



FORTIS MALAR HOSPITALS LIMITED

CIN: L85110PB1989PLC045948

Regd. Office: Fortis Hospital, Sector 62, Phase VIII, Mohali, Punjab – 160062

Tel.: No.: +91 172 5096001 Fax No.: +91 172 5096002

Email Id: 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 of law, 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 of law, if any, setting out the material facts and reasons for the resolutions are also appended herewith and are being sent to you for your consideration. This Notice is also available on the website of the Company at www.fortismalar.com.

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 (“**Scrutinizer**”) including voting in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the resolutions at the end of the Postal Ballot Form and return the duly completed and signed Postal Ballot Form via registered email id (no other form is permitted) so as to reach the Scrutinizer via email at magarwalandco@gmail.com on or before the close of working hours i.e. **05:00 p.m. IST on Wednesday, January 3, 2024**. Ballots received thereafter will be strictly treated as if no reply has been received from the member. The said Notice of Postal Ballot is also available on the website of the Company at www.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 the Ministry of Corporate Affairs, the Company is pleased to offer e-voting facility for all the Members of the Company. For this purpose, the Company has entered into an agreement with M/s KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (“**KTPL** or **Kfintech**”) for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the postal ballot form. **The remote e-voting period commences from 9.00 a.m. (IST) on Tuesday, December 5, 2023 and ends at 5:00 p.m. (IST) on Wednesday, January 3, 2024.** Please read carefully the instructions regarding e-voting as mentioned in notes to this Notice.

Members having shares in demat form or in physical form may vote either by way of remote e-voting.

SPECIAL BUSINESS(ES):

1. The sale/disposal/transfer of business operations of the Company pertaining to Fortis Malar hospital.

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

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (including without limitation Section 180(1)(a) and any other applicable provisions of Companies Act, 2013) read with the Companies (Management and Administration) Rules, 2014 or any other rules and notifications issued under the Companies Act, 2013 and the provisions of the Securities and Exchange Board of India Act, 1992 and rules and regulations issued thereunder (including without limitation Regulation 26 and other applicable provisions of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 37A and other applicable provisions SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), and other provisions of applicable laws, if any, (in each case, including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the memorandum and articles of association of the Company and subject to such approvals as may be required, if any, of the relevant statutory, regulatory or government authorities and other third-parties, the consent of the Members be and is hereby accorded for the Company to sell / transfer / dispose off the entire business operations of the Company pertaining to the Fortis Malar hospital situated at No. 52, 1st Main Road, Gandhi Nagar, Adyar, Chennai – 600020, together with all the related assets and liabilities, as a going concern on a slump sale basis, to MGM Healthcare Private Limited (**“the Buyer”**), a company incorporated in India having CIN: U74999TN2016PTC112606 and having its registered office at New No.72, Lalah Towers Nelson Manickam Road, Aminjikari, Chennai, Tamil Nadu, India, 600029, for a consideration of INR 45,50,00,000 (Indian Rupees Forty Five Crores Fifty Lakh) (**“Proposed Transaction”**), subject to and in accordance with the terms of the Business Transfer Agreement dated November 24, 2023 executed by the Company and the Buyer (**“BTA”**).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any committee of directors constituted by the Board or other persons authorized by the Board, if any) be and are hereby (severally) authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required, including to amend the terms of the BTA (as deemed fit) and to delegate all or any of its powers herein conferred to any other person, to give effect to the aforesaid resolution.”

2. Appointment of Ms. Richa Singh Debgupta (DIN: 08891397) as a Non-Executive Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 (**“the Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the regulations and guidelines issued by the Securities and Exchange Board of India, including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force and in terms of Articles of Association of the Company, Ms. Richa Singh Debgupta (DIN: 08891397) be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

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

may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to aforesaid proposal.”

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

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

**Date: November 30, 2023
Place: Gurugram**

NOTES:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of 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 Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process, vide various general circulars, this Notice 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') or Central Depository Services (India) Limited ('CDSL') (collectively, the 'Depositories') and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on **Friday, December 1, 2023 ('Cut-off Date')**, subject to the notes set out below. It is however clarified that all Members of the Company as on the specified Cut-off 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, subject to the notes set out below. 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 the scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. In compliance with provisions of Section 110 of the Act read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("**SEBI Master Circular**"), Rule 20 of the Companies (Management and Administration) Rules 2014, Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting and MCA Circulars (defined below), each, as amended, 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 Kfintech for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. In view of the exemptions granted pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 21/2021, 10/2022, and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 14th December, 2021, 28th December 2022 and 25th September 2023, respectively, issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 12th May, 2020, 15th January, 2021 and January 5th 2023 respectively, issued by the Securities and Exchange Board of India ("**SEBI Circulars**"), the Company is not dispatching the printed Notice. 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 **Wednesday, January 3, 2024**.
7. The Company is offering only remote e-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for e-voting. He/She can use the facility and log in any number of times till he/she has voted on the resolution or till the end of the voting period, whichever is earlier.

