



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 Saturday, September 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.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. 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(ES):

- 1. To consider amalgamation of Fortis Asia Healthcare Pte Limited ('FAHPL') and Fortis Healthcare International Pte Limited ('FHIPL'), step-down subsidiaries of the Company, including conversion of outstanding intercorporate loan into redeemable preference shares and amendment in terms of the existing redeemable preference shares of FAHPL.**

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 made 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 provisions of (*Singapore*) Companies Act, 1967 and other applicable provisions under Singapore laws, 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 the requisite approvals, if any, of the relevant statutory, regulatory or government authorities and subject to approval of such other competent authority as may be required under applicable laws whether in India or in Singapore, and subject to such conditions and modifications as may be prescribed or imposed 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 Overseas Step-Down Subsidiaries, as applicable, the consent of the members of the Company be and is hereby accorded for Fortis Asia Healthcare Pte Limited ('FAHPL') and Fortis Healthcare International Pte Limited ('FHIPL') (collectively **“Overseas Step-Down Subsidiaries”**) the consent of the members of the Company be and is hereby accorded, to enter into Scheme of Amalgamation amongst themselves (**Scheme**) pursuant to which FAHPL will be the surviving entity, as per the terms of the Scheme as agreed between FAHPL and FHIPL.

RESOLVED FURTHER 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 made 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 provisions of (*Singapore*) Companies Act, 1967 and other applicable provisions under Singapore laws, 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 the requisite approvals, if any, of the relevant statutory, regulatory or government authorities and subject to approval of such other competent authority as may be required under applicable laws whether in India or in Singapore, and subject to such conditions and modifications as may be prescribed or imposed 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 Overseas Step-Down Subsidiaries, as applicable, the consent of the members of the Company be and is hereby accorded to convert the outstanding intercorporate loan amounting to USD 80,007,222 (United States Dollars Eighty Million Seven Thousand Two Hundred Twenty Two only) owed by FAHPL to Fortis Global Healthcare (Mauritius) Limited ('FGHML') into redeemable preference shares to be issued to FGHML (**New Preference Shares**).

RESOLVED FURTHER 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 made 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 provisions of (*Singapore*) Companies Act, 1967 and other applicable provisions under Singapore laws, 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 the requisite approvals, if any, of the relevant statutory, regulatory or government authorities and subject to approval of such other competent authority as may be required under applicable laws whether in India or in Singapore, and subject to such conditions and modifications as may be prescribed or imposed 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 Overseas Step-down Subsidiaries and FGHML, as applicable, the consent of the members of the Company be and is hereby accorded to amend the terms of all preference shares issued by FAHPL (including the Class A redeemable preference shares, Class B redeemable preference shares and the New Preference Shares).

RESOLVED FURTHER THAT the respective Boards of the Overseas Step-down Subsidiaries, FGHML 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 amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by any regulatory/statutory authorities while sanctioning the amalgamation embodied in the Scheme in Singapore 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.”

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 deeds, applications, agreements, 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 acquisition of Land and Building adjacent to Fortis Hospital, Anandpur, Kolkata by way of transfer of license to International Hospital Limited, a subsidiary of the Company from Artistry Properties Private Limited.

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 made 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 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 the requisite approvals, if any, of the relevant statutory, regulatory or government authorities including Kolkata Metropolitan Development Authority (**‘KMDA’**) and subject to approval of such other competent authority as may be required under applicable laws, and subject to such conditions and modifications as may be prescribed or imposed 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), the consent of the members of the Company be and is hereby accorded to acquire land admeasuring 22 Cottahs (15,840 sq. ft. approx.) along with constructed building thereon comprising of basement, ground floor and 6 floors (Property), situated at plot #1-28/5, 755, Anandpur, off EM Bypass, next

to Fortis Hospital, Anandpur, Kolkata, with prior approval of KMDA, by way of transfer of license from Artistry Properties Private Limited to International Hospital Limited, on such terms and conditions as mutually agreed between the parties.

RESOLVED FURTHER THAT the Board of the Company and International Hospital Limited, 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 binding agreement, engaging with regulatory or other authorities, seeking the requisite approvals, consents and permissions as may be required or desirable for the said transfer of license and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by any regulatory/statutory authorities while sanctioning such transfer or as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to this resolution 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.”

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 deeds, applications, agreements, 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.”

