

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.fortismalarhospital.com

NOTICE

Notice is hereby given that the **33rd Annual General Meeting** of **Fortis Malar Hospitals Limited** will be held on **Wednesday, July 31, 2024 at 2.00 P.M.** (IST) through Video Conferencing/ Other Audio-Visual Means (“**VC/OAVM**”) Facility to transact following business(es):

ORDINARY BUSINESS

1. To consider and adopt Audited Standalone Financial Statements of the Company together with the Report of Board of Director and Auditors thereon and Audited Consolidated Financial Statements of the Company including Report of Auditors thereon for the Financial Year ended on March 31, 2024.
2. To appoint a Director in place of Mr Daljit Singh (DIN: 00135414), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. To declare dividend of ₹ 2.50 (Rupees Two and Fifty paise) per equity share, for the financial year ended March 31, 2024.
4. Re-Appointment of M/s B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022) as Statutory Auditor and fixation of their remuneration

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

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and based on the recommendation of the Audit Committee and the Board of Directors, approval of the Members be and is hereby accorded to re-appoint M/s B S R & Co. LLP, Chartered Accountants, having Firm Registration No. 101248W/W-100022, who has given its consent along with certificate under Section 141 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, as Statutory Auditors of the Company and who shall hold office of the Statutory Auditors from the conclusion

of 33rd Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the year 2028, and shall conduct the Statutory Audit for the financial years commencing from April 1, 2024 to March 31, 2028, at such remuneration plus out of pocket expenses and applicable taxes and other terms and conditions as may be mutually agreed with the Statutory Auditor and as detailed here in this notice.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board of Directors of the Company be and are hereby severally authorized to decide and mutually agree on the terms of appointment and increase in remuneration, if any and to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS

5. 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 (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 and based on the recommendation of the Nomination and Remuneration Committee of the Company, Mr Ramesh Lakshman Adige (DIN: 00101276) be and is hereby appointed as a “Non-Executive Non Independent Director” of the Company up to May 05, 2025, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board of Directors of the Company be and are hereby severally authorised to do all such act, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”

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

NOTICE (Contd.)

RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Cost Records and Audit) Rules, 2014, remuneration up to ₹ 75,000/- (Rupees Seventy Five Thousand only) plus out of pocket expenses and taxes, being paid to M/s. Jitender, Navneet & Co., Cost Auditors appointed by the Board of Directors, to conduct the audit of the cost records of the Company, for the Financial Year ended March 31, 2024, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr Ravi Rajagopal (DIN: 00067073), who was appointed as an Independent Director of the Company with the effect from October 23, 2019 and who holds office for the first term upto October 22, 2024 and being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby re-appointed as an “Independent Director” of the Company, not liable

to retire by rotation, to hold office for a second term of 5 (five) years commencing with effect from October 23, 2024 upto October 22, 2029.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof), be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and to settle all matters, any question or difficulty that may arise in regard to aforesaid proposal.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (the Act), Regulation 17 and any other applicable regulations of SEBI Listing Regulations [including any statutory modification(s) or re-enactment thereof for the time being in force], read with Schedule V to the Act and Articles of Association and based on the recommendation by the Nomination and Remuneration Committee of the Company, Mr Chandrasekar Ramaswamy (DIN: 09414564) be and is here by appointed as a “Whole-time Director” of the Company for a period of three years with effect from January 11, 2025, on the terms and conditions as set below:

- a) Total Remuneration: No Remuneration shall be paid to Mr. Chandrasekar from the Company.
- b) Other terms:
 - i) Subject to the superintendence, control and direction of the Board, Mr. Chandrasekar shall perform such duties and functions as would be commensurate with his position as a Whole-time Director of the Company and as may be delegated to him by the Board from time to time.
 - ii) As a Whole-time Director he shall not be paid any sitting fee for attending the meetings of the Board of Directors or Committees thereof.
 - iii) His office as a Whole-time Director may be terminated by either party by giving three months’ notice in writing, of such termination unless otherwise a shorter

NOTICE (Contd.)

period is decided mutually between Mr. Chandrasekar and the Board of Directors.

