



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 Saturday, March 30, 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 Friday, March 1, 2024 and ends at 5:00 p.m. (IST) on Saturday, March 30, 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. Proposal for intra-group transfer of Fortis Mohali Hospital and transactions in relation thereto to be entered into by Escorts Heart and Super Specialty Hospital Limited (“EHSSHL”), a wholly owned 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 board and members of EHSSHL 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 Escorts Heart and Super Specialty Hospital Limited (“EHSSHL”), a wholly owned subsidiary (directly/indirectly) company (“hereinafter referred to as **“the EHSSHL Board”**”, which term shall include any committee of Directors constituted by the EHSSHL Board, if any), to sell, transfer, and dispose of the entire business operations of the “Fortis Mohali Hospital” situated at Sector-62, Phase VIII, SAS Nagar, Mohali, Punjab (**“Fortis Mohali Hospital”**) as housed in EHSSHL, together with all the related assets and liabilities (including for clarity, the land on which the Fortis Mohali Hospital is situated i.e., all piece and parcel of the freehold hospital premises having its address as Sector-62, Phase VIII, SAS Nagar, Mohali, Punjab, measuring an extent of 8.22 acre [equivalent to 33274.56 square mtrs.] along with the hospital building constructed thereupon, comprising of basement, ground floor, first floor, second floor, third floor and a rehabilitation block comprising of ground floor, first floor, second floor, third floor, having a total built-up area of 34,321.14 sq. mtr. and oncology block comprising of lower basement, upper basement, ground plus four upper floors admeasuring built-up area of 6014.751 sq. mtrs.), as a going concern on a slump sale basis, to its parent company *viz.* Fortis Healthcare Limited (**“Company”**), for a consideration of INR 297.10 Crores (Indian Rupees Two Hundred Ninety Seven Crores and Ten Lacs), (subject to customary closing adjustments as agreed in the business transfer agreement), subject to and in accordance with the terms of the relevant transaction documents (including without limitation the business transfer agreement and sale deed) to be entered into between EHSSHL and the Company (**“EHSSHL Business Transfer Transaction”**).

RESOLVED FURTHER THAT for the purposes of giving effect to the EHSSHL Business Transfer Transaction and the foregoing resolution, the consent of the Members be and is hereby accorded to the EHSSHL Board 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 EHSSHL Business Transfer Transaction (including without limitation business transfer agreement, and sale deed etc.).

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company and the EHSSHL Board for redemption of the non-convertible debentures (**“EHSSHL NCDs”**) issued to the Company amounting to Rs. 313.04 Crores at par along with part of interest outstanding thereon, out of the sale proceeds received by EHSSHL from the EHSSHL Business Transfer Transaction and other available funds.

RESOLVED FURTHER THAT all actions, if any, previously taken by the Board of the Company and EHSSHL 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 EHSSHL be and are hereby severally authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be necessary, incidental, required and/or proper to give effect to the foregoing resolutions, including without limitation, seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, settling the terms and conditions and executing agreements (including amendments/ extensions/

termination thereof), writings, deeds and such other documents as may be deemed necessary, in its own discretion and in the best interest of the company and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the company, or to engage any advisor, legal advisor, consultant, agent or intermediary, as may be deemed incidental to give effect to this resolution.”

2. Proposal for intra-group transfer of land parcel adjacent to Fortis Mohali Hospital owned by International Hospital Limited (“IHL”), a wholly owned subsidiary of the Company, to the Company and transactions in relation thereto entered into by IHL.

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 board and members of International Hospital Limited (**“IHL”**) 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 IHL, a wholly-owned subsidiary (directly/indirectly) company (hereinafter referred to as **“the IHL Board”**, which term shall include any committee of directors constituted by the IHL Board, if any), to sell, transfer and dispose of all that piece and parcel of vacant land adjacent to the “Fortis Mohali Hospital” at Sector, 62, Urban Estate, S.A.S. Nagar, Mohali, Punjab, admeasuring 25,211.203 square yards, to its parent company viz. Fortis Healthcare Limited (**“the Company”**), for a consideration of INR 115.72 Crores (Indian Rupees One Hundred Fifteen Crores and Seventy Two Lacs) (**“IHL Land Parcel Transaction”**), subject to and in accordance with the terms of the relevant transaction documents (including without limitation agreement to sell and sale deed) to be entered into between IHL and the Company.