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

**Date: August 5, 2022
Place: Bengaluru**

**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 **August 12, 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. 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 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. (IST) on **Saturday, September 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 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) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular no. 02/2021 dated 13th January 2021, General Circular no. 20/2021 dated December 8, 2021 and General Circular 03/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/42 dated May 13, 2022 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 **August 12, 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	<ol style="list-style-type: none">1. User already registered for IDeAS facility:<ol style="list-style-type: none">i. Visit URL: https://eservices.nsdl.comii. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.iii. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.iv. Click on company name or e-Voting service provider and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period.2. User not registered for IDeAS e-Services<ol style="list-style-type: none">i. To register click on link : https://eservices.nsdl.comii. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jspiii. Proceed with completing the required fields.iv. Follow steps given in points 13. Alternatively by directly accessing the e-Voting website of NSDL<ol style="list-style-type: none">i. Open URL: https://www.evoting.nsdl.com/ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.iv. Post successful authentication, you will be requested to select the name of the company and the name of the e-Voting Service Provider (ESP) i.e. KFintech.v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.

Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal. 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"> Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. 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"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. 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>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<ol style="list-style-type: none"> You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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 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/registration.aspx>. 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 einward.ris@kfintech.com.
- ii. Alternatively, members may send an e-mail request at the email id 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 **September 19, 2022 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 Friday, August 19, 2022 and ends at 5:00 p.m. (IST) on Saturday September 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. **August 12, 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 resolution shall be deemed to be passed on the last date of voting i.e. on **September 17, 2022**. 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 on <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> or contact Mr. S V Raju, 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 **September 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.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.

By Order of the Board
For Fortis Healthcare Limited

Date: August 5, 2022
Place: Bengaluru

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 of the Company are informed that Fortis Asia Healthcare Pte Limited ('**FAHPL**') is a wholly-owned subsidiary of Escorts Heart Institute and Research Centre Limited ('**EHIRCL**') and Fortis Healthcare International Pte Limited ('**FHIPL**') is a wholly owned subsidiary of FAHPL, which in turn are wholly-owned subsidiaries of Fortis Healthcare Limited.

FAHPL and FHIPL do not have any significant business operations. The proposed merger will result in simpler corporate structure, reduction in number of legal entities, reduction in administrative and compliance costs etc. Given that merger scheme involves all the wholly owned subsidiaries of the Company, there will be no significant impact on the Fortis Healthcare's consolidated financials (P&L and Balance Sheet) due to the proposed merger scheme. The Board of Directors of FAHPL and FHIPL has in-principally approved this proposed restructuring.

Further, FAHPL has also borrowed in the form of intercorporate loan from subsidiaries/ fellow subsidiaries. Therefore, Company is considering restructuring of FAHPL and FHIPL by amalgamation into a single entity with FAHPL as the surviving entity after the amalgamation. Further, in order to ensure that FAHPL is solvent after the amalgamation it is proposed to do the following:

- a) Convert the existing intercorporate loan (including interest payable) of USD 80,007,222 (United States Dollars Eighty Million Seven Thousand Two Hundred Twenty-Two only) owed to Fortis Global Healthcare (Mauritius) Limited into preference shares ('**New Preference Shares**').
- b) Amend and align the terms of all preference shares issued by FAHPL (including the Class A redeemable preference shares, Class B redeemable preference shares and the New Preference Shares) to achieve the following:
 - Ensure that all preference shares are classified as equity instead of debt in order to satisfy the solvency requirement;
 - Ensure that the Class A redeemable preference shares should be accorded priority over the Class B redeemable preference shares and the New Preference Shares.

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, since the Company is currently under mandatory takeover offer period (owing to preferential allotment of approx. 31% paid up share capital to, and acquisition of 'control' by Northern TK Ventures Pte Ltd), consent of the members is required by way of a special resolution by postal ballot, to enable FAHPL and FHIPL to enter into the scheme of amalgamation. Accordingly, your approval is being sought as a special resolution.

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

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

Item No. 2

The members of the Company are informed that it is proposed to acquire Land & Building situated adjacent to Fortis Hospital, Anandpur, Kolkata, by way of transfer of License to International Hospital Limited ('**IHL**'), a subsidiary of Fortis Healthcare Limited ('**Fortis**'), from the current Licensee i.e. Artistry Properties Private Limited ('**Artistry**') with prior approval of Kolkata Metropolitan Development Authority ('**KMDA**').

The members are further informed that Artistry has been granted a License from KMDA to occupy and use the land vide Deed of License dated 9th March 2007 ("**License Deed**") for a period of 99 years. It has constructed a building thereon to be used for specified purpose of operating a fashion institute and retail training centre. The building is fully constructed with all statutory compliances in place. With minimal customisation and re-layout, it

can be utilised for accommodating OPD, diagnostics and day care services, relocated/shifted from the main building (Fortis Anandpur Hospital). Title search of the property has been conducted. The acquisition cost is approximately Rs. 54 Crores which includes price for land and building, estimated /expected fee for Transfer of License & Change in Land Use.

