

**Fortis Healthcare Limited**

Tower-A, Unitech Business Park, Block-F,
South City 1, Sector – 41, Gurgaon,
Haryana – 122 001 (India)

Tel : 0124 492 1033

Fax : 0124 492 1041

Emergency : 105010

Email : secretarial@fortishealthcare.com

Website : www.fortishealthcare.com

FHL/SEC/2023-24

December 2, 2023

The National Stock Exchange of India Ltd.
Scrip Symbol: FORTIS

BSE Limited
Scrip Code:532843

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Madam / Sir,

In compliance of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR), this is to inform you that the Company has completed dispatch of postal ballot notice to its members on December 2, 2023 for seeking their approval on the following proposals:

- a) To consider and approve the divestment proposal of the Fortis Malar Hospital and transactions in relation thereto to be entered into by Fortis Malar Hospitals Limited, an Indirect/step down subsidiary of the Company.
- b) To consider and approve the divestment proposal of the Fortis Malar Hospital and transactions in relation thereto to be entered into by Fortis Health Management Limited, a subsidiary of the Company.
- c) To consider and approve the divestment proposal of the Fortis Malar Hospital and transactions in relation thereto to be entered into by Hospitalia Eastern Private Limited, a step-down subsidiary of the Company.
- d) To consider and approve the appointment of Dr. Prem Kumar Nair (DIN: 10348774) as a Non-Executive Director of the Company, liable to retire by rotation.

Further, a copy of the Postal Ballot Notice along with Ballot Form is enclosed for kind reference.

This is for your kind information and record.

Thanking you,

Yours sincerely

For **Fortis Healthcare Limited**

Murlee Manohar Jain
Company Secretary & Compliance Officer
M. No. F9598

Encl.: a/a

FORTIS HEALTHCARE LIMITED

Regd. Office : Fortis Hospital, Sector 62, Phase – VIII, Mohali – 160062
Tel : 0172-5096001, Fax : 0172-5096221, CIN : L85110PB1996PLC045933



FORTIS HEALTHCARE LIMITED

CIN: L85110PB1996PLC045933

Registered Office: Fortis Hospital, Sector 62, Phase — VIII, Mohali, Punjab - 160062

Tel.: +91-172-5096001, Fax: +91-172-5096221

Email: secretarial@fortishealthcare.com

Website: www.fortishealthcare.com

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 Member(s),

Notice is hereby given to the Members of Fortis Healthcare Limited (“**the Company**”) pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended herein below are proposed to be passed by the Members by way of Postal Ballot by giving their assent/dissent.

The Statement under Section 102(1) of the Act and other applicable provisions, if any, setting out the material facts and reasons for the resolutions are also appended herewith and are being sent to you along with the ‘Postal Ballot Form’ for your consideration.

Mr. Mukesh Agarwal of M/s Mukesh Agarwal & Co, Company Secretaries (C.P. No. 3851) has been appointed by the Board of Directors of your Company as the Scrutinizer to scrutinize the Postal Ballot process including voting in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the resolutions at the end of the Postal Ballot Form and return the duly completed and signed Postal Ballot Form via registered email id (no other form is permitted) so as to reach the Scrutinizer via email at magarwalandco@gmail.com on or before the close of working hours **i.e. 05:00 p.m. IST on Monday, January 1, 2024**. Ballots received thereafter will be strictly treated as if no reply has been received from the member. The said Notice of Postal Ballot is also available on the website of the Company at www.fortishealthcare.com.

Further, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) and provisions of Section 110 of the Act read with the Companies (Management and Administration), Rules, 2014 and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/conducting postal ballot process, vide various General Circulars issued by the Ministry of Corporate Affairs in view of COVID-19, the Company is pleased to offer e-voting facility for all the Members of the Company. For this purpose, the Company has entered into an agreement with M/s KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (“**KTPL or Kfintech**”) for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. **The Remote E-voting period commences from 9.00 a.m. (IST) on Sunday, December 3, 2023 and ends at 5:00 p.m. (IST) on Monday, January 1, 2024**. Please read carefully the instructions regarding e-voting as mentioned in notes to this Notice of Postal Ballot.

