



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

Notice is hereby given that the Twenty Eighth Annual General Meeting ("AGM") of **Fortis Healthcare Limited** will be held on **Friday, August 02, 2024 at 14:00 hours (IST)** through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), to transact the following business(es):

ORDINARY BUSINESS:-

1. To consider and adopt the Audited Standalone Financial Statements of the Company together with Reports of the Board and Auditors' thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the financial year ended on March 31, 2024.
2. To declare dividend of ₹ 1/- (Rupee One) per equity share, for the financial year ended March 31, 2024.
3. To appoint Mr Dilip Kadambi (DIN-02148022), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
4. To appoint Mr Mehmet Ali Aydinlar (DIN- 10073483), who retires by rotation and being eligible, offers himself for re- appointment as a Director.
5. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to re-appoint M/s B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022, who has given its consent along with certificate under Section 141 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, as Statutory Auditors of the Company and who shall hold office of the Statutory Auditors from the conclusion

of 28th Annual General Meeting till the conclusion of the 32nd Annual General Meeting to be held in the year 2028, and shall conduct the Statutory Audit for the financial years commencing from April 01, 2024 till the year ended March 31, 2028, at such remuneration plus out of pocket expenses and applicable taxes and other terms and conditions as may be mutually agreed with the Statutory Auditor and as detailed here in this notice.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board of Directors of the Company be and are hereby severally authorized to decide and mutually agree on the terms of appointment and increase in remuneration, if any and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESS:-

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Cost Records and Audit) Rules, 2014, remuneration of upto ₹ 3,50,000/- (Rupees Three Lakhs Fifty thousand only) plus out of pocket expenses and taxes, being paid to M/s. Jitender, Navneet & Co., Cost Auditor appointed by the Board of Directors, to conduct the audit of the cost records of the Company, for the Financial Year ended March 31, 2024, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Notice (Contd.)

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and considering the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to pay:

- (a) each Independent Director(s) (present and future) remuneration upto ₹ 73,50,000 (Rupees Seventy-Three Lakhs and Fifty Thousand only) per annum and upto ₹ 94,50,000 (Rupees Ninety-Four Lakhs and Fifty Thousand only) per annum to the Chairman of the Board (in case Chairman is an Independent Director); or
- (b) aggregate commission upto 1% of the net profits of the Company plus taxes at applicable rate;

whichever is higher, in such proportions and in such manner as may be decided by the Board of Directors and / or any Committee thereof.

RESOLVED FURTHER THAT the said remuneration will be paid for a period of three (3) years with effect from April 1, 2024.

RESOLVED FURTHER THAT all Non- Executive Directors including independent directors shall also be entitled for sitting fees for attending meeting(s) of the Board and Committee thereof, as permissible under Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board of Directors of the Company be and are severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V (Section II(B) of Part II) and other applicable provisions, if any, of

the Companies Act, 2013 and Rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactments thereof, for the time being in force) and Articles of Association of the Company, basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors and all other applicable statutory/regulatory approvals, consents and permissions as may be necessary in this regard and such conditions as may be imposed by any authority while granting such approval(s), consent(s) and permission(s) and as may be agreed to by the Board of Directors of the Company (which term shall be deemed to include any Committee constituted/to be constituted by the Board, or any director/officer authorized by the Board of Directors/Committee for this purpose), consent of the Members of the Company be and is hereby accorded for the re-appointment of Dr. Ashutosh Raghuvanshi (DIN:02775637), as Managing Director (designated as ‘Managing Director & CEO’) of the Company, with effect from March 19, 2025 for a period of 2 (two) years, not liable to retire by rotation, on the following terms and conditions:

- (a) **Salary, Perquisites and Allowances per annum:** Upto ₹ 9,99,57,410 (Rupees Nine Crores Ninety Nine Lacs Fifty Seven Thousand Four Hundred and Ten only) per annum, with authority to vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013.

The aforesaid perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

Besides above, Dr. Ashutosh Raghuvanshi shall also be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration subject to the Company’s Policy in this regard from time to time:

- (i) Provision of Company maintained Car(s) of upto ₹ 1 Crore;
- (ii) Encashment of Earned Leave at the end of the tenure.

Notice (Contd.)

(iii) Entitlement for travel (Class / Mode) shall be as per the Company Policy from time to time, expenses for which will be borne by the Company on actual cost basis.

