

27th October, 2021

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th floor,
Bandra- Kurla Complex, Bandra(E),
Mumbai-400 051

Scrip ID: APOLSINHOT

Dear Sir/Madam,

Sub: Minutes of 23rd Annual General Meeting

Please find attached Minutes of 23rd Annual General Meeting of Apollo Sindoori Hotels Limited held on 28th September, 2021.

Further, it is also disclosed in the website of the Company for the shareholders.

Kindly note the above compliances in your records.

Thanking you

for **APOLLO SINDOORI HOTELS LIMITED**


Rupali Sharma
Company Secretary and Compliance Officer



MINUTES OF THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF APOLLO SINDOORI HOTELS LIMITED HELD ON TUESDAY, 28TH SEPTEMBER 2021 AND DEEMED TO BE HELD AT THE REGISTERED OFFICE ADDRESS SITUATED AT NO. 43/5, GROUND FLOOR, HUSSAIN MANSION, GREAMS ROAD, THOUSAND LIGHTS, CHENNAI – 600006 THROUGH VIDEO CONFERENCE AND OTHER AUDIO VISUAL MEANS FROM 11:00 A.M. TO 11:32 A.M.

Directors and KMP Present:

- | | | |
|----|----------------------|---|
| 1. | Mr. G. Venkatraman | Chairman and Chairman of Audit Committee |
| 2. | Mr. Suresh R. Madhok | Chairman of Stakeholders Relationship Committee |
| 3. | Mr. George Eapen | Chairman of Nomination and Remuneration Committee |
| 4. | Mr. C. Natarajan | Whole Time Director and Chief Executive Officer |
| 5. | Mr. M. SP Meyyappan | Chief Financial Officer |
| 6. | Mrs. Rupali Sharma | Company Secretary |

Auditors Present:

- | | | |
|----|--------------------------|---|
| 1. | Mr. S. Viswanathan | Partner of P. Chandrasekaran LLP, Chartered Accountants,
Statutory Auditor |
| 2. | Mr. Gouri Shanker Mishra | Partner of BGSMISHRA & Associates, Company Secretaries
LLP, Secretarial Auditor and Scrutinizer for e-voting |

The Annual General Meeting commenced at 11.00 A.M.

Members Present:

Total 102 public shareholders and 13 promoter shareholders holding 18,26,698 equity shares representing 70.25% of paid-up share capital of the Company participate through video conference and other audio visual means as confirmed by the Registrar and Transfer Agents (R&TA) and Central Depository Services (India) Limited (CDSL) the agency who provided the facility of video conferencing. Further, few shareholders came physically to the registered office of the Company to attend the meeting and were allowed to participate.



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Chairman

Mr. G. Venkatraman Chairman presided over the meeting.

Quorum

The Chairman confirmed that the quorum was present and called to the Meeting to order.

The Chairman extended welcome to the Members for attending the Twenty Third Annual General Meeting through video conference and other audio visual means.

Proceeding of AGM

The Chairman explained members that due to the outbreak of COVID-19 pandemic and the restrictions imposed on gathering of people and social distancing norms, the Ministry of Corporate Affairs ("MCA") and the Securities and Exchange Board of India circulars and various clarification as extended till end of this calendar year has permitted companies to hold annual general meeting through video conferencing or other audio visual means. Accordingly, he explained that in compliance with the same and with a view to ensure wider participation, Annual General Meeting is being conducted through video conferencing.

The Chairman informed the Members that the contracts or arrangement in which directors are interested and all other Statutory Registers are available for inspection at the Registered Office of the Company. Chairman also informed the members that signed financial statement along with statutory auditor's report and secretarial auditor report is available at the Registered Office of the Company.

Chairman first briefed the members about sequence of the Meeting. He informed that first he would introduce the directors and officers and auditors, then Annual Report along with Notice, Financial and Auditors Report will be laid, thereafter, he would brief about the performance and thereafter he will invite speakers and will take queries. Thereafter members would be requested to finish the voting and

AGM will conclude with vote of thanks.

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(Registered & Corporate Office)

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CIN No. L72300TN1998PLC041360



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Chairman thereafter introduced directors, officers and attendee to the meeting. Chairman explained the reason of absence of the directors who could not attend the meeting.

