



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(s) appended herein below are 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(s). 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(s) are 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 resolutions 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. **1700 Hours IST on Friday June 12, 2020**. 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 General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs in view of COVID-19, the Company is additionally offering e-voting facility for all the Members of the Company. For this purpose, the Company has entered into an agreement with M/s KFin Technologies Private Limited (“KTPL”) for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the postal ballot form. Please read carefully the instructions regarding e-voting as mentioned in notes to this notice of postal ballot.

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

SPECIAL BUSINESS

ITEM NO. 1

APPROVAL FOR ENTERING INTO THE MATERIAL RELATED PARTY TRANSACTION UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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

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

Sn.	Particulars	Details
1.	Name(s) of the related party	Fortis Healthcare Limited
2.	Nature of relationship	Ultimate Indian holding company
3.	Nature of transaction	Granting of Inter Corporate Loan
4.	Duration / period of transaction	Tenure of loan is 3 years from date of drawdown
5.	Material terms of the contract or arrangement	Interest Rate -at a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, as may be mutually agreed between the parties. Purpose for which the unsecured loan is proposed to be utilized by the recipient - Working Capital and/or General Corporate Purpose.

6.	Maximum amount of transactions	Outstanding principal amount shall not exceed Rs. 35 Crore at any point of time (One or more tranches)
7.	Indicative base price / current contracted price and the formula for variation in the price if any	Not Applicable
8.	Any advance paid or received for the contract or arrangement	Not Applicable
9.	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Not Applicable
10.	Name of the Director / KMP who is related and nature of their relationship	None, However, Mr. Ravi Rajagopal, who is Independent Director on the Board of both Companies, is a common director.

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

ITEM NO. 2

APPROVAL FOR ENTERING INTO THE MATERIAL CONTRACT WITH RELATED PARTY UNDER SEBI (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011

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

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

Sn.	Particulars	Details
1.	Name(s) of the related party	Fortis Healthcare Limited
2.	Nature of relationship	Ultimate Indian holding company
3.	Nature of transaction	Granting of Inter Corporate Loan
4.	Duration / period of transaction	Tenure of loan is 3 years from date of drawdown
5.	Material terms of the contract or arrangement	Interest Rate -at a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, as may be mutually agreed between the parties. Purpose for which the unsecured loan is proposed to be utilized by the recipient - Working Capital and/or General Corporate Purpose. Others - Since the Company is under Open Offer Period, considering the quantum of transaction, it is proposed to seek approval of shareholder through postal ballot.
6.	Maximum amount of transactions	Outstanding principal amount shall not exceed Rs. 35 Crore at any point of time (One or more tranches)
7.	Indicative base price / current contracted price and the formula for variation in the price if any	Not Applicable
8.	Any advance paid or received for the contract or arrangement	Not Applicable
9.	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Not Applicable
10.	Name of the Director / KMP who is related and nature of their relationship	None, However, Mr. Ravi Rajagopal, who is Independent Director on the Board of both Companies, is a common director.

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

ITEM NO. 3

APPROVAL FOR APPOINTMENT OF MR. RAVI RAJAGOPAL AS NON-EXECUTIVE INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions, of the Companies Act, 2013 ("the Act") and relevant rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Ravi Rajagopal (DIN 00067073), who was appointed as an Additional Director (Non-Executive Independent Director) with effect from October 23, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (Five) consecutive years commencing from October 23, 2019 upto October 22, 2024.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

ITEM NO. 4

APPROVAL FOR WAIVE OFF SERVICE FEE PAYABLE TO BT ENTITY AS DESCRIBED HEREIN BELOW AND AMENDMENT IN ANY OF THE TERMS AND CONDITIONS OF HOSPITAL AND MEDICAL SERVICES AGREEMENT (HMSA), INCLUDING TERMINATION THEREOF.