Members having shares in demat form or in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

SPECIAL BUSINESS(ES):

- 1. Divestment proposal of the Fortis Malar Hospital and transactions in relation thereto to be entered into by Fortis Malar Hospitals Limited (“FMHL”), an Indirect/step down subsidiary of the Company.**

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

“RESOLVED THAT, pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 or any other rules and notifications issued under the Companies Act, 2013 and the provisions of the Securities and Exchange Board of India Act, 1992 and rules and regulations issued thereunder (including without limitation Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), and other provisions of applicable laws, if any, (in each case, including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to approval of the members of FMHL and such approvals as may be required, if any, of the relevant statutory, regulatory or government authorities, the consent of the Members be and is hereby accorded to the Board of Directors of Fortis Malar Hospitals Limited (hereinafter referred to as **“the FMHL Board”**, which term shall include any committee of Directors constituted by the FMHL Board, if any), to sell, transfer and dispose of the entire business operations of the hospital situated at plot number 164-E, new door number 111, 1st Main Road, Gandhi Nagar, Adyar, Chennai, Tamil Nadu – 600020 (**“Malar Hospital”**) as housed in FMHL, together with all the related assets and liabilities, as a going concern on a slump sale basis, to MGM Healthcare Private Limited (**“Purchaser”**), a private limited company incorporated in India having CIN: U74999TN2016PTC112606 and having its registered office at New No.72, Lalah Towers Nelson Manickam Road, Aminjikari, Chennai, India, 600029, for a consideration of INR 45,50,00,000 (Indian Rupees Forty Five Crores Fifty Lakh) (subject to customary closing adjustments as agreed in business transfer agreement), in accordance with the terms of the business transfer agreement as entered into between FMHL and the Purchaser (**“Malar Business Transfer Transaction”**).

RESOLVED FURTHER THAT for the purposes of giving effect to the Malar Business Transfer Transaction and foregoing resolution, the consent of the Members be and is hereby accorded to the Board of Directors of FMHL to enter into, perform and deliver any agreements, documents, letters, deeds, instruments, documents, declarations, undertaking, covenants and other papers as may be required or necessary in connection with or for the purposes of giving effect to the Malar Business Transfer Transaction (including without limitation business transfer agreement).

RESOLVED FURTHER THAT all actions, if any, previously taken by the Board of the Company and FMHL Board in connection with any matter referred to or contemplated in these resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the board of directors of the Company and FMHL be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, incidental and/or proper to give effect to the foregoing resolutions and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) or any other person as may be decided by Board of Directors of the Company and/or FMHL to give effect to the aforesaid resolution.”

- 2. Divestment proposal of the Fortis Malar Hospital and transactions in relation thereto to be entered into by Fortis Health Management Limited (“FHML”), a subsidiary of the Company.**

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

“RESOLVED THAT, pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 or any other rules and notifications issued under the Companies Act, 2013 and the provisions of the Securities and Exchange Board of India Act, 1992 and

rules and regulations issued thereunder (including without limitation Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), and other provisions of applicable laws, if any, (in each case, including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such approvals as may be required, if any, of the relevant statutory, regulatory or government authorities, the consent of the Members be and is hereby accorded to the Board of Directors of Fortis Health Management Limited, a subsidiary company (hereinafter referred to as “**the FHML Board**”, which term shall include any committee of directors constituted by the FHML Board, if any), to (i) sell, transfer and dispose of the entire business operations of the hospital situated at plot number 164-E, new door number 111, 1st Main Road, Gandhi Nagar, Adyar, Chennai, Tamil Nadu – 600020 (“**Malar Hospital**”) housed in FHML, together with all the related assets and liabilities (including for clarity, the land and building on which the Malar Hospital is situated i.e., all piece and parcel of the freehold hospital premises having its address as plot number 164-E, new door number 111, 1st Main Road, Gandhi Nagar, Adyar, Chennai, Tamil Nadu – 600020 comprised in old survey number 49 of Urur village, presently town survey number 4, block I, Urur town, Velachery taluk, Chennai district measuring an extent of 29,664 square feet along with hospital building constructed thereupon, comprising of two blocks of basement, ground floor and seven upper floors, having a total built-up area of 61973 square feet in Block A and 44949 square feet in Block B totally admeasuring 1,06,922 square feet), as a going concern on a slump sale basis, to MGM Healthcare Private Limited (“**Purchaser**”), a private limited company incorporated in India having CIN: U74999TN2016PTC112606 and having its registered office at New No.72, Lalah Towers Nelson Manickam Road, Aminjikari, Chennai, India, 600029, for a consideration of INR 47,59,42,841 (Indian Rupees Forty Seven Crores Fifty Nine Lakh Forty Two Thousand Eight Hundred and Forty One), (subject to customary closing adjustments as agreed in business transfer agreement), in accordance with the terms of the business transfer agreement entered into between FHML and the Purchaser (“**FHML Business Transfer Transaction**”); and (ii) sell, transfer and dispose of all that piece and parcel of the land measuring 8848 square feet (as per title deed) and 915 square meters (as per town survey land register) situated at Door No. 55-L, (Old Door No. 1-A (Part) L, Plot No. 164/N-2 & 164/N-3, First Main Road, Gandhi Nagar, Adyar, Chennai – 600020, comprised in old survey number 47 (Part) of Urur Village, present town survey number 7 of Block No.1, No. 116, Ward 001, of Urur town, Velachery taluk, (formerly Mylapore-Triplicane Taluk), Chennai district, of an extent of 3 grounds and 1648 square feet i.e., 8848 square feet (as per title deed) and 915 square meters (as per town survey land register), together with the building having a built-up area of 1000 square feet, to the Purchaser, for a consideration of INR 11,38,10,909 (Indian Rupees Eleven Crores Thirty Eight Lakh Ten Thousand Nine Hundred and Nine), subject to and in accordance with the terms of the agreement to sell and sale deed (“**FHML Adjacent Land Parcel Transaction**”).