Notice of the Meeting, Directors' Report, Financial Statements (both Standalone and Consolidated), Independent Auditors' Report and Secretarial Audit Report, having already been circulated to the Members were taken as read. It was informed and noted that since there were no qualifications, observations or comments or other remarks on the financial transactions or matters which had any adverse effect on the functioning of the Company in the Auditors' Report and Secretarial Audit Report, both can be taken as read. Further, Chairman informed members that observations in the Auditors Report/ Secretarial Audit Report had been explained in detail and Company will address these observations.

The Chairman delivered his speech about the performance of the Company. Chairman appreciated the employees and worker and applauded their effort to continue with work at the time of Covid -19 and ensuring smooth operations at hospital. Chairman also informed members about the impact due to Covid-19 and operations. Chairman informed that Company has made a presentation for the shareholder's for the Financial year ended 31st March 2021 which has been provided to National Stock Exchange for dissemination to the shareholders, which dealt with performance and operation for the last year of the Company and also of joint venture and subsidiary for the financial year.

Company had earlier intimated shareholders for process adopted for speaking at the AGM or raising query including sending queries in advance. Chairman thereafter allotted time to participating shareholders who wanted to speak or raise query. Chairman also informed that query received over email from shareholders will also be addressed. Few speaker spoke and also certain queries were raised. The queries were also provided in advance and all the queries as received were replied to by Chairman and he also asked Whole Time Director & Chief Executive Officer and Chief Financial Officer to respond to the query relating to operations or financial matters. All the queries as earlier received or asked during the meeting were duly addressed. Chairman also took suggestions of the members.

The Chairman informed the Members that the Company had provided remote e-voting facility from

25th September 2021 at 10.00 A.M. to 27th September 2021 at 5.00 P.M. He further informed the members that those members who had not voted through remote e-voting facility may vote through

e-voting during the meeting.

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He further informed that meeting / venue e-voting shall be kept open up to 30 minutes after conclusion of AGM. Chairman informed that shareholders holding equity shares as on the cut-off date of Tuesday, 21st September 2021 are/ were entitled to vote for the resolutions proposed.

Chairman thereafter explained members that total six business are listed to be taken up, which included four ordinary business and two special business. He explained the same and also informed that details have been duly laid out in the AGM Notice and explanatory statement thereto. Chairman noted that few shareholders have reached at the Registered Office and they were asked to participate through video conferencing at venue and were allowed to vote in ballot. He requested members to complete the venue voting within 30 minutes of conclusion of AGM.

Resolutions for Voting

Following were the six items for voting at the AGM as per the Notice which were deemed to have been proposed and seconded for voting:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year Ended 31st March 2021 and the Consolidated Financial Statements for the said Financial Year and the Report of the Directors and Auditors thereon.
2. To declare final dividend of Rs. 1.25/- (Rupees One and Paise Twenty-five Only) per share to shareholders.
3. To appoint a Director in place of Mrs. Sindoori Reddy (DIN: 00278040), Director who retires by rotation and being eligible, offer herself for re-appointment.
4. To appoint a Director in place of Mr. Chithambaranathan Natarajan (DIN: 06392905), Director who retires by rotation and being eligible, offer himself for re-appointment.



Special Business:

5. Reappointment of Mr. Chithambaranathan Natarajan as a Whole-time Director and Chief Executive Officer

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

RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded for re-appointment of Mr. Chithambaranathan Natarajan as a Whole-time Director and Chief Executive Officer (DIN: 06392905), for a period of 1 (one) year with effect from 30th May 2022 on the same terms and conditions as approved in 21st AGM, including remuneration as set out in Explanatory Statement with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall include the Nomination and Remuneration Committee) to alter and vary the terms and conditions including remuneration as it may deem fit.

RESOLVED FURTHER THAT the approval of appointment by Special Resolution would also be deemed to be approval of remuneration payable to him due to insufficiency in profit as set out in Explanatory Statement within the provision of Part B of Section II Part II of Schedule V of Companies Act, 2013 and applicable Rules, if any, and would include an authority being granted to Board and Committee to vary and increase the remuneration within the limit laid down there under from time to time.

RESOLVED FURTHER THAT Mr. C. Natarajan in the capacity of Whole Time Director and Chief Executive Officer will be entrusted with the powers, authorities, functions, duties, responsibilities etc. as assigned to him as CEO and further as may be assigned/ delegated by Board of Directors of the Company from time to time.



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RESOLVED FURTHER THAT Mr. C. Natarajan will be a director liable to retire by rotation and his reappointment as such director shall not be deemed to constitute a break in appointment as Whole Time Director and Chief Executive Officer during his tenure till 29th May 2023.