RESOLVED FURTHER THAT for the purposes of giving effect to the IHL Land Parcel Transaction and foregoing resolution, the consent of the Members be and is hereby accorded to the IHL Board 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 IHL Land Parcel Transaction (including without limitation agreement to sell and sale deed etc.).

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company and the IHL Board for redemption of the optionally convertible debentures (**“IHL OCDs”**) issued to Escorts Heart and Super Specialty Hospital Limited (**“EHSSHL”**) amounting to Rs.177.75 Crores at par along with part of interest outstanding thereon, out of the sale proceeds received by IHL from the IHL Land Parcel Transaction and other available funds.

RESOLVED FURTHER THAT all actions, if any, previously taken by the Board of the Company and IHL 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 IHL be and are hereby severally authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be necessary, incidental, required and/or proper to give effect to the foregoing resolutions, including without limitation, seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, settling the terms and conditions and executing agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, in its own discretion and in the best interest of the company and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the company, or to engage any advisor, legal advisor, consultant, agent or intermediary, as may be deemed incidental to give effect to this resolution.”

3. Issuance of Optionally Convertible Redeemable Non-cumulative Preference Shares (“OCRPS”) by Fortis Health Management Limited (“FHML”) to International Hospitals Limited (“IHL”) in lieu of cancellation of Optionally Convertible Debentures (“OCD’s”) issued by FHML to IHL.

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

“RESOLVED THAT pursuant to the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 and rules thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force to each of the foregoing and pursuant to the Memorandum and Articles of Association of the Company and subject to the approval of the board and members of FHML and IHL and subject to the requisite approvals, 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 and International Hospital Limited, wholly-owned subsidiaries (directly/indirectly) of the Company (**“the FHML Board”** and **“the IHL Board”** which terms shall include any committee of directors constituted by the FHML Board and / or the IHL Board respectively, if any), to cancel the optionally convertible debentures amounting to INR 541.95 Crores (Indian Rupees Five Hundred Forty One Crores Ninety Five Lacs) issued by FHML to IHL, and in lieu thereof, for FHML to issue optionally convertible redeemable non-cumulative preference shares to IHL for the amount of INR 541.95 Crores (Indian Rupees Five Hundred Forty One Crores Ninety Five Lacs) and interest accrued thereon, at such fair value as may be determined based on the applicable pricing guidelines and to enter into or amend such other documents as may be required to give effect to this resolution (**“Proposed Cancellation and Issuance”**).

RESOLVED FURTHER THAT for the purposes of the Proposed Cancellation and Issuance and foregoing resolution, the consent of the Members be and is hereby accorded to the FHML Board and IHL Board 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 Proposed Cancellation and Issuance.

RESOLVED FURTHER THAT all actions, if any, previously taken by the Board of the Company and the FHML Board and the IHL 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 Board and IHL Board be and are hereby severally authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be necessary, incidental, required and/or proper to give effect to the foregoing resolutions, including without limitation, seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, settling the terms and conditions and executing agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, in its own discretion and in the best interest of the company and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the company, or to engage any advisor, legal advisor, consultant, agent or intermediary, as may be deemed incidental to give effect to this resolution.”

Date: February 7, 2024
Place: Gurugram

By Order of the Board
For Fortis Healthcare Limited

Sd/-
Murlee Manohar Jain
Company Secretary
ICSI Membership No.- 9598

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, February 23, 2024 ('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 **Saturday, March 30, 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, February 23, 2024 (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 **Monday, April 1, 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 Friday, March 1, 2024 and ends at 5:00 p.m. (IST) on Saturday, March 30, 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, February 23, 2024**, 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 **Saturday, March 30, 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 **Monday, April 1, 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: February 7, 2024
Place: Gurugram