RESOLVED FURTHER THAT for the purposes of giving effect to the FHML Business Transfer Transaction and FHML Adjacent Land Parcel Transaction and foregoing resolution, the consent of the Members be and is hereby accorded to the Board of Directors of FHML to enter into, perform and deliver any agreements, documents, letters, deeds, instruments, documents, declarations, undertaking, covenants and other papers as may be required or necessary in connection with or for the purposes of giving effect to the FHML Business Transfer Transaction and FHML Adjacent Land Parcel Transaction (including without limitation business transfer agreement, agreement to sell and sale deed etc.).

RESOLVED FURTHER THAT all actions, if any, previously taken by the Board of the Company and FHML Board in connection with any matter referred to or contemplated in these resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the board of directors of the Company and FHML be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, incidental and/or proper to give effect to the foregoing resolutions and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) or any other person as may be decided by Board of Directors of the Company and/or FHML to give effect to the aforesaid resolution.”

3. Divestment proposal of the Fortis Malar Hospital and transactions in relation thereto to be entered into by Hospitalia Eastern Private Limited (“HEPL”), a step-down subsidiary of the Company.

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

“RESOLVED THAT, pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 or any other rules and notifications issued under the Companies Act, 2013 and the provisions of the Securities and Exchange Board of India Act, 1992 and rules and regulations issued thereunder (including without limitation Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), and other provisions of applicable laws, if any, (in each case, including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such approvals as may be required, if any, of the relevant statutory, regulatory or government authorities, the consent of the Members be and is hereby accorded to the Board of Directors of Hospitalia Eastern Private Limited, a step-down subsidiary company (hereinafter referred to as **“the HEPL Board”**, which term shall include any committee of directors constituted by the HEPL Board, if any), to sell, transfer and dispose of all that piece and parcel of vacant land situated at Plot No. 164, Door No. 51, First Main Road, Gandhi Nagar, Adyar, Chennai – 600 020 bearing old survey number 49/1 of Urur village, present town survey number 9 of block number 1, Ward 001, Urur town, Velachery taluk, Chennai district, admeasuring an extent of 13,050 square feet (as per title deeds) and 1228 square meters (as per the town survey land register), to MGM Healthcare Private Limited (**“Purchaser”**), a private limited company incorporated in India having CIN: U74999TN2016PTC112606 and having its registered office at New No.72, Lalah Towers Nelson Manickam Road, Aminjikari, Chennai, India, 600029, for a consideration of INR 23,52,71,250 (Indian Rupees Twenty Three Crores Fifty Two Lakh Seventy One Thousand Two Hundred and Fifty) (**“HEPL Land Parcel Transaction”**), subject to and in accordance with the terms of the agreement to sell and sale deed.

RESOLVED FURTHER THAT for the purposes of giving effect to the HEPL Land Parcel Transaction and foregoing resolution, the consent of the Members be and is hereby accorded to the Board of Directors of HEPL to enter into, perform and deliver any agreements, documents, letters, deeds, instruments, documents, declarations, undertaking, covenants and other papers as may be required or necessary in connection with or for the purposes of giving effect to the HEPL Land Parcel Transaction (including without limitation agreement to sell and sale deed etc.).

RESOLVED FURTHER THAT all actions, if any, previously taken by the Board of the Company and HEPL Board in connection with any matter referred to or contemplated in these resolutions, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the board of directors of the Company and HEPL be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, incidental and/or proper to give effect to the foregoing resolutions and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) or any other person as may be decided by Board of Directors of the Company and/or HEPL to give effect to the aforesaid resolution.”

4. Appointment of Dr. Prem Kumar Nair (DIN:10348774) as a Non-Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force and in terms of Articles of Association of the Company, Dr. Prem Kumar Nair (DIN: 10348774) be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof), be and is hereby authorized to settle all matters arising out of and incidental thereto, and to execute all documents, letters and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to aforesaid proposal.”

