



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 ("**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 resolution appended herein below is proposed to be passed by the Members by way of Postal Ballot by giving their assent/dissent.

Your approval by Postal Ballot is sought for the enclosed resolution. 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 is also appended herewith and is being sent to you along with the 'Postal Ballot Form' for your consideration.

Mr. Ramit Rastogi, Company Secretary in Whole-time Practice (C.P. No. 18465) has been appointed by the Board of Directors of the Company as "the Scrutinizer" to scrutinize the Postal Ballot process including e-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 resolution at the end of the postal ballot form and return the duly completed and signed original postal ballot form (no other form or photocopy thereof is permitted) in the enclosed self-addressed pre-paid envelope so as to reach the Scrutinizer on or before the **close of working hours (i.e. 17:00 Hours IST) on Monday, February 10, 2020**. Ballots received there after 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, the Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company to participate effectively. 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.

Please note that e-voting is optional. 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

ITEM NO. 1

RECLASSIFICATION OF MEMBERS OF THE PROMOTER/PROMOTER GROUP TO THE PUBLIC SHAREHOLDER CATEGORY

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

"**RESOLVED THAT** in view of Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") read with other applicable laws (including any statutory modifications or re-enactments thereof for the time being in force) and letters and emails dated August 5, 2019 sent to persons named below ("**Identified Promoter / Promoter Group**") with respect to reclassification of status of Identified Promoter/ Promoter Group from the "Promoter and Promoter Group" category to the "Public Shareholders" and the fact that Identified Promoter have neither responded nor objected to the said letters and emails sent by the Company and considering that they have nil/negligible shareholding in the Company and they do not exercise direct or indirect control over affairs of the Company and have no special rights in the Company by virtue of any shareholder agreements, approval of the members is hereby accorded for the reclassification of status of Identified Promoter / Promoter Group from the "Promoter and Promoter Group" category to the "Public Shareholders" category of the Company subject to approvals from BSE Limited ("**BSE**):

S. No	Name of Identified Promoter / Promoter Group to be reclassified as "public shareholder"	Number of shares held as on December 27, 2019
1	PS Trust (Acting and Represented by its trustees, Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh)	100
2	Fortis Healthcare Holdings Private Limited	100
3	Oscar Investments Limited	0
4	Shivi Holdings Private Limited	100
5	RHC Finance Private Limited	100
6	Todays Holdings Private Limited	100
7	Malav Holdings Private Limited	0
8	RHC Holding Private Limited	0

RESOLVED FURTHER THAT Board of Directors (which may include sub-delegation of all or any of the powers herein conferred to any committee of directors or directors or any other officer or officers of the Company / any personnel) of the Company be and is hereby authorized, to perform and execute all such acts, deeds, matters and things including but not limited to making intimation/fillings to stock exchange(s), seeking approvals from the SEBI (if required) and the BSE, and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard to give full effect to the aforesaid resolution.

RESOLVED FURTHER THAT increase in the level of public shareholding pursuant to above mentioned re-classification shall not be counted towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of the SEBI LODR."

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

Sd/-

Shashank Porwal
Company Secretary
Membership No: A51957

Date: January 04, 2020

Place: Gurugram

Encl:

- (i) Postal Ballot Form
- (ii) Postage Pre-paid Envelope

NOTES:

1. The 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. The Notice is being sent to those Members whose name will appear in the Register of Members/List of Beneficial Owners received from the Depositories / KTPL on Friday, January 3, 2020.
3. The Board of Directors has appointed Mr. Ramit Rastogi, Company Secretary in Whole time Practice (C.P. No. 18465) 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 LODR, Rule 20 of the Companies (Management and Administration) Rules 2014, as amended up to date & Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting ("SS-2"), the Company is also 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. However, e-voting is optional.