Further, Dr. Ashutosh Raghuvanshi shall be eligible for such other facilities and benefits including retiral, as per rules/policy of the Company from time to time.

- (b) Further increment up to 6% of Total Cost to Company annually may be given subject to recommendation of the Committee and approval of the Board of Directors.
- (c) Further based on his performance ratings for each of the financial year, Dr. Ashutosh Raghuvanshi may be eligible to a maximum of 125% of target variable pay as per variable pay policy.
- (d) **Reimbursement of Expenses:** Business related expenses including expenses incurred for travelling, boarding and lodging shall be reimbursed at actuals and not considered as prerequisites.
- (e) **Sitting Fee:** Dr. Ashutosh Raghuvanshi shall not be paid any sitting fee for attending Meetings of the Board and/or any of its Committee(s).
- (f) On the expiry of his term Dr. Ashutosh Raghuvanshi shall also be entitled for one-time payment of ₹ 5,00,00,000 subject to meeting the terms of his appointment.

(g) General:

- (i) Subject to the superintendence, control and direction of the Board, Dr. Ashutosh Raghuvanshi shall be responsible for management of the whole, or substantially

the whole of the affairs of a Company and shall perform such other functions as may be delegated to him by the Board from time to time.

- (ii) He shall adhere to such other policies, service conditions, rules and regulations of the Company as applicable from time to time.

Notwithstanding anything to the contrary contained herein above or in accordance with the terms and conditions of his appointment, Dr. Ashutosh Raghuvanshi will be paid, current remuneration (including fixed salary, incentives, increments & other allowances thereto and retirement benefits) and as may be further decided by the Board of Directors/ Nomination and Remuneration Committee, as minimum remuneration subject to necessary approvals and compliances as per the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or any Committee thereof, be and is hereby authorised to do all acts, deeds and things and to sign, execute and file and/or modify all such forms, papers and documents as may be considered necessary and take all such steps as may be proper or expedient to give effect to this resolution."

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

Date: July 5, 2024
Place: Gurugram

Satyendra Chauhan
Company Secretary

Notice (Contd.)

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), setting out material facts concerning the business under item no 6, 7 and 8 forms part of this Notice. Further, information as required to be detailed/ disclosed for item no. 3,4 and 5, under the Secretarial Standards and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") are forming part of this notice.

2. General instructions for accessing and participating in the 28th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

- a. The Ministry of Corporate Affairs, Government of India ("MCA") has vide its General Circular No. 9/2023 dated September 25, 2023, read with circular dated April 08, 2020, April 13, 2020, May 05, 2020. January 13, 2021, December 08, 2021 and December 28, 2022 (collectively referred to as "MCA Circulars"), allowing inter-alia, conducting of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before September 30, 2024 in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular dated May 05, 2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023 and January 05, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 28th AGM of the Company is being conducted through VC/ OAVM facility, without the physical presence of members at a common venue. The deemed venue for the 28th AGM shall be the Registered Office of the Company.
- b. **In terms of the MCA / SEBI Circulars since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies.**

Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 28th AGM.

However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Corporate Members may be appointed for the purpose of voting through remote e-Voting, for participation in 28th AGM through VC/ OAVM Facility and e-Voting during 28th AGM.

- c. In line with the MCA Circulars and SEBI Circulars, the Notice of 28th AGM will be available on the website of the Company at www.fortishealthcare.com, on the website of BSE Limited at www.bseindia.com, on the website of National Stock Exchange of India Limited at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.
- d. Since the AGM will be held through VC/OAVM Facility, the Route Map to the venue of the meeting is not annexed to this Notice.
- e. NSDL will be providing facility for voting through remote e-Voting, for participation in 28th AGM through VC/OAVM Facility and e-Voting during 28th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- f. Members may join 28th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 13:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 28th AGM.
- g. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of upto 2,500 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend 28th AGM without any restriction on account of first-come-first-served principle.
- h. Attendance of the Members participating in 28th AGM through VC/OAVM Facility shall be counted

Notice (Contd.)

for the purpose of reckoning the quorum under Section 103 of the Act.

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at 28th AGM and facility for those Members participating in 28th AGM to cast vote through e-Voting system during 28th AGM.
- j. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Shareholders are requested to take note of the same.

