click on the icon 'Login' which is available under 'Shareholders' section.
- (c) A new screen will open. You will have to enter your User ID, your Password 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.
- (d) Your User ID details are given below :

Manner of holding shares i.e. Demat(NSDL or CDSL) or Physical Your USER ID is :

- | | |
|--|---|
| A) For Members who hold shares in Demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12***** |
| B) For Members who hold shares in Demat account with CDSL. | 16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example, if EVEN is 123456 and folio number is 001*** then user ID is 123456001*** |

- (e) Your password details are given below:
 - i) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - ii) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - iii) How to retrieve your 'initial password'?
 - 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 in your mailbox from evoting@nsdl.com. 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'.

- In case you have not registered your email address with the Company/Depository, please follow instructions mentioned below in this notice.
- (f) 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.
 - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
- (g) After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
- (h) Now, you will have to click on "Login" button.
- (i) After you click on the "Login" button, Home page of e-voting will open.

Details on Step 2 are mentioned below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting. Then, click on Active Voting Cycles.
 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
 3. Select "EVEN" of the Company, which is 115897.
 4. Now you are ready for e-voting as the Voting page opens
 5. 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.
 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
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	Saturday, March 27, 2021
Commencement of e-voting period	Saturday, April 3, 2021
End of e-voting period	Monday, May 3, 2021

The e-voting module will be disabled by NSDL after 5:00 p.m. on May 3, 2021.

11. Institutional shareholders (i.e. other individuals, HUF, NRI, etc.) are required to send a scanned copy of the relevant board resolution/authority letter, etc., together with attested specimen signature(s) of the authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer by e-mail to lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in by quoting the DP ID and Client ID or Folio Number.
12. In case of any queries, please refer to the FAQs-Shareholders and e-voting User Manual-Shareholder available in the download section at www.evoting.nsdl.com or call on toll free no.: 1800-222-990. You can also e-mail your queries with regard to e-voting to Mr. Amit Vishal, Senior Manager at amitv@nsdl.co.in or Ms. Pallavi Mhatre, Manager at pallavid@nsdl.co.in or call on 022-2499 4360/4545 or you can also send an e-mail to evoting@nsdl.co.in.
13. 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.
14. The Scrutinizer will submit her report of the votes cast to the Chairman or any Director authorised by the Board or the Company Secretary.
15. The result, along with the Scrutinizer's Report, will be announced on Tuesday, May 4, 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. Monday, May 3, 2021.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

The Company intends to amalgamate the entire business of its wholly owned subsidiary companies, Western Hospitals Corporation Private Limited and Apollo Home Healthcare (India) Limited with Apollo Hospitals Enterprise Limited under Section 233 of the Companies Act, 2013 **(the Scheme)**.

By the Scheme of Amalgamation, it is proposed to amalgamate the Transferor Companies, which are wholly owned subsidiaries of the Transferee Company, into the Transferee Company in order to achieve a simplified corporate structure. The rationale of the Scheme is as follows :

- a) Facilitate consolidation of the undertakings in order to enable effective management and unified control of operations.
- b) Create economies in administrative and managerial costs by consolidating operations.
- c) Reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances.

The proposed amalgamation of the business of the Transferor Companies with the Transferee Company would be in the best interest of the Company, its Equity Shareholders and creditors of the Company.

Section 233 of the Companies Act, 2013 provides for a fast track amalgamation of a wholly owned subsidiary with its holding company. Considering that the Transferor Companies are wholly owned subsidiaries of the Company, it is proposed to amalgamate the wholly owned subsidiaries with the holding company under Section 233 which requires consent of the members.

A draft Scheme is proposed for the approval of the shareholders and is being circulated along with the Notice.

The Company has also served notices (CAA-9) along with the proposed Scheme with the Registrar of Companies, Tamil Nadu, Chennai, Official Liquidator, Ministry Of Corporate Affairs, Income Tax Authorities vide letter dated 11th February 2021 and to Reserve Bank of India, Chennai on 25th March 2021 seeking their objections / suggestions to the said scheme as required under section 233(1)(a) of the Act and rules made thereunder.

The Office of the Registrar of Companies, Tamil Nadu, Chennai vide its letter Ref. No. F.NO. 008035/Apollo/S.233/2021 dated 2nd March 2021 stated that they have no objections/suggestions in respect of the Scheme of Amalgamation. Copy of the said No Objection letter from the Registrar of Companies, Tamil Nadu, Chennai, is being circulated along with this Notice.

The Office of the Official Liquidator vide its Letter Ref. No. F.NO. 107/2019/Amal dated 22nd March 2021 stated that they have no objections/suggestions in respect of the Scheme of Amalgamation. Copy of the said No Objection letter from the Office of the Official Liquidator, is being circulated along with this Notice.

However, the company so far has not received any objections and suggestions to the proposed scheme from the remaining authorities till the date of this notice.

The Company had also submitted the draft Scheme of Amalgamation to the Stock Exchanges viz. NSE and BSE under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended.

The Board accordingly recommends the passing of the said resolution as contained in this Notice for approval by the Members.

None of the Directors, KMPs or their relatives are in any way, financially or otherwise, directly or indirectly, concerned or interested, in the proposed resolution.

1. In this statement Western Hospitals Corporation Private Limited is hereinafter referred to as "Transferor Company - 01" and Apollo Home Healthcare (India) Limited is hereinafter referred to as "Transferor Company - 02" and collectively referred to as "Transferor Companies" and Apollo Hospitals Enterprise Limited is referred to as "Transferee Company/the Company". Where the context so requires, the Transferor Companies and the Transferee Company are together referred to as the "Companies".
2. Apollo Hospitals Enterprise Limited ("AHEL" or "Transferee Company"), is a Public Limited Company incorporated under the Companies Act, 1956 on 5th December 1979. Having Registered Office at No. 19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028. Email ID is companysecretary@apollohospitals.com. The Corporate Identity Number of the Company is L85110TN1979PLC008035. PAN of the Company is AAACA5443N. The equity shares of the Company are listed on the National Stock Exchange of India Limited and Bombay Stock Exchange Limited. AHEL is engaged in the business of owning, establishing, constructing, erecting, maintaining, running, managing, developing, acquiring, purchasing, undertaking, improving, equipping, promoting, initiating, encouraging, as well as to organize, and run under franchise super specialty hospitals, clinics, poly clinics, dispensaries, clinics, operation theatres, nursing homes, and other similar establishments for providing treatment and medical relief in all its branches by all available means to the public at large. The Company has not changed its name, registered office during the last five years.

3. The Authorized, Issued, Subscribed and Paid-up capital of the Transferee Company as on 31 March, 2020 was as follows:

Particulars	Amount in Rs.
Authorized Share Capital	
200,000,000 Equity shares of Rs. 5/- each	1,00,00,00,000
1,000,000 Preference shares of Rs.100/- each	10,00,00,000
Total	1,10,00,00,000
Issued	
13,96,58,177 Equity shares of Rs. 5/- each	69,82,90,885
subscribed and paid-up Share Capital	
13,91,25,159 Equity shares of Rs.5/- each	69,56,25,795
Total	69,56,25,795

There is no change in the Authorized Share Capital of the company after March 2020. However, after 31st March, 2020, there has been an allotment of 46,59,498 equity shares of face value Rs. 5/- each to qualified institutional buyers on 23rd January, 2021 and the paid-up share capital as on the date of approval of scheme amounts to Rs.71,89,23,285/-

4. The main objects for which the Transferee Company has been established are set out in its Memorandum of Association. They are briefly as under:
- i. To undertake, promote, assist or engage in all kinds of research and development work required to promote, assist or engage in setting up hospitals and facilities for manufacturing medical equipments
 - ii. To carry on the business of design, construction and running of all kinds of hospitals, dispensaries, clinics, laboratories and health clubs.
 - iii. To design, manufacture, import, export, buy, sell, install, maintain and improve all kinds of equipments and instrumentation for hospitals, dispensaries, clinics, laboratories and health clubs.
 - iv. To set up laboratories, purchase and acquire any equipments and instruments required for carrying out medical research.
 - v. To educate and train medical students, nurses, midwives, Doctors, Para-medical Technicians, other medical professionals and hospital administrators and to grant such diplomas or recognitions as the company may prescribe or deem fit from time to time and to outsource and place the Nurses, Doctors, Para-Medical Technicians and other medical professionals to clients in India and abroad on contractual / non-contractual basis.
 - vi. To buy, sell, manufacture, import, export, treat and deal in any kind of pharmaceuticals, chemicals, medicines and drugs.

- vii. To grant stipends, scholarships or any other assistance, monetary or otherwise to whomsoever to further the course of medicine and / or medical research.
 - viii. To undertake to provide suitable hotel accommodation primarily for patients and their friends and relatives and to undertake all or any of the business activities incidental thereto.
 - ix. To carry on in India and elsewhere all or any of the business of hoteliers and restaurateurs, caterers, cab owners and hirers, pharmacy and drug house owners, travel agents, provisions and general merchants, theatre owners, proprietors of art saloons, beauty parlours, shopping arcades, health clubs and clubs dealing in sports, art and entertainment activities including music dance and drama, and any other business which can be conveniently and efficiently carried on in connection therewith.
 - x. To act as consultants and render technical and managerial services in the field of medical research and running of multi-speciality hospitals, dispensaries, clinics, laboratories and health clubs
5. Western Hospitals Corporation Private Limited (“WHCPL or “Transferor Company-01”) was incorporated as a Private Limited Company on 16th October, 2006 under the Companies Act, 1956 having its Registered Office at 3rd Floor, Ali Towers, No.55, Greams Road Thousand Lights Chennai 600006. The Corporate Identity Number of the Transferor Company is U85110TN2006PTC061323. Email id companysecretary@apollohospitals.com. WHCPL is an unlisted Company. PAN of WHCPL is AAACW6922C. The main objects of the Transferor Company-01 is to engage in the business to undertake, assist, promote, engage, design, construct, set up and run multi-specialty and super specialty hospitals, nursing homes, dispensaries, pharmacies, diagnostic centers, trauma centers and ambulance services.
6. The Authorized, Issued, Subscribed and Paid-up capital of the Transferor Company-01 as on 31 March, 2020 was as follows:

Particulars	Amount in Rs.
Authorized Share Capital	
5,00,00,000 equity shares of Rs. 10/- each	50,00,00,000
Total	50,00,00,000
Issued, subscribed and paid-up Share Capital	
1,80,00,000 equity shares of Rs. 10/- each	18,00,00,000
Total	18,00,00,000

Subsequent to 31st March, 2020 the Transferor Company-1 undertook subdivision of one equity share of face value of Rs.10/- each into two equity shares of Rs.5/- each on 27th January 2021. Accordingly, the Authorised, Issued, Subscribed and paid up capital is as follows :-

Particulars	Amount in Rs.
Authorized Share Capital	
10,00,00,000 equity shares of Rs. 5/- each	50,00,00,000
Total	50,00,00,000
Issued, subscribed and paid-up Share Capital	
3,60,00,000 equity shares of Rs. 5/- each	18,00,00,000
Total	18,00,00,000

7. The main objects for which the Transferor Company - 01 has been established are set out in its Memorandum of Association. They are briefly as under:

- i) To undertake assist, promote, engage, design, construct, set up and run multi speciality and super speciality hospitals, nursing homes, dispensaries, pharmacies, diagnostic centers, trauma centers and ambulance services.
- ii) To undertake, promote, assist or engage in all kinds of research and development work connected with the treatment of medical problems related to the human body and also establishment of research and development centers for upgradation and invention of equipment, instruments and drugs used in the medical and hospital industry for the purpose of combating various infections, diseases detrimental to the human body and deficiencies in the human body.
- iii) To educate and train medical students, nurses, midwives and hospital administrators and to grant such diplomas or recognitions as the company may prescribe or deem fit from time to time and to grant students scholarships or any assistance monetary or otherwise, to whomsoever to further the courses of medicine and / or medical research.
- iv) To design, manufacture, import, export, buy, sell, install, maintain and deal in any kind of pharmaceuticals, chemicals, Medicine and drugs and all kinds of equipment and instrumentation for hospitals, dispensaries, clinics, laboratories, health clubs and other healthcare facilities.

8. Apollo Home Health Care (India) Limited (“AHHCL” or “Transferor Company-02”) was incorporated as a Public Limited Company under the Companies Act, 1956 on 02nd June, 1995 under the name and style of “Unique Home Health Care (India) Limited. Thereafter the name of the Transferor Company-02 was changed to Apollo Home Health Care (India) Limited and in this regard, a fresh certificate of incorporation was issued by the Registrar of Companies, Chennai on 11th November 2014. The Registered office of the Transferor Company-02 is 3rd Floor, Ali Towers, No.55, Greams Road Thousand Lights Chennai 600006. The Corporate Identity Number of the Transferor Company-02 is U85110TN1995PLC031663. Email id of AHHCL is companysecretary@apollohospitals.com AHHCL is an unlisted public limited company. PAN of AHHCL is AAACU1038R. The main objects of the Transferor Company-02 is to engage in the business of providing medical service and Healthcare to patients at home either diagnostic or therapeutic and render services relating to general and expert nursing care and providing special medical services in the area of oncology, orthopedic, urology, obstetrics, gynecology, and family planning, pediatric care.