Date: December 1, 2023

Place: Gurugram

**By Order of the Board
For Fortis Healthcare Limited**

**Sd/-
Murlee Manohar Jain
Company Secretary
Membership No: F9598**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is enclosed herewith and forms part of this Notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ('Rules') and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process, vide various General Circulars, on account of COVID-19 ('MCA Circulars'), this Notice along with the Postal Ballot Form is being sent only by e-mail to all the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') ('Depositories') and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on **Friday, November 24, 2023 ('Record Date')**. It is however clarified that all members of the Company as on the Record Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified in the Notice. For this purpose, such members may refer to the instructions.
3. The Board of Directors has appointed Mr. Mukesh Agarwal of M/s Mukesh Agarwal & Co, Company Secretaries (C.P. No. 3851) as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), Rule 20 of the Companies (Management and Administration) Rules 2014, as amended upto date, Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and MCA Circulars, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The Board of Directors of the Company has appointed KTPL for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. In view of the exemptions granted pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 21/2021 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 14th December, 2021 and 28th December 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May, 2020, 15th January, 2021 and 5th January, 2023 respectively, issued by the Securities and Exchange Board of India ("SEBI Circulars"), the Company is not dispatching the printed Postal Ballot Notice and Form. The approval of Members is being sought through Remote E-voting only.
6. You are requested to read carefully the instructions before exercising the vote and complete the E-voting on or before 5:00 p.m. (IST) on **Monday, January 1, 2024**.
7. The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for E-voting. He/She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.

Members who have not registered their E-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs, need to log on to <https://ris.kfintech.com/clientservices/postalballot/> to provide their Email ID and they would get an email with the link to participate in Remote E-voting.

8. Voting through electronic means:

In terms of the provisions of Section 108 of the Companies Act, 2013 (**the Act**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on **Friday, November 24, 2023 (End of Day)** being the Cut- off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Kfintech.

9. The instructions for Remote E-voting are asunder:

Step 1:

Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2:

Access to KFINTECH e-Voting system in case of shareholders holding shares in physical and non- individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none">1. User already registered for IDeAS facility:<ol style="list-style-type: none">i. Visit URL: https://eservices.nsdl.comii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.iv. Click on company name or e-Voting service provider and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">i. To register click on link : https://eservices.nsdl.comii. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspiii. Proceed with completing the required fields.iv. Follow steps given in points 13. Alternatively by directly accessing the e-Voting website of NSDL<ol style="list-style-type: none">i. Open URL: https://www.evoting.nsdl.com/ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password /OTP and a Verification Code as shown on the screen.iv. Post successful authentication, you will be requested to select the name of the company and the name of the e-Voting Service Provider (ESP) i.e. KFintech.v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period. |

Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant

- i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.
- ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- iii. Click on options available against company name or e-Voting service provider – **Kfintech** and you will be redirected to e-Voting website of **Kfintech** for casting your vote during the remote e-Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and

Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|---------------------------|---|
| Securities held with NSDL | Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) **Members whose email IDs are registered with the Company/Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the “EVEN” and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id magarwalandco@gmail.com with a copy marked to teammagarwalandco@gmail.com. The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Event No.”
- (B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Postal Ballot Notice and remote e-voting instructions cannot be serviced, will have to follow the following process:**
- i. Members, who have not registered /updated their email addresses are requested to register / update the same in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of Form ISR-1 and self-attested copy of PAN Card & Aadhar Card etc. Further, also send the original copy to KFinTech on above said address.
 - ii. After due verification, KFinTech will forward your login credentials to your registered email address, Please follow all steps above (Detailed in Point A) to cast your vote by electronic means.
 - xiii. The Scrutinizer will submit his report to the Company through email after completion of the scrutiny and result of the Postal Ballot will be declared on or before **Wednesday, January 3, 2024 at 5:00 p.m. (IST)** and the Resolutions will be taken as passed if the result of E-voting indicate that the requisite majority of the Members have assented to the Resolution. The Scrutinizer’s decision on the validity of E- voting shall be final. As indicated earlier, the result will be published on the website of the Company www.fortishealthcare.com besides being notified to BSE Limited and the National Stock Exchange of India Limited, where the Company's shares are listed. Result will also be posted on the Website of Kfintech <https://evoting.kfintech.com>

(C) General Instructions

i. In case Members of the Company have not registered their e-mail address:

In terms of the MCA and SEBI Circulars mentioned hereinabove, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only.

ii. The Remote E-voting period commences from 9.00 a.m. (IST) on Sunday, December 3, 2023, and ends at 5:00 p.m. (IST) on Monday, January 1, 2024. During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. **Friday, November 24, 2023**, may cast their vote electronically. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.

iii. The Scrutinizer shall unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if

any, forthwith to the Company Secretary of the Company.