The aforesaid SEBI Circular can be viewed on the following link <https://www.fortishealthcare.com/drupal-data/2024-07/SEBI%20Master%20Circular%20on%20Online%20Dispute%20Resolution%20-%20July%2031%2C%202023.pdf>

3. Instructions for Members for Remote e-Voting are as under:

The Remote e-Voting period begins on July 29, 2024 at 9:00 A.M. and ends on August 01, 2024 at 5:00 P.M. The Remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 26, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 26, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Notice (Contd.)

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="746 1211 1191 1487" style="text-align: center; border: 1px solid black; padding: 10px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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.

Notice (Contd.)

Type of shareholders	Login Method
	<p>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.</p> <p>4. 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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

Notice (Contd.)

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Notice (Contd.)

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to magarwalandco@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call at 022-48867000 and 022-24997000 or Ms Pallavi Mhatre, Senior Manager, NSDL, at designated e-mail IDs: evoting@nsdl.co.in, who will address the grievances related to electronic voting.
4. **Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-Voting for the resolutions set out in this notice:**
 - a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@fortishealthcare.com
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@fortishealthcare.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - c. Alternatively shareholder / members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.
 - d. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and

Notice (Contd.)

Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

5. The instructions for members for e-Voting on the day of the 28th Annual General Meeting are as under:

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
- b. Only those Members / shareholders, who will be present in the AGM through VC/OAVM facility and who have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person as mentioned for Remote e-Voting.

6. Instructions for members for attending the 28th Annual General Meeting through VC/OAVM are as under:

- a. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder / Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.

- c. Further Members will be required to allow Camera and use Internet with a bandwidth to avoid any disturbance during the meeting.
- d. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid technical glitches.
- e. Members who would like to ask questions during 28th AGM with regard to the financial statements or any other matter to be placed at the 28th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number / folio number and mobile number, to reach the Company's email address secretarial@fortishealthcare.com atleast 72 hours in advance before the start of the 28th AGM i.e. by July 30, 2024 by 14:00 hours IST. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the 28th AGM, depending upon the availability of time.
- f. Shareholders who will participate in the AGM through VC/OAVM can also pose question / feedback through question box option. Such questions by the Members shall be taken up during the meeting or shall be replied suitably, after the meeting by the Company.
- g. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 28th AGM through VC/OAVM Facility.

7. Other Guidelines for Members:

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. July 26, 2024.
- b. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. July 26, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer / RTA. However, if you are already registered with NSDL for

Notice (Contd.)

- remote e-Voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" or "Physical User Reset Password" option available on www.evoting.nsd.com or call at 022- 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquire shares of the Company and become a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 26, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date shall only be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
 - d. Mr Mukesh Agarwal, Company Secretary in Whole time Practice (C.P. No. 3851), has been appointed as the Scrutiniser to scrutinise remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.
 - e. During 28th AGM, the Chairman shall, after response to questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
 - f. The Scrutiniser shall after the conclusion of e-Voting at the 28th AGM, first download votes cast at the AGM and thereafter unblock votes cast through remote e-Voting and shall make a consolidated Scrutiniser's Report of total votes cast in favour or against, invalid votes, if any, and whether resolution(s) has been carried or not, and such Report shall then be sent to the Chairman or a person authorised by him, within 48 (forty eight) hours from the conclusion of 28th AGM, who shall then countersign and declare the result of voting forthwith.
 - g. The Results declared along with the Report of the Scrutiniser shall be placed on the website of the Company at www.fortishealthcare.com and on the website of NSDL at www.evoting.nsd.com immediately after declaration of Results by the Chairman or a person authorised by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.
8. The Notice of 28th AGM and the Annual Report for the FY 2023-24 including therein the Audited Financial Statements for FY 2023-24, are being sent only by email to the Members, unless any member has requested for a hard copy of the same. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of 28th AGM and Annual Report for the FY 2023-24 and all other communication sent by the Company, from time to time, can get their email addresses registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address secretarial@fortishealthcare.com.
 - b. For the Members holding shares in demat form, please update your email addresses through your respective Depository Participant/s.
 9. Notice of 28th AGM and Annual Report for the FY 2023-24 including therein the Audited Financial Statements for the year, will be available on the website of the Company at www.fortishealthcare.com and the website of Stock Exchanges at BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice of 28th AGM will also be available on the website of NSDL at www.evoting.nsd.com.
 10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from concerned

Notice (Contd.)

Depository Participant and holdings should be verified from time to time.

11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

12. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from April 01, 2019. In view of the above, Members are advised to dematerialise shares held by them in physical form.

