



**FORTIS MALAR HOSPITALS LIMITED**

**CIN: L85110PB1989PLC045948**

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

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

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

**NOTICE OF POSTAL BALLOT**

**(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)**

Dear Member(s),

Notice is hereby given to the Members of Fortis Malar Hospitals Limited (“**the Company**”) pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended herein below are proposed to be passed by the Members by way of Postal Ballot by giving their assent/dissent.

Your approval by way of Postal Ballot is sought for the enclosed 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 of Ramit Rastogi & Associates, Practicing Company Secretaries (C.P. No. 18465) has been appointed by the Board of Directors of your Company as the Scrutinizer to scrutinize the Postal Ballot process including voting in a fair and transparent manner.

You are requested to carefully read the instructions printed on the postal ballot form attached hereto, fill up the postal ballot form, give your assent or dissent on the resolutions at the end of the postal ballot form and return the duly completed and signed postal ballot form via registered email id (no other form is permitted) so as to reach the Scrutinizer via email at [rastogiassociates7@gmail.com](mailto:rastogiassociates7@gmail.com) on or before the close of working hours **i.e. 17:00 Hours IST on 10<sup>th</sup> March 2021**. Ballots received thereafter will be strictly treated as if no reply has been received from the member. The said Notice of Postal Ballot is also available on the website of the Company at [www.fortismalar.com](http://www.fortismalar.com)

Further, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) and provisions of Section 110 of the Act read with the Companies (Management and Administration), Rules, 2014 and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs in view of COVID-19, the Company is pleased to offer e-voting facility for all the Members of the Company. For this purpose, the Company has entered into an agreement with M/s KFin Technologies Private Limited (“**KTPL**”) for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the postal ballot form. Please read carefully the instructions regarding e-voting as mentioned in notes to this notice of postal ballot.

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

**SPECIAL BUSINESS:**

**1. Approval of appointment of Ms. Shailaja Chandra (DIN: 03320688) as an Independent Director of the Company.**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("Act"), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, Ms. Shailaja Chandra (DIN: 03320688) who has attained the age of 75 years and who qualifies for being appointed as an Independent Director, in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from the date of approval of the shareholders, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director(s) to give effect to the aforesaid resolution.

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

**Date: 5<sup>th</sup> February, 2021  
Place: Gurugram**

**Sd/-  
Mayank Jain  
Company Secretary  
Membership No: A26620**

## 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, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 on account of COVID-19 ('MCA Circulars'), this Notice along with the Postal Ballot Form is being sent only by e-mail to all the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') ('Depositories') and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on **Friday, 5<sup>th</sup> February 2021 ('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 of Ramit Rastogi & Associates, Practicing Company Secretaries (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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), Rule 20 of the Companies (Management and Administration) Rules 2014, as amended upto date, Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and MCA Circulars, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The Board of Directors of the Company has appointed KTPL for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Due to exemption granted by Ministry of Corporate Affairs for dispatch of physical postal ballot, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. To facilitate shareholders to receive this notice electronically and cast their vote electronically, the Company has made arrangement with KTPL, Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 dated April 13, 2020 issued by Ministry of Corporate Affairs. 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://ris.kfintech.com/clientservices/postalballot/registration.aspx>. In case of any queries, shareholder may write to [inward.ris@kfintech.com](mailto:inward.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 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://ris.kfintech.com/clientservices/postalballot/registration.aspx> or by sending an email to the Registrar and Transfer Agent KTPL at [evoting@kfintech.com](mailto:evoting@kfintech.com) or to the Company at [secretarial.malar@malarhospitals.in](mailto: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](mailto:einward.ris@kfintech.com).

- c. Please note that the password is an initial password;
- d. Open internet browser by typing the URL: <https://evoting.kfintech.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 **Tuesday, 9<sup>th</sup> February, 2021 at 1000 Hours and ends on Wednesday, 10<sup>th</sup> March 2021 at 1700 Hours**. The e-voting module shall be disabled by KTPL for voting on **Wednesday, 10<sup>th</sup> March 2021 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](mailto:rastogiassociates7@gmail.com) with a copy marked to [secretarial.malar@malarhospitals.in](mailto:secretarial.malar@malarhospitals.in) and [evoting@kfintech.com](mailto:evoting@kfintech.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.kfintech.com> or [www.fortismalar.com](http://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, 3<sup>rd</sup> Floor, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001, fill in the details and send the same to the Scrutinizer.
- n. In case of any queries, 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.kfintech.com/public/Faq.aspx> or contact Mr. S V Raju, Authorized Representative, KTPL at toll free number 1800 345 4001 or at +91 40 67162222.
- o. If you are already registered with KTPL for e-voting then you can use your existing user ID and password for casting your vote.
- p. 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 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. 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.kfintech.com> or [www.fortismalar.com](http://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, 3<sup>rd</sup> 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](mailto: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. 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, 5<sup>th</sup> February 2021** 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 a person so authorized in this regard on or before **Friday, 12<sup>th</sup> March 2021 at 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 effectivly on the last date of voting, if the results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot shall be hosted

on the website of the Company [www.fortismalar.com](http://www.fortismalar.com) and of KTPL at <https://evoting.kfintech.com> and simultaneously communicated to the Stock Exchanges, where the securities of the Company are listed.