6. Approval on Material Related Party Transactions:

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Companies Act, 2013 read with rules made there under, consent of the members of the Company be and is hereby accorded to material related party transactions with Apollo Hospital Enterprises Limited, for a period of three years from 1st April 2021 and as specified in explanatory statement such approval is further accorded to an increase of up to 15% over and above the consolidated value of transactions in the previous financial year.

RESOLVED FURTHER THAT the Company Secretary of the Company be authorised to take necessary actions and complete all the legal formalities related thereto

Voting

The Chairman informed the Members that Mr. Gouri Shankar Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP has been appointed as the scrutinizer for the voting for Annual General Meeting. He further informed the members that scrutinizer shall provide the result of voting after consolidation of both remote e-voting and voting during meeting including ballot voting at the registered office of the Company by the members.

Chairman thereafter informed the members that based on report of Scrutinizer, he shall declare the result, which shall be provided at website of Company. He also informed that result shall also be

submitted to the Stock Exchange and Voting Agency.

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Vote of Thanks

Chairman again informed the members that AGM voting shall be kept open up to 30 minutes after conclusion of meeting and requested all members for voting.

There being no other business to transact in the meeting Chairman informed about closure of the Meeting and delivered vote of thanks to the members and invitees. Chairman thanked the members for their participation and announced formal closure of the Annual General Meeting.

The Annual General Meeting concluded at 11.32 A.M.

Scrutinizers Report

Consolidated Scrutinizer's Report containing results of remote e-voting and voting during the Annual General Meeting on the ordinary and special businesses at the Twenty Third Annual General Meeting of the Company was submitted by the Scrutinizer, Gouri Shankar Mishra, Partner, BGSMISHRA & Associates, Company Secretaries LLP to the Chairman of the Annual General Meeting vide report dated 29th September 2021.

Scrutinizer had reviewed the remote e-voting and e-voting during the Meeting based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and ballot voting as provided and permitted by Chairman. Further, Scrutinizer has informed that as directed and informed to him, he has ignored the voting in favour of resolution number 6 by the Promoters being the related party by treating those vote to be invalid.

On the basis of the Scrutinizer's Report, the summary of which is mentioned hereunder, the Chairman announced the results of voting on 29th September 2021 that all the resolutions for the Ordinary and Special Businesses as set out in item no. 1 to 6 in the Notice of the Twenty Third Annual General Meeting of the Company have been duly passed as Ordinary or Special Resolution as proposed and are recorded hereunder as part of the proceedings of the Annual General Meeting of the Company held on 28th September 2021.

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Result of Voting

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Sl. No.	Resolutions	No. of Valid Votes	No. of Votes in Favour	No. of Votes Against	Invalid Votes	Result
Ordinary Business						
1.	To receive, consider and adopt the Audited Financial Statements for the Financial Year Ended 31 st March 2021 and the Consolidated Financial Statements for the said Financial Year and the Report of the Directors and Auditors thereon	1739565	1739124 (99.9746%)	441	0	Ordinary Resolution Passed
2.	To declare final dividend of Rs. 1.25/- (Rupees One and Paise Twenty-five Only) per share to shareholders	1739565	1739126 (99.9748%)	439	0	Ordinary Resolution Passed
3.	To appoint a Director in place of Mrs. Sindoori Reddy (DIN: 00278040), Director who retires by rotation and being eligible, offer herself for re-appointment	1739565	1739108 (99.9737%)	457	0	Ordinary Resolution Passed
4.	To appoint a Director in place of Mr. Chithambaranathan Natarajan (DIN: 06392905), Director who retires by rotation and being eligible, offer himself for re-appointment	1739565	1739124 (99.9746%)	441	0	Ordinary Resolution Passed





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Special Business

5.	Reappointment of Mr. Chithambaranathan Natarajan as a Whole-time Director and Chief Executive Officer	1739565	1739124 (99.9746%)	441	0	Special Resolution Passed
6.	Approval on material related party transactions	57683	57234 (99.2216%)	449	*1681882	Ordinary Resolution Passed

* Scrutinizer has treated them invalid and rejected the votes made by promoters in favour of the resolution as per instruction of the Company as the resolution being for approval of related party transactions and promoters being related party were not supposed to vote and mistakenly voted.

Place: Chennai

Date of Entry: 8th October 2021

Chairman