Electronic copy of all documents referred to in the accompanying Notice of 28th AGM and Explanatory Statement shall be available for inspection in the Investor Section of website of the Company www.fortishealthcare.com.

13. During 28th AGM, Members may access scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, at the available link against the EVEN of the Company on NSDL website.

14. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking re-appointment at the AGM, are detailed in Annexure-I of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking re-appointment.

15. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits companies to send soft copies of Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail address

for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company's website : www.fortishealthcare.com.

16. The dividend, as recommended by the Board of Directors, if declared at the meeting, will be paid within 30 days from the date of declaration to the Members holding equity shares as on the record date i.e. July 24, 2024. In respect of shares held in dematerialised form, dividend will be paid on the basis of beneficial ownership as per details furnished by the respective depositories for this purpose.

17. Pursuant to the relevant provisions of the Income Tax Act, 1961 ("the IT Act"), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at rates prescribed in the IT Act. In general, to enable compliance with TDS requirements, members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant(s) or in case shares are held in physical form, with the Company by sending email to the Company's email address at secretarial@fortishealthcare.com.

18. Members are requested to note that in case the tax on dividend is deducted at a higher rate in absence of receipt of the requisite details/documents, there would still be an option available to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

19. Dividend, if any, approved by the members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participant(s).

20. Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other electronic means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account, by sending scanned copy of the following details/ documents to the Company at secretarial@fortishealthcare.com latest by **July 24, 2024**.

Notice (Contd.)

- a) a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11-digit IFSC Code;
- b) self attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
- c) self attested scanned copy of the PAN Card; and
- d) self attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member, as registered with the Company.
- e) For the members holding shares in demat mode, please update your Electronic Bank Mandate through your Depository Participant(s).

Further, members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

21. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/

MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardised the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be.

22. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, contact details, mobile no. complete bank details and specimen signatures are registered.

In case of non-updation of PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

Further, in terms of SEBI Circular dated June 10, 2024, Non submission of 'choice of nomination' shall not result in freezing of Demat Accounts as well as Mutual Fund Folios. Securityholders holding securities in physical form shall be eligible for receipt of any payment including dividend as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these securityholders. However, existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them.

The aforesaid circular may be viewed on the following link: <https://www.fortishealthcare.com/drupal-data/2024-07/SEBI%20Circular%20-%20Non-submission%20of%20%E2%80%98Choice%20of%20Nomination%27%20-%20June%2010%2C%202024.pdf>

23. The results on resolutions shall be declared on or before closing business hours i.e. 6:00 PM (IST) on Tuesday, August 06, 2024 at the Corporate office of the Company and the same along with scrutiniser's report shall also be available on the website of the Company and on the website of NSDL and that of BSE & NSE. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.

Notice (Contd.)

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Item No. 5

The Members at the Twenty Third Annual General Meeting ('AGM') of the Company held on September 26, 2019, had approved appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248WW-100022) ('BSR'), as the Statutory Auditors of the Company to hold office from the conclusion of the Twenty Third (23rd) Annual General Meeting until the conclusion of Twenty Eight (28th) Annual General Meeting of the Company to be held in the year 2024.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') based on the recommendation of the Audit Committee, propose to reappoint BSR, as the Statutory Auditors of the Company, for the second term who shall hold office from the conclusion of Twenty Eight (28th) AGM till the conclusion of Thirty Second (32nd) AGM of the Company to be held in the year 2028.

BSR have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The Company has in place a Policy for approval of services to be rendered by the Auditors ('Pre-Approval Policy') by the Audit Committee to ensure, inter alia, that the Statutory Auditors function in an independent manner.

Brief Profile of BSR & Co. LLP:

B S R & Co. ('the firm ') was constituted on March 27, 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on October 14, 2013 thereby having a new firm registration no. 101248WW-1 00022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063.

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.

B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur, Gandhinagar and Kochi.

B S R & Co. LLP has over 4000 staff, 140+ Partners.

B S R & Co. LLP audits various companies listed on stock exchanges in India including companies in the Healthcare sector.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

The fee proposed to be paid to BSR towards the statutory audit/review of standalone and consolidated financial statements of the Company shall be ₹ 215.85 Lakhs, plus fixed administrative charges of 5% of the fee. Out of pocket expenses based on actuals and taxes are additional.

