



**FORTIS MALAR HOSPITALS LIMITED**

**CIN: L85110PB1989PLC045948**

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

**Tel.:** +91-172-5096001, **Fax:** +91-172-5096002

**Email:** secretarial.malar@malarhospitals.in, **Website:** www.fortismalar.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 Malar Hospitals 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.

Your approval by way of Postal Ballot is sought for the enclosed resolutions. The Statement under Section 102(1) of the Act and other applicable provisions, if any, setting out the material facts and reasons for the resolutions is also appended herewith and is 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](mailto:magarwalandco@gmail.com) on or before the close of working hours **i.e. 17:00 Hours IST on February 17, 2022**. 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.fortismalar.com](http://www.fortismalar.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 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 Private Limited (“**KTPL**”) for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the postal ballot form. Please read carefully the instructions regarding e-voting as mentioned in notes to this notice of postal ballot.

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

**SPECIAL BUSINESS:**

**1. TO CONSIDER APPOINTMENT OF MR. CHANDRASEKAR RAMASAMY (DIN: 09414564) AS A 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, 161 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and the rules made thereunder (**the Act**) read with Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Chandrasekar Ramasamy (**DIN: 09414564**) who was appointed as an additional director of the Company w.e.f. January 11, 2022 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**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 take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**2. TO CONSIDER APPOINTMENT OF MR. CHANDRASEKAR RAMASAMY (DIN: 09414564) AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

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, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (**the Act**), Regulation 17 and any other applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI LODR**) [including any statutory modification(s) or re-enactment thereof for the time being in force], read with Schedule V to the Act and Articles of Association of the Company, Mr. Chandrasekar Ramasamy (**DIN: 09414564**) be and is here by appointed as a Whole-time Director of the Company for a period of three years with effect from January 11, 2022, on the terms and conditions as set below:

- a) Total Remuneration: Remuneration payable by way of salary, perquisites and other allowances shall be up to Rs. 60 Lakhs p.a. in the manner laid down in Section 197 and any other applicable provision of the Act, in any financial year, with the authority granted to the Board of Directors and/or Nomination and Remuneration Committee, to amend/ modify the remuneration components of the total remuneration, within the limits stipulated in this Resolution, from time to time.

The perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule, they shall be evaluated at actual cost.

- b) Other terms:

- i. Subject to the superintendence, control and direction of the Board, Mr. Chandrasekar shall perform such duties and functions as would be commensurate with his position as a Whole-time Director of the Company and as may be delegated to him by the Board from time to time.

- ii. As a Whole-time Director he shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.

- iii. As a Whole-time Director he will be entitled to reimbursement of entertainment and all other expenses actually and properly incurred by him in the course of legitimate business of the Company as per HR policy.
- iv. His office as a Whole-time Director may be terminated by either party by giving three months' notice in writing, of such termination unless otherwise a shorter period is decided mutually between Mr. Chandrasekar, HR and the Board of Directors.
- v. If, at any time, Mr. Chandrasekar Ramasamy ceases to be the Director of the Company for any reasons whatsoever, his office as a Whole-time Director shall forthwith be terminated.
- vi. He shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign, execute and file and/or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorized representatives to give effect to this Resolution.”

**3. TO CONSIDER AND APPROVE ENTERING INTO MATERIAL RELATED PARTY TRANSACTION UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 23 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Related Party Transactions Framework / Policy Document, other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder (including any amendments or statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the requisite approvals, if any, of the relevant statutory, regulatory or government authorities, consent of the Members of the Company be and is hereby accorded to enter into transaction(s) with the following related party and for the maximum amount, as mentioned herein below:

<b>Name of related party</b>	Fortis Healthcare Limited (FHL)
<b>Relationship with listed entity or its subsidiary, including nature of its concern or interest, financial or otherwise</b>	Intermediate Indian holding company
<b>Nature of transaction</b>	Granting of inter-corporate loan
<b>Tenure of proposed transaction</b>	2 year from the date of first drawdown
<b>Value of proposed transaction</b>	Up to INR 40 Crore (One or more tranches)
<b>% of annual consolidated turnover that is represented by the value of proposed transaction</b>	51.6%
<b>% of annual standalone turnover of subsidiary company that is represented by the value of proposed transaction (in case RPT is between subsidiaries of listed company other than WOS who's accounts are consolidated at listed entity level)</b>	N.A.
<b>Justification as to why the RPT is in the interest of the listed entity</b>	Rate of return coupled with liquidity