9. The Authorized, Issued, Subscribed and Paid-up capital of the Transferor Company- 2 as on 31 March, 2020 was as follows:

Particulars	Amount in Rs.
Authorized Share Capital	
3,00,00,000 equity shares of Rs. 10/- each	30,00,00,000
Total	30,00,00,000
Issued, subscribed and paid-up Share Capital	
2,98,23,012 equity shares of Rs. 10/- each	29,82,30,120
Total	29,82,30,120

Subsequent to 31st March 2020, the Transferor Company-2 undertook subdivision of one equity share of face value of Rs.10/- each into two equity shares of Rs.5/- each on 27th January 2021. Accordingly, the Authorised, Issued, Subscribed and paid up capital is as follows :-

Particulars	Amount in Rs.
Authorized Share Capital	
6,00,00,000 equity shares of Rs. 5/- each	30,00,00,000
Total	30,00,00,000
Issued, subscribed and paid-up Share Capital	
5,96,46,024 equity shares of Rs. 5/- each	29,82,30,120
Total	29,82,30,120

10. The main objects for which the Transferor Company - 02 has been established are set out in its Memorandum of Association. They are briefly as under:

- i) To carry on the business of medical and health care to patients at home either diagnostic or therapeutic and render services of general and expert nursing care and to provide special medical services in the area of oncology, orthopaedic, urology, obstetrics, gynaecology and family planning, paediatric care.
- ii) To establish and maintain blood banks, well equipped laboratories, pharmacy diagnosis center and carry on medical, analytical, research and biological tests to facilitate treatment of patients.
- iii) To start hospitals, polyclinics, physical fitness center, physiotherapy center, mobile units, franchise hospitals, and enter into any collaboration arrangements or understanding with hospitals, consultants, experts, doctors, specialists for the treatment of patients.
- iv) To establish, promote, operate, open on franchise basis home health centers and services anywhere in India
- v) To start Institutions to train people leading to Bachelor degree in pharmacy, nursing and physiotherapy and other para medical sciences
- vi) To subscribe, purchase, exchange, acquire, hold and dispose of or otherwise deal and invest in any shares, debentures and other securities in or of any company or companies which have same or similar activities as that of the Company.

11. BACKGROUND OF THE SCHEME

11.1 The Scheme is divided into following parts :

1. **Part I** deals with Preamble & Rationale
2. **Part II** deals with Definitions & Share Capital
3. **Part III** deals with Transfer and Vesting
4. **Part IV** deals with the General Terms and Conditions.

I. PREAMBLE AND RATIONALE OF THE SCHEME

The Scheme of Amalgamation under Section 233 of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) for the amalgamation between Western Hospitals Corporation Private Limited and Apollo Home Healthcare (India) Limited into Apollo Hospitals Enterprise Limited

The respective Board of Directors of the Transferor Companies (1 and 2) and the Transferee Company in order to achieve a simplified corporate structure. The rationale of the Scheme is as follows :

- a. Facilitate consolidation of the undertakings in order to enable effective management and unified control of operations.
- b. Create economies in administrative and managerial costs by consolidating operations.
- c. Reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances.
- d. There is no likelihood that interests of any shareholder or creditor of any of the Transferor Companies (1 and 2) or the Transferee Company would be prejudiced as a result of the Scheme since transferor companies (1 and 2) are wholly owned subsidiaries of the transferee company.

II. DEFINITIONS AND SHARE CAPITAL

Part II of the scheme deals with Definitions & Share capital.

This Part elaborated in **Para No. 3 and 4** of the scheme available for inspection at the registered office of the Company.

III. TRANSFER AND VESTING

Part III of the scheme deals with Transfer and vesting of undertaking of Transferor Companies into the Transferee Company

The Undertaking of the Transferor Companies (1 and 2) shall be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company in the following manner:

(a) With effect from the Appointed Date, the whole of the Undertaking of the Transferor Companies (1 and 2) comprising their entire business, all assets and liabilities of whatsoever nature and where so ever situated, including the immovable properties, if any, shall, under the provisions of section 233 and all other applicable provisions, if any, of the Act, without any further act or deed (save as provided in sub-clauses (b), (c) and (d) below), be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company as a going concern so as to become, as from the Appointed Date, the Undertaking of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Companies (1 and 2) therein.

The Part is more elaborated in Para 5 of the scheme available for inspection at the registered office of the Company.

IV. GENERAL TERMS AND CONDITIONS

Part IV of the scheme deals with General Terms and Conditions

Please Refer the scheme available for inspection at the registered office of the Company.

In view of the aforesaid, the Board of Directors of both the Transferor Companies (1 and 2) and Transferee Company have considered and proposed this Scheme of Amalgamation under the provisions of Sections 233 and other applicable provisions of the Companies Act, 2013

12. SALIENT FEATURES OF THE SCHEME

Salient features of the scheme are set out as below:

- i. The Scheme is presented under Sections 233 and other applicable provisions of the Companies Act, 2013, as may be applicable, for the amalgamation of the Transferor Companies (1 and 2) with the Transferee Company
- ii. “Appointed Date” means **April 1, 2020**
- iii. “**Effective Date**” means the date or last of the dates on which the certified copy of the order of the Regional Director sanctioning the Scheme under Section 233 of the Act is filed with the concerned Registrar of Companies by the Transferor Companies and the Transferee Company. Any references in this scheme to the “date of coming into effect of this scheme” or “effectiveness of the Scheme” or “Scheme taking effect” shall mean the effective date;

iv. LEGAL PROCEEDINGS

All suits, actions and proceedings of whatsoever nature by or against the Transferor Companies (1 and 2) on the Appointed Date shall be transferred to the name of the Transferee Company and the same shall be continued and enforced by or against the Transferee Company, to the exclusion of the Transferor Companies (1 and 2). All monies or deposits or other securities if any, offered by the Transferor Companies (1 and 2) in any legal proceedings or cases under any tax legislation shall be treated as if deposited by the Transferee Company without requirement of any other procedure.

The matter is more elaborated in Point No. 6 of Part III of the scheme available for inspection at the Company

v. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

Subject to other provisions contained in the scheme, all contracts, deeds, bonds, agreements, insurance policies and other instruments of whatsoever nature to which the Transferor Companies (1 and 2) are parties, subsisting or having effect immediately before this arrangement under this Scheme, shall be, in full force and effect, against or in favour of the Transferee Company, and may be enforced as fully and as effectively as if instead of the Transferor Companies (1 and 2), the Transferee Company had been a party thereto. The Transferee Company shall enter into and / or issue and / or execute deeds, writings or confirmations or enter into any tripartite arrangement, confirmations or novations to which the Transferor Companies would, if necessary, also be party in order to give formal effect to the provisions of this clause, if so required or become necessary.

The matter is more elaborated in Point No. 7 of Part III of the scheme available for inspection at the Company

vi. TRANSFEROR COMPANY STAFF, WORKMEN AND EMPLOYEES

All executives, staff, workmen and other employees in the service of the Transferor Companies (1 and 2), immediately before the Appointed Date, under this Scheme shall become the executives, staff, workmen, and other employees of the Transferee Company

The matter is more elaborated in Point No. 8 of Part III of the scheme available for inspection at the Company

vii. ALTERATION OF AUTHORISED CAPITAL

Upon the Scheme becoming fully effective, the authorised share capital of the Transferor Companies (1 and 2) shall stand combined with the authorised share capital of the Transferee Company subject to the provision of the Companies Act, 2013 and that the filing fees, if any, paid by the Transferor Companies (1 and 2) on their authorised share capital prior to the merger or amalgamation with the transferee company, shall be set off against the fees payable by the Transferee Company on its authorized capital enhanced by the implementation of the scheme of amalgamation

Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to the applicable provisions of the Act by deleting the existing Clause and replacing it by the following:

"The Authorised Share Capital of the Company shall be Rs.190,00,00,000/- (Rupees One Hundred and Ninety Crores only) divided into 36,00,00,000 (Thirty Six Crores) equity shares of Rs. 5 (Rupees Five)

each, aggregating to Rs. 180,00,00,000 (One Hundred Eighty Crores only) and 10,00,000 (Ten Lakh) preference shares of Rs. 100 (Rupees One hundred) each, aggregating to Rs. 10,00,00,000 (Ten crores only), with the rights, privileges and conditions in attaching thereto as are provided by the Articles of Association of the Company for the time being, into several classes, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company to vary, modify or abrogate, any such rights, privileges or conditions in such manner as may for the time being provided for by the Companies Act 2013 and the Articles of Association of the Company.”

viii. NO CONSIDERATION AND CANCELLATION OF SHARES

The Transferor Companies (1 and 2) are wholly owned subsidiaries of the Transferee Company as on the date of filing the Scheme with the Central Government. Accordingly, there would be no issue or allotment of shares of the Transferee Company to the shareholders of the Transferor Companies (1 and 2).

Pursuant to and as a consequence of the amalgamation of the Transferor Companies with the Transferee Company, all equity shares of the Transferor Companies (1 and 2) held by the Transferee Company shall stand cancelled without any further act or deed.

ix. ACCOUNTING TREATMENT IN BOOKS OF THE TRANSFEE COMPANY

1. The Transferee Company shall account for the amalgamation of the Transferor Companies as per the Indian Accounting Standards 103- Accounting for Amalgamations (Ind AS 103) prescribed by the Central Government under Company (Accounting Standards) Rules, 2006 and any amendments thereto and shall abide by the Pooling of Interest Method of accounting stipulated in AS -103.
2. Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation in its books as under:
 - a. All the assets including intangible assets, whether or not recorded in the books of the Transferor Companies (1 and 2) and liabilities of the Transferor Companies (1 and 2) including reserves, shall stand transferred in the books of account of the Transferee Company at their existing carrying amounts and in the same form as at the Appointed Date.
 - b. The investments in the share capital of Transferor Companies (1 and 2) shall stand cancelled and corresponding effect shall be given in the books of accounts and records of the Transferee Company.
 - c. Inter-company balances and dues, if any, between both the Transferor Companies (1 and 2) and the Transferee Company shall stand cancelled and corresponding effect shall be given in the books of accounts and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.
 - d. It is clarified that any excess of Assets and Liabilities transferred to the Transferee Company would be credited to the ‘Capital Reserve Account’ of the Transferee Company and the shortfall of the Assets and Liabilities transferred to the Transferee Company would be treated as ‘Goodwill’ of Transferee Company.

- e. It is hereby clarified that pursuant to this Scheme, all transactions conducted during the period between the appointed date and effective date relating to the Transferor Companies (1 and 2) would be duly reflected in the Financial Statement of the Transferee Company, upon the Scheme coming into effect.
2. In case of any differences in accounting policy between both the Transferor Companies (1 and 2) and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail and the difference till the Appointed Date will be quantified and adjusted in the Profit and Loss account, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of a consistent accounting policy.

x. CONSEQUENTIAL MATTERS RELATING TO TAX

1. This Scheme has been drawn up to comply with the conditions relating to “Amalgamation” as specified under the tax laws, specifically Section 2(1B) of the Income-tax Act, 1961 and other relevant provisions of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section at a later date including resulting from an amendment of law with retrospective effect or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961 and other relevant provisions of the Income-tax Act, 1961. Such modification will however not affect the other parts of the Scheme.
2. Upon the Scheme coming into effect, all taxes/ cess/ duties, direct and/or indirect, payable by or on behalf of the Transferor Companies (1 and 2) from the Appointed Date onwards including all or any refunds and claims, including refunds or claims pending with the Revenue Authorities and including the right to claim credit for minimum alternate tax and carry forward of accumulated losses, shall, for all purposes, be treated as the tax/ cess/ duty, liabilities or refunds, claims, accumulated losses and credits pertaining to indirect taxes such as Input Tax Credit (ITC) of the Transferee Company. Accordingly, upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise, if it becomes necessary, its income-tax returns, Goods and service tax returns, other tax returns, and to claim refunds/ credits, pursuant to the provisions of this Scheme. The Transferee Company is also expressly permitted to claim refunds / credits in respect of any transaction between or amongst the Transferor Companies and the Transferee Company

The matter is more elaborated in Point No. 14 of Part III of the scheme available for inspection at the Company

- xi.** Subject to confirmation of the Scheme by the Central Government Chennai, Transferor Companies (1 and 2) shall be dissolved without the process of winding up on the Scheme becoming effective in accordance with the provisions of the Act and the Rules made thereunder.
- xii.** If any Part or provision of this Scheme hereof is invalid, ruled illegal by any Central Government of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Parties that such Part or provision, as the case may be, shall be severable from the remainder

of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part or provision, as the case may be, shall cause this Scheme to become materially adverse to any Party, in which case the Parties shall attempt to bring about a modification in the Scheme, as will best preserve for the Parties the benefits and obligations of the Scheme, including but not limited to such Part or provision

xiii. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

1. The sanction or approval under any law of the Central Government, State Government, or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required.
2. The compliance of the provisions of section 233 of the Companies Act 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, ("**Rules**") as may be applicable to the Transferor Companies (1 and 2) and Transferee Company.
3. The Scheme being agreed to by the respective requisite majorities of the members and creditors of the Transferor Companies (1 and 2) as per the provisions of section 233 of the Companies Act 2013.
4. The confirmation by the Central Government under section 233 and other applicable provisions of the Act being obtained by Transferor Companies (1 and 2) and also the Transferee Company.

13. RELATION BETWEEN THE TRANSFEROR COMPANY AND THE APPLICANT COMPANY

The Transferor Companies (1 and 2) are wholly owned Subsidiaries of the Transferee Company,

14. SHARE EXCHANGE RATIO

Not Applicable, as wholly owned subsidiaries are merging with the Holding Company

The Transferor Companies are wholly owned subsidiaries of the Transferee Company, hence the shares held by the Transferee Company in the Transferor Companies will be cancelled pursuant to Clause 12 of the scheme and as such there is no valuation in this regard.

