



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 resolution 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. 1700 Hours IST on Thursday, June 29, 2023**. 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 Wednesday, May 31 2023, and ends at 5:00 p.m. (IST) on Thursday, June 29, 2023**. 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. To consider appointment of Mr. Lim Tsin Lin (DIN: 10118906) as a Non-Executive Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force and in terms of Articles of Association of the Company, Mr. Lim Tsin Lin (DIN: 10118906) be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

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

- 2. To consider and approve entering into a Composite Scheme of Arrangement between International Hospital Limited, Fortis Hospitals Limited and Fortis Hospotel Limited (collectively referred as wholly-owned subsidiaries) and their respective shareholders and creditors.**

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

“RESOLVED THAT pursuant to the provisions of Regulation 26 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with the applicable provisions of the Companies Act, 2013 and the rules thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India as well as any applicable provisions of the Companies Act, 2013 and the rules thereunder, including any statutory modifications or re-enactment(s) thereof for the time being in force to each of the foregoing and pursuant to the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to compliance with all applicable laws and the requisite approvals, if any, of the relevant statutory, regulatory or government authorities and subject to the sanction of the Hon’ble National Company Law Tribunal and approval of such other competent authority as may be required under applicable law, and subject to such conditions and modifications as may be prescribed or imposed by the Hon’ble National Company Law Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors (which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) authorized by the Board to exercise its powers including the powers conferred by this resolution) of the Company and the Wholly Owned Subsidiaries, as applicable, the consent of the members of the Company be and is hereby accorded to the Board of Directors of International Hospital Limited (“IHL”), Fortis Hospitals Limited (“FHsL”) and Fortis Hospotel Limited (“FHTL”) (collectively “Wholly-Owned Subsidiaries”) to enter into Scheme of Arrangement (“**Scheme**”) amongst themselves pursuant to which healthcare operations held by FHsL in Kalyan, Amritsar, Faridabad, Kolkata (Anandpur), FHKI, Noida and Mulund (collectively referred as hospital units) will be demerged to IHL and healthcare operations held by FHsL in FMRI- Gurgaon will be demerged to FHTL, as per the terms of the Scheme.

RESOLVED FURTHER THAT pursuant to the demerger of the healthcare operations held by FHsL in Kalyan, Amritsar, Faridabad, Kolkata (Anandpur), FHKI, Noida and Mulund (collectively referred as hospital units) to IHL and the demerger of the healthcare operations held by FHsL in FMRI- Gurgaon to FHTL, the consent of the members of the Company be and is hereby accorded to the Board of Directors of

IHL and FHTL to issue shares/compulsory convertible preference shares to the shareholders of FHsL, in accordance with the terms of the Scheme and subject to applicable valuation norms.

RESOLVED FURTHER THAT the respective Boards of the Wholly-Owned Subsidiaries and the Board of the Company, be and are hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required to give effect to this resolution, including without limitation, drafting and preparing the Scheme, entering into agreements, engaging with regulatory or other authorities, seeking the requisite approvals, consents and permissions as may be required or desirable for the said demerger embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Hon'ble National Company Law Tribunal or such other regulatory/statutory authorities while sanctioning the Scheme embodied in the Scheme or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the Scheme or for any other such reason, as the respective Boards may deem fit and proper, and to execute all writings, deeds and such other documents as may be deemed necessary or desirable, at their 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, consultant, agent, legal advisor, legal counsel or intermediary, as may be deemed incidental to give effect to this resolution.”

Date: May 23, 2023
Place: Gurugram

By Order of the Board
For Fortis Healthcare Limited

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

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is enclosed herewith and forms part of this Notice.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ('Rules') and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process, vide various General Circulars, on account of COVID-19 ('MCA Circulars'), this Notice along with the Postal Ballot Form is being sent only by e-mail to all the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') ('Depositories') and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on **Friday, May 26, 2023 ('Record Date')**. It is however clarified that all members of the Company as on the Record Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified in the Notice. For this purpose, such members may refer to the instructions.
3. The Board of Directors has appointed Mr. Mukesh Agarwal of M/s Mukesh Agarwal & Co, Company Secretaries (C.P. No. 3851) as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), Rule 20 of the Companies (Management and Administration) Rules 2014, as amended upto date, Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and MCA Circulars, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The Board of Directors of the Company has appointed KTPL for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. In view of the exemptions granted pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 21/2021 and 10/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 14th December, 2021 and 28th December 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 12th May, 2020, 15th January, 2021 and January 5th 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 **Thursday, June 29, 2023**.
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, May 26, 2023** (End of Day) being the Cut- off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Kfintech.