- BSR was paid a fee of ₹ 199.86 Lakhs towards the statutory audit/review of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 plus fixed administrative charges of 5% of the fee. Out of pocket expenses based on actuals and taxes are additional. Considering the additional efforts involved with increase in various regulatory and other compliances and adjustment for inflationary trends, the Board, based on the recommendation of the Audit Committee, recommends the aforesaid increase in fee for FY 24-25 to the members of the Company.

Note: a) The above fee is exclusive of fee paid for audit related services in relation to various subsidiaries of the Company.

- b) audit fee may be paid to the Auditors on a progressive billing basis as agreed between the auditors and the Company.

Notice (Contd.)

- The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors, in future.
- Besides the statutory audit services, the Company would/may also obtain various other audit related services, certification work for various requirements and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 5 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.5 of the Notice for approval by the Members.

Item No. 6

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of cost records of the Company, for the Financial Year ended March 31, 2024 as per the following details:

Name of the Cost Audit Firm	Amount (In Rupees)
M/s. Jitender, Navneet & Co.	3,50,000 (plus out of pocket expenses and taxes)

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2024.

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

The Board of Directors recommends the resolution as set out at Item No. 6 for the approval of the Members as an Ordinary Resolution.

Item No. 7

The Members are informed that in the Annual General Meeting of the Company held on July 30, 2021, the members of the Company had approved to remunerate Independent Directors (present & future) by way of commission of ₹ 90,00,000 to the Chairman and ₹ 70,00,000 to each other Independent Director per year or commission upto 1% of the net profits of the Company (whichever is higher), for a period of three years effective from April 1, 2021.

The Members are further informed that the Independent Directors have made valuable contributions in the Company since the time they have joined the Board. With the guidance of the Independent Directors and their devotion & contribution to the Company, the financial position of the Company has significantly improved during their tenure.

Considering the rich experience and expertise brought to the Company by Independent Directors and to commensurate with the time devoted, contribution made, guidance & oversight provided by them, it is proposed to continue remunerating them by way of Commission for another period of three years effective from April 01, 2024, as detailed hereunder:

- each Independent Director(s) (present and future) remuneration upto ₹ 73,50,000 (Rupees Seventy-Three Lakhs and Fifty Thousand only) per annum and upto ₹ 94,50,000 (Rupees Ninety Four Lakhs and Fifty Thousand only) per annum to the Chairman of the Board (in case Chairman is an Independent Director); or
- aggregate commission upto 1% of the net profits of the Company plus taxes at applicable rate;

whichever is higher, in such proportions and in such manner as may be decided by the Board of Directors and / or any Committee thereof.

Notice (Contd.)

Further, the sitting fee to be paid to the Independent Directors shall be in addition to the aforesaid remuneration/ commission for a period of three years effective from April 1, 2024.

Further disclosures as required under Schedule V of the Companies Act, 2013 form part of explanatory statements to item no. 8 and the Board report.

Further, all non-executive directors (including Independent Directors) of the Company shall also be entitled to Sitting fees for attending meeting(s) of the Board or any Committee thereof.

In terms of the requirements of Section II of Part II of Schedule V to the Act, the information is furnished as under:

S. No.	Particulars	Mr. Ravi Rajagopal	Mr. Indrajit Banerjee	Ms. Suvalaxmi Chakraborty	Ms. Shailaja Chandra
1	Background and recognition details	<p>Mr. Ravi Rajagopal is currently sitting as Non-Executive Director and is Audit Chair of Airtel Africa plc, UK, Chair of Fortis Healthcare, India. Advisor to CDPQ, the Canadian pension fund on their private equity side. Until 2023 the Vice Chair of Peabody Housing and previously, NED and Audit Chair of Vedanta plc till 2020. Advisor to a multinational FMCG business, Member of Corporate Advisory Board of Sanmar Group, India, a privately held chemicals and plastics business. Member of the Foundation Board of Trustees of the Science Museum.</p> <p>This follows a 35-year career with two leading organizations, Diageo plc in London (1996-2015) and ITC, India's largest consumer business (1979-1995) with core experience set in Finance, Strategy, Operations and M&A. Controls and Risk.</p>	<p>Mr. Indrajit Banerjee has a B. Com. (Hons) degree from St. Xavier's College, Kolkata and is a qualified Chartered Accountant. Since 2015 he has been engaged in certain specific management consultancy services, including business structuring and planning; management of growth situations; management of crisis situations through cash flow monitoring, prioritisation of operational requirements and bank relationship management; financing of working capital and establishment of Risk Management processes in multi-business and multiregional organisations; business and financial process integration for existing organisations as well as for merging entities.</p>	<p>Ms. Suvalaxmi Chakraborty holds a bachelor's degree in commerce from the University of Calcutta and is a qualified chartered accountant. Previously, she has been associated with Barclays Bank Plc., State Bank of Mauritius Limited and ICICI Bank Limited. She serves as a director on the board of various companies i.e. Fortis Healthcare Limited, Espandere Advisors Private Limited and Kaleidofin Private Limited. She also serves as the Managing Director, of Finreach Solutions Private Limited.</p>	<p>Ms. Shailaja Chandra has been a member of Indian Administrative Service (IAS) and held key assignments in the Central and state governments spanning nearly 4 decades. Ms Chandra's educational qualifications include an Honours degree from Miranda House, University of Delhi, and subsequently an M.Sc. in Economics, from University of Wales, UK.</p> <p>Ms. Chandra became Secretary in the Union Health Ministry having worked in the Ministry as Joint Secretary and Additional Secretary. Subsequently she became Chief Secretary, Delhi- a notable first for a woman officer. She is a prolific writer both of opinion pieces as well as research papers published in national and international journals. She is regularly invited by the print and electronic media to comment on Governance, Health, Gender and current developments in Delhi. Ms Chandra has been invited several times to Chair or speak at international conferences organised by OECD as well as by universities, advanced institutions of</p>