- iv) If, at any time, Mr Chandrasekar Ramaswamy ceases to be the Director of the Company for any reasons whatsoever, his office as a Whole-time Director shall forthwith be terminated.
- v) He shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things and to sign, execute and file and/or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorised representatives to give effect to this Resolution.

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

Date: May 17, 2024
Place: Gurugram

**Sd/-
Srishty
Company Secretary**

NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") for the matter included in the notice, which is unavoidable and therefore proposed for seeking approval at AGM, is enclosed herewith.
2. General instructions for accessing and participating in the 33rd AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:
 - a. The Ministry of Corporate Affairs, Government of India ("MCA") vide its General Circular Nos.14/2020, 17/2020, 20/2020, 21/2021, 10/2022 and 09/ 2023 dated April 08, 2020, April 13, 2020, May 05, 2020, December 14, 2021, December 28, 2022 and September 25, 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated May 12, 2020, January 15, 2021 and January 05, 2023 respectively, issued by the Securities and Exchange Board of India

("SEBI Circulars") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 33rd AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 33rd AGM shall be the Registered Office of the Company.

- b. **In terms of the MCA / SEBI Circulars since the requirement of physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies.**

Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for 33rd AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in 33rd AGM through VC/OAVM Facility and e-Voting during 33rd AGM.

- c. In line with the MCA Circulars and SEBI Circular, the Notice of 33rd AGM will be available on the website of the Company at www.fortismalarhospital.com, on the website of BSE Limited at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com.
- d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- e. NSDL will be providing facility for voting through remote e-Voting, for participation at 33rd AGM through VC/OAVM Facility and e-Voting during 33rd AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- f. Members may join 33rd AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members

NOTICE (Contd.)

from 13:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 33rd AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 33rd AGM.

- g. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of upto 2,500 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend 33rd AGM without any restriction on account of first-come-first-served principle.
- h. Attendance of the Members participating in 33rd AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at 33rd AGM and facility for those Members participating in 33rd AGM to cast vote through e-Voting system during 33rd AGM.
- j. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023 (updated as on August 04, 2023) has specified that a shareholder shall first take up his/her/their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder

may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he/she/they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal. Shareholders are requested to take note of the same.

The aforesaid SEBI Circular can be viewed on <https://fortismalarhospital.com> in investor section thereof.

3. The instructions for members for remote e-voting and joining AGM are as under: -

The remote e-voting period begins on July 27, 2024 at 9:00 A.M. and ends on July 30, 2024 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 25, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 25, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode


In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.


NOTICE (Contd.)


Login method for Individual shareholders holding securities in demat mode is given below:


Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on

 App Store

 Google Play





NOTICE (Contd.)

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

NOTICE (Contd.)

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

NOTICE (Contd.)

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/ Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to magarwalandco@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre- Senior Manager at evoting@nsdl.com
4. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
 - a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial.malar@malarhospitals.in

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

NOTICE (Contd.)

- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial.malar@malarhospitals.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - c. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
 - d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
- 5. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**
- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - b. Only those members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
 - c. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
 - d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.
- 6. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
 - b. Members are encouraged to join the Meeting through Laptops for better experience.
 - c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - e. Members, who would like to ask questions during 33rd AGM with regard to the financial statements or any other matter to be placed at the 33rd AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's email address secretarial.malar@malarhospitals.in atleast 72 hours in advance before the start of the 33rd AGM i.e. by July 28, 2024 by 14:00 hours IST. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the 33rd AGM, depending upon the availability of time.

NOTICE (Contd.)

- f. Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or shall be replied suitably, after the meeting by the Company.
- g. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 33rd AGM through VC/OAVM Facility.

7. Other Guidelines for Members:

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of July 25, 2024.
- b. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. July 25, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 25, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- d. Mr Mukesh Agarwal, Company Secretary in Whole time Practice (C.P. No. 3851), has been appointed as the Scrutiniser to scrutinise remote e-Voting

process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.