10. 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.
11. Relevant documents referred to in the Notice, if any, will be available for inspection by the Members at the Registered Office and/or Corporate Office of the Company during normal business hours between 10.00 a.m. to 12.00 noon on all working days (except Saturdays, Sundays and Public Holidays) upto the date of declaration of the result. A member may also write to the Company Secretary at [secretarial.malar@malarhospitals.in](mailto:secretarial.malar@malarhospitals.in) requesting supply of relevant documents referred in the Explanatory Statement. Further, any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company at [secretarial.malar@malarhospitals.in](mailto:secretarial.malar@malarhospitals.in).

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

**Sd/-  
Mayank Jain  
Company Secretary  
Membership No: A26620**

**Date: 5<sup>th</sup> February, 2021  
Place: Gurugram**

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

##### **Item No. 1**

The Nomination and Remuneration Committee and Board of Directors of the Company in their meeting held on February 1, 2021 recommended the candidature of Ms. Shailaja Chandra to be appointed as an Independent Director of the Company for a period of five years by the shareholders of the Company.

Ms. Shailaja Chandra has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”). Further, she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

In the opinion of the Board of Directors, Ms. Shailaja Chandra fulfils the conditions for her appointment as an Independent Director as specified in the Act, the Rules made thereunder and is independent of the Management. The Company has received notice in writing under the provisions of Section 160 of the Act, from a member proposing her candidature.

As per Regulation 17(1A) of SEBI LODR no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy-Five) years unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Ms. Shailaja Chandra (DIN: 03320688) has attained the age of 75 years. Therefore, consent of member is required by way of special resolution.

**Details of Ms. Shailaja Chandra, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings are given below:**

<b>S.No</b>	<b>Particulars</b>	<b>Details</b>												
1.	Age	76 Years												
2.	Qualification	B.A. (Honours), English Literature from Miranda House, University of Delhi and M.Sc. Economics, University of Wales, UK.												
3.	Brief Profile	<p>Shailaja Chandra has spent over 15 years in the Health sector and was a Secretary in the Ministry of Health &amp; Family Welfare, Government of India and later Delhi's only woman Chief Secretary.</p> <p>She has been a career civil servant (a member of the Indian Administrative Service) for 38 years followed by a series of post-retirement assignments carrying executive responsibilities. During her long service career in the Central Government, she was posted over three tenures with the Ministries of Defence, Power and Health. At the state level, Ms. Chandra was posted across the country in Maharashtra, Manipur, Goa, Delhi and the Andaman &amp; Nicobar Islands.</p> <p>Since retirement Ms. Chandra has held Board/ Management Committee level positions under the Government, the NGO sector as well as listed Indian companies.</p> <p>She is a prolific writer and is regularly invited as a policy analyst by the print and electronic media to comment on matters of Governance, Health, Gender and current developments in Delhi, the capital of India. She has been invited several times to Chair or speak at International conferences, organised by OECD as well as by Indian Universities, think tanks and health related forums.</p>												
4.	<b>Nature of Expertise</b>	Being a Secretary in the Ministry of Health & Family Welfare, Government of India she poses in-depth knowledge of healthcare sector and administration/ operations.												
5.	<b>Experience</b>	Over 38 years												
6.	<b>Directorships held in other Companies as on date</b>	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of the Company</th> <th>Nature of Interest</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Birla Corporation Limited</td> <td>Independent Director</td> </tr> <tr> <td>2.</td> <td>Fortis Healthcare Limited</td> <td>Independent Director</td> </tr> <tr> <td>3.</td> <td>International Hospital Limited</td> <td>Independent Director</td> </tr> </tbody> </table>	S. No.	Name of the Company	Nature of Interest	1.	Birla Corporation Limited	Independent Director	2.	Fortis Healthcare Limited	Independent Director	3.	International Hospital Limited	Independent Director
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1.	Birla Corporation Limited	Independent Director												
2.	Fortis Healthcare Limited	Independent Director												
3.	International Hospital Limited	Independent Director												
7.	<b>Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)</b>	<p>Chairmanship-Nil</p> <p>However, she is a member of Risk Management Committee of Birla Corporation Limited and she is also member of Audit Committee, Risk Management</p>												

		Committee and Stakeholders Relationship Committee of Fortis Healthcare Limited.
8.	<b>Shareholding in the Company</b>	As on the date of this notice, she does not hold any shares or convertible instrument in the Company.
9.	<b>Justification for Appointment</b>	Considering her rich experience and immense knowledge about healthcare sector, the Nomination and Remuneration Committee and Board of Directors of the Company are of the view that her association with the Company would be of immense benefit to the Company. Her experience will help the Company in navigating in the changing regulatory environment especially around healthcare sector. Also her involvement on various board(s) will also bring knowledge and new areas of improvement in the area of Corporate Governance.
10.	<b>Relationship with other Directors and KMP's</b>	There is no inter-se relationship between Ms. Shailaja Chandra and other Directors/ KMP's of the Company.
11.	<b>Date of Appointment</b>	From the date of approval by the Shareholders of the Company.
12.	<b>Terms and Conditions of Appointment</b>	Ms. Shailaja Chandra will be appointed as an Independent Director on the Board of the Company, subject to approval of the Shareholders of the Company.
13.	<b>Remuneration</b>	Ms. Shailaja Chandra will be paid sitting fees for every meeting attended of the Board of Directors or Committee (if any) thereof.
14.	<b>No. of Meetings Attended</b>	Not Applicable.

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

The Board recommends the Special Resolution set out in Item No. 1 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: 5<sup>th</sup> February, 2021  
Place: Gurugram**