- iv. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed on the last date of voting i.e. on **Monday, January 1, 2024**. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.fortishealthcare.com and also on the notice board placed at the Registered Office of the Company and on the website of KFintech.
 - v. To receive communication through electronic means, members are requested to kindly register/update their respective email address with their depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their respective e-mail address with KFintech einward.ris@kfintech.com or contact Mr. S V Raju, Rajitha C, Dy. Vice President, Toll Free No. 1800 309 4001 at KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.
10. The result of the Postal Ballot shall be declared by a person so authorized in this regard on or before **Wednesday, January 3, 2024 at 05:00 p.m. (IST)** at the Corporate Office of the Company at Tower A, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 and also displayed on notice board of corporate office and of registered office of the Company and the resolution will be taken as passed effectively on the last date of voting, if the results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot shall be hosted on the website of the Company www.fortishealthcare.com and of KTPL at <https://evoting.kfintech.com> and simultaneously communicated to the Stock Exchanges, where the securities of the Company are listed.
 11. Those Members who have not yet got their Equity Shares dematerialized, are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialized.
 12. Relevant documents referred to in the Notice, if any, will be available for inspection by the Members at Registered/ Corporate Office of the Company on all working days between 2:00 P.M. (IST) to 5:00 P.M. (IST) up to the date of declaration of the result of Postal Ballot. A member may write to the Company Secretary at secretarial@fortishealthcare.com requesting supply of relevant documents referred in the Explanatory Statement. Further, any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company at secretarial@fortishealthcare.com.

Date: December 1, 2023
Place: Gurugram

By Order of the Board
For Fortis Healthcare Limited

Sd/-
Murlee Manohar Jain
Company Secretary
Membership No: F9598

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

Item No. 1

Members of the Company are informed that it is proposed to divest and transfer hospital situated at plot number 164-E, new door number 111 (old door No.52, 53, 54, 54/1), 1st Main Road, Gandhi Nagar, Adyar, Chennai, Tamil Nadu – 600020 (“**Malar Hospital**”). For effectuating the same, it has been proposed to transfer entire business operations and assets concerning Malar Hospital as well as assets connected thereto. Accordingly, in connection with aforesaid divestment of Malar Hospital, the following business operations and assets are proposed to be transferred and divested: (i) the entire business operations residing within Fortis Malar Hospitals Limited (“**FMHL**”) (“**FMHL Business Transfer Transaction**”); (ii) the entire business operations (including land and building where Malar Hospital is situated) residing within Fortis Health Management Limited (“**FHML**”); (iii) land parcel adjacent to the Malar Hospital building owned by FHML; and (iv) land parcel adjacent to the Malar Hospital building owned by Hospitalia Eastern Private Limited (“**HEPL**”).

The abovementioned divestment is part of Fortis Healthcare Limited’s (“**FHL**” / “**Parent Company**”) ongoing portfolio rationalization strategy in order to focus on deepening its presence in select geographic clusters where it has a sizeable presence. The divestment of Malar Hospital follows from FHL’s divestment of the business operations of its Vadapalani facility in Chennai in July 2023.

The Malar Hospital has also been facing certain legacy issues. Over the past few years, with continuous efforts by FMHL, several of these issues have been resolved. However, some of the legacy aspects continue to persist, which have given rise to certain challenges and have constrained further investments into the facility. The matter has accentuated the need to divest the Malar Hospital as a viable and prudent option for all stakeholders. Accordingly, the present proposal for divestment of Malar Hospital is put forward for the consideration of the shareholders of the Company, which is also subject to the approval of the members of FMHL.

Post the divestment, FMHL will cease to have any business operations. The management / Board of FMHL will endeavour to distribute the available surplus funds of FMHL to its shareholders (including the Company) in the most optimal and efficient manner and in compliance with all applicable laws and regulations.

In view of the above, it is proposed to sell, transfer and dispose of the entire business operations of the Malar Hospital as housed in FMHL, together with all the related assets and liabilities, as a going concern on a slump sale basis, to MGM Healthcare Private Limited (“**Purchaser**” / “**MGM**”), a private limited company incorporated in India having CIN: U74999TN2016PTC112606 and having its registered office at New No.72, Lalah Towers Nelson Manickam Road, Aminjikari, Chennai, India, 600029, for a consideration of INR 45,50,00,000 (Indian Rupees Forty Five Crores Fifty Lakh) (subject to customary closing adjustments as agreed in business transfer agreement), in accordance with the terms of the business transfer agreement entered into between FMHL and the Purchaser (“**BTA**”).