<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>	N.A.
<b>Details of source of funds</b>	Surplus fund
<b>Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - (a) nature of indebtedness; (b) cost of funds; and (c) tenure</b>	No
<b>Interest rate</b>	6.5% per annum. Interest to be paid by FHL on quarterly basis.
<b>Repayment schedule</b>	On maturity with recall option by giving one-month notice
<b>Secured or unsecured</b>	Unsecured

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred and severally authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

**4. TO CONSIDER AND APPROVE ENTERING INTO MATERIAL CONTRACT UNDER SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011**

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

**"RESOLVED THAT** pursuant to the provisions of Regulation 26 and other applicable regulations of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder (including any amendments or statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the requisite approvals, if any, of the relevant statutory, regulatory or government authorities, the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) as mentioned herein below:

<b>Name of related party</b>	Fortis Healthcare Limited ( <b>FHL</b> )
<b>Relationship with listed entity or its subsidiary, including nature of its concern or interest, financial or otherwise</b>	Intermediate Indian holding company
<b>Nature of transaction</b>	Granting of inter-corporate loan
<b>Tenure of proposed transaction</b>	2 year from the date of first drawdown
<b>Value of proposed transaction</b>	Up to INR 40 Crore (One or more tranches)
<b>% of annual consolidated turnover that is represented by the value of proposed transaction</b>	51.6%
<b>% of annual standalone turnover of subsidiary company that is represented by the value of proposed transaction (in case RPT is between subsidiaries of listed company other than WOS who's accounts are consolidated at listed entity level)</b>	N.A.
<b>Justification as to why the RPT is in the interest of the listed entity</b>	Rate of return coupled with liquidity

<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>	N.A.
<b>Details of source of funds</b>	Surplus fund
<b>Where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments: - (a) nature of indebtedness; (b) cost of funds; and (c) tenure</b>	No
<b>Interest rate</b>	6.5% per annum. Interest to be paid by FHL on quarterly basis.
<b>Repayment schedule</b>	On maturity with recall option by giving one-month notice
<b>Secured or unsecured</b>	Unsecured

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred and severally authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

**By Order of the Board  
For Fortis Malar Hospitals Limited**

**Date: January 11, 2022  
Place: Gurugram**

**Sd/-  
Sandeep Singh  
Company Secretary  
Membership No: F9877**

## NOTES:

1. The Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (**the Act**) 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, January 7, 2022 (**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. 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. Board of Directors of the Company has appointed KFin Technologies Private Limited (**KTPL**) for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. In view of the Covid-19 crisis, the Company is unable to get the Postal Ballot Notice and Form printed and dispatched. 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. on **Thursday, February 17, 2022**.
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 Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of LODR read with General Circular no. 02/2021 dated 13<sup>th</sup> January 2021 and General Circular no. 20/2021 dated 8<sup>th</sup> December, 2021 issued by Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January 2021

issued by the Securities and Exchange Board of India (SEBI), 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, January 7, 2022** (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	<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>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.</li> </ul> <p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>i. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Proceed with completing the required fields.</li> <li>iv. Follow steps given in points 1</li> </ul> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <ul style="list-style-type: none"> <li>i. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>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.</li> <li>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.</li> </ul>

	<p>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><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>i. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Click on New System Myeasi</p> <p>iii. Login with your registered user id and password.</p> <p>iv. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>v. Click on e-Voting service provider name to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>i. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>ii. Proceed with completing the required fields.</p> <p>iii. Follow the steps given in point 1</p>
	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>i. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>ii. Provide your demat Account Number and PAN No.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>After successful authentication, user will be provided links for the respective ESP, i.e <b>KFintech</b> where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>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.</p> <p>iii. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**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.



<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-23058738</b> or <b>022- 23058542-43</b>

**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](mailto:magarwalandco@gmail.com) with a copy marked to [teammagarwalandco@gmail.com](mailto: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 yet registered their respective e-mail address are requested to get their e-mail address temporarily registered by visiting <https://ris.kfintech.com/clientservices/postalballot/> Post successful registration of email, the Members would get soft copy of the notice and the procedure for remote e-voting along with the User ID and Password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to [evoting@Kfintech.com](mailto:evoting@Kfintech.com) In case of any queries, members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- ii. Alternatively, members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for receiving the Postal Ballot Notice and the remote e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means. 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, February 19, 2022 at 5:00 p.m. (IST)** through Email and the Resolutions will be taken as passed if the result of E-voting indicate that the requisite majority of the Members have assented to the Resolutions. 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.fortismalar.com](http://www.fortismalar.com) besides being notified to BSE Limited, where the Company's shares are listed. Result will also be posted on the Website of KFin Technologies Pvt. Ltd <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 10.00 a.m. (IST) on Wednesday, January 19, 2022 and ends at 5:00 p.m. (IST) on Thursday, February 17, 2022.** During this period, the members of the Company, holding shares either in physical form or in demat