15. VALUATION REPORT

Not applicable. The Company is not required to obtain valuation report as the amalgamation is pursuant to Section 233 of the Companies Act, 2020 involving amalgamation of Wholly owned subsidiary with the Holding Company

16. As per the latest audited balance sheet of the Transferee Company as on 31st March 2020, the assets and liabilities of the Company are as follows:

Liabilities	Amount (Rs. in million)	Assets	Amount (Rs. in million)
Share capital	696	Non-Current Assets	78,292
Reserves and Surplus	39,188	Current Assets	23,150
Non-current liabilities	42,128		
Current liabilities	19,430		
Total	101,442	Total	101,442

17. As per the latest audited balance sheet of the Transferor Company - 01 as on 31st March 2020, the assets and liabilities of the Company are as follows:

Liabilities	Amount (Rs. in million)	Assets	Amount (Rs. in million)
Share capital	180	Non-Current Assets	323
Reserves and Surplus	12	Current Assets	27
Non-current liabilities	136		
Current liabilities	22		
Total	350	Total	350

18. As per the latest audited balance sheet of the Transferor Company - 02 as on 31st March 2020, the assets and liabilities of the Company are as follows:

Liabilities	Amount (Rs. in million)	Assets	Amount (Rs. in million)
Share capital	298	Non-Current Assets	314
Reserves and Surplus	30	Current Assets	14
Non-current liabilities	-		
Current liabilities			
Total	328	Total	328

19. Details of the promoters and directors of the Transferee Company along with their addresses.

List of Promoters

Sr. No.	Name	Category	DIN	Address
1.	Dr. Prathap C Reddy	Promoter	00003654	No.19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028
2.	Ms. Sucharitha Reddy	Promoter	00003841	No.19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028
3.	Ms. Preetha Reddy	Promoter	00001871	No. 5 Subba Rao Avenue, II Street, Chennai - 600 006
4.	Ms.Suneeta Reddy	Promoter	00001873	No.14D, Boat Club Road, Raja Annamalaipuram, Chennai - 600 028
5.	Ms. Shobana Kamineni	Promoter	00003836	10-3-316A Masab Tank, Hyderabad - 500 028
6.	Ms. Sangita Reddy	Promoter	00006285	8-2-674/B/2/12 Road No.13, Banjara Hills, Hyderabad - 500 034
7.	Mr. Karthik Anand	Promoter	02354216	No. 5 Subba Rao Avenue, II Street, Chennai - 600 006
8.	Mr. Harshad Reddy	Promoter	02364798	No. 5 Subba Rao Avenue, II Street, Chennai - 600 006
9.	Ms. Sindoori Reddy	Promoter	00278040	No.14D, Boat Club Road, Raja Annamalaipuram, Chennai - 600 028
10.	Mr. Aditya Reddy	Promoter	00482051	No.14D, Boat Club Road, Raja Annamalaipuram, Chennai - 600 028
11.	Ms. Upasana Kamineni	Promoter	02781278	10-3-316A Masab Tank, Hyderabad - 500 028
12.	Mr. Puansh Kamineni	Promoter	08117626	10-3-316A Masab Tank, Hyderabad - 500 028
13.	Ms. Anuspala Kamineni	Promoter	07486388	10-3-316A Masab Tank, Hyderabad - 500 028
14.	Mr. Konda Anindith Reddy	Promoter	06893398	8-2-674/B/2/12 Road No.13, Banjara Hills, Hyderabad - 500 034
15.	Mr. Konda Vishwajit Reddy	Promoter	07719569	8-2-674/B/2/12 Road No.13, Banjara Hills, Hyderabad - 500 034

16.	Mr. Konda Viraj Madhav Reddy	Promoter	07719598	8-2-674/B/2/12 Road No.13, Banjara Hills, Hyderabad - 500 034
17.	Mr. Vijay Kumar Reddy	Promoter	01097295	No. 5 Subba Rao Avenue, II Street, Chennai - 600 006
18.	Mr. Dwaraknath Reddy	Promoter	00277929	No.14D, Boat Club Road, Raja Annamalaipuram, Chennai - 600 028
19.	Mr. Anil Kamineni	Promoter	01562283	10-3-316A Masab Tank, Hyderabad - 500 028
20.	Mr. K Vishweshwar Reddy	Promoter	00465129	8-2-674/B/2/12 Road No.13, Banjara Hills, Hyderabad - 500 034
21.	M/s. PCR Investments Ltd	Promoter	NA	No.19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028
22.	M/s. Obul Reddy Investments Private. Ltd.	Promoter	NA	Pottipati Plaza, 2 nd Floor, No. 35 Nungambakkam High Road, Chennai - 600 034
23.	M/s. Indian Hospitals Corporation Ltd	Promoter	NA	No.19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028

List of Directors

Sr. No.	Name	Designation	DIN	Address
1	Dr. Prathap C Reddy	Executive Chairman	00003654	19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028
2	Ms. Preetha Reddy	Executive Vice Chairperson	00001871	5 Subba Rao Avenue, II Street, Chennai - 600 006
3	Ms. Suneeta Reddy	Managing Director	00001873	No. 14D Boat Club Road, Raja Annamalai-puram, Chennai - 600 028
4	Ms. Shobana Kamineni	Executive Vice Chairperson	00003836	No.10-3-316-A, Masab Tank, Hyderabad - 500 028.
5	Ms. Sangita Reddy	Joint Managing Director	00006285	H. No.8-2-674/B/2/ 12, Road No. 13, Banjara Hills, Hyderabad - 500 034

6	Mr. Vinayak Chatterjee	Independent Director	00008933	No.E-2278, Palam Vihar, Gurgaon, Haryana, 122017.
7	Dr. T.Rajgopal (resigned wef 1 st April 2021)	Independent Director	02253615	2301, Tower 2 (Aqua), Planet Godrej, 30 Keshavrao Khadye Marg, Mahalaxmi, Mumbai 400 011
8	Dr. Murali Doraiswamy	Independent Director	08235560	25, Old No. 11, Beasant Avenue, Karpagam Garden, Adyar, Chennai - 600 020
9	Ms. V. Kavitha Dutt	Independent Director	00139274	7, 1 st Crescent Park Road, Gandhi Nagar, Adyar, Chennai - 600 020
10	Mr. MBN Rao	Independent Director	00287260	No. 2 LH 1902, Lanco Hills Residential Towers, Gachibowli, Hyderabad - 500 089

20. Details of the promoters and directors of the Transferor Company - 01 along with their addresses.

List of Promoters

Sr. No.	Name	Category	DIN	Address
1.	Apollo Hospitals Enterprise Limited	Holding Company	NA	No.19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028

List of Directors

Sr. No.	Name	Designation	DIN	Address
1	Mr. Rajkumar Menon	Independent Director	00002897	G-350, 10 B Cross Street A, Panampilly Nagar, Ernakulam, 682 036, Kerala
2	Mr. S.M. Krishnan	Director	02573490	Anjana Jains Apartments, No, 25 Bazullah Road, T Nagar, Chennai - 600 017
3	Mr. R. Krishnakumar	Director	03331512	Old No. 11B-1, New No. 45/2 CGG Housing Colony Kuppam Beach Road, Thiruvanmiyur Chennai - 600 041

21. Details of the promoters and directors of the Transferor Company - 02 along with their addresses.

List of Promoters

Sr. No.	Name	Category	DIN	Address
1.	Apollo Hospitals Enterprise Limited	Holding Company	NA	No.19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028

List of Directors

Sr. No.	Name	Designation	DIN	Address
1	Mr. Rajkumar Menon	Independent Director	00002897	G-350, 10 B Cross Street A, Panampilly Nagar, Ernakulam 682 036, Kerala
2	Mr. Harshad Reddy	Managing Director	02364798	5 Subba Rao Avenue, II Street, Chennai - 600 006
3	Mr. G. Narotham Reddy	Director	00009205	No.2-A, Verma Castle, No. 18 1 st Main Road, UI Colony, Kodambakkam, Chennai - 600 024
4	Mr. V. Satyanarayana Reddy	Director	00002505	12-3/53-3 AK Block, Dugar Enclave, 10 th Main Road, Anna Nagar, Chennai - 600 040
5	Mr. C. Sreethar	Director	00006280	F-1B Grans Krishna Kirupalaya Apartments, 1 st Floor, No. 26/10 Radhakrishnan Street, T.Nagar, Chennai - 600 017

22. PRE SCHEME AND POST SCHEME SHAREHOLDING PATTERN

The pre-scheme Shareholding Pattern of AHEL as on December 31, 2020 was as follows :-

Category of shareholder	Total no. shares held	(%)
(A) Promoter & Promoter Group	4,28,75,002	30.82
B1) Institutions		
Mutual Funds/	1,02,06,979	7.34
Alternate Investment Funds	1,29,320	0.09
Foreign Portfolio Investors	7,19,26,444	51.70
Financial Institutions/ Banks	99,260	0.07
Insurance Companies	46,53,943	3.35
Sub Total B1	8,70,15,946	62.55
B2) Central Government/ State Government(s)/ President of India		
Central Government/ State Government(s)/ President of India	3,23,708	0.23
Sub Total B2	3,23,708	0.23
B3) Non-Institutions		
Individual share capital upto Rs. 2 Lacs	55,80,480	4.01
Individual share capital in excess of Rs. 2 Lacs	6,33,947	0.46
Overseas Depositories (holding DRs)	1,32,967	0.10
Any Other (specify)	25,63,109	1.84
Bodies Corporate	4,31,575	0.31
Clearing Members	1,74,949	0.13
Employees	125	0.00
Foreign Portfolio Investor (Category - III)	8,800	0.01
HUF	60,913	0.04
IEPF	4,31,889	0.31
LLP	9,203	0.01
Non-Resident Indian (NRI)	11,49,283	0.83
Trusts	1,36,462	0.10
Unclaimed or Suspense or Escrow Account	1,59,910	0.11
Sub Total B3	89,10,503	6.40
B=B1+B2+B3	9,62,50,157	69.18
Total A + B	13,91,25,159	100.00

The pre-scheme Shareholding Pattern of WHCPL as on December 31, 2020 are as follows :-

Sr. No.	Name of Shareholder(s)	No. of Shares	% of Paid up Share Capital
1.	Apollo Hospitals Enterprise Limited (AHEL)	1,79,99,990	100.00
2.	L. Lakshmi Narayana Reddy, Nominee of AHEL	10	-
	Total	1,80,00,000	100.00

The pre-scheme Shareholding Pattern of AHHCL as on December 31, 2020 was as follows :-

Sr. No.	Name of Shareholder(s)	No. of Shares	% of Paid up Share Capital
1.	Apollo Hospitals Enterprise Limited (AHEL)	2,98,22,312	100.00
	Nominees of AHEL		
2.	Mr. S.K. Venkataraman	100	-
3.	Mr. G. Narotham Reddy	100	-
4.	Mr. V. Satyanarayana Reddy	100	-
5.	Mr. C. Sreedhar	100	-
6.	Mr. L. Lakshmi Narayana Reddy	100	-
7.	Mr. V. Venugopal	100	-
8.	Mr. P.B. Subramanian	100	-
	Total	2,98,23,012	100.00

The post scheme shareholding pattern of WHCPL and AHHCL is not applicable since both companies will get amalgamated with AHEL. Also the post scheme shareholding pattern of AHEL will not change since the Scheme does not involve any issuance of new shares. The post scheme issued and paid up capital share capital of AHEL will not change.

23. Disclosure about the effect of the Amalgamation on:

Particulars	AHEL	WHCPL	AHHCL
Relationship subsisting between Companies			
Nature of Relationship	Holding Company of WHCPL and AHHCL	Wholly Owned Subsidiary of AHEL	Wholly Owned Subsidiary of AHEL

The date of board meeting at which the scheme was approved by the Board of Directors including the name of directors who voted in favour of the resolution, voted against the resolution and who did not vote or participate on such resolution			
Voting Pattern & Related Information	The Board Meetings of AHCL, WHCPL and AHHCL were held on 27 th January 2021. All the directors present in the Board Meetings, voted in favour of the scheme (for details refer point no. 24)		
Key Managerial Personnel	No effect	Shall cease to be key managerial personnel in WHCPL	Shall cease to be key managerial personnel in AHHCL
Directors	No effect	Shall cease to be Directors in WHCPL	Shall cease to be Directors in AHHCL
Promoters	No effect	Not Applicable, being wholly owned subsidiary of AHCL	Not Applicable, being wholly owned subsidiary of AHCL
Non Promoter Members	No effect	Not Applicable	Not Applicable
Deposit Holders	Not Applicable	Not Applicable	Not Applicable
Creditors	No effect	Creditors of WHCPL would become creditors of AHCL and shall be paid off in the ordinary course of business. Inter-company creditors, if any would get cancelled	Creditors of AHHCL would become creditors of AHCL and shall be paid off in the ordinary course of business. Inter-company creditors, if any would get cancelled
Debenture Holders	No effect	Not Applicable	Not Applicable
Deposit Trustee & Debenture Trustee	No effect	Not Applicable	Not Applicable
Employees of the Company	No effect	Employees of WHCPL will become employees of AHCL on the same terms and conditions, as are no less favourable than existing conditions without any interruption of service upon amalgamation with AHCL	Employees of AHHCL will become employees of AHCL on the same terms and conditions, as are no less favourable than existing conditions without any interruption of service upon amalgamation with AHCL

Disclosure about effect of amalgamation on material interest of Directors, Key Managerial Personnel (KMP) and debenture trustee			
Nature of effect, if any	No material effect of amalgamation	No material effect of amalgamation	No material effect of amalgamation
Details of capital or debt restructuring, if any			
Adjustment of securities premium account	Not applicable	Not applicable	Not applicable
Due to Unsecured Creditors			
Amount due to unsecured creditors as on December 31, 2020	Rs.34,866.50 million	Rs. 3.79 million	Nil
Investigation or proceedings, if any, pending against the company under sections 235 to 251 of the Companies Act, 1956 and Sections 210 to 229 of the Act			
	Nil	Nil	Nil

24. The Board of Directors of the Transferee Company and Transferor Companies at their respective meeting(s) held on 27th January 2021, unanimously approved the Scheme, subject to the approval by the requisite majority of the shareholders of the respective companies and creditors, as may be required, and subject to the sanction of the Regional Director, Southern Region and of such other authorities as may be necessary.