The Members may note that MGM was selected as the acquirer for the FMHL Business Transfer Transaction pursuant to a bidding process. The FMHL Business Transfer Transaction will be undertaken in accordance with the BTA and the consideration for FMHL Business Transfer Transaction is INR 45,50,00,000 (Indian Rupees Forty Five Crores Fifty Lakh) (subject to customary closing adjustments as agreed in the BTA). A valuation report from an Independent Valuer has been obtained for the FMHL Business Transfer Transaction.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, due to the ‘offer period’ of the mandatory takeover (owing to preferential allotment of approx. 31% of paid up share capital to Northern TK Ventures Pte Ltd) being currently ongoing, consent of the Shareholders is required by way of a Special Resolution by postal ballot, to enable the above-mentioned actions.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Ravi Rajagopal and Ms. Shailaja Chandra who are common directors between the Company and FHML, are in

any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any.

The Board of Directors of the Company recommends the resolution(s) set out in Item No. 1 in the accompanying Notice for approval by the Members as Special Resolution(s).

Item No. 2

Members of the Company are informed that it has been proposed to divest and transfer hospital situated at plot number 164-E, new door number 111 1st Main Road, Gandhi Nagar, Adyar, Chennai, Tamil Nadu – 600020 (“**Malar Hospital**”). For effectuating the same, it has been proposed to transfer entire business operations and assets concerning Malar Hospital as well as assets adjacent / related thereto. Accordingly, in connection with aforesaid divestment of Malar Hospital, amongst other assets and businesses owned by Fortis group, the following business operations and assets as housed within Fortis Health Management Limited (“**FHML**”) are proposed to be transferred and divested: (i) the entire business operations in relation to Malar Hospital (including for clarity, land and building where Malar Hospital is situated) as housed within FHML (“**FHML Business Transfer Transaction**”); and (ii) land parcel adjacent to the Malar Hospital building owned by FHML (“**FHML Adjacent Land Parcel Transaction**”).

The abovementioned divestment is part of Fortis Healthcare Limited’s (“**FHL**” / “**Parent Company**”) ongoing portfolio rationalization strategy in order to focus on deepening its presence in select geographic clusters where it has a sizeable presence. The divestment of Malar Hospital follows from Company’s divestment of the business operations of its Vadapalani facility in Chennai in July 2023.

The Malar Hospital has also been facing certain legacy issues. Over the past few years, with continuous efforts by FHML’s sister company and step down subsidiary of FHL, namely – Fortis Malar Hospitals Limited (“**FMHL**”), several of these issues have been resolved. However, some of the legacy aspects continue to persist, which have given rise to certain challenges and have constrained further investments into the facility. The matter has accentuated the need to divest the Malar Hospital as a viable and prudent option for all stakeholders.

Accordingly, FHML proposes to execute: (i) a Business Transfer Agreement (“**BTA**”) to divest its business operations pertaining to the Malar Hospital (which also *inter alia* include land and building on which Malar Hospital is situated) to MGM Healthcare Private Limited (“**MGM**”) for a consideration of INR 47,59,42,841 (Indian Rupees Forty Seven Crores Fifty Nine Lakh Forty Two Thousand Eight Hundred and Forty One), (subject to customary closing adjustments as agreed in business transfer agreement); and (ii) an Agreement to Sell (“**ATS**”) to divest land parcel adjacent to the Malar Hospital building as owned by FHML to MGM for a consideration of INR 11,38,10,909 (Indian Rupees Eleven Crores Thirty Eight Lakh Ten Thousand Nine Hundred and Nine). Therefore, the present resolution for approval of the divestment of the business operations and assets of FHML pertaining to the Malar hospital is put forward for the consideration of the Members of the Company.

MGM was selected as the acquirer for the FHML Business Transfer Transaction and FHML Adjacent Land Parcel Transaction pursuant to a bidding process. The FHML Business Transfer Transaction and FHML Land Parcel Transaction will be undertaken in accordance with the BTA and ATS respectively. A valuation report from an Independent Valuer has been obtained for FHML Business Transfer Transaction and for FHML Adjacent Land Parcel Transaction.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, due to the ‘offer period’ of the mandatory takeover (owing to preferential allotment of approx. 31% of paid up share capital to Northern TK Ventures Pte Ltd) being currently ongoing, consent of the Shareholders is required by way of a Special Resolution by postal ballot, to enable the above-mentioned actions.

None of the Directors / Key Managerial Personnel of the Company / their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any.

The Board of Directors of Fortis Healthcare Limited recommends the Special Resolution set out in Item No. 2 in the accompanying Notice for approval by the Members.

Item No. 3

Members of the Company are informed that it has been proposed to divest and transfer hospital situated at plot number 164-E, new door number 111, 1st Main Road, Gandhi Nagar, Adyar, Chennai, Tamil Nadu – 600020 (“**Malar Hospital**”).

The land parcel owned by Hospitalia Eastern Private Limited (“**HEPL**”) is located adjacent to Malar Hospital building (“**HEPL Land Parcel**”). Given that, it has been proposed to sell and divest the entire business operations and all adjacent / related assets to Malar Hospital, accordingly, amongst other business and assets, HEPL Land Parcel which is adjacent to Malar Hospital is also proposed to be sold and divested (“**HEPL Land Parcel Transaction**”).