Notice (Contd.)

S. No.	Particulars	Mr. Ravi Rajagopal	Mr. Indrajit Banerjee	Ms. Suvalaxmi Chakraborty	Ms. Shailaja Chandra
					national importance, think tanks and health-related forums.
2.	Past remuneration	During FY 2023-24, all Independent Director(s) have been paid sitting fees for attending the meetings of the Board and Committee(s) thereof and commission as approved by the shareholders in their meeting held on July 30, 2021. The details of sitting fee and commission as paid to each of the Directors are forming part of the Corporate Governance Report.			
3	Job profile and his suitability	Mr. Ravi Rajagopal is the chairman of the Board and member of Corporate Social Responsibility Committee.	Mr. Indrajit Banerjee is the member/ Chairman of the following Committees of the Company: a) Audit Committee- Chairperson b) Nomination and Remuneration Committee- Member c) Stakeholders Relationship Committee- Member d) Corporate Social Responsibility Committee- Member	Ms. Suvalaxmi Chakraborty is the member/ Chairperson of the following Committee(s) of the Company: a) Audit Committee- Member	Ms. Shailaja Chandra is the member/ Chairperson of the following Committees of the Company: a) Audit Committee, Member b) Risk Management Committee, Chairperson c) Nomination and Remuneration Committee, Chairperson d) Stakeholders Relationship Committee, Chairperson e) Corporate Social Responsibility Committee, Member
The detailed role and composition of each Committee is forming part of the Corporate Governance Report.					
4	Remuneration Proposed	Upto ₹ 94,50,000 per annum plus sitting fee for attending meetings of the Board and Committee(s).	Upto ₹ 73,50,000 each per annum plus sitting fee for attending meetings of the Board and Committee(s).		

Notice (Contd.)

S. No.	Particulars	Mr. Ravi Rajagopal	Mr. Indrajit Banerjee	Ms. Suvalaxmi Chakraborty	Ms. Shailaja Chandra
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Though direct comparable data could not be obtained, however, as a normal industry trend, the proposed remuneration to all Non-Executive Independent Directors, who are professional, possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Independent Directors of other Companies and is in parity with the Industry Standards for such a responsible position.			
6	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any	Except to the extent of receiving sitting fee(s), reimbursement of expenses in performance of their duties and Commission, none of the Directors have had any pecuniary relationship with other Directors or Key Managerial Personnel.			

Independent Directors, and their relatives, are interested in this resolution in so far as the same relates to their respective commission / remuneration. None of the Non-Executive Directors / Executive Director / Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in this resolution.

The Board of Directors recommends the resolution as set out at Item No. 7 for the approval of the Members as a Special Resolution.

Item No. 8

The Board of Directors of your Company on the recommendation of the Nomination and Remuneration Committee ('the Committee'), approved the re-appointment of Dr. Ashutosh Raghuvanshi as Managing Director of the Company (designated as Managing Director and CEO) w.e.f. March 19, 2022 on the remuneration stated in the resolution above, subject to the approval of the Members.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. It is hereby confirmed that, as on date, he is not related to any other director of the Company.