Names of the directors who voted in the favour of the resolution, who voted against the resolution and who did not vote or participate in the resolution.

(i) Transferee Company

Name of the Directors of Transferee Company	Designation	DIN	Voted in Favour/ Against /Abstained from voting
Dr. Prathap C Reddy	Executive Chairman	00003654	Favour
Ms. Preetha Reddy	Executive Vice Chairperson	00001871	Favour
Ms. Suneeta Reddy	Managing Director	00001873	Favour
Ms. Shobana Kamineni	Executive Vice Chairperson	00003836	Favour
Ms. Sangita Reddy	Joint Managing Director	00006285	Favour
Mr. Vinayak Chatterjee	Independent Director	00008933	Favour
Dr.T.Rajgopal	Independent Director	02253615	Favour
Dr. Murali Doraiswamy	Independent Director	08235560	Favour
Ms. V. Kavitha Dutt	Independent Director	00139274	Favour
Mr. MBN Rao	Independent Director	00287260	Favour

(ii) **Transferor Company-01**

Name of the Directors of Transferor Company	Designation	DIN	Voted in Favour/ Against /Abstained from voting
Mr. Rajkumar Menon	Independent Director	00002897	Favour
Mr. S.M. Krishnan	Director	02573490	Favour
Mr. R. Krishnakumar	Director	03331512	Favour

(iii) **Transferor Company-02**

Name of the Directors of Transferor Company	Designation	DIN	Voted in Favour/ Against /Abstained from voting
Mr. Rajkumar Menon	Independent Director	00002897	Favour
Mr. Harshad Reddy	Managing Director	02364798	Favour
Mr. G. Narotham Reddy	Director	00009205	Favour
Mr. V. Satyanarayana Reddy	Director	00002505	Favour
Mr. C. Sreethar	Director	00006280	Favour

25. GENERAL

1. Scheme of Amalgamation between Western Hospitals Corporation Private Limited (Transferor Company - 01) and Apollo Home Health care (India) Limited (Transferor Company - 02) (hereinafter referred to as Transferor Companies) and Apollo Hospitals Enterprise Limited (Transferee Company) and their respective members and creditors under Sections 233 of the Companies Act, 2013 **Annexure A**
2. The Registrar of Companies, Tamil Nadu, Chennai vide its letter Ref. No. F.NO. 008035/Apollo/S.233/2021 dated 2nd March 2021 stated that they have no objections/suggestions in respect of the Scheme of Amalgamation and the copy of the letter is annexed to this Notice as **Annexure B**.
3. The Office of the Official Liquidator, High Court, Chennai vide its letters Ref. No Letter Ref. No. F.NO. 107/2019/Amal dated 22nd March 2021 stated that that they have no objections/suggestions in respect of the Scheme of Amalgamation and the copy of the letters are annexed to this Notice as **Annexure C**.
4. The company had also submitted draft Scheme of Amalgamation to the Stock Exchanges viz. National Stock Exchange and Bombay Stock Exchange Limited under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended.
5. Declaration of Solvency in Form CAA-10 in pursuance of clause (c) of sub-section (1) of section 233 was filed with Registrar of Companies and the same is annexed as **Annexure D**
6. This statement may be treated as an Explanatory Statement under 102 of the Companies Act, 2013.

7. Once the scheme is approved by the shareholders, the scheme will be effective subject to the approval by the Jurisdictional Regional Director, Ministry of Corporate Affairs.
8. List of Documents available for inspection at the Registered office of the Company during the business hours on all days, except Saturdays, Sundays and National Holidays from the date hereof up to the date of Meeting.

S NO.	PARTICULARS
1.	Latest audited financial statements of the company including consolidated financial statements for the year ended 31 st March 2020
2.	Copy of the proposed Scheme of Amalgamation;
3.	A copy of the Memorandum and Articles of Association of the Transferor Companies and Transferee Company
4.	The certificate issued by Auditor for the Companies to the effect that the accounting treatment, if any, proposed in the scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013.
5.	Annual Report of the Transferor Companies and Transferee Company for the year ended 31 st March 2020
6.	Declaration of Solvency in Form CAA-10 in pursuance of clause (c) of sub-section (1) of section 233 filed with Registrar of Companies, Chennai
7.	Such other information or documents as the Board or Management believes necessary and relevant for making decision for or against the scheme.

By Order of the Board
For APOLLO HOSPITALS ENTERPRISE LIMITED

S M Krishnan
Vice President - Finance & Company Secretary

Date: March 27, 2021
Place: Chennai

SCHEME OF AMALGAMATION
OF
WESTERN HOSPITALS CORPORATION PRIVATE LIMITED
CIN: U85110TN2006PTC061323
(TRANSFEROR COMPANY-01)

APOLLO HOME HEALTHCARE (INDIA) LIMITED
CIN: U85110TN1995PLC031663
(TRANSFEROR COMPANY-02)

WITH
APOLLO HOSPITALS ENTERPRISE LIMITED
CIN: L85110TN1979PLC008035
(TRANSFeree COMPANY)

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(Under the provisions of section 233 and the applicable provisions of the
Companies Act, 2013)

PARTS OF THE SCHEME

The Scheme is divided into the following parts:

- 1) **Part I** deals with Preamble & Rationale
- 2) **Part II** deals with Definitions & Share Capital
- 3) **Part III** deals with Transfer and Vesting
- 4) **Part IV** deals with the General Terms and Conditions.

PART I - PREAMBLE AND RATIONALE

1. PREAMBLE

- 1.1 This Scheme of Amalgamation ("Scheme") is presented and formulated under section 233 of the Companies Act, 2013 and the rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force) for the amalgamation between **Western Hospitals Corporation Private Limited and Apollo Home Health Care (India) Limited**, into **Apollo Hospitals Enterprise Limited**.
- 1.2 Western Hospitals Corporation Private Limited (hereinafter referred to as "**WHCPL** or "**Transferor Company-01**") was incorporated as a private limited company on 16th October, 2006 under the Companies Act, 1956. The Corporate Identity Number of the Transferor Company is **U85110TN2006PTC061323**. The Registered office of the Transferor Company is 3rd Floor, Ali Towers, No.55, Greams Road Thousand Lights Chennai 600006. The main objects of the Transferor Company is to undertake, assist, promote, engage, design, construct, set up and run multi-specialty and super specialty hospitals, nursing homes, dispensaries, pharmacies, diagnostic centers, trauma centers and ambulance services (hereinafter referred to as the "**Transferor Company-01**").
- 1.3 Apollo Home Health Care (India) Limited (hereinafter referred to as "**AHHCL**" or "**Transferor Company-02**") was incorporated as a public limited company under the Companies Act, 1956 on 02nd June, 1995 under the name and style of "Unique Home Health Care (India) Limited. Thereafter the name of the Transferor Company-02 was changed to Apollo Home Health Care (India) Limited and in this regard, a fresh certificate of incorporation was issued by the Registrar of Companies, Chennai on 11th November 2014. The Corporate Identity Number of the Transferor Company-02 is **U85110TN1995PLC031663**. The Registered office of the Transferor Company-02 is 3rd Floor, Ali Towers, No.55, Greams Road Thousand Lights Chennai 600006. The main objects of the Transferor Company-02 is providing medical service and Healthcare to patients at home either diagnostic or therapeutic and render services relating to general and expert nursing care and providing special medical services in the area of oncology, orthopedic, urology, obstetrics, gynecology, and family planning, pediatric care (hereinafter referred to as the "**Transferor Company-02**").
- 1.4 Apollo Hospitals Enterprise Limited (hereinafter referred to as "**AHEL**" or "**Transferee Company**") was incorporated as a public limited company on the 05th December, 1979 under the Companies Act, 1956. The Corporate Identity Number of the Transferee Company is **L85110TN1979PLC008035**. The Registered office of the Transferee Company is 19 Bishop Gardens Raja Annamalai Puram Chennai TN 600028 IN. The Transferee Company is engaged in the business of owning, establishing, constructing, erecting, maintaining, running, managing, developing, acquiring, purchasing, undertaking, improving, equipping, promoting, initiating, encouraging, as well as to organize, and run under franchise super specialty hospitals, clinics, poly clinics, dispensaries, clinics, operation theatres, nursing homes, and other similar establishments for providing treatment and medical relief in all its branches by all available means to the public at large. (hereinafter referred to as the "**Transferee Company**").

2. RATIONALE

- 2.1 The board of directors of the Transferor Companies (1 and 2) and the Transferee Company meet the threshold requirements and classifications of the provisions of section 233 of the Companies Act 2013 and have accordingly intended to adopt the process under the said section and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, ("**Rules**").
- 2.2 The Transferee Company holds the entire share capital of the Transferor Companies (1 and 2). Thus, the Transferor Companies are wholly-owned subsidiaries of the Transferee Company.
- 2.3 The respective Board of Directors of the Transferor Companies (1 and 2) and the Transferee Company have decided to amalgamate the Transferor Companies (1 and 2) with the Transferee Company in order to achieve a simplified corporate structure. The Board of Directors of the Transferor Companies (1 and 2) and the Transferee Company are of the opinion that the proposed amalgamation of the Transferor Companies (1 and 2) with the Transferee Company will be for the benefit of the Transferor Companies (1 and 2) and the Transferee Company in the following manner:
- (a) Facilitate consolidation of the undertakings in order to enable effective management and unified control of operations.
 - (b) Create economies in administrative and managerial costs by consolidating operations.
 - (c) Reduce duplication of administrative responsibilities and multiplicity of records and legal and regulatory compliances.
 - (d) There is no likelihood that interests of any shareholder or creditor of any of the Transferor Companies (1 and 2) or the Transferee Company would be prejudiced as a result of the Scheme since transferor companies (1 and 2) are wholly owned subsidiaries of the transferee company.

PART II - DEFINITIONS AND SHARE CAPITAL

3. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following shall have the meanings as provided herein:

- 3.1 "Accounting Standard" means the Accounting Standards as notified under section 133 of the **Companies Act, 2013 read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015** and the Companies (Indian Accounting Standards) Amendments Rules, 2016 issued by the Ministry of Corporate Affairs and other accounting principles generally accepted in India.
- 3.2 "Act" means the Companies Act, 2013 and the Rules made thereunder and as may be applicable.

- 3.3 “Appointed Date” means the date from which this Scheme shall become operative viz., 1st April, 2020.
- 3.4 “Applicable laws” mean any statute, law, regulation, ordinance, rule, judgment, rule of law, order, decree, ruling, bye-law, approval of any governmental authority, directive, guideline, policy, clearance, requirement or other governmental restriction or any similar form of decision of or determination by, or any interpretation or administration having the force of law of any of the foregoing by any governmental authority having jurisdiction over the matter in question, whether in effect as of the date of this Scheme or at any time thereafter.
- 3.5 “Appropriate Authority” means any government, statutory, regulatory, departmental or public body or authority of the Relevant Jurisdiction, including Registrar of Companies, and the National Company Law Tribunal.
- 3.6 “Approval” means any permission, approval, consent, license, order, decree, authorization, authentication of, or registration, declaration or filing with or notification, exemption or ruling to or from any Governmental Authority required under any statute or regulation.
- 3.7 “Board of Directors” or “Board” means the Board of Directors or any committee thereof of the Transferor Companies (1 and 2) or the Transferee Company, as the context requires.
- 3.8 “Central Government” means the Government of India and for the purposes of Sections 233 of the Act, the Central Government has delegated its powers to the Regional Director, Ministry of Corporate Affairs, having territorial jurisdiction.
- 3.9 “Companies” means Transferor Companies (1 and 2) and the Transferee Company.
- 3.10 “Consent” means any license, permission, approval, clearance, permit, notice, consent, authorization, waiver, grant, concession, agreement, certificate, exemption, order, or registration from any Government Authority or any other person.
- 3.11 “Effective Date” means the date or last of the dates on which the certified copy of the order of the Regional Director sanctioning the Scheme under Section 233 of the Act is filed with the concerned Registrar of Companies by the Transferor Companies and the Transferee Company. Any references in this scheme to the “date of coming into effect of this scheme” or “effectiveness of the Scheme” or “Scheme taking effect” shall mean the effective date;
- 3.12 “Encumbrance” means (a) any mortgage, pledge, lien, charge (whether fixed or floating), hypothecation, assignment, deed of trust, title retention, right to set-off or counter claim, security interest, security letter conferring any priority of payment in respect of any obligation of any person, (b) purchase or option agreement or arrangement, right of first refusal, right of first offer, restriction on voting, (c) subordination agreement or arrangement (d) agreements to create or effect any of the foregoing (e) interest, option, or transfer restriction in favour of any person (f) any adverse claim as to title, possession or use and (g) any encroachment on immovable properties.