- e. During 33rd AGM, the Chairman shall, after response to questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- f. The Scrutiniser shall after the conclusion of e-Voting at the 33rd AGM, first download votes cast at the AGM and thereafter unblock votes cast through remote e-Voting and shall make a consolidated scrutiniser's report of total votes cast in favour or against, invalid votes, if any, and whether resolution(s) has been carried or not, and such Report shall then be sent to the Chairman or a person authorised by him, within two working days from the conclusion of 33rd AGM, who shall then countersign and declare the result of voting forthwith.
- g. The Results declared along with the Report of the Scrutiniser shall be placed on the website of the Company at www.fortismalarhospital.com and on the website of NSDL at www.evoting.nsdl.com immediately after declaration of Results by the Chairman or a person authorised by him. The results shall also be immediately forwarded to the BSE Limited.

- 8. The Notice of 33rd AGM and the Annual Report for the FY 2023-24 including therein the Audited Financial Statements for FY 2023-24, are being sent only by email to the Members, unless any member has requested for a hard copy of the same. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of 33rd AGM and Annual Report for the FY 2023-24 and all other communication sent by the Company, from time to time, can get their email addresses registered by following the steps as given below:-

NOTICE (Contd.)

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address secretarial.malar@malarhospitals.in
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. Notice of 33rd AGM and Annual Report for the year 2023-24 including therein the Audited Financial Statements for the year, will be available on the website of the Company at fortismalarhospital.com and the website of Stock Exchange at BSE Limited at www.bseindia.com. The Notice of 33rd AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
 10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from concerned Depository Participant and holdings should be verified from time to time.
 11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 12. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from April 01, 2019. In view of the above, Members are advised to dematerialise shares held by them in physical form.

Electronic copy of all documents referred to in the accompanying Notice of 33rd AGM and Explanatory Statement shall be available for inspection in the Investor Section of website of Company fortismalarhospital.com.
 13. During 33rd AGM, members may access scan copy of Register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contract and Arrangements in which Directors are interested maintained under Section 189 of the Act, during the Annual General Meeting at the available link against the EVEN of the Company on NSDL website.
 14. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the AGM, are detailed in Annexure-I of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
 15. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits companies to send soft copies of Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail address for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company's website – fortismalarhospital.com.
 16. The dividend, as recommended by the Board of Directors, if declared at the meeting, will be paid within 30 days from the date of declaration to the Members holding equity shares as on the record date i.e. July 19, 2024. In respect of shares held in dematerialised form, dividend will be paid on the basis of beneficial ownership as per details furnished by the respective depositories for this purpose.
 17. Pursuant to the relevant provisions of the Income Tax Act, 1961 ("the IT Act"), dividend income is taxable in the hands of the members and the Company is required to deduct tax at source ("TDS") from dividend paid to the members at rates prescribed in the IT Act. In general, to enable compliance with TDS requirements, members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participant(s) or in case shares are held

NOTICE (Contd.)

in physical form with the Company by sending email to the Company's email address at secretarial.malar@malarhospitals.in.

18. Members are requested to note that in case the tax on dividend is deducted at a higher rate in absence of receipt of the requisite details/documents, there would still be an option available to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.
19. Dividend, if any, approved by the members or declared by the Board of Directors of the Company from time to time, will be paid as per the mandate registered with the Company or with their respective Depository Participant(s).
20. Members holding shares in physical form, who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other electronic means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account, by sending scanned copy of the following details/ documents to the Company at secretarial.malar@malarhospitals.in latest by July 19, 2024:
 - a) a signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions; and
 - iii) 11-digit IFSC Code;
 - b) self attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly;
 - c) self attested scanned copy of the PAN Card; and
 - d) self attested scanned copy of any document (such as AADHAR Card, Driving License, Election Identity Card, Passport) in support of the address of the member, as registered with the Company.

- e) For the members holding shares in demat mode, please update your Electronic Bank Mandate through your Depository Participant(s).