By Order of the Board
For Fortis Healthcare Limited

Sd/-
Murlee Manohar Jain
Company Secretary
ICSI Membership No.- 9598

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

Item No. 1

Members of the Company are informed that it has been proposed to transfer the entire business operations and assets concerning “Fortis Mohali Hospital” situated at [] (“**Fortis Mohali Hospital**”) as well as assets connected thereto housed in Escorts Heart Super Specialty Hospital Limited (“**EHSSHL**”) to its parent entity viz. Fortis Healthcare Limited (“**the Company**” or “**FHL**”). Accordingly, in connection with the aforesaid divestment of the Fortis Mohali Hospital, the entire business operations (including land and building where Fortis Mohali Hospital is situated) housed in EHSSHL, which is a wholly-owned subsidiary (directly/indirectly) of FHL, are being transferred to FHL (“**EHSSHL Business Transfer Transaction**”).

As on date, Fortis Mohali Hospital is operated by two entities (viz. FHL and EHSSHL) collectively and is being run in the following manner: (i) FHL operates the medical and healthcare services (IPD services), runs and manages the day-to-day operations/affairs as well as ancillary healthcare services, provides administrative services at the hospital, as well as handles activities related to patient billing in the Fortis Mohali Hospital (“**Operations Business**”); and (ii) EHSSHL provides medical and healthcare services (OPD services, radio diagnostic services, and other ancillary services) at Fortis Mohali Hospital and manages the maintenance and operations of Fortis Mohali Hospital (“**Establishment Business**”). Furthermore, the land and building on which Fortis Mohali Hospital is situated is owned by EHSSHL.

Under the proposed EHSSHL Business Transfer Transaction, it is envisaged that the Operations Business and Establishment Business pertaining to the Fortis Mohali Hospital shall be consolidated in the same entity, i.e., FHL.

As on date, the relationship between FHL and EHSSHL is governed by an underlying hospital and medical services agreement (“**HMSA**”). In consideration of the provision of services by EHSSHL in relation to the Establishment Business, it receives fees from FHL, a part of which is fixed and another part is variable. This has resulted in intra-group transactions in the form of HMSA fee, funding and the like, with resultant administrative, operational and financial inefficiencies and incremental costs.

In the above background, it is commercially expedient to consolidate, as far as commercially and legally feasible, the Operations Business with the Establishments Business, such that, to the maximum extent possible, aspects of running the Fortis Mohali Hospital are housed in the same legal entity, i.e., FHL. This will also simplify the financial reporting to all stakeholders, as well as simplify / eliminate the inter-company loans between the entities (being 100% direct / indirect subsidiaries of the Company).

Accordingly, EHSSHL proposes to execute transaction documents as may be required (including without limitation business transfer agreement and sale deed), to divest its business operations pertaining to the Fortis Mohali Hospital (including the land and building on which Fortis Mohali Hospital is situated) to the Company for a consideration of INR 297.10 Crores (Indian Rupees Two Hundred Ninety Seven Crores and Ten Lacs) (subject to customary closing adjustments as agreed in business transfer agreement), in accordance with the terms of the relevant transaction documents to be entered into between the parties. The consideration has been arrived at basis valuation carried out by external third-party valuer.

Further, consent of the Members of the Company is also sought to authorize the Board of Directors of the Company and the EHSSHL Board for redemption of the non-convertible debentures (“**EHSSHL NCDs**”) issued by EHSSHL to the Company, amounting to Rs. 313.04 Crores at par along with part of interest outstanding thereon, out of the sale proceeds received by EHSSHL from the EHSSHL Business Transfer Transaction and other available funds. The redemption of EHSSHL NCDs is being carried out to simplify the intra-group financing structure and utilization of funds available with EHSSHL.

From the shareholders’ perspective, as the abovementioned transaction is in the nature of an intra-group transaction (i.e., transactions between wholly owned (directly/indirectly) subsidiaries of the Company), the same would not impact the consolidated reported financial statements in any way, except for simplifying the Company’s group structure, thereby leading to better efficiencies and simplification/elimination of inter-company

financial instruments between these group entities.

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. 1 in the accompanying Notice for approval by the Members.