- 3.13 **“Government Authority”** means (i) a national government, political subdivision thereof; (ii) an instrumentality, board, commission, court, local authority or agency, whether civilian or military, of any of the above, however constituted; and (iii) a government-owned/government-controlled association, organization in the Republic of India.
- 3.14 **“IT Act”** means the Income Tax Act,1961 and shall include any statutory modifications, re-enactments or amendments thereof for the time being in force.
- 3.15 **“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;
- 3.16 **“Official Liquidator”** means the office of the Official Liquidator of the place where the Registered Offices of the Transferor Companies (1 and 2) and the Transferee Company are located.
- 3.17 **“ROC”** means the respective Registrar of Companies having jurisdiction over the Transferor Companies (1 and 2) and the Transferee Company, as the case may be.
- 3.18 **“Scheme of Amalgamation” or “Scheme” or “the Scheme” or “this Scheme”** means this Scheme of Amalgamation under Sections 230, 232 and 233 of the Act in its present form or with any modification(s) approved, imposed, or directed by the Regional Director.
- 3.19 **“Stock exchange”** means a recognised stock exchange under the Securities Contracts, (Regulation) Act, 1956.
- 3.20 **“SEBI”** means the Securities and Exchange Board of India.
- 3.21 **“SEBI Circular”** means the SEBI circular on ‘Schemes of Arrangement’ by Listed companies dated 10 March 2017 and relaxation under sub-rule (7) of rule 19 of the Securities Contracts Regulation Rules, 1957, including any amendments and modifications thereto;
- 3.22 **“Transferor Company-01” or “WHCPL”** means Western Hospitals Corporation Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at, 3rd Floor, Ali Towers, No.55, Greams Road Thousand Lights Chennai 600006
- 3.23 **Transferor Company-02” or “AHHCL”** means Apollo Home HealthCare (India) Limited, a company incorporated under the Companies Act, 1956 and having its registered office at, 3rd Floor, Ali Towers, No.55, Greams Road Thousand Lights Chennai 600006
- 3.24 **“Transferee Company” or “AHCL”** means Apollo Hospital Enterprise Limited, a company incorporated under the Companies Act, 1956 and having its registered office at, 19 Bishop Gardens Raja Annamalai Puram Chennai - 600028
- 3.25 **“Undertaking”** shall mean and include the whole of the undertakings of the Transferor Companies, as going concerns, including their businesses, all secured and unsecured debts, liabilities, duties and obligations and all the assets, investments in Shares, Debts and Mutual Funds, properties, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without

being limited to goods-in-transit, vehicles, fixed assets, work in progress, current assets, investments, reserves, provisions, funds, licenses, registrations, copyrights, patents, trade names, trademarks and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, licenses, tenancy rights, premises, ownership flats, hire purchase and lease arrangements, lending arrangements, benefits of security arrangements, computers, office equipment, telephones, telexes, facsimile connections, communication facilities, equipment and installations and utilities, electricity, water and other service connections, benefits of agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all the right, title, interest, goodwill, benefit and advantage, deposits, reserves, provisions, advances, receivables, deposits, funds, cash, bank balances, accounts and all other rights, benefits of all agreements, subsidies, grants, tax credits (including but not limited to credits in respect of income tax, minimum alternate tax, fringe benefit tax, taxes withheld at source by or on behalf of the Transferor Companies, wealth tax, sales tax, value added tax, turnover tax, service tax, research and development cess etc), Software Licences, Domains / Websites etc., in connection / relating to the Transferor Companies and other claims and powers, of whatsoever nature and wheresoever situated belonging to or in the possession of or granted in favor of or enjoyed by the Transferor Companies, as on the Appointed Date.

- 3.26 Words denoting the singular shall include the plural and vice versa;
- 3.27 References to any statutory provision shall include any statutory modification to or re-enactment of such provision; and
- 3.28 Clause headings are included for reference only and shall not affect the interpretation of this instrument.
- 3.29 All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as ascribed to them under the Act and other applicable laws, rules, regulations and byelaws as the case may be, including any statutory modification or re-enactment thereof from time to time.

4. SHARE CAPITAL

- 4.1 The Authorized, Issued, Subscribed and Paid-up capital of the Transferor Company-01 as on March 31, 2020 was as follows:

Particulars	Amount in Rs.
Authorized Share Capital	
5,00,00,000 equity shares of Rs. 10/- each	50,00,00,000
Total	50,00,00,000
Issued, subscribed and paid-up Share Capital	
1,80,00,000 equity shares of Rs. 10/- each	18,00,00,000
Total	18,00,00,000

Subsequent to 31st March, 2020 the Transferor Company-1 undertook subdivision of one equity share of face value of Rs.10/- each into two equity shares of Rs.5/- each on 27th January 2021. Accordingly, the Authorised, Issued, Subscribed and paid up capital is as follows :-

Particulars	Amount in Rs.
Authorized Share Capital	
10,00,00,000 equity shares of Rs. 5/- each	50,00,00,000
Total	50,00,00,000
Issued, subscribed and paid-up Share Capital	
3,60,00,000 equity shares of Rs. 5/- each	18,00,00,000
Total	18,00,00,000

All the shares issued by the Transferor Company-01 as above are held by the Transferee Company and its nominees as on the date of filing this Scheme with the Central Government. Consequently, the Transferor Company-01 is a wholly-owned subsidiary of the Transferee Company as on the date of filing this Scheme with the Central Government and hence the scheme qualifies to be filed before the Central Government under Section 233 of the Companies Act,2013.

- 4.2 The Authorized, Issued, Subscribed and Paid-up capital of the Transferor Company-02 as on March 31, 2020 was as follows:

Particulars	Amount in Rs.
Authorized Share Capital	
3,00,00,000 equity shares of Rs. 10/- each	30,00,00,000
Total	30,00,00,000
Issued, subscribed and paid-up Share Capital	
298,23,012 equity shares of Rs. 10/- each	29,82,30,120
Total	29,82,30,120

Subsequent to 31st March 2020, the Transferor Company-2 undertook subdivision of one equity share of face value of Rs.10/- each into two equity shares of Rs.5/- each on 27th January 2021. Accordingly, the Authorised, Issued, Subscribed and paid up capital is as follows :-

Particulars	Amount in Rs.
Authorized Share Capital	
6,00,00,000 equity shares of Rs. 5/- each	30,00,00,000
Total	30,00,00,000
Issued, subscribed and paid-up Share Capital	
59,646,024 equity shares of Rs. 5/- each	29,82,30,120
Total	29,82,30,120

All the shares issued by the Transferor Company-02 as above are held by the Transferee Company and its nominees as on the date of filing this Scheme with the Central Government.

Consequently, the Transferor Company-02 is a wholly-owned subsidiary of the Transferee Company as on the date of filing this Scheme with the Central Government and hence the scheme qualifies to be filed before the Central Government under Section 233 of the Companies Act, 2013.

- 4.3 The Authorized, Issued, Subscribed and Paid-up capital of the Transferee Company as on March 31, 2020 was as follows:

Particulars	Amount in Rs.
Authorized Share Capital	
200,000,000 Equity shares of Rs. 5/- each	1,00,00,00,000
1,000,000 Preference shares of Rs.100/- each	10,00,00,000
Total	1,10,00,00,000
Issued	
13,96,58,177 Equity shares of Rs. 5/- each	69,82,90,885
subscribed and paid-up Share Capital	
13,91,25,159 Equity shares of Rs.5/- each	69,56,25,795
Total	69,56,25,795

There is no change in the Authorized Share Capital of the company after March 2020. However, after 31st March, 2020, there has been an allotment of 46,59,498 equity shares of face value Rs. 5/- each to qualified institutional buyers on 23rd January, 2021 and the paid-up share capital as on the date of approval of scheme amounts to Rs.71,89,23,285/-

PART III - TRANSFER AND VESTING OF UNDERTAKING OF THE TRANSFEROR COMPANIES INTO THE TRANSFEE COMPANY

5. TRANSFER OF UNDERTAKING

- 5.1 The Undertaking of the Transferor Companies (1 and 2) shall be transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company in the following manner:
- (a) With effect from the Appointed Date, the whole of the Undertaking of the Transferor Companies (1 and 2) comprising their entire businesses, all assets and liabilities of whatsoever nature and where so ever situated, including the immovable properties, if any, shall, under the provisions of section 233 and all other applicable provisions, if any, of the Act, without any further act or deed (save as provided in sub-clauses (b), (c) and (d) below), be transferred to and vested in and/ or be deemed to be transferred to and vested in the Transferee Company as going concerns so as to become, as from the Appointed Date, the Undertaking of the Transferee Company and to vest in the Transferee Company all the rights, title, interest or obligations of the Transferor Companies (1 and 2) therein.

Provided that for the purpose of giving effect to the confirmation order passed under section 233 of the Act in respect of this Scheme, the Transferee Company shall at any time pursuant to the

orders on this Scheme be entitled to get the record of the change in the title (subject to the payment of the appropriate stamp duty as per the applicable stamp act of that jurisdiction where the property is situated) and the appurtenant legal right(s) upon the vesting of such assets of the Transferor Companies (1 and 2), at the office of the respective Registrar of Assurances or any other concerned authority, where any such property is situated.

- (b) All movable assets including cash in hand, if any, of the Transferor Companies (1 and 2), capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed and delivered, as the case may be, to the Transferee Company. Such delivery shall be made on a date mutually agreed upon between the respective Board of Directors of the Transferor Companies (1 and 2) and the Transferee Company.
- (c) In respect of movables other than those specified in sub-clause (b) above, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, the following modus operandi for intimating third parties shall, to the extent possible, be followed:
 - (i) The Transferee Company shall give notice in such form as it may deem fit and proper, to each person, debtor, loanee or deposittee as the case may be, that pursuant to confirmation of the Scheme, the said debts, loans, advances, bank balances or deposits be paid or made good or held on account of the Transferee Company as the person entitled thereto to the end and intent that the right of the Transferor Companies (1 and 2) to recover or realise the same stands extinguished and that appropriate entry should be passed in its books to record the aforesaid change;
 - (ii) The Transferor Companies (1 and 2) shall also give notice in such form as it may deem fit and proper to each person, debtor, loanee or deposittee that pursuant to confirmation of the Scheme the said debt, loan, advance or deposit be paid or made good or held on account of the Transferee Company and that the right of the Transferor Companies (1 and 2) to recover or realize the same stands extinguished.
- (d) In relation to the assets, if any, belonging to the Transferor Companies (1 and 2), which require separate documents of transfer, the Transferor Companies (1 and 2) and the Transferee Company will execute necessary documents, as and when required.
- (e) With effect from the Appointed Date, all debts, liabilities, contingent liabilities, duties and obligations of every kind, nature, description, whether or not provided for in the books of accounts and whether disclosed or undisclosed in the balance sheet of the Transferor Companies (1 and 2) shall also, under the provisions of the Act, without any further act or deed, be transferred to or be deemed to be transferred to the Transferee Company so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, duties and obligations of the Transferee Company and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, contingent liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub-clause.

However, the Transferee Company may, at any time, after the coming into effect of this Scheme in accordance hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of the secured creditors of the Transferor Companies (1 and 2) or in favour of any other party to the contract or arrangement to which the Transferor Companies (1 and 2) is a party or any writing, as may be necessary, in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorised to execute any such writings on behalf of the Transferor Companies (1 and 2) as well as to implement and carry out all such formalities and compliances referred to above.

- (f) The transfer and vesting of the respective Undertaking of the Transferor Companies (1 and 2) as aforesaid shall be subject to the existing securities, charges and mortgages, if any subsisting, over or in respect of the property and assets or any part thereof of the Transferor Companies (1 and 2).

Provided however that any reference in any security documents or arrangements (to which the Transferor Companies (1 and 2) is a party) pertaining to the assets of the Transferor Companies (1 and 2) offered, or agreed to be offered, as security for any financial assistance or obligations, shall be construed as reference only to the assets pertaining to the Undertaking of the Transferor Companies (1 and 2) as are vested in the Transferee Company by virtue of the aforesaid Clauses, to the end and intent that, such security, charge and mortgage shall not extend or be deemed to extend, to any of the other assets of the Transferor Companies (1 and 2) or any of the assets of the Transferee Company.

Provided further that the securities, charges and mortgages (if any subsisting) over and in respect of the assets or any part thereof of the Transferee Companies shall continue with respect to such assets or part thereof and this Scheme shall not operate to enlarge such securities, charges or mortgages to the end and intent that such securities, charges and mortgages shall not extend or be deemed to extend, to any of the assets of the Transferor Companies (1 and 2) vested in the Transferee Company.

Provided always that this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by the Transferor Companies (1 and 2) which shall vest in the Transferee Company by virtue of the amalgamation of the Transferor Companies (1 and 2) with the Transferee Company and the Transferee Company shall not be obliged to create any further or additional security therefore, after the amalgamation has become operative.