form, as on the cut-off date i.e. **Friday, January 7, 2022**, 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 resolutions shall be deemed to be passed on the last date of voting i.e. on **Thursday, February 17, 2022**. Result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fortismalar.com](http://www.fortismalar.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 on <https://ris.kfintech.com/clientservices/postalballot/> or contact Mr. S V Raju, Dy. General Manager, Toll Free No. 1800 309 4001 at KFin Technologies Private Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.
- 10.** Result of the Postal Ballot shall be declared by a person so authorized in this regard on or before **Saturday, February 19, 2022 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.fortismalar.com](http://www.fortismalar.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.malar@malarhospitals.in](mailto:secretarial.malar@malarhospitals.in) 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.malar@malarhospitals.in](mailto:secretarial.malar@malarhospitals.in)

**By Order of the Board  
For Fortis Malar Hospitals Limited**

**Sd/-  
Sandeep Singh  
Company Secretary  
Membership No: F9877**

**Date: January 11, 2022  
Place: Gurugram**

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

### Item No. 1 and 2

It is hereby informed that members of the Company had appointed Mr. CK Nageswaran as Whole-time Director of the Company w.e.f. October 2, 2018 for a period of 3 consecutive years. Accordingly, his tenure as Whole-time Director expired w.e.f. October 2, 2021 and he is no longer associated with the Company.

In terms of the provisions of Section 196, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (**the Act**) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI LODR**), the Company is required to appoint a Whole-time Director and Key Managerial Personnel.

Accordingly, Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee and subject to approval of shareholders of the Company has appointed Mr. Chandrasekar Ramasamy (**DIN: 09414564**) as a Whole-time Director of the Company w.e.f. January 11, 2022 for a period of 3 consecutive years at a maximum remuneration of up to Rs. 60 Lakhs p.a. and other terms and conditions as mentioned in the resolution no. 2.

Mr. Chandrasekar is a B. Pharma from Dr. MGR Education & Research Institute – Madurai and MBA in Marketing & Finance from Indian Institute of Management - Kozhikode and also holds a Post Graduate Program in Business Analytics & Business Intelligence from Great Lakes Institute of Management, Chennai. He has over 21 years of work experience across companies like Sanofi, GSK Pharmaceuticals, Medtronic and Dr. Lal Pathlabs. In his last assignment with SRM Institute of Medical Sciences, he was designated as General Manager – Operations.

Mr. Chandrasekar Ramasamy has given his consent to act as a Whole-time Director of the Company and is not dis-qualified to be appointed as Whole-time Director as per the provision of the Act and SEBI LODR.

The Company has also received a notice in writing under the provisions of Section 160 of the Act, from a member proposing his candidature.

The above may be treated as written memorandum setting out the terms of re-appointment of Mr. Chandrasekar Ramasamy under Section 190 of the Act.

**Details as required to be disclosed to shareholders in terms of Schedule V of the Act, Secretarial Standards and Regulation 36 of SEBI LODR are mentioned hereunder for perusal and approval of Board members: -**

### I. General Information

Nature of Industry	Business of providing healthcare services and running multi-specialty hospital.	
Date or expected date of commencement of commercial production	The Company was incorporated on April 13, 1989.	
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in prospectus	Not applicable	
Financial performance based on given indicators	(As on March 31, 2021)	
	Particulars	Amount in Lakh
	Total Income	7,732.53

	Total Expense	9,564.04
	Loss before tax	1,146.66
	Loss for the year	801.33
	Total comprehensive loss for the year	718.00
	EPS (in Rs.) (Basic & Diluted)	(4.28)
Foreign investments or collaborations, if any	Not applicable	

## II. Information about appointee

Background details	Mr. Chandrasekar aged 46 years is a B. Pharma from Dr. MGR Education & Research Institute – Madurai and MBA in Marketing & Finance from Indian Institute of Management – Kozhikode and also holds a Post Graduate Program in Business Analytics & Business Intelligence from Great Lakes Institute of Management, Chennai. He has over 21 years of work experience across companies like Sanofi, GSK Pharmaceuticals, Medtronic and Dr. Lal Pathlabs. In his last assignment with SRM Institute of Medical Sciences, he was designated as General Manager – Operations.
Past remuneration	Rs. 36,00,000/- p.a.
Recognition or awards	Nil
Job profile and his suitability	To manage the Operations and P&L of the Fortis Network Hospital, assuring sound fiscal operation of the hospital while promoting services that are produced in a cost-effective manner; ensuring compliance with regulatory agencies and accreditation bodies; monitoring the service and delivery system; interacting with and responding to the hospital's medical and non-medical staff and patients. To work closely with the respective Head SBU & Business Head and other Senior Management in developing the strategic direction of the Company.
Remuneration proposed	As provided in the resolution.
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 Mr. Chandrasekar, 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.
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Except proposed remuneration as stated above, Mr. Chandrasekar does not have any other pecuniary relationship with the Company, Directors and its Key Managerial Personnel.