Item No. 2

Members of the Company are informed that it has been proposed to divest and transfer "Fortis Mohali Hospital" situated at Sector-62, Phase VIII, SAS Nagar, Mohali, Punjab ("**Fortis Mohali Hospital**") from Escorts Heart and Super Speciality Hospital Limited ("**EHSSHL**") to its parent entity viz. Fortis Healthcare Limited ("**FHL**" or "**Company**"), as detailed in Item No. 1.

A land parcel owned by International Hospital Limited ("**IHL**"), a wholly owned subsidiary of the Company, is located adjacent to the Fortis Mohali Hospital ("**IHL Land Parcel**"). Given that it is proposed to expand the existing Fortis Mohali Hospital facility by constructing a new hospital building adjacent to the existing Fortis Mohali Hospital, it has been proposed to sell and divest the IHL Land Parcel to the Company.

Further, the IHL Land Parcel is currently lying vacant, and cannot be used for any operational purposes without incurring substantial costs.

In view of the above, it is proposed to sell, transfer, and dispose of the IHL Land Parcel to FHL, for a consideration of INR 115.72 Crores (Indian Rupees One Hundred Fifteen Crores and Seventy Two Lacs), subject to and in accordance with the terms of the relevant transaction documents (including without limitation agreement to sell and sale deed) to be entered into between the parties. The consideration has been arrived at basis valuation carried out by external third-party valuer.

Further, the consent of the Members of the Company is also sought for authorizing the Board of Directors of the Company, the IHL Board and the EHSSHL Board for redemption of the optionally convertible debentures ("**IHL OCDs**") issued to EHSSHL amounting to Rs.177.75 Crores (Indian Rupees One Hundred Seventy Seven Crores Seventy Five Lacs) at par along with part of interest outstanding thereon, out of the sale proceeds received by IHL from the IHL Land Parcel Transaction and other available funds. The redemption of IHL OCDs is being carried out to simplify the intra-group financing structure and utilization of funds available with IHL.

From the shareholders' perspective, as the abovementioned transaction is in the nature of an intra-group transaction (between wholly owned (direct/indirect) subsidiaries of the Company), the same does not impact the consolidated reported financial statements in any way except for simplifying the Company's group structure, thereby leading to better efficiencies and simplification/elimination of inter-company financial instruments between these group entities.

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 Ms. Shailaja Chandra, who is common Independent Director between the Company and IHL, 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 Fortis Health Management Limited has issued 54,19,500 optionally convertible debentures (“**FHML OCDs**”) at the nominal value of Rs. 1000/- each to International Hospital Limited (“**IHL**”) amounting to INR 541.95 Crores in the year 2012-2013. As per the terms of the underlying agreement, these aforesaid FHML OCDs have a maturity period of 18 years from the date of issuance of the FHML OCDs.

FHML has been unable to service the interest on these FHML OCDs and as on December 31, 2023, interest of approx. INR 487.53 Crores has accrued and is due in respect of the FHML OCDs. Further, FHML currently does not have funds for redemption of FHML OCDs, accordingly, it is now envisaged that the aforesaid FHML OCDs shall be cancelled and in lieu thereof, OCRPS shall be issued by FHML to IHL.

From the shareholders’ standpoint, as the FHML OCDs are in the nature of intra-group financial instruments, the issuance of OCRPS in lieu thereof does not impact the consolidated reported financial statements in any way except for simplifying the Company’s group structure and simplification/elimination of inter-company financial instruments between these entities, which are wholly owned (directly/indirectly) subsidiaries of the Company.

Under applicable legal framework, the issuance of OCRPS by FHML would be in the nature of a preferential allotment, and FHML will be undertaking all required compliances in respect thereof, *inter alia* including obtaining approval of the shareholders of FHML and valuation by a registered valuer.

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 Ms. Shailaja Chandra, who is common Independent Director between the Company and IHL, 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 Fortis Healthcare Limited recommends the Special Resolution set out in Item No. 3 in the accompanying Notice for approval by the Members.

Date: February 7, 2024
Place: Gurugram

By Order of the Board
For Fortis Healthcare Limited

Sd/-
Murlee Manohar Jain
Company Secretary
ICSI Membership No.- 9598