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 Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with the applicable provisions of Companies Act, 2013 and the rules thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force to each of the foregoing and pursuant to 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, the consent of the Members be and is hereby accorded to seek waiver of fees payable to Fortis Health Management limited (BT Entity) including Service Fee under the Hospital and Medical Services Agreement (HMSA) executed between Fortis Malar Hospitals Limited (the Company) and BT Entity and to amend and waive of terms and conditions of the HMSA with effect from April 1, 2020 including terminating the said HMSA.

RESOLVED FURTHER THAT the Board be and is 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, seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, settling the terms and conditions and executing agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, in its 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 or intermediary, as may be deemed incidental to give effect to this resolution."

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

Sd/-
Mayank Jain
Company Secretary
Membership No: A26620

Date: May 7, 2020

Place: Delhi

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. As per Section 110 and other applicable provision 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 General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 on account of COVID-19 ('MCA Circulars'), this Notice along with the Postal Ballot Form is being sent by e-mail to all the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') ('Depositories') and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on **Friday, May 1, 2020 ('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. 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") and MCA circulars, 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.

5. Due to non-availability of postal and courier services in some part of country and worldwide, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form along with dispatch of hard copy of Postal Ballot Notice with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. The Company would not be held responsible for late / no delivery of Postal Ballot Form on account of lockdown due to COVID 19.

To facilitate shareholders to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:

- a) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg>. In case of any queries, shareholder may write to einward.ris@kfintech.com.
- b) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure. The Company has subscribed to email updation facility from National Securities Depository Limited (NSDL), wherein NSDL have sent messages (SMS) to the shareholders of the Company as per their records as on April 10, 2020 on the registered mobile numbers to enable them to register their email ID's.
- c) Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

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

In case of Member(s) receiving e-mail from KFin Technologies Private Limited (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:
In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited (KTPL), by clicking the link: <https://karisma.kfintech.com/emailreg> or by sending an email to the Registrar and Transfer Agent KTPL at evoting@karvy.com or to the Company at secretarial.malar@malarhospitals.in and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com.
- 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 at least 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 **Thursday, May 14, 2020** at 1000 Hours and ends on **Friday, June 12, 2020** at 1700 Hours. The e-voting module shall be disabled by KTPL for voting on **Friday June 12, 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)	USER ID	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).

6. Members who have registered their e-mail IDs 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 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 and fill in the details and send the same to the Scrutinizer through email at rastogiassociates7@gmail.com.
7. 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.
8. 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.
9. 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, May 1, 2020** and a person who is not a Member as on such date should treat this notice for information purposes only.
10. The result of the Postal Ballot shall be declared by a person so authorized in this regard on **Saturday, June 13, 2020 on or before 1700 Hours** at the Corporate Office of the Company at Tower A, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 and also displayed on notice board of corporate office and of registered office of the Company and the resolution will be taken as passed effectively on the last date of voting, if the results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot shall be hosted on the website of the Company www.fortismalar.com and of KTPL at <https://evoting.karvy.com> and simultaneously communicated to the Stock Exchange, 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. After the lock-down is lifted by the Central/ State Government(s), statutory/ regulatory and other administrative authorities all relevant documents referred to the Explanatory Statement and Reasons thereto would be made available for inspection at the 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. During the lock down, 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 resolution 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
For **Fortis Malar Hospitals Limited**

Sd/-

Mayank Jain
Company Secretary
Membership No: A26620

Date: May 7, 2020
Place: Delhi

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

ITEM NO. 1

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

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

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

The particulars of the transaction(s) are as under:

Sn.	Particulars	Details
1.	Name(s) of the related party	Fortis Healthcare Limited
2.	Nature of relationship	Ultimate Indian holding company
3.	Nature of transaction	Granting of Inter Corporate Loan
4.	Duration / period of transaction	Tenure of loan is 3 years from date of drawdown
5.	Material terms of the contract or arrangement	Interest Rate -at a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, as may be mutually agreed between the parties. Purpose for which the unsecured loan is proposed to be utilized by the recipient - Working Capital and/or General Corporate Purpose.
6.	Maximum amount of transactions	Outstanding principal amount shall not exceed Rs. 35 Crore at any point of time (One or more tranches)
7.	Indicative base price / current contracted price and the formula for variation in the price if any	Not Applicable
8.	Any advance paid or received for the contract or arrangement	Not Applicable
9.	Manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract	Not Applicable
10.	Name of the Director / KMP who is related and nature of their relationship	None, However, Mr. Ravi Rajagopal, who is Independent Director on the Board of both Companies, is a common director.