The instructions for Members opting for E-voting are as under:

In case of Member(s) receiving e-mail from KTPL:

- a. For Members whose email address is registered- open the attached PDF file "FortisMalarVoting.pdf" by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User Id" and "Password" for e-voting;
- b. For Members who have not registered their email ids: **please refer to the user id and password printed on the Postal Ballot Form;**
- c. Please note that the password is an initial password;
- d. Open internet browser by typing the URL: <https://evoting.karvy.com>;
- e. Click on Member - Login;
- f. Put user ID and password as initial password noted in step (a) above and click Login;
- g. Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- h. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
- i. Select "EVEN" (i.e. E-Voting Event Number) of Fortis Malar Hospitals Limited;
- j. Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on Sunday, January 12, 2020 at 1000 Hours and ends on Monday, February 10, 2020 at 1700 Hours. The e-voting module shall be disabled by KTPL for voting on Monday, February 10, 2020 at 1700 Hours IST. For the avoidance of doubt, it is hereby clarified that the voting shall not be allowed beyond the said date and time;
- k. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote.
- l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (in PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at rastogiassociates7@gmail.com with a copy marked to secretarial.malar@malarhospitals.in and evoting@karvy.com;

- m. In case Members desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortismalar.com or by obtaining duplicate form from the Company's Registrar and Share Transfer Agent, Kfin Technologies Private Limited, Selenium Tower B, Plot No.31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or Fortis Malar Hospitals Limited, Tower A, 3rd Floor, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001, fill in the details and send the same to the Scrutinizer.

In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below, at the bottom of the Postal Ballot Form:

EVEN (E-Voting Event Number)	USERID	PASSWORD/ PIN

- (ii) Please follow all steps from Sl. No. (a) to (m) mentioned above, to cast vote.

In case of any query or grievance, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available at the website of E-voting Platform Provider viz. <https://evoting.karvy.com/public/Faq.aspx> or contact Mr. S V Raju, Authorized Representative, KTPL at toll free number 1800 345 4001/ +91 40 67162222.

If you are already registered with KTPL for e-voting then you can use your existing user ID and password for casting your vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

5. Members who have registered their e-mail IDs with the Company/Depository Participants for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post/permitted mode along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortismalar.com or seek duplicate Postal Ballot Form from KTPL, Selenium Tower B, Plot No.31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or Fortis Malar Hospitals Limited, Tower A, 3rd Floor, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 and fill in the details and send the same to the Scrutinizer.
6. 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.
7. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed pre-paid envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
8. The voting rights of Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on Friday, January 3, 2020 and a person who is not a Member as on such date should treat this notice for information purposes only.
9. The result of the Postal Ballot shall be declared by the chairman or a person so authorized by him in this regard on **Tuesday, February 11, 2020 on or before 1800 Hours IST** at the Corporate Office of the Company at Tower A, 3rd Floor, 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 or receipt of postal ballot form, 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 KTPL at <https://evoting.karvy.com> and simultaneously communicated to the Stock Exchange, where the securities of the Company are listed.
10. Relevant documents referred to in the Notice will be available for inspection by the Members at the registered office and/or corporate office of the Company during normal business hours between 1000 hours to 1200 hours on all working days (except Saturdays, Sundays and Public Holidays) upto the date of declaration of the result of Postal Ballot.
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.

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

Sd/-
Shashank Porwal
Company Secretary
Membership No: A51957

Date: January 04, 2020
Place: Gurugram

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND PROVISIONS OF SEBI LODR**Item No. 1**