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

Step 1:

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

Step 2:

Access to KTPL 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.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest Visit URL: https://web.cdslindia.com/myeasinew/home/login or URL: www.cdslindia.com</p> <ol style="list-style-type: none"> i. Click on New System Myeasi ii. Login with your registered user id and password. iii. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. iv. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> i. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration or https://web.cdslindia.com/myeasinew/Registration/EasiestRegistration ii. Proceed with completing the required fields. iii. Follow the steps given in point 1
	<p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> i. Visit URL: www.cdslindia.com ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. <p>After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<ol style="list-style-type: none"> 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 022- 23058738 or 022- 23058542-43

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 after completion of the scrutiny and result of the Postal Ballot will be declared on or before **Saturday, July 1, 2023 at 5:00 p.m. (IST)** through Email and the Resolution 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:

On account of COVID-19 crisis and 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 Wednesday, May 31, 2023, and ends at 5:00 p.m. (IST) on Thursday, June 29, 2023. 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. **May 26, 2023**, may cast their vote electronically. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

iv. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed on the last date of voting i.e. on **Thursday, June 29, 2023**. 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 **Saturday, July 1, 2023 at 1700 Hours (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 4:00 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: May 23, 2023
Place: Gurugram

By Order of the Board
For Fortis Healthcare Limited

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

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

Item No. 1

The members to be informed that in terms of Shareholder Agreement ('SHA') with Northern TK Venture Pte. Ltd. ("NTK"), NTK has a right to appoint 2/3rd of the Directors on the Board of the Company. In terms of said SHA, the Company has received a nomination letter from NTK, nominating, Mr. Lim Tsin Lin as a Non-Executive Director on the Board of the Company. Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had appointed Mr. Lim Tsin Lin (DIN: 10118906) as an Additional Director of the Company with effect from May 4, 2023. Mr. Lim Tsin Lin is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

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

Further, pursuant to provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Lim Tsin Lin.

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

The Board of Directors of the Company recommends the resolution set out in Item No. 1 in the accompanying Notice for approval by the Members as an Ordinary Resolution.

Item No. 2

The healthcare business of the Fortis Group, operates *inter alia* within the following two categories of entities within the Fortis Group:

Operations Entities:

The Operations Entities are engaged in the business of providing services in relation to the medical and healthcare services (IPD services), running and management of the day to day operations / affairs at various hospital(s)/ clinical establishment(s) as well as ancillary healthcare services, administrative services and non-healthcare related services at such hospital(s)/ clinical establishment(s); and

Establishment Entities:

The Establishment Entities are engaged in the business of providing medical and healthcare services (including OPD services, radio diagnostic services and other ancillary services) at various hospital(s) / clinical establishment(s) and the maintenance and operation of such hospital(s) / clinical establishment(s).

It is envisaged that the Operations Entities and Establishment Entities will now be consolidated, such that both Operations and Establishment of hospital are housed in same Entity.

Further, the relationship between the Operations Entities and the Establishment Entities is governed by Hospital and Medical Services Agreements ("HMSA"). In consideration of the provision of such services by the Establishment Entities, the Operations Entities pay various fees to the Establishment Entities, where part of the fees is fixed and 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 a clinical establishment / hospital are housed in the same legal entity. The Scheme will also simplify the financial reporting to all stakeholders and help evaluate financial results of the Fortis Group more meaningfully. The Scheme will also simplify / eliminate the inter-company loans between the entities.

The present Scheme entails demerger of Fortis Hospitals Limited (FHsL) healthcare operations at Kalyan, Amritsar, Faridabad, Kolkata (Anandpur), FHKI, Noida and Mulund to International Hospital Limited (IHL) and FMRI Gurgaon to Fortis Hospotel Limited (FHTL) and in lieu of the demerger IHL and FHTL will issue equity shares/ Compulsory Convertible Preference Shares to the shareholders of Fortis Hospitals Limited, in accordance with the terms of the Scheme and subject to compliance with applicable laws and relevant approvals.

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

Further, Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Shailaja Chandra are common directors between the Company and FHsL, FHTL and IHL respectively.

The Board of Directors of the Company recommends the resolution(s) set out in Item No. 2 in the accompanying Notice for approval by the Members as Special Resolution(s).

Date: May 23, 2023

Place: Gurugram

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

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

Details of the Directors seeking appointment

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

S.No.	Particulars	Mr. Lim Tsin Lin (Din: 10118906)
1.	Age	44
2.	Qualification	Bachelor of Commerce and Management, Lincoln University, New Zealand Master in Business Administration from the MIT Sloan Fellows Programme, The Massachusetts Institute of Technology, United States Chartered Financial Analyst (CFA)
3	Brief Profile and Nature of Expertise.	Appointed to the Board of IHH Healthcare Berhad in February 2023, Mr Lim Tsin-Lin is currently the Head of Healthcare and Head of Dana Impak of Khazanah Nasional Berhad (Khazanah). He was a key member of the team that set up Khazanah's first foreign office in Beijing in 2008 and was subsequently appointed Head of China in 2017. After serving 13 years overseas, he returned to Malaysia in 2021 to assume his current role in Khazanah. Prior to Khazanah, he was with Ernst & Young, Rating Agency Malaysia Bhd and ECM Libra Securities Sdn Bhd.
4	Experience	Over 20 years
5	Directorships held in other Indian Companies as on date	None
6	Memberships/Chairmanship of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)	None
7	Name of the listed entities from which the person has resigned in the past three years.	None
8	Shareholding in the Company including	As on the date of this notice, the director who is seeking appointment do not hold any shares or convertible instrument in the Company.

S.No.	Particulars	Mr. Lim Tsin Lin (Din: 10118906)
	shareholding as a Beneficial Owner	
9	Relationship with other Directors and KMP's	There is no inter-se relationship between the director who is seeking appointment vide this postal ballot and other Directors / KMP's of the Company.
10	Date of Appointment (Original)	May 4, 2023
11	Terms and Conditions of Appointment	Pursuant to the provisions of Companies Act, 2013, director(s) are Liable to retire by rotation.
12	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.
13	No. of Board Meetings Attended in FY 2022-23	Not Applicable