Further, For the purpose of Regulation 23 of SEBI LODR, all entities falling under the definition of related parties shall not vote to approve the transaction irrespective of whether the entity is a party to the particular transaction or not.

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

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, if any.

ITEM NO. 2

It is informed that the board of directors of Fortis Healthcare Limited ("**FHL**") passed a board resolution on July 13, 2018 ("**Board Resolution**"), authorizing the issuance and allotment of 235,294,117 (Two hundred and thirty five million, two hundred and ninety four thousand, one hundred and seventeen only) equity shares, representing 31.1% (Thirty one point one percent) of the FHL Share Capital, to the Northern TK Venture Pte.Ltd. ("**Acquirer**") by way of a preferential allotment ("**Preferential Allotment**"). The details of the Preferential Allotment are set out in the share subscription agreement dated 13 July 2018 entered into between the Acquirer and FHL ("**SSA**"). As a consequence of the Board Resolution and the SSA, the Acquirer together with IHH Healthcare Berhad ("**PAC 1**") and Parkway Pantai Limited ("**PAC 2**"), (collectively referred to as the "**PACs**") have made a mandatory open offer, by filing the public announcement dated July 13, 2018, to the equity shareholders of FHL to acquire up to 197,025,660 (One hundred and ninety seven million, twenty five thousand, six hundred and sixty only) equity shares representing 26.0% (Twenty six percent) of the FHL Share Capital (as defined below) in compliance with Regulations 3(1) and 4 of SEBI (SAST) Regulations ("**FHL Open Offer**"). Pursuant to the Preferential Allotment of equity shares in accordance with the terms of the SSA and the acquisition of equity shares of FHL as part of the FHL Open Offer, assuming full acceptance in the FHL Open Offer, the Acquirer and the PACs will hold an aggregate of 432,319,777 (Four hundred and thirty two million, three hundred and nineteen thousand, seven hundred and seventy seven only) equity shares, representing 57.1% (Fifty seven point one percent) of the FHL Share Capital and thereby acquire control of FHL. FHL holds 100.0% (Hundred percent) of the total equity share capital of Fortis Hospitals Limited, which in turn holds 62.71% (Sixty-two point seven one percent) of the paid Share Capital of Fortis Malar Hospitals Limited ("**the Company**"). Therefore, the Acquirer and the PACs are making the Open Offer for acquisition of up to 4,894,308 (Four million, eight hundred and ninety-four thousand, three hundred and eight only) fully paid up equity shares of face value of INR 10 (Rupees ten only) each ("**Equity Share**"), representing 26.0% (Twenty-six percent) of the voting share capital of the Company, from the Public Shareholders of the Company in compliance with Regulations 3(1), 4 and 5(1) of the SEBI (SAST) Regulations.

Further, it is informed that provisions of Regulation 26 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI SAST**") states that the consent of the Shareholders is also required, by way of a special resolution by postal ballot, to enter into, amend or terminate any material contracts to which the company or any of its subsidiaries is a party, outside the ordinary course of business, whether such contract is with a related party, within the meaning of the term under applicable accounting principles, or with any other person.

Since the Company is under Open Offer Period, considering the quantum of transaction, it is proposed to seek approval of shareholder through postal ballot.

Further, For the purpose of Item No. 2, all entities falling under the definition of related parties shall not be debarred to vote to approve the transaction irrespective of whether the entity is a party to the particular transaction or not.

Except as stated above, other details are same as described under Item No. 1 of the Explanatory Statements.