Members who have not registered their e-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs, need to log on to <https://ris.kfintech.com/clientservices/postalballot/> to provide their email ID and they would get an email with the link to participate in the remote e-voting.

8. Voting through electronic means:

In terms of the provisions of Section 108 of the Companies Act, 2013 (**the Act**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on **Friday, December 1, 2023** (End of Day) being the Cut- off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Kfintech.

9. The instructions for Remote E-voting are as under:

Step 1:

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

Step 2:

Access to KFINTECH e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ul style="list-style-type: none"> i. Visit URL: https://eservices.nsd.com ii. 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. <p>2. User not registered for IDeAS e-Services</p> <ul style="list-style-type: none"> i. To register click on link : https://eservices.nsd.com ii. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ul style="list-style-type: none"> i. Open URL: https://www.evoting.nsd.com/ ii. Click on the icon "Login" which is available under

	<p>‘Shareholder/Member’ section.</p> <ul style="list-style-type: none"> iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. iv. Post successful authentication, you will be requested to select the name of the company and the name of the e-Voting Service Provider (ESP) i.e. KFintech. v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> <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"> i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. iii. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of KFintech for casting your vote during the remote e-Voting period without any further authentication.
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) **Members whose email IDs are registered with the Company/Depository Participant(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:**
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.

It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id magarwalandco@gmail.com with a copy marked to teammagarwalandco@gmail.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name Event No."

(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Postal Ballot Notice and remote e-voting instructions cannot be serviced, will have to follow the following process:

- i. Members, who have not registered /updated their email addresses are requested to register / update the same in respect of physical holdings with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of Form ISR-1 and self-attested copy of PAN Card & Aadhar Card etc. Further, also send the original copy to KFinTech on above said address.
- ii. After due verification, KFinTech will forward your login credentials to your registered email address, Please follow all steps above (Detailed in Point A) to cast your vote by electronic means.
- xiii. The Scrutinizer will submit his report to the Company through email after completion of the scrutiny and result of the Postal Ballot will be declared on or before **Friday, January 5, 2024 at 5:00 p.m. (IST)** and the Resolutions will be taken as passed if the result of E-voting indicate that

the requisite majority of the Members have assented to the Resolution. The Scrutinizer's decision on the validity of E- voting shall be final. As indicated earlier, the result will be published on the website of the Company www.fortismalar.com besides being notified to BSE Limited, where the Company's shares are listed. Result will also be posted on the Website of Kfintech <https://evoting.kfintech.com>

(C) General Instructions

i. In case Members of the Company have not registered their e-mail address:

In terms of the MCA and SEBI Circulars mentioned hereinabove, the Company will send Postal Ballot Notice in electronic form only and hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the E-voting system only.

ii. **The Remote E-voting period commences from 9.00 a.m. (IST) on Tuesday, December 5, 2023, and ends at 5:00 p.m. (IST) on Wednesday, January 3, 2024.** During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. **Friday, December 1, 2023**, may cast their vote electronically. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

iv. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed on the last date of voting i.e. on **Wednesday, January 3, 2024**. The result declared along with the Scrutinizer's Report shall be placed on the Company's website 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 einward.ris@kfintech.com or contact Mr. S V Raju, Rajitha C, Dy. Vice President, Toll Free No. 1800 309 4001 at KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

10. The result of the Postal Ballot shall be declared by a person so authorized in this regard on or before **Friday, January 5, 2024** at Tower A, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 and also displayed on notice board of the 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 and of Kfintech at <https://evoting.kfintech.com> and communicated to the stock exchange, where the securities of the Company is listed, i.e. BSE Limited.

11. The resolution in this Notice is required to be passed as a special resolution in terms of the Act, Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, as per Regulation 37A of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, the approval of the resolution no. 1 in this Notice is subject to approval by a majority of public shareholders of the Company casting their votes. In this regard, the Members should note that any public shareholder, who is directly or indirectly, a party to the proposed sale/ disposal of the undertaking of the Company, is not allowed to vote on the resolution in this Notice.

12. Those Members who have not yet got their equity shares dematerialized, are requested to contact any of the DP in their vicinity for getting their shares dematerialized.
13. Relevant documents referred to in the Notice, if any, will be available for inspection by the Members at Registered 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 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.

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

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

**Date: November 30, 2023
Place: Gurugram**

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

Item No. 1

Members of the Company are informed that the Company's business operations pertain to running the Fortis Malar hospital located at No. 52, 1st Main Road, Gandhi Nagar, Adyar, Chennai – 600020 ("**Malar Hospital**")

The Malar Hospital is approx. a 140 bed facility. The Malar Hospital has been facing certain legacy issues. Over the past few years, with continuous efforts, several of these issues have been resolved. However, some of the legacy aspects continue to persist which have given rise to certain challenges for the Company and have constrained further investments into the facility. The matter has accentuated the need to divest the Malar Hospital as a viable and prudent option for all stakeholders.