Further, the HEPL Land Parcel is currently lying vacant, and it cannot be used for any operational purposes or be rented out without incurring of substantial costs.

Additionally, the proposed transaction of selling and divesting Malar Hospital (which *inter alia* contemplates transfer of adjacent HEPL Land Parcel) is also in line with the Fortis Healthcare Limited’s (“**FHL**” / “**Parent Company**”) strategy of portfolio rationalization following its recent exit of its other key facility in Chennai. i.e., Arcot Road, Vadapalani.

In view of the above, it is proposed to sell, transfer and dispose of the HEPL Land Parcel to MGM Healthcare Private Limited (“**Purchaser**”), a private limited company incorporated in India having CIN: U74999TN2016PTC112606 and having its registered office at New No.72, Lalah Towers Nelson Manickam Road, Aminjikari, Chennai, India, for a consideration of INR 23,52,71,250 (Indian Rupees Twenty Three Crores Fifty Two Lakh Seventy One Thousand Two Hundred and Fifty), subject to and in accordance with the terms of the agreement to sell and sale deed.

MGM was selected as the acquirer for the HEPL Land Parcel Transaction pursuant to a bidding process. A valuation report from an Independent Valuer has been obtained for HEPL Land Parcel Transaction.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, due to the ‘offer period’ of the mandatory takeover (owing to preferential allotment of approx. 31% of paid up share capital to Northern TK Ventures Pte Ltd) being currently ongoing, consent of the Shareholders is required by way of a Special Resolution by postal ballot, to enable the above-mentioned actions.

None of the Directors / Key Managerial Personnel of the Company / their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any.

The Board of Directors of Fortis Healthcare Limited recommends the Special Resolution set out in Item No. 3 in the accompanying Notice for approval by the Members.

Item No. 4

The members to be informed that in terms of Shareholder Agreement (‘SHA’) with Northern TK Venture Pte. Ltd. (“**NTK**”), NTK has a right to appoint 2/3rd of the Directors on the Board of the Company. In terms of said

SHA, the Company has received a nomination letter from NTK, nominating Dr. Prem Kumar Nair as a Non-Executive Director on the Board of the Company. Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, had appointed Dr. Prem Kumar Nair (DIN: 10348774) as an Additional Director of the Company with effect from November 10, 2023. Dr. Prem Kumar Nair is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Dr. Prem Kumar Nair are provided in the “Annexure- I” to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meeting(s) of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.

Further, pursuant to the provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Dr. Prem Kumar Nair.

Except Dr. Prem Kumar Nair, being the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way financially or otherwise, concerned or interested, in the said resolution, except to the extent of their shareholding, if any.

The Board of Directors of the Company recommends the resolution set out in Item No. 4 in the accompanying Notice for approval by the Members as an Ordinary Resolution.

Date: December 1, 2023
Place: Gurugram

By Order of the Board
For Fortis Healthcare Limited

Sd/-
Murlee Manohar Jain
Company Secretary
Membership No: F9598

Details of the Director seeking appointment

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India)

| S. No. | Particulars | Dr. Prem Kumar Nair (DIN: 10348774) |
|--------|--|---|
| 1. | Age | 63 years |
| 2. | Qualification | Dr. Prem Kumar Nair holds Master of Business Administration (Distinction), Manchester Business School, United Kingdom and Bachelor of Medicine & Surgery, National University of Singapore. |
| 3 | Brief Profile and Nature of Expertise. | <p>Dr. Prem Kumar Nair was appointed Group Chief Executive Officer of IHH Healthcare on October 1, 2023.</p> <p>Prior to his Group CEO appointment, he was CEO of IHH Singapore, where he oversaw the operations and management of IHH's business units in the country and played an instrumental role in its strategic business growth and outreach efforts in overseas markets.</p> <p>Dr. Nair is a physician and healthcare executive with over three decades of experience in both public and private healthcare sectors. He was with Raffles Medical Group for 27 years, where he held concurrent roles as Chief Corporate Officer and Managing Director for Singapore Healthcare. He is an Adjunct Associate Professor at the National University of Singapore's Saw Swee Hock School of Public Health.</p> <p>An active community citizen, Dr. Nair was a recipient of the Public Service Medal (Pingat Bakti Masyarakat) and the Public Service Star (Bintang Bakti Masyarakat) at the 2010 and 2022 National Day Awards respectively, for his contributions to the Singapore Prison Service. He is also a Justice of the Peace.</p> |
| 4 | Experience | 31 years |
| 5 | Directorships held in other Indian Companies as on date | None |
| 6 | Memberships/Chairmanship of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee) | None |
| 7 | Name of the listed entities from which the person has resigned in the past three years. | None |
| 8 | Shareholding in the Company including shareholding as a Beneficial Owner | As on the date of this notice, the director who is seeking appointment do not hold any shares or convertible instrument in the Company. |
| 9 | Relationship with other | There is no inter-se relationship between the director who is seeking |