- (g) In so far as the various incentives, subsidies, special status and other benefits or privileges granted by any Government body, local authority or by any other person and availed of by the Transferor Companies (1 and 2) are concerned, the same shall vest with, and be available to, the Transferee Company on the same terms and conditions.
- (h) Loans or other obligations, if any, due between or amongst the Transferor Companies and the Transferee Company shall stand discharged and there shall be no liability in that behalf.
- (i) In so far as any shares, securities, debentures or notes issued by the Transferor Companies (1 and 2) and held by the Transferee Companies and vice versa are concerned, the same shall, unless sold or transferred by the Transferee Company or by the Transferor Companies (1 and 2), as the

case may be, at any time prior to the Effective Date, stand cancelled as on the Effective Date, and shall have no effect and the Transferor Companies (1 and 2) or the Transferee Company, as the case may be, shall have no further obligation outstanding in that behalf.

- (j) The Transferor Companies (1 and 2) shall have taken all steps as may be necessary to ensure that vacant, lawful, peaceful and unencumbered possession, right, title, interest of their immovable properties is given to the Transferee Company.
- (k) Where any of the liabilities and obligations/assets attributed to the Transferor Companies (1 and 2) on the Appointed Date have been discharged/ sold by the Transferor Companies (1 and 2) after the Appointed Date and prior to the Effective Date, such discharge/sale shall be deemed to have been for and on behalf of the Transferee Company.
- (l) With effect from the Appointed Date, all permits, quotas, rights, entitlements, tenancies and licenses relating to brands, trademarks, patents, copy rights, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Undertaking of the Transferor Companies (1 and 2) and which are subsisting or having effect immediately before the Appointed Date, shall be and remain in full force and effect in favour of the Transferee Company and may be enforced fully and effectually as if, instead of the Transferor Companies (1 and 2), the Transferee Company had been a beneficiary thereto.
- (m) With effect from the Appointed Date, any statutory licenses, permissions, approvals and/or consents held by the Transferor Companies (1 and 2) required to carry on operations shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities or any other person concerned therewith in favour of the Transferee Company. The benefit of all statutory and regulatory permissions, licenses, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Transferor Companies (1 and 2) shall vest in, and become available to, the Transferee Company pursuant to the Scheme coming into effect.
- (n) The entitlement to various benefits under incentive schemes and policies in relation to the Undertaking of the Transferor Companies (1 and 2) shall stand transferred to, and be vested in, and/or be deemed to have been transferred to, and vested in, the Transferee Company together with all benefits, entitlements and incentives of any nature whatsoever. Such entitlements shall include (but shall not be limited to) income-tax, unexpired credit for minimum alternate tax, taxes deducted at source, advance taxes paid, fringe benefit tax, Goods and service tax, customs and other and incentives in relation to the Undertaking of the Transferor Companies to be claimed by the Transferee Company with effect from the Appointed Date as if the Transferee Company was originally entitled to all such benefits under such incentive scheme and/or policies, subject to continued compliance by the Transferee Company of all the terms and conditions subject to which the benefits under such incentive schemes were made available to the Transferor Companies.
- (o) Since each of the permissions, approvals, consents, sanctions, remissions (including remittance under income-tax, minimum alternate tax, fringe benefit tax, Goods and Service Tax, customs), special reservations, sales tax remissions, holidays, incentives, concessions and other

authorizations relating to the Undertaking of the Transferor Companies (1 and 2) shall stand transferred under this Scheme to the Transferee Company, the Transferee Company shall file the relevant intimations, if any, for the record of the statutory authorities who shall take them on file, pursuant to the Scheme coming into effect.

- (p) From the Effective Date and till such time that the names of the bank accounts of the Transferor Companies is replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Companies, in its name, in so far as may be necessary

6. LEGAL PROCEEDINGS

- 6.1 All suits, actions and proceedings of whatsoever nature by or against the Transferor Companies (1 and 2) on the Appointed Date shall be transferred to the name of the Transferee Company and the same shall be continued and enforced by or against the Transferee Company, to the exclusion of the Transferor Companies (1 and 2). All moneys or deposits or other securities if any, offered by the Transferor Companies (1 and 2) in any legal proceedings or cases under any tax legislation shall be treated as if deposited by the Transferee Company without requirement of any other procedure.
- 6.2 If proceedings are taken against the Transferor Companies (1 and 2), in respect of matters referred to above, it shall defend the same in accordance with the advice of, and at the cost of, the Transferee Company, as the case may be from the Appointed Date till the Effective Date, and the latter shall reimburse and indemnify the Transferor Companies (1 and 2), against all liabilities and obligations incurred by the Transferor Companies in respect thereof.

7. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENTS

- 7.1 Subject to the other provisions contained in the Scheme, all contracts, deeds, bonds, agreements, insurance policies and other instruments of whatsoever nature to which the Transferor Companies (1 and 2) are parties, subsisting or having effect immediately before this arrangement under this Scheme, shall be, in full force and effect, against or in favour of the Transferee Company, and may be enforced as fully and as effectively as if instead of the Transferor Companies (1 and 2), the Transferee Company had been a party thereto. The Transferee Company shall enter into and / or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangement, confirmations or novations to which the Transferor Companies would, if necessary, also be parties in order to give formal effect to the provisions of this clause, if so required or become necessary.
- 7.2 As a consequence of the amalgamation of the Transferor Companies (1 and 2) with the Transferee Company in accordance with this Scheme, the recording of change in name from the Transferor Companies (1 and 2) to the Transferee Company, whether for the purposes of any licence, permit, approval or any other reason, or whether for the purposes of any transfer, registration, mutation or any other reason, shall be carried out by the concerned statutory or regulatory or any other authority without the requirement of payment of any transfer or registration fee or any other charge or imposition whatsoever.

- 7.3 The Transferee Company may, at any time, after the coming into the effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, execute deeds of confirmation in favour of any party to any contract or arrangement to which the Transferor Companies (1 and 2) are parties or any writings, as may be necessary, to be executed in order to give formal effect to the above provisions. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such writings on behalf of the Transferor Companies (1 and 2), implement or carry out all such formalities or compliances referred to above on the part of the Transferor Companies (1 and 2), as the case may be, which may be need to be carried out or performed.
- 7.4 For the removal of doubts, it is expressly made clear that the dissolution of the Transferor Companies (1 and 2) without the process of winding up as contemplated hereinafter, shall not, except to the extent set out in the Scheme, affect the previous operation of any contract, agreement, deed or any instrument or beneficial interest to which the Transferor Companies (1 and 2) are parties thereto and shall not affect any right, privilege, obligations or liability, acquired, or deemed to be acquired prior to the Appointed Date and all such references in such agreements, contracts and instruments to the Transferor Companies (1 and 2) shall be construed as reference only to the Transferee Company with effect from the Appointed Date.

8. TRANSFEROR COMPANIES STAFF, WORKMEN AND EMPLOYEES

- 8.1 All executives, staff, workmen and other employees in the service of the Transferor Companies (1 and 2), immediately before the Appointed Date, under this Scheme shall become the executives, staff, workmen, and other employees of the Transferee Company, on the basis that:
- a) Their services shall have been continuous and shall not have been interrupted by reason of such transfer as if such transfer is effected under Section 25FF of the Industrial Disputes Act, 1947 or Section 73 of the Industrial Relations Code, 2020 whichever is in force when the scheme comes into effect;
 - b) The terms and conditions of employment applicable to the said executives, staff, workmen, and other employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately before the transfer;
 - c) In the event of retrenchment of such executives, staff, workmen, or other employees, the Transferee Company shall be liable to pay compensation in accordance with law on the basis that the services of the staff, workmen, or other employees shall have been continuous and shall not have been interrupted by reason of such transfer; and
 - d) The Transferee Company undertakes to continue to abide by any agreement/settlement, if any, validly entered into by the Transferor Companies (1 and 2) with any union/employee of the Transferor Companies (1 and 2) recognized by the Transferor Companies (1 and 2). It is hereby clarified that the accumulated balances, if any, standing to the credit of employees in the existing provident fund, gratuity fund and superannuation fund of which the employees of the Transferor Companies (1 and 2) are the members shall be transferred to such provident fund, gratuity fund and superannuation fund of the Transferee Company or to be established and caused to be recognized by the Appropriate Authorities, by the Transferee Company.

- e) Pending the transfer as aforesaid, the provident fund, gratuity fund and superannuation fund dues of the employees of the Transferor Companies (1 and 2) would be continued to be deposited in the existing provident fund, gratuity fund and superannuation fund respectively of the Transferor Companies (1 and 2).
- f) Upon Transfer of the aforesaid funds to the respective funds of the Transferee Company, the existing trusts created for such funds by the Transferor Companies (1 and 2) shall stand dissolved and no further act or deed shall be required to this effect. It is further clarified that the service of the employees of the Transferor Companies (1 and 2) will be treated as having been continuous, uninterrupted and taken into account for the purpose of the said fund or funds.
- g) Without prejudice to the aforesaid, the Board of the Transferee Company, if it deems fit and subject to Applicable Laws, shall be entitled to retain separate trusts or funds within the Transferee Company for the erstwhile fund(s) of the Transferor Companies (1 and 2).
- h) The Transferee Company shall assume all rights, obligations and liabilities of the Transferor Companies (1 and 2), in relation to and in connection with any immigration matters, including any programs, filings and sponsorships, etc.

9. SAVING OF CONCLUDED TRANSACTIONS

The transfer of Undertakings under Clause 5 above, the continuance of legal proceedings by or against the Transferee Company under Clause 6 above and the effectiveness of contracts and deeds under Clause 7 above shall not affect any transaction or proceedings or contracts or deeds already concluded by the Transferor Companies (1 and 2) on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the respective Transferor Companies (1 and 2) in respect thereto as done and executed on behalf of itself.

10. CONDUCT OF BUSINESS OF THE TRANSFEROR COMPANY TILL EFFECTIVE DATE

With effect from the Appointed Date and up to and including the Effective Date:

- 10.1 The Transferor Companies (1 and 2) shall carry on, and be deemed to have been carrying on, all business activities and shall be deemed to have been held for and on account of, and in trust for, the Transferee Company.
- 10.2 All profits or income or taxes, including but not limited to income tax, minimum alternate tax (including unexpired credit for minimum alternate tax), fringe benefit tax, advance taxes, tax deducted at source by or on behalf of the Transferor Companies (1 and 2) Goods and Service Tax (GST), customs duty, research and development cess, refund, reliefs, etc, accruing or arising to the Transferor Companies (1 and 2), or losses arising or expenditure incurred by them, on and from the Appointed Date upto the Effective Date, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure or the said taxes of the Transferee Company.

- 10.3 The Transferor Companies (1 and 2) shall carry on their business activities with proper prudence and diligence and shall not, without prior written consent of the Transferee Company, alienate, charge or otherwise deal with or dispose off any of the business undertaking or any part thereof (except in the ordinary course of business or pursuant to any pre-existing obligations undertaken by the Transferor Companies (1 and 2) prior to the Appointed Date).
- 10.4 The Transferee Company shall also be entitled, pending the sanction of the Scheme, to apply to the Central Government, State Governments, and all other agencies, departments and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Transferee Company may require in relation to the Undertaking of the Transferor Companies including the registration, approvals, exemptions, reliefs, etc., as may be required / granted under any law for time being in force for the carrying on business by the Transferee Company.
- 10.5 The Transferor Companies (1 and 2) shall declare dividend, between the Appointed Date and the Effective Date, only after obtaining the prior written consent of the Transferee Company.
- 10.6 Post the Appointed Date, any further modifications by the Transferor Companies (1 and 2) to their respective capital structures, either by an increase (by issue of rights shares, bonus shares, convertible debentures or otherwise), decrease, reclassification, sub-division or re-organisation, declaration of dividend or in any other manner, whatsoever, shall not be made except through mutual consent of the Boards of Directors of the Transferor Companies (1 and 2) and of the Transferee Company.
- 10.7 The Transferor Companies (1 and 2) shall not vary, except in the ordinary course of business, the terms and conditions of the employment of their employees without the consent of the Board of Directors of the Transferee Company.

11. ALTERATIONS TO AUTHORISED SHARE CAPITAL

- 11.1 Upon the Scheme becoming fully effective, the authorised share capital of the Transferor Companies 1 and 2) shall stand combined with the authorised share capital of the Transferee Company subject to the provision of the Companies Act, 2013 and that the filing fees., if any, paid by the Transferor Companies (1 and 2) on its authorised share capital prior to the merger or amalgamation with the transferee company, shall be set off against the fees payable by the Transferee Company on its authorized capital enhanced by implementation of the Scheme of Amalgamation.
- 11.2 Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended pursuant to the applicable provisions of the Act by deletion the existing Clause and replacement by the following wordings:

“The Authorised Share Capital of the Company shall be Rs.190,00,00,000/- (Rupees One Hundred and Ninety Crores only) divided into 36,00,00,000 (Thirty Six Crores) equity shares of Rs. 5 (Rupees Five) each, aggregating to Rs. 180,00,00,000 (One Hundred Eighty Crores only) and 10,00,000 (Ten Lakh) preference shares of Rs. 100 (Rupees One hundred) each, aggregating to Rs. 10,00,00,000 (Ten crores only), with the rights, privileges and conditions in attaching thereto as are provided by the Articles of

Association of the Company for the time being, into several classes, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company to vary, modify or abrogate, any such rights, privileges or conditions in such manner as may for the time being provided for by the Companies Act 2013 and the Articles of Association of the Company."

- 11.3 The confirmation of this Scheme under Section 233 of the Act shall be deemed to have the approval under the applicable provisions of the Act and any other consents and approvals required in this regard.