Additionally, the aforesaid divestment is also a part of Fortis Healthcare Limited's (viz. the largest and majority shareholder of the Company) ("**Fortis Healthcare**") ongoing portfolio rationalization strategy in order to focus on deepening its presence in select geographic clusters where it has a sizeable presence.

Accordingly, the Company has executed the Business Transfer Agreement ("**BTA**") on November 24, 2023 to divest its business operations pertaining to the Malar Hospital to MGM Healthcare Private Limited.

Therefore, the present resolution for approval of the divestment of the business operations of the Company pertaining to the Malar Hospital is put forward for the consideration of the Members of the Company.

The Members may note that MGM was selected as the acquirer for the Proposed Transaction pursuant to a bid process undertaken by the Company. The consideration for the Proposed Transaction is INR 45,50,00,000 (Indian Rupees Forty Five Crores Fifty Lakhs only), which is subject to the customary closing adjustments as agreed in the BTA. A valuation report from Independent Valuer has been obtained for the Proposed Transaction.

Further, post the Proposed Transaction, the Company will cease to have any business operations. Accordingly, the management / Board of the Company will thereafter endeavour to distribute the available surplus funds of the Company to its Members in the most optimal and efficient manner and in compliance with all applicable laws and regulations.

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 (in view of the ongoing open offer made by Northern TK Ventures Pte Ltd), Section 180(1)(a) of the Act and Regulation 37A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, *inter-alia*, consent of the Members for the Proposed Transaction is required by way of a special resolution. Further the proposed resolution is subject to approval by a majority of public shareholders of the Company casting their votes. In this regard, the Members should note that any public shareholder, who is directly or indirectly, a party to the proposed sale/ disposal of the undertaking of the Company, is not allowed to vote on the resolution in this Notice.

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 the Company recommends the resolution set out in Item No. 1 in the accompanying Notice for approval by the Members as Special Resolution.

Item No. 2

The members to be informed that based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had appointed Ms. Richa Singh Debgupta (DIN: 08891397) as an Additional Director of the Company with effect from October 10, 2023. Ms. Richa Singh Debgupta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Details of Ms. Richa Singh Debgupta are provided in the "**Annexure- I**" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Further, pursuant to provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Ms. Richa Singh Debgupta.

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

The Board of Directors of the Company recommends the resolution set out in Item No. 2 in the accompanying Notice for approval by the Members as an Ordinary Resolution.

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

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

**Date: November 30, 2023
Place: Gurugram**

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

S.No.	Particulars	Ms. Richa Singh Debgupta (DIN: 08891397)
1.	Age	47
2.	Qualification	M.B.A., Healthcare & Hospital Management, Indian Institute of Health Management Research, Jaipur B.Sc. ASR (Audiology & Speech Rehabilitation), Bombay University, Mumbai
3.	Brief Profile and Nature of Expertise.	<p>Ms. Richa Singh Debgupta, a seasoned healthcare professional has more than 25 years of industry experience spanning operations, marketing, strategy, commissioning of hospitals and post-merger & acquisition integration in healthcare Industry. She has been associated with Fortis Healthcare Ltd. for last 13 years in senior leadership position. Currently she holds the position of Chief of Strategy & Operations with the group. Before joining Fortis, Ms. Richa has worked with some of the best healthcare brands in Indian Healthcare Industry, wherein she was working on designing and commissioning various healthcare delivery formats starting from primary healthcare chains to single speciality and quaternary care hospitals.</p> <p>Ms. Richa started her career as a Rehabilitation professional before moving on to complete a stint in hospital management and then transiting successfully into hospital and healthcare management in year 2000. She holds a bachelor's degree in Rehabilitation field and master's in hospital and healthcare management from Indian Institute of Healthcare Management, a WHO collaborating Institute.</p> <p>Ms. Richa has been very passionate about sustainability and in 2013 was awarded by the President of India for running the most energy-efficient hospital in India. She was also recognized as Best Women Healthcare Leader by ABP News in 2015. She has been conferred as "Women of Impact" 2023 by FICCI (Federation of Indian Chambers of Commerce & Industries) ladies wing.</p>
4.	Experience	27 Years
5.	Directorships held in other Indian Companies as on date	<ol style="list-style-type: none"> 1. Fortis Hospitals Limited 2. Fortis Health Management Limited 3. Association of Hospitals of Eastern India 4. Artistry Properties Private Limited
6.	Memberships/Chairmanship of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)	None
7.	Name of the listed entities from which the person has	None

	resigned in the past three years.	
8.	Shareholding in the Company including Shareholding as a Beneficial Owner	As on the date of this notice, the director who is seeking appointment do not hold any shares in the Company.
9.	Relationship with other Directors and KMP's	There is no inter-se relationship between the director who is seeking appointment vide this postal ballot and other Directors / KMP's of the Company.
10.	Date of Appointment (Original)	October 10, 2023
11.	Terms and Conditions of Appointment	Pursuant to the provisions of Companies Act, 2013, director(s) are Liable to retire by rotation.
12.	Remuneration	She will not be entitled for sitting fees
13.	No. of Board Meetings Attended in FY 2023-24	3