Transfer of License is subject to prior approval/discretion of KMDA. Artistry will apply to KMDA for seeking its approval for the following:

- i. Transfer of License of the Land from Artistry to IHL; and
- ii. Change of land use from Fashion Institute and Retail Training Centre to Medical Services and Ancillary Services.

Members are further informed that binding agreement is being signed with Artistry subject to the approval of the Members. Further, 20% of the agreed consideration/ price of land and building exclusive of GST will be put in an Escrow account by IHL soon after approval from the Members. The said amount will be transferred to Artistry post receipt of written permission from KMDA for transfer of license in the name of IHL and change of land use. The Company will provide necessary mechanism in the escrow agreement to ensure that in case Artistry is unable to procure required approvals from KMDA within agreed timeline i.e. 120 days from the date of the agreement or any extended date which may be mutually agreed between both parties, the entire money from escrow account will be withdrawn by Fortis without any interference from Artistry and the Agreement shall be terminated. Balance 80% of the above-mentioned agreed consideration/ / price of land and building along with applicable taxes will be transferred as full and final payment at the time of handing over of the keys and vacant physical possession of land & building to IHL by Artistry.

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, since the Company is currently under mandatory takeover offer period (owing to preferential allotment of approx. 31% paid up share capital to, and acquisition of 'control' by Northern TK Ventures Pte Ltd), consent of the members is required by way of a special resolution by postal ballot, in case subsidiary of the target entity is entering into a material contract outside the ordinary course. Accordingly, your approval is being sought as a special resolution.

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

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

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

**Date: August 5, 2022
Place: Bengaluru**

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



FORTIS HEALTHCARE LIMITED

CIN: L85110PB1996PLC045933

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

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

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

POSTAL BALLOT FORM

Serial No.:

- (i) **Name and Registered Address of the sole / first named shareholder** :
- (ii) **Name of the Joint Shareholders (if any) :**
- (iii) ***DP ID No./*Client ID No./Registered Folio No.:**
(*Applicable to investors holding shares in dematerialized form)
- (iv) **Number of Shares held** :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated **August 5, 2022** of Fortis Healthcare Limited (“**Company**”) by conveying / sending my / our assent or dissent to the said Resolution(s) by placing (✓) in the appropriate box:

S.No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1	To consider amalgamation of Fortis Asia Healthcare Pte Limited (‘FAHPL’) and Fortis Healthcare International Pte Limited (‘FHIPL’), step-down subsidiaries of the Company, including conversion of outstanding intercorporate loan into redeemable preference shares and amendment in terms of the existing redeemable preference shares of FAHPL.			
2	To consider acquisition of Land and Building adjacent to Fortis Hospital, Anandpur, Kolkata by way of transfer of license to International Hospital Limited, a subsidiary of the Company from Artistry Properties Private Limited.			

Date:

Place:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

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

Notes:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last day for the receipt of Postal Ballot Forms by Scrutinizer is **Saturday, September 17, 2022 at 1700 Hours (IST).**

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer via email at magarwalandco@gmail.com with a copy marked to teammagarwalandco@gmail.com.
2. Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company/ RTA or Depository Participants, in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/authorization giving requisite authority to the person voting on the Postal Ballot Form together with duly attested specimen signature(s) of the authorized signatories. Where the form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form.
4. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column.
5. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer i.e. Mr. Mukesh Agarwal of Mukesh Agarwal & Co, Company Secretaries (C.P. No. 3851), appointed by the Company so as to reach him not later than the close of working hours on or before **Saturday, September 17, 2022 at 1700 Hours (IST)** at magarwalandco@gmail.com . Postal Ballot Forms received after this date will be strictly treated as if the reply from such member(s) has not been received.
6. A Member can apply for duplicate Postal Ballot Form through an email to evoting@kfintech.com, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on or before **Saturday, September 17, 2022 at 1700 Hours (IST)**. For any clarification(s), please contact M/s KFin Technologies Limited (formerly known as KFin Technologies Private Limited) on toll free number: 1800 3454001.
7. The right of voting by Postal Ballot shall not be exercised by proxy.
8. Members are requested to fill the Postal Ballot Form in indelible ink.
9. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date i.e. **Friday, August 12, 2022**
10. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be considered invalid and will be rejected.
11. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of Joint holders.
12. The Scrutinizer's decision on the validity of Postal Ballot shall be final.
13. The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the Members can opt **ONLY ONE MODE OF VOTING**, i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and

E-voting both, then vote cast through e-voting will be treated as valid.

14. The results of the Postal Ballot will be declared at the Corporate Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website at www.fortishealthcare.com for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company is listed.