	Further, Mr. Chandrasekar does not hold any shares in the Company.
Date of first appointment on the Board	January 11, 2022
Number of meetings attended during the year	Not applicable
Other Directorships, Membership / Chairmanship of Committees of other Boards	Nil

### III. Other information

Reasons of loss or inadequate profits	Select clinician exits impacting business, Covid environment resulting in decline in patient footfalls and non-Covid occupancy, market competitiveness.
Steps taken or proposed to be taken for improvement	On boarding new clinical talent to strengthen medical offerings, improving non-Covid business.
Expected increase in productivity and profits in measurable terms	~10% but this would also depend on the Covid situation.

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

The Board recommends **Ordinary Resolution for Item No. 1 and Special Resolution for Item No. 2** as set out in accompanying Notice for approval of the Members.

#### Item no. 3 and 4

The Company, in its normal course of treasury operations deploys surplus funds, grants loan facilities to body corporates on short term and long term basis. Such transaction is catered towards optimal utilization of cash and to secure availability of cash for business in normal course.

At times it is also intended to carry out such treasury operations with "related parties" which requires various approval protocols to be fulfilled. In this connection, for the purpose of deployment of surplus funds, your Company is entering into related party transaction(s) with Fortis Healthcare Limited, ultimate Indian holding company (**FHL**) to grant inter corporate loans/deposits. The Board recommends entering into the proposed related party transaction(s) with FHL.

In terms of the provision of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (**SEBI LODR**) and other provisions of Companies Act, 2013, the proposed related party transaction(s) being material in nature requires approval of the shareholders.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, due to the 'offer period' of the mandatory takeover being currently ongoing, approval of Shareholders is also required.

Details of minimum information required to be placed before the Shareholders for approval of related party transactions in terms of Regulation 23 of SEBI LODR and SEBI notification dated November 22, 2021 is mentioned hereunder:

<b>Name of related party</b>	Fortis Healthcare Limited ( <b>FHL</b> )
<b>Relationship with listed entity or its subsidiary, including nature of its concern or interest, financial or otherwise</b>	Intermediate Indian holding company
<b>Nature of transaction</b>	Granting of inter-corporate loan

<b>Tenure of proposed transaction</b>	2 year from the date of first drawdown
<b>Value of proposed transaction</b>	Up to INR 40 Crore (One or more tranches)
<b>% of annual consolidated turnover that is represented by the value of proposed transaction</b>	51.6%
<b>% of annual standalone turnover of subsidiary company that is represented by the value of proposed transaction (in case RPT is between subsidiaries of listed company other than WOS who's accounts are consolidated at listed entity level)</b>	N.A.
<b>Justification as to why the RPT is in the interest of the listed entity</b>	Rate of return coupled with liquidity
<b>A copy of the valuation or other external party report, if any such report has been relied upon</b>	N.A.
<b>Details of source of funds</b>	Surplus fund
<b>Where any financial indebtedness is incurred to make or give loans, inter- corporate deposits, advances or investments: - (a) nature of indebtedness; (b) cost of funds; and (c) tenure</b>	No
<b>Interest rate</b>	6.5% per annum. Interest to be paid by FHL on quarterly basis.
<b>Repayment schedule</b>	On maturity with recall option by giving one-month notice
<b>Secured or unsecured</b>	Unsecured

Further, for the purpose of Regulation 23 of SEBI LODR, all entities falling under the definition of related parties shall not vote to approve the transaction mentioned in **Item no. 3**, irrespective of whether the entity is a party to the particular transaction or not.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolutions are proposed to be passed through postal ballot.

None of the Directors, Key Managerial Personnel or any of their relative, are in anyway, concerned or interested, financially or otherwise, in the above resolutions, except to the extent of their respective shareholding in the Company, if any and Mr. Ravi Rajagopal and Ms. Shailaja Chandra, Independent Directors being common in both the entities.

Your Directors, therefore, recommends **Ordinary Resolution** for resolution set out at **Item no. 3** and **Special Resolution** for resolution set out at **Item no. 4**.

**By Order of the Board**  
**For Fortis Malar Hospitals Limited**

Sd/-  
**Sandeep Singh**  
**Company Secretary**  
**Membership No: F9877**

**Date: January 11, 2022**  
**Place: Gurugram**