The members of the Company may kindly be apprised that Fortis Malar Hospital Limited ("**the Company**") received a request letter on August 2, 2019 ("**FHsL Letter**") from Fortis Hospitals Limited ("**FHsL**") (largest shareholder and one of the Promoters) informing that FHsL is a wholly owned subsidiary of Fortis Healthcare Limited ("**FHL**") and FHL, vide its letter FHL/SEC/2019-20 dated June 03, 2019 captioned "Reclassification of Promoters", intimated to stock exchanges [viz. BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**")] regarding the approval granted by the stock exchanges viz. BSE & NSE for reclassification of the following promoters as public shareholders: Malvinder Mohan Singh - Trust, Harpal Singh, Mr. Abhishek Singh, Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh, Fortis Healthcare Holdings Private Limited, Malav Holdings Private Ltd, RHC Holding Private Limited ("**Erstwhile Promoters of FHL**") and that only remaining promoter of FHL is Northern TK Venture Pte. Limited ("**NTK**"). Further, the Securities and Exchange Board of India ("**SEBI**"), had on October 17, 2018, December 21, 2018, March 19, 2019 and June 28, 2019 ("**SEBI Orders**"), directed that Mr. Malvinder Mohan Singh ("**MMS**") and Mr. Shivinder Mohan Singh ("**SMS**") shall not associate themselves with the affairs of FHL and FHsL in any manner whatsoever, till further directions.

Pursuant to, and as a natural corollary to, the reclassification of the Erstwhile Promoters of FHL from 'promoter' to 'public shareholder', as well as the observations by SEBI in the SEBI Orders, and given that the Company is an indirect subsidiary of FHL, the entities related to the Erstwhile Promoters of FHL, should also be reclassified from their present status as the promoters of the Company, and that the Company shall undertake such actions as may be necessary for the accomplishment of this end.

FHsL, being Promoter and largest shareholder of FMHL, is holding 11752402 equity shares representing 62.71% stake. Further, other than FHsL, following entities are Promoter / Promoter Group Companies ("**Identified Promoter / Promoter Group**") of the Company:

S. No	Name of Identified Promoter / Promoter Group to be reclassified as "public shareholder"	Number of shares held as on December 27, 2019
1	PS Trust (Acting and Represented by its trustees, Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh)	100
2	Fortis Healthcare Holdings Private Limited	100
3	Oscar Investments Limited	0
4	Shivi Holdings Private Limited	100
5	RHC Finance Private Limited	100
6	Todays Holdings Private Limited	100
7	Malav Holdings Private Limited	0
8	RHC Holding Private Limited	0

In view of the letter received from FHsL and facts stated herein above, the Board considered reclassification of status of the Identified Promoter / Promoter Group as public shareholders and authorize certain officials to take necessary actions in this regard including issuance of letters to Identified Promoter / Promoter Group for intimating the decision of the Company and the same was intimated to stock exchange vide letter FMHL/SE/BM/AUG'19 dated August 2, 2019.

Further, the Company on August 5, 2019 issued letters and emails to the Identified Promoter/ Promoter Group for seeking their consent /NOC for reclassification of their status as "public shareholders". None of the Identified Promoters/ Promoter Group either responded or objected.

In view of the same, the Board accorded its approval for reclassification of each of the Identified Promoter / Promoter Group of the Company as a "public shareholders" and intimated the same to the stock exchange vide FMHL/SEC/SEP'2019 dated September 11, 2019.

In light of the above, given that:

1. the shareholding of the Identified Promoters/ Promoter Group is less than 0.01% (as on December 27, 2019);
2. no member of the Identified Promoters/ Promoter Group, are (a) holding more than ten percent of the total voting rights in the Company; (b) exercising control over the affairs of the Company directly or indirectly; (c) having any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements; (d) being represented on the board of directors (including not having a nominee director) of the Company; (e) acting as a key managerial person in the Company;

Further, persons related to the Identified Promoters/ Promoter Group seeking re-classification shall not vote to approve such re-classification request.

Post approval from the members, further appropriate steps including approval from the BSE Limited will be taken by the Company for the reclassification of Identified Promoter/ Promoter Group.

Your Directors, therefore, recommend the resolution for your approval by way of an Ordinary Resolution set out at Item no. 1 of the accompanying Notice. None of the Directors, Key Managerial Personnel or any of their relative, is in anyway, concerned or interested, financially or otherwise, in the above resolution, except to the extent of their respective shareholding in the Company.

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

Sd/-
Shashank Porwal
Company Secretary
Membership No: A51957

Date: January 04, 2020
Place: Gurugram