12. NO CONSIDERATION AND CANCELLATION OF SHARES

- 12.1. The Transferor Companies (1 and 2) are wholly owned subsidiaries of the Transferee Company as on the date of filing the Scheme with the Central Government. Accordingly, there would be no issue or allotment of shares of the Transferee Company to the shareholders of the Transferor Companies 1 and 2).
- 12.2. Pursuant to and as a consequence of the amalgamation of the Transferor Companies with the Transferee Company, all equity shares of the Transferor Companies 1 and 2) held by the Transferee Company shall stand cancelled without any further act or deed.

13. ACCOUNTING TREATMENT IN BOOKS OF THE TRANSFEEE COMPANY

- a. The Transferee Company shall account for the amalgamation of the Transferor Companies as per the Indian Accounting Standards 103- Accounting for Amalgamations (Ind AS 103) prescribed by the Central Government under the Company (Accounting Standards) Rules, 2006 and any amendments thereto and shall abide by the Pooling of Interest Method of accounting stipulated in AS -103.
- b. Upon the Scheme becoming effective, the Transferee Company shall account for the amalgamation in its books as under:
- c. All the assets including intangible assets, whether or not recorded in the books of the Transferor Companies (1 and 2) and liabilities of the Transferor Companies (1 and 2) including reserves, shall stand transferred in the books of account of the Transferee Company at their existing carrying amounts and in the same form as at the Appointed Date.
- d. The investments in the share capital of Transferor Companies (1 and 2) shall stand cancelled and corresponding effect shall be given in the books of accounts and records of the Transferee Company.
- e. Inter-company balances and dues, if any, between both the Transferor Companies (1 and 2) and the Transferee Company shall stand cancelled and corresponding effect shall be given in the books of accounts and records of the Transferee Company for the reduction of any assets or liabilities, as the case may be.

- f. It is clarified that any excess of Assets and Liabilities transferred to the Transferee Company would be credited to the 'Capital Reserve Account' of the Transferee Company and the shortfall of the Assets and Liabilities transferred to the Transferee Company would be treated as 'Goodwill' of Transferee Company.
- g. It is hereby clarified that pursuant to this Scheme, all transactions conducted during the period between the appointed date and effective date relating to the Transferor Companies (1 and 2) would be duly reflected in the Financial Statement of the Transferee Company, upon the Scheme coming into effect.
- h. In case of any differences in accounting policies between both the Transferor Companies (1 and 2) and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail and the difference till the Appointed Date will be quantified and adjusted in the Profit and Loss account, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of a consistent accounting policy.

14. **CONSEQUENTIAL MATTERS RELATING TO TAX**

- 14.1. This Scheme has been drawn up to comply with the conditions relating to "Amalgamation" as specified under the tax laws, specifically Section 2(1B) of the Income-tax Act, 1961 and other relevant provisions of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said section at a later date including resulting from an amendment of law with retrospective effect or for any other reason whatsoever, till the time the Scheme becomes effective, the provisions of the said section of the Income-tax Act, 1961 shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961 and other relevant provisions of the Income-tax Act, 1961. Such modification will however not affect the other parts of the Scheme.
- 14.2. Upon the Scheme coming into effect, all taxes/ cess/ duties, direct and/or indirect, payable by or on behalf of the Transferor Companies (1 and 2) from the Appointed Date onwards including all or any refunds and claims, including refunds or claims pending with the Revenue Authorities and including the right to claim credit for minimum alternate tax and carry forward of accumulated losses, shall, for all purposes, be treated as the tax/ cess/ duty, liabilities or refunds, claims, accumulated losses and credits pertaining to indirect taxes such as Input Tax Credit (ITC) of the Transferee Company. Accordingly, upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise, its income-tax returns, if it becomes necessary, Goods and service tax returns, other tax returns, and to claim refunds/ credits, pursuant to the provisions of this Scheme. The Transferee Company is also expressly permitted to claim refunds / credits in respect of any transaction between or amongst the Transferor Companies and the Transferee Company.

Provided further that upon the Scheme becoming effective, the Transferee Company is also expressly permitted to revise, if it becomes necessary, its income tax returns and related Tax Deducted at Source ('TDS') Certificates, including TDS Certificates relating to transactions between or amongst the Transferor Companies (1 and 2) and the Transferee Company, and to

claim refunds, advance tax and withholding tax credits, benefit of credit for minimum alternate tax and carry forward of accumulated losses etc., pursuant to the provisions of this Scheme.

- 14.3. The TDS/advance tax/minimum alternate tax, if any, paid by the Transferor Companies (1 and 2) under the Income-tax Act, 1961 or any other statute in respect of incomes of the Transferor Companies assessable for the period commencing from the Appointed date shall be deemed to be the tax deducted from/advance tax/ minimum alternate tax paid by the Transferee Company and credit for such TDS/advance tax/minimum alternate tax shall be allowed to the Transferee Company notwithstanding that certificates or challans for TDS/advance tax are in the name of the Transferor Companies (1 and 2) and not in the name of the Transferee Company.
- 14.4. In accordance with the Goods and Service Tax, as are prevalent on the Effective Date, the unutilized credits relating to excise duties paid on inputs/capital goods/ input services lying in the accounts of the Undertaking of the Transferor Companies (1 and 2) shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the Goods and service tax payable by it.
- 14.5. In accordance with the Goods and Service Tax Act, as are prevalent on the Effective Date, the unutilized credits, if any, relating to Input Tax paid on inputs / works in process/ capital goods lying in the accounts of the Undertaking of the Transferor Companies (1 and 2) shall be permitted to be transferred to the credit of the Transferee Company, as if all such unutilized credits were lying to the account of the Transferee Company. The Transferee Company shall accordingly be entitled to set off all such unutilized credits against the GST payable by it.
- 14.6. Any concessional or statutory forms under the laws of the Goods and Service Tax, or local levies issued or received by the Transferor Companies (1 and 2), if any, in respect of the period commencing from the Appointed Date shall be deemed to be issued or received in the name of the Transferee Company and benefit of such forms shall be allowable to the Transferee Company in the same manner and to the same extent as would have been available to the Transferor Companies (1 and 2).
- 14.7. In respect of the inter-company service transactions between the Appointed Date and the Effective Date of the Scheme of Amalgamation, Goods and Service Tax (GST) charged by the service provider to the service recipient entity would be available as Input Tax Credit (ITC) to the recipient entity, despite such transactions getting disregarded as service transactions.

PART IV - GENERAL TERMS AND CONDITIONS

15. NOTICE TO REGISTRAR AND OFFICIAL LIQUIDATOR AND DECLARATION OF SOLVENCY

- 15.1. The Transferor Companies and the Transferee Company shall issue a notice of the Scheme within 30 days from the date of approval of Scheme by the Board of Directors of the Transferor Companies and Transferee Company, inviting objections or suggestions, if any from the Registrar and Official Liquidators where the registered offices of the respective Companies are situated.

- 15.2. The Transferor Companies and the Transferee Company shall file a declaration of solvency with the respective jurisdictional Registrar of Companies before convening the meeting of members and creditors for approval of the Scheme.
- 15.3. The Transferor Companies and the Transferee Company shall obtain the approval of the shareholders and creditors as per the provisions of section 233 of the Companies Act 2013.

16. DISSOLUTION OF TRANSFEROR COMPANIES

Subject to confirmation of the Scheme by the Central Government Chennai, the Transferor Companies (1 and 2) shall be dissolved without the process of winding up on the Scheme becoming effective in accordance with the provisions of the Act and the Rules made thereunder.

17. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 17.1. The Transferor Companies (1 and 2) and the Transferee Company through their respective Boards of Directors including Committees of Directors or other persons, duly authorised by the respective Boards in this regard, may make, or assent to, any alteration or modification to this Scheme or to any conditions or limitations, which the Central Government or any other Competent Authority may deem fit to direct, approve or impose and may give such directions including an order of dissolution of the Transferor Companies (1 and 2) without process of winding up as they may consider necessary, to settle any doubt, question or difficulty, arising under the Scheme or in regard to its implementation or in any manner connected therewith and to do and to execute all such acts, deeds, matters and things necessary for putting this Scheme into effect, or to review the portion relating to the satisfaction of the conditions to this scheme and if necessary, to waive any of those (to the extent permitted under law) for bringing this Scheme into effect.
- 17.2. If any part or provision of this Scheme hereof is invalid, ruled illegal by any Central Government of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Parties that such part or provision, as the case may be, shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part or provision, as the case may be, shall cause this Scheme to become materially adverse to any Party, in which case the Parties shall attempt to bring about a modification in the Scheme, as will best preserve for the Parties the benefits and obligations of the Scheme, including but not limited to such part or provision.

18. DATE OF TAKING EFFECT

The Scheme set out herein in its present form or with any modification(s) approved, imposed or directed by the Central Government Chennai shall be effective from the Appointed Date but shall be operative from the Effective Date.

19. SCHEME CONDITIONAL ON APPROVALS / SANCTIONS

The Scheme is conditional on obtaining the following approvals/sanctions :

- 19.1. The sanction or approval under any law of the Central Government, State Government, or any other agency, department or authorities concerned being obtained and granted in respect of any of the matters in respect of which such sanction or approval is required.
- 19.2. The compliance of the provisions of section 233 of the Companies Act 2013 and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, ("**Rules**") as may be applicable to the Transferor Companies (1 and 2) and Transferee Company.
- 19.3. The Scheme being agreed to by the respective requisite majorities of the members and creditors of the Transferor Companies (1 and 2) as per the provisions of section 233 of the Companies Act 2013.
- 19.4. The confirmation by the Central Government under section 233 and other applicable provisions of the Act being obtained by the Transferor Companies (1 and 2) and also the Transferee Company.

20. REVOCATION OR WITHDRAWAL OF THIS SCHEME:

The Transferor Companies (1 and 2) and/or the Transferee Company acting through their respective Board shall each be at liberty to withdraw this scheme.

In the event of revocation under clause 19.1 above, no rights and liabilities whatsoever shall accrue to or be incurred inter se to the Companies or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with Applicable Law.

In the event of revocation under clause 19.1 above, the companies shall take all necessary steps to withdraw this scheme from the Competent Authority and any other authority and to make all necessary filings/ applications as may be required to withdraw this Scheme.

21. EFFECT OF NON-RECEIPT OF CONFIRMATION / SANCTIONS

This Scheme is conditional on and subject to the following-

In the event of the Scheme not being sanctioned by the Central Government and/or the Order or Orders not being passed as aforesaid, the Scheme shall become fully null and void and in that event no rights and liabilities shall accrue to or be inter-se by the parties in terms of the Scheme, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law. In such event, each party shall bear and pay its respective costs, charges and expenses for and / or in connection with the Scheme.

22. **EXPENSES CONNECTED WITH THE SCHEME**

All costs, charges, levies, fees, duties and expenses of the Transferor Companies (1 and 2) and the Transferee Company respectively in relation to or in connection with negotiations leading up to the Scheme and in carrying out and completing the terms and provisions of this Scheme and in relation to or in connection with the Scheme shall be borne and paid by the Transferee Company.

28234298
वेबसाईट : www.mca.gov.in

E-mail : roc.chennai@mca.gov.in



दूर : 28272676
28276652 / 54
28277182(D)

भारत सरकार
GOVERNMENT OF INDIA
कारपोरेट कार्य मंत्रालय
MINISTRY OF CORPORATE AFFAIRS
कम्पनी पन्जीयक का कार्यालय, तमिलनाडु चेन्नै
OFFICE OF THE REGISTRAR OF COMPANIES, TAMILNADU,
अन्दमान & निकोबार द्विपसुंज, चेन्नै,
ANDAMAN & NICOBAR ISLANDS, CHENNAI.
'शास्त्री भवन', II मंजिल, 26, हार्डोस रोड, चेन्नै - 600 006.
"SHASTRI BHAVAN", II FLOOR, 26, HADDOWS ROAD, CHENNAI - 600 006.

F.No.008035/Apollo/S.233/2021

Dated:

2 MAR 2021

To

1. M/s. WESTERN HOSPITALS CORPORATION PRIVATE LIMITED
Transferor Company 1
3rd Floor, Ali Towers,
No.55, Greams Road, Thousand Lights,
Chennai, Tamil Nadu, 600006, India.
2. M/s. APOLLO HOME HEALTHCARE (INDIA) LIMITED
Transferor Company 2
3rd Floor, Ali Towers,
No.55 Greams Road, Thousand Lights,
Chennai, Tamil Nadu, 600006, India
3. M/s. APOLLO HOSPITALS ENTERPRISE LIMITED
Transferee Company
19 BISHOP GARDENS,
R A PURAM, CHENNAI,
Tamil Nadu, 600028, India.

Sir,

Sub: Notice under Section 233(1) (a) of the Companies Act, 2013-In the Matter of Scheme of Amalgamation of M/s. Western Hospitals Corporation Private Limited (Transferor Company 1) M/s. Apollo Home Healthcare (India) Limited (Transferor Company 2) With M/s. Apollo Hospitals Enterprise Limited (Transferee Company)-Regarding

Ref: Copy of the Scheme of Amalgamation and form CAA-9 received on dated 11.02.2021

With reference to the above cited subject, I am to state this office has no

...2...

observations/suggestions in respect of subject mentioned Scheme of Amalgamation for which notice has been given under section 233 (1) (a) of the Companies Act, 2013.