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

Your Directors, therefore, recommend the resolution for your approval by way of Special Resolution set out at Item no. 2 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, if any.

ITEM NO. 3

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 (the Act) and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI LODR"), Mr. Ravi Rajagopal was appointed as an Additional Director (Non-Executive Independent Director) of the Company with effect from October 23, 2019 subject to the approval of the Members of the Company.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Ravi Rajagopal for the office of Director of the Company.

Mr. Rajagopal has given a declaration to the Board that he meets the criteria of independence as provided under the Act and SEBI LODR. Further, he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director.

In the opinion of the Board of Directors, Mr. Rajagopal fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Rules made thereunder.

Keeping in view his vast experience, expertise and knowledge, it would be in the interest of the Company that Mr. Rajagopal be appointed as a Non-Executive Independent Director of the Company to hold office for five (5) consecutive years commencing from October 23, 2019 upto October 22, 2024.

The terms and conditions of appointment of Mr. Rajagopal as an Independent Director would be available for inspection by the Members on the Company's website i.e. www.fortismalar.com.

Details of Mr. Ravi Rajagopal, as stipulated under Regulation 36 of SEBI LODR and Secretarial Standards-2 on General Meetings are given below: -

Mr. Ravi Rajagopal (DIN: 00067073), aged about 65 years, is a Chartered Accountant and has a 37 years' career in major consumer goods businesses. He has held several positions at ITC from 1979 to 1995, where he was involved in Packaging, Tobacco Farming, Agri-Businesses, Financial Services and Tobacco Marketing. He was briefly head of Finance and Commercial at Ranbaxy Laboratories from end 1995 to late 1996 (11 months), after which he moved to Diageo plc, where he held several positions including Finance Director for India and South Asia, Chief Financial Officer for Venture Markets and International Region, Group Financial Controller, Managing Director for India and South Asia and Chief Financial Officer for Europe. From 2010 to 2015, he was Global Head for Mergers and Acquisitions at Diageo Plc.

He currently serves as Chairman for JM Financial Services Singapore, as well as an Independent Director and Chairman of the Audit Committee for Vedanta Resources Limited. He is a Director and Audit Chair of Airtel Africa Plc. UK. He is an Association Member of BUPA. Earlier board experience includes serving as Non-Executive Director in United Spirits from 2013 to 2016, as well as forming and leading Diageo's India Advisory Board on India Strategy and Business Development between 2008 and 2015. He is also a one of the Trustee of Science Museum Foundation, UK.

He has a B. Com degree from Madras University, and also completed the Advanced Management Programme at Harvard Business School in 2001. He is currently a Board Member of Pratham UK, a charitable organization focused on child literacy and vocational skilling and is Trustee in a school for under privileged children in Chennai, where 1,000 students up to the 12th grade are taught free of charge. He has helped build a pediatric cancer wing in Chennai for up to 70 patients at a cost of £500k and is currently a Trustee in overseeing the running of the wing. He has lectured at Oxford University and Imperial College on M&A and is currently studying MA (History of Ideas).

Mr. Ravi Rajagopal is not related to any other Director and/or Key Managerial Personnel of the Company. As on date of this notice, he does not hold any shares in the Company.

Directorship in other Companies along with Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee):

Fortis Healthcare Limited	Independent Director & Chairman	Audit and Risk Management Committee - Member Stakeholders Relationship Committee - Member
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SRL Limited	Independent Director & Chairman	Audit and Risk Management Committee - Member
Fortis Hospitals Limited	Independent Director	—
Vedanta Resources Limited	Director	Audit Committee - Chairman
J M Financial Services, Singapore	Chairman	—
Airtel Africa Plc	Director	Audit Committee - Chairman

Mr. Ravi is a Non-Executive Independent Director not liable to retire by rotation. Except sitting fees, no remuneration was paid to him during the financial year 2019-20.

Mr. Ravi has attended 1 (One) Board Meeting during the Financial Year 2019-20.

