CERTIFIEDTRUE COPY OF THE RESOLUTION PASSED BY BOARD OF DIRECTORS ON 27TH JANUARY 2021

Approval of Revised Scheme of Amalgamation (under Fast Track Scheme) between Apollo Hospitals Enterprise Limited and Western Hospitals Corporation Pvt 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

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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;

APOLLO HOSPITALS ENTERPRISE LIMITED

- 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

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

Place : Chennai
Date : 6th February 2021