Further, members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividends as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs. Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

21. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz. Issue of duplicate securities certificate; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Further SEBI vide its circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/65 dated May 18, 2022 has simplified the procedure and standardised the format of documents for transmission of securities. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, as the case may be.
22. SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023 has mandated that with effect from April 01, 2024 dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is KYC complaint i.e. the details of PAN, contact details, mobile no. complete bank details and specimen signatures are registered.

In case of non-updation of PAN or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend / interest etc. shall be paid upon furnishing all the aforesaid details in entirety.

NOTICE (Contd.)

Further, in terms of SEBI Circular dated June 10, 2024, Non submission of 'choice of nomination' shall not result in freezing of Demat Accounts as well as Mutual Fund Folios. Securityholders holding securities in physical form shall be eligible for receipt of any payment including dividend as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these securityholders. However, existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them.

The aforesaid circular may be viewed at Company's website at www.fortismalarhospital.com

- 23.** The results on resolutions shall be declared on or before closing business hours i.e. 06:00 p.m. on Friday, August 2, 2024 at 3rd Floor, Tower A, Unitech Business Park, Block - F, South City 1, Sector – 41, Gurgaon, Haryana – 122001 and the same along with scrutinizer's report shall also be available on the website of the Company and on the website of NSDL and that of BSE. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.

NOTICE (Contd.)

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013)

Item No.4

The Members at the Twenty Eighth (28th) Annual General Meeting ('AGM') of the Company held on September 26, 2019, had approved appointment of B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W-100022) ('BSR'), as the Statutory Auditors of the Company to hold office from the conclusion of the Twenty Eighth (28th) Annual General Meeting until the conclusion of Thirty Third (33rd) Annual General Meeting of the Company to be held in the year 2024.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') based on the recommendation of the Audit Committee, propose to re-appoint BSR, as the Statutory Auditors of the Company, for the second term who shall hold office from the conclusion of Thirty Third (33rd) AGM till the conclusion of Thirty Seventh (37th) AGM of the Company to be held in the year 2028.

BSR have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The Company has in place a Policy for approval of services to be rendered by the Auditors ('Pre-Approval Policy') by the Audit Committee to ensure, inter alia, that the Statutory Auditors function in an independent manner.

Brief Profile of BSR & Co. LLP:

B S R & Co. ('the firm ') was constituted on 27 March 1990 as a partnership firm having firm registration no. as 101248W. It was converted into limited liability partnership i.e. B S R & Co. LLP on 14 October 2013 thereby having a new firm registration no. 101248W/W-1 00022. The registered office of the firm is at 14th Floor, Central B Wing and North C Wing, Nesco IT Park 4, Nesco Centre, Western Express Highway, Goregaon (East), Mumbai- 400063.

B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India.

B S R & Co. LLP is registered in Mumbai, Gurgaon, Bangalore, Kolkata, Hyderabad, Pune, Chennai, Chandigarh, Ahmedabad, Vadodara, Noida, Jaipur, Gandhinagar and Kochi.

B S R & Co. LLP has over 4000 staff, 140+ Partners.

B S R & Co. LLP audits various companies listed on stock exchanges in India including companies in the Healthcare sector.

Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under:

The fee proposed to be paid to BSR towards the statutory audit/ review of standalone and consolidated financial statements of the Company shall be ₹ 9.98 Lakhs plus fixed administrative charges of ₹ 49,812 of the fee. Out of pocket expenses based on actuals and taxes are additional.

- BSR was paid a fee of ₹ 9.98 Lakhs towards the statutory audit/review of standalone and consolidated financial statements of the Company for the financial year ended March 31, 2024 plus fixed administrative charges of 5% of the fee. Out of pocket expenses based on actuals and taxes are additional. Considering the additional efforts involved with increase in various regulatory and other compliances and adjustment for inflationary trends, the Board, based on the recommendation of the Audit Committee, recommends the aforesaid fee for FY 2024-25 to the members of the Company.

Note:

- a) The above fee is exclusive of fee ₹ 1.05 Lakhs paid