None of the Directors or Key Managerial Personnel (KMP) or their relatives except Mr. Ravi Rajagopal, himself, are concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice, except to the extent of their respective shareholding, if any.

The Board recommends the Ordinary Resolution set out in the accompanying Notice for approval by the Members.

Item No. 4

The Members of the Company be and is hereby informed that the Company has entered into a Hospital and Medical Services Agreement (HMSA) executed in October 2012. The HMSA has been entered into between the Operating Entity (i.e. Fortis Malar Hospitals Limited or 'the Company') and the BT Entity (Fortis Health Management Limited). BT Entity inter-alia provide following services to the Operating Entity:

- Provision of OPD Services to patients at the Hospital, for and on behalf of Operating Entity;
- Provision of Radio Diagnostic Services to patients at the Hospital, for and on behalf of Operating Entity;
- Maintaining and operating the Clinical Establishment to allow Operating Entity to run the Hospital for providing healthcare services to patients;
- Establishing, setting up and providing the Ancillary Services

In consideration thereof, Operating Entity is required to pay Service Fee, Technology Renewal Fee etc. to BT Entity. Service Fees is divided into two parts (i) Base Fee which is fixed and (ii) Variable Service Fees which is calculated based on revenues of Operating Entity. Total Annual Base Service fee payable by the Operating Entity to BT Entity during FY 2020-21 amounts to ~Rs.19.73 Crores, out of which Fixed Fee would be Rs.10.96 Cr. and Variable Service Fee of ~Rs.8.77 Cr.

With the outbreak of COVID -19 pandemic, nationwide lockdown has been put by the Government of India. In the prevailing circumstances all elective surgeries have been postponed, hospitals are primarily catering to emergency cases / procedures that account for approximately 10% of volumes. The current situation is quite severe with uncertainty as to when the resultant liquidity will improve. Both IPD and OPD footfalls continue to see a sharp reduction. Accordingly, the pandemic has significantly adversely impacted cash flow of the Operating Entity and is facing major cash flow difficulty and challenges to meet its expenses. In the given situation, Operating Entity will not be able to pay quarterly Fixed fee for Q1 and Q2 of FY 2020-21. The fixed fee amounting to 2.74 crore per quarter is to be waived off completely for two quarters.

In such unforeseen scenario which is beyond the control of parties to the HMSA, it is critical and urgent that steps are undertaken so that BT Entity is requested to waive off the Base Service Fee payable by the Operating Entity for at least two quarters (April-June, 2020 and July-September, 2020) assuming that the hospital operations, occupancy and footfall will return to normalcy by October, 2020. However, if the business does not recover to normal levels in October 2020, then the waiver period may be extended until business becomes normal with the consent of Operating and BT Entity. Currently, Operating Entity is taking recourse to the *force majeure* provisions, as per the terms of HMSA since in the prevailing circumstances they are unable to perform its payment obligations.

In addition, due to the ongoing financial constraints faced by the Operating Entity, which has been aggravated in the aforesaid situation. Operating Entity through mutual agreement with the BT Entity would amend / waive off any of the terms and conditions of the HMSA, including termination thereof. All such amendment(s)/ waiver(s) such as but not be limited to changes and waiver of payable fees, making further changes to the fee terms in future without requiring further amendment to the HMSA, undertaken/ done during the two quarters (April-June, 2020 and July-September, 2020) shall be effective from April 1, 2020.

Further, 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 (post acquisition of approx. 31% paid up capital of the Ultimate Indian Holding Company by Northern TK Ventures Pte Ltd), consent of the Shareholders would be required by way of a special resolution by postal ballot, to enter into, amend or terminate any material contracts to which the company or any of its subsidiaries is a party, outside the ordinary course of business, whether such contract is with a related party, within the meaning of the term under applicable accounting principles, or with any other person. Therefore, 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 recommends the Special Resolution set out in Item No. 4 in the accompanying Notice for approval by the Members.

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

Sd/-

Mayank Jain

Company Secretary

Membership No: A26620

Date: May 7, 2020

Place: Delhi