It is proposed to re- appoint Dr. Ashutosh Raghuvanshi as Managing Director of the Company (designated as 'Managing Director & CEO) for a period of two years w.e.f. March 19, 2025, at a remuneration as detailed out in Item No. 8.

The above may be treated as written memorandum setting out the terms of appointment of Dr. Ashutosh Raghuvanshi under Section 190 of the Companies Act, 2013.

The Nomination & Remuneration Committee and Board of Directors recommends the resolution as set out at Item No. 8 as (Special Resolution) for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Dr. Ashutosh Raghuvanshi himself, is/ are in any way, concerned or interested, financial or otherwise, in the proposed resolution except to the extent of their respective

Notice (Contd.)

shareholding in the Company, if any.

A brief profile of Dr. Raghuvanshi alongwith requisite details pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Part II of Schedule V of the Companies Act, 2013 and the Secretarial Standard on General Meetings is given below:

I. General Information

- (i) **Nature of Industry:** Business of providing healthcare services and running multi-specialty hospitals.
- (ii) **Date or expected date of commencement of commercial production:** The Company was incorporated on February 28, 1996.
- (iii) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (iv) **Financial performance (on standalone basis) based on given indicators as per Audited Financial Results for the year ended March 31, 2024:**

(Amount in ₹ lacs)

Particulars	For the year ended 31.03.2024 (Audited)
Turnover	118,142
Other Income	14,300
Net profit after tax	19,945

(v) Remuneration proposed:

As provided in the resolution.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

Though direct comparable data could not be obtained, however, as a normal industry trend, the proposed remuneration of Dr. Ashutosh Raghuvanshi, who is a professional, possessing invaluable and rich knowledge, experience and insights complemented with the vast business experience, is comparable with Executive Directors of other Companies and is in parity with the Industry Standards for such a responsible position.

(vii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Except proposed remuneration as stated above, Dr. Raghuvanshi does not have any other pecuniary relationship with the Company and its managerial personnel.

(viii) Companies (other than Fortis Healthcare Limited, Foreign Companies and Section 8 Companies) in which Dr. Raghuvanshi holds Directorships (as on date):

S. No.	Name of the Company
1.	Agilus Diagnostics Limited
2.	Fortis Hospotel Limited
3.	NATHEALTH Foundation

Notice (Contd.)

(ix) Details of Membership in Committees of other Companies (excluding Private Companies, Foreign Companies and Section 8 Companies):

S. No	Name of Company	Name of Committee	Designation (Chairman/Member)
1.	Agilus Diagnostics Limited	Corporate Social Responsibility Committee	Chairman

Shareholding in the Company: NIL

Original date of appointment: March 19, 2019

During the Financial Year 2023-24, Dr. Ashutosh Raghuvanshi has attended 10 Board Meetings of the Company.

II Disclosures- General disclosures are given under Corporate Governance Report forming part of Board Report.

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

Date: July 5, 2024
Place: Gurugram

Satyendra Chauhan
Company Secretary

Notice (Contd.)

Annexure - A

Details of the Directors seeking re-appointment at the 28th Annual General Meeting.