| S. No. | Particulars | Dr. Prem Kumar Nair (DIN: 10348774) |
|---------------|---|--|
| | Directors and KMP's | appointment vide this postal ballot and other Directors / KMP's of the Company |
| 10 | Date of Appointment (Original) | November 10, 2023 |
| 11 | Terms and Conditions of Appointment | Pursuant to the provisions of Companies Act, 2013, director is Liable to retire by rotation. |
| 12 | Remuneration | The Director will be paid sitting fees for attending meeting of the Board of Directors and Committee thereof and/ or commission, if any approved by the shareholders from time to time |
| 13 | No. of Board Meetings Attended in FY 2023-24 | 1 |



FORTIS HEALTHCARE LIMITED

CIN: L85110PB1996PLC045933

Registered Office: Fortis Hospital, Sector 62, Phase – VIII, Mohali, Punjab - 160062

Tel.: +91-172-5096001, **Fax:** +91-172-5096221

Email: secretarial@fortishealthcare.com, **Website:** www.fortishealthcare.com

POSTAL BALLOT FORM

Serial No.:

(i) **Name and Registered Address of the sole / first named shareholder :**

(ii) **Name of the Joint Shareholders (if any) :**

(iii) ***DP ID No./*Client ID No./Registered Folio No.:**
(*Applicable to investors holding shares in dematerialized form)

(iv) **Number of Shares held :**

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated December 1, 2023 of Fortis Healthcare Limited (“**Company**”) by conveying / sending my / our assent or dissent to the said Resolution(s) by placing (✓) in the appropriate box:

| S.No. | Description | No. of Shares | I/We assent to the Resolution (FOR) | I/ We dissent to the Resolution (AGAINST) |
|-------|--|---------------|-------------------------------------|---|
| 1 | Divestment proposal of the Fortis Malar Hospital and transactions in relation thereto to be entered into by Fortis Malar Hospitals Limited (“FMHL”), an Indirect/step down subsidiary of the Company | | | |
| 2 | Divestment proposal of the Fortis Malar Hospital and transactions in relation thereto to be entered into by Fortis Health Management Limited (“FHML”), a subsidiary of the Company. | | | |
| 3 | Divestment proposal of the Fortis Malar Hospital and transactions in relation thereto to be entered into by Hospitalia Eastern Private Limited (“HEPL”), a step-down subsidiary of the Company. | | | |
| 4 | Appointment of Dr. Prem Kumar Nair (DIN:10348774) as a Non-Executive Director of the Company. | | | |

Date:

Place:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.kfintech.com/>. The electronic voting particulars are set out as follows

| EVEN (E-Voting Event Number) | USER ID | PASSWORD / PIN |
|---|----------------|-----------------------|
| | | |

The e-voting facility will be available during the following voting period:

| Commencement of e-voting | End of e-voting |
|--|---|
| Sunday, December 3, 2023 at 09:00 a.m. (IST) | Monday, January 1, 2024 at 05:00 p.m. (IST) |

Notes:

- 1. Please read the instructions printed below carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.*
- 2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Monday, January 1, 2024 up to 05:00 p.m. IST.*

INSTRUCTIONS:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and the duly completed and signed Postal Ballot Form shall be sent via registered email id so as to reach the Scrutinizer via email at magarwalandco@gmail.com on or before the close of working hours **i.e. 05:00 p.m. IST on Monday, January 1, 2024.**
2. Consent must be accorded by placing a tick mark [✓] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent to the resolution'
3. Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company/ RTA or Depository Participants, in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
4. The votes of a Member will be considered invalid on any of the following grounds:
 - a. unsigned Postal Ballot Forms will be rejected;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
 - e. if the Postal Ballot Form is defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent'.
5. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. **November 24, 2023.**
6. The Scrutinizer's decision on the validity of the postal ballot shall be final.

7. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.
8. The Company is pleased to offer e-voting facility for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the Members can opt **ONLY ONE MODE OF VOTING**, i.e. either by Postal Ballot form or E-voting. If you are opting for e-voting, then do not vote by Postal Ballot form and vice versa. However, in case Members cast their vote by Postal Ballot form and E-voting both, then vote cast through e-voting will be treated as valid.
9. The results of the Postal Ballot will be declared on or before **Wednesday, January 3, 2024 at 05:00 p.m.** at the Corporate Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website at www.fortishealthcare.com for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company is listed.