Yours faithfully,
sl

(KG.JOSEPH JACKSON)
REGISTRAR OF COMPANIES
TAMIL NADU, CHENNAI.

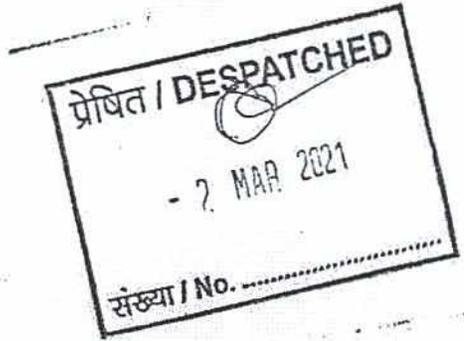
Copy to:

The Regional Director,
Southern Region,
Ministry of Corporate Affairs,
Shastri Bhavan,
Chennai – 600 006.

...This is for Kind information of the Directorate.

11.3.21
(KG.JOSEPH JACKSON)
REGISTRAR OF COMPANIES
TAMIL NADU, CHENNAI.

ple
T. J. J.



Website: www.olchennai.in
 Email id: ol-chennai-mca@nic.in
 : ol.chennai@mca.gov.in



Telephone: (044) 25271149/51
 Fax: (044) 25271152

GOVERNMENT OF INDIA
 MINISTRY OF CORPORATE AFFAIRS
 OFFICE OF THE OFFICIAL LIQUIDATOR, HIGH COURT, MADRAS
 'CORPORATE BHAWAN', II FLOOR, 29, RAJAJI SALAI, CHENNAI - 600 001.

F.No.107/2019/Amal

Date: 22.03.2021

To

The Regional Director,
 Southern Region,
 Ministry of Corporate Affairs,
 5th Floor, Shastri Bhawan,
 26, Haddows Road,
 Chennai - 600 006.

22 MAR 2021

Sir,

Sub: In the matter of scheme of amalgamation between M/s. Western Hospital Corporation Private Limited (Transferor Company-1) and M/s. Apollo Home Healthcare (India) Limited (Transferor Company-2) and M/s. Apollo Hospitals Enterprises Limited (Transferee Company) under Section 233(1)(a) of the Companies Act, 2013 and read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016-reg.

Ref: This office letter of even no. dated 04/03/2021

With reference to the subject cited, I am to state that the above Scheme of Amalgamation along with enclosures provided by the Transferor Companies have been examined by this office. In this connection, this office has no objections or suggestions as regards to the said Scheme of Amalgamation in terms of Rule 25(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Yours faithfully,
 Sd/-

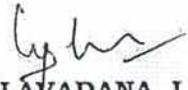
(K.LATHA PARIMALAVADANA, I.C.L.S.)
 OFFICIAL LIQUIDATOR
 HIGH COURT, MADRAS

Copy to:

1. M/s. Western Hospitals Corporation Private Limited,
 Having its registered office at,
 No.3rd Floor, Ali Towers,
 No.55, Greams road,
 Thousand Lights, Chennai - 600 006

2. M/s. Apollo Home Health Care (India) Limited,
 Having its registered office at,
 No.3rd Floor, Ali Towers,
 No.55, Greams road,
 Thousand Lights, Chennai - 600 006

for information.


 K.LATHA PARIMALAVADANA, I.C.L.S.)
 OFFICIAL LIQUIDATOR
 HIGH COURT, MADRAS



GOVERNMENT OF INDIA
MINISTRY OF CORPORATE AFFAIRS
OFFICE OF THE OFFICIAL LIQUIDATOR, HIGH COURT, MADRAS
'CORPORATE BHAWAN', II FLOOR, 29, RAJAJI SALAI, CHENNAI - 600 001.

F.No.107/2019/Amal

Date: 22.03.2021

To

The Regional Director,
Southern Region,
Ministry of Corporate Affairs,
5th Floor, Shastri Bhawan,
26, Haddows Road,
Chennai - 600 006.

By *SPD*
22 MAR 2021

Sir,

Sub: In the matter of scheme of amalgamation between M/s. Western Hospital Corporation Private Limited (Transferor Company-1) and M/s. Apollo Home Healthcare (India) Limited (Transferor Company-2) and M/s. Apollo Hospitals Enterprises Limited (Transferee Company) under Section 233(1)(a) of the Companies Act, 2013 and read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016-reg.

Ref: This office letter of even no. dated 04/03/2021

With reference to the subject cited, I am to state that the above Scheme of Amalgamation along with enclosures provided by the Transferor Companies have been examined by this office. In this connection, this office has no objections or suggestions as regards to the said Scheme of Amalgamation in terms of Rule 25(1) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

Yours faithfully,
Sd/-

(K.LATHA PARIMALAVADANA, I.C.L.S.)
OFFICIAL LIQUIDATOR
HIGH COURT, MADRAS

Copy to:

1. M/s. Western Hospitals Corporation Private Limited,
Having its registered office at,
No.3rd Floor, Ali Towers,
No.55, Greams road,
Thousand Lights, Chennai - 600 006

2. M/s. Apollo Home Health Care (India) Limited,
Having its registered office at,
No.3rd Floor, Ali Towers,
No.55, Greams road,
Thousand Lights, Chennai - 600 006

for information.

K.Latha Parimalavadana
K.LATHA PARIMALAVADANA, I.C.L.S.)
OFFICIAL LIQUIDATOR
HIGH COURT, MADRAS

Annexure - D

FORM NO. CAA. 10

[Pursuant to section 233(1) (C) read with rule 25(2) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016]

Declaration of solvency

1(a)	Corporate identity number (CIN) of company	:	L85110TN1979PLC008035
(b)	Global location number (GLN) of company	:	NIL
2(a)	Name of the company	:	Apollo Hospitals Enterprise Limited
(b)	Address of the registered office of the company	:	No. 19 Bishop Gardens, Raja Annamalaipuram, Chennai - 600 028
(c)	E-mail ID of the company	:	lakshminarayana_r@apollohospitals.com
3(a)	Whether the company is listed	:	Yes - Listed
(b)	If listed, please specify the name(s)	:	BSE Limited National Stock Exchange of India Limited
4.	Date of Board of Directors' resolution approving the scheme	:	27 th January 2021

Declaration of solvency

We, Dr. Prathap Chandra Reddy S/o Shri. Aragonda Raghava Reddy Aged about 89 years and residing at No. 19, Bishop Garden, Raja Annamalaipuram, Chennai - 600028, Tamil Nadu, India and

Mrs. Preetha Reddy, D/o Dr. Prathap Chandra Reddy, Aged about 63 years and residing at No.5, Second Street Subba Rao Avenue, Nungambakkam, Chennai - 600006, Tamil Nadu, India and

Mrs. Suneeta Reddy, D/o Dr. Prathap Chandra Reddy, Aged about 61 years and residing at No.14-A, Boat Club Road, Raja Annamalaipuram, Chennai - 600 028, Tamil Nadu, India

The directors of M/s. Apollo Hospitals Enterprise Limited do solemnly affirm and declare that we have made a full enquiry into the affairs of the company and have formed the opinion that the company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

The audited statement of company's assets and liabilities as at 31st March 2020 being the latest date of making this declaration was available in the website <https://www.apollohospitals.com/corporate/investor-relations/annual-reports> and the same was filed with Registrar of Companies, Chennai through Form GNL-2 vide SRN T07328412 on 11th March 2021.

We further declare that, the company's audited annual accounts including the Balance Sheet have been filed upto date with the Registrar of Companies, Chennai

Signed for and behalf of the board of directors

Sd/-

Name: Dr. Prathap Chandra Reddy
Executive Chairman
DIN 00003594

Sd/-

Name: Mrs. Preetha Reddy
Executive Vice Chairperson
DIN 00001871

Sd/-

Name: Mrs. Suneeta Reddy
Managing Director
DIN 00001873

Date: March 27, 2021

Place: Chennai

Verification

We solemnly declare that we have made a full enquiry into the affairs of the company including the assets and liabilities of this company and that having done so and having noted that the Scheme of Amalgamation of Western Hospitals Corporation Private Limited(Transferor Company - 01) and Apollo Home Health Care (India) Limited(Transferor Company - 02) with Apollo Hospitals Enterprise Limited (Transferee Company) is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Date: March 27, 2021

Place: Chennai

Sd/-

Name: Dr. Prathap Chandra Reddy
Executive Chairman
DIN 00003594

Sd/-

Name: Mrs. Preetha Reddy
Executive Vice Chairperson
DIN 00001871

Sd/-

Name: Mrs. Suneeta Reddy
Managing Director
DIN 00001873

Solemnly affirmed and declared at Chennai, the 27th day of March 2021
Commissioner of Oaths and Notary Public

Attachments :

- i. Copy of the resolution of the Board of Apollo Hospitals Enterprise Limited, approving the scheme

Board Resolution Adopting the Draft Scheme

CERTIFIED TRUECOPY OF THE RESOLUTION PASSED AT THE BOARD MEETING OF APOLLO HOSPITALS ENTERPRISE LIMITED ON 27TH JANUARY 2021.

Approval of Scheme of Amalgamation (under Fast Track Scheme) between Apollo Hospitals Enterprise Limited and Western Hospitals Corporation Private Limited and Apollo Home Healthcare (India) Limited and related matters

“RESOLVED THAT pursuant to the provisions of section 233 of the Companies Act, 2013, all other applicable provisions, if any of the said Act, (including any statutory modification or re-enactment thereof, for the time being in force) the necessary clauses in the Object Clause of the Company’s Memorandum of Association and subject to the approval by the requisite majority of the members of the Company, banks and other creditors, if any, and as directed by the Hon’ble Central Government represented by the Regional Director, Southern Region, Ministry of Corporate Affairs, Chennai, and further subject to the consents, approvals and permissions being obtained from appropriate authorities to the extent applicable or necessary, the consent of the Board be and is hereby accorded to the amalgamation of Apollo Home Healthcare (India) Limited and Western Hospitals Corporation Private Limited with the Company. “

“RESOLVED FURTHER THAT the scheme containing the terms and conditions for the amalgamation of Apollo Home Healthcare (India) Limited and Western Hospitals Corporation Private Limited with the Company detailing *inter-alia* the information about the merger of undertaking, assets, liabilities, conduct of business, non-issue of shares, capital structure, employees, legal proceedings etc, placed before the Board be and is hereby approved and adopted as the ‘Scheme’ in relation to the amalgamation of which notice may be issued to the Registrar of Companies, Chennai, Tamilnadu, the Official Liquidator, the Income-tax Authorities and such other statutory /regulatory authorities as may be deemed necessary inviting their comments on the Scheme.

RESOLVED FURTHER THAT a valuation certificate would not be required in connection with the scheme given that there will be no issue of shares as the entire share capital of Apollo Home Healthcare (India) Limited and Western Hospitals Corporation Private Limited is held directly by the Company.

RESOLVED FURTHER THAT Mr. S M Krishnan, Company Secretary be and is hereby authorized to submit/ file all necessary petitions, documents, affidavits, papers as the case may be with the aforementioned Authorities and the Central Government in connection with the Scheme.

RESOLVED FURTHER THAT to engage, do all acts, deeds and things as may be considered necessary and expedient in relation thereto and for that purpose Mr. Sankaranarayanan Muthu Krishnan, Company Secretary of the company be and is hereby severally authorized to file the Board approved Scheme with the applicable/ necessary authorities and the Central Government and be hereby severally authorized to do the following in connection with the said Scheme:

- ❖ To make or carry out necessary corrections, if any, in the Scheme as may be suggested by the Registrar of Companies, Official Liquidator, Income-tax Authorities or by any other authorities and to sign and furnish necessary documents in this regard;
- ❖ To issue notices and call for a general meeting of the shareholders of the Company to consider the objections and suggestions, if any, of the Registrar of Companies, Chennai, Tamilnadu, the Official Liquidator, the Income-tax Authorities and such other statutory /regulatory authorities as may be deemed necessary in connection with the Scheme and solicit the approval of the Scheme.
- ❖ To file application(s)/ petition(s) for the sanction and/or confirmation of the Scheme by the Central Government, if required and to file all necessary affidavits, deeds, documents, papers and proceedings in connection with the same;
- ❖ To sign, execute, submit, file, deliver vakalaths, applications, petitions, affidavits, letters, notices and other deeds, documents, undertakings, declarations to enable implementation of the resolution to its full intent and extent;
- ❖ To interact and co-ordinate with Registrar of Companies, Chennai, Tamil Nadu, Official Liquidator, Income-tax authorities and all other Statutory agencies for and on behalf of the Company and to give any oral or written explanations regarding the Scheme;
- ❖ To make or accept such modifications and/or such conditions, if any, which may be necessary / required and / or imposed by the Central Government and / or by any other authority while sanctioning the Scheme;
- ❖ To settle all questions, differences or doubts and to make any necessary corrections or alterations in the documents submitted to the Statutory Authorities, that may arise in regard to the Scheme;
- ❖ To issue Statutory Advertisements as may be considered necessary and expedient in relation thereto and for the purpose, engage any solicitor and advocates; and
- ❖ To do all such acts, matters, deeds and things as may be considered, necessary, proper, required and deemed expedient to give effect to the aforesaid decision of the Board (including any modifications or alterations that may be required to be signed in one or more trenches from time to time to implement the above resolution).

/Certified true copy/

For APOLLO HOSPITALS ENTERPRISE LIMITED

Sd/-

S.M. KRISHNAN
VICE PRESIDENT - FINANCE
AND COMPANY SECRETARY