(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	Mr. Dilip Kadambi	Mr. Mehmet Ali Aydinlar
1.	Age	49 years	67 years
2.	Qualification	Bachelor of Commerce – Madras University, India and Post Graduation Diploma in Business Administration from Institute of Chartered Financial Analysts of India (“ICFAI”).	Business Administration Degree from Galatasaray Economy and Management College.
3	Brief Profile and Nature of Expertise	<p>Mr Dilip Kadambi, who transitioned from his prior role as Group Head of Corporate Finance and Treasury, assumed the position of Group Chief Financial Officer as of April 05, 2024. In his new capacity, Mr Kadambi is responsible for overseeing the financial strategy and management of the IHH Healthcare network.</p> <p>Mr Kadambi first joined IHH in May 2020 as Group Head of Business Transformation and subsequently evolved his role to corporate finance and treasury, even double-hatting as interim Head of Group Procurement.</p> <p>He has over 27 years of leadership experience in multinational companies, specialising in investment banking, merger and acquisitions, and capital markets. Prior to IHH, he was the Interim Group Chief Executive Officer & Group Chief Financial Officer of Columbia Asia Healthcare, Singapore & Malaysia between 2015 and April 2020. He had also worked in numerous banking institutions including Standard Chartered Bank (Singapore), CIMB Bank Berhad (Singapore), Royal Bank of Scotland (Singapore and India) and ABN AMRO Bank (India).</p>	<p>Mr Mehmet Ali Aydinlar was appointed to the Board of IHH Healthcare Berhad (IHH) in January 2012. Mr Mehmet Ali Aydinlar is also the Chairman of Acibadem Saglik Yatirimlari Holding A.S. (ASYH), a 90%-owned subsidiary of IHH. He was re-designated from Executive Director to Non-Executive Director of IHH on March 01, 2019 following his cessation as the Chief Executive Officer (CEO) of ASYH. Mr Aydinlar, after an illustrious tenure as founding CEO of ASYH, continues to serve as the Chairman of the Board of Acibadem group of companies.</p> <p>Mr Aydinlar is also Vice Chairman of Private Hospitals and Healthcare Institutions Association (OHSAD). A certified public accountant-turned, entrepreneur, Mr Aydinlar has been recognised for his extensive experience in management and involvement in the healthcare sector since 1993 and received numerous prestigious awards including but not limited to “Ernst & Young Entrepreneur of the Year, Turkiye” for the year 2018 for his entrepreneurship and contributions in healthcare industry. Being a philanthropist, Mr Aydinlar is also the Chairman of the Board of Trustees of Acibadem University, an ambitious social responsibility undertaking initiated by Mr Aydinlar to advance healthcare in Turkiye through education and research.</p>

Notice (Contd.)

S. No.	Particulars	Mr. Dilip Kadambi	Mr. Mehmet Ali Aydinlar
4	Experience	Over 27 years	Over 35 years
5	Directorships held in other Indian Companies as on date	Agilus Diagnostics Limited Navketan Nursing Home Private Limited	None
6	Memberships / Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)	None	None
7	Shareholding in the Company	As on the date of this notice, the directors who are seeking re-appointment do not hold any shares or convertible instrument in the Company.	
8	Relationship with other Directors and KMP's	There is no inter-se relationship between the directors who are seeking re-appointment at this meeting and other Directors / KMP's of the Company.	
9	Date of Appointment (Original)	June 04, 2020	March 28, 2023
10	Terms and Conditions of Appointment	Pursuant to the provisions of Companies Act, 2013, Mr Dilip Kadambi and Mr Mehmet Ali Aydinlar are Liable to retire by rotation	
11	Remuneration*	The Directors 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.	
12	No. of Board Meetings Attended in FY 2023-24*	9	8

*Refer Report on Corporate Governance for more details.

Notice (Contd.)**INFORMATION AT A GLANCE**

Particulars	Details
Day, Date and time of AGM	Friday, August 02, 2024 at 2:00 P.M. (IST)
Mode	Video conference/ other audio visual means
Participation through video conferencing	www.evoting.nsdl.com
Final Dividend Record Date	Wednesday, July 24, 2024
Final Dividend Payment Date	On or before August 31, 2024
Cutoff Date for e-voting	Friday, July 26, 2024
E-voting start date and time	Monday, July 29, 2024 at 9:00 A.M. (IST)
E-voting end date and time	Thursday, August 01, 2024 at 5:00 P.M. (IST)
Speaker Registration start date and time	Friday, July 12, 2024 at 2:00 P.M. (IST)
Speaker Registration end date and time	Tuesday, July 30, 2024 at 2:00 P.M. (IST)
Last date of sending questions	Tuesday, July 30, 2024 at 2:00 P.M. (IST)
Name and Address and Contact details of e-voting service provider	<p>National Securities Depository Limited (“NSDL”)</p> <p>Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400 013</p> <p>Ms Pallavi Mhatre</p> <p>Senior Manager – NSDL</p> <p>Contact Details:</p> <p>Email ids:</p> <p>pallavid@nsdl.co.in</p> <p>evoting@nsdl.co.in</p> <p>Helpline Nos.:</p> <p>(022) 4886 7000</p>
Name, address and contact details of Registrar and Share Transfer Agent	<p>M/s. KFIN Technologies Limited</p> <p>Selenium, Tower B,</p> <p>Plot No. 31 & 32, Financial District,</p> <p>Nanakramguda, Serilingampally Mandal</p> <p>Hyderabad-500032</p> <p>Contact Details:</p> <p>Toll Free No.: 1-800 309 40</p> <p>E-mail: einward.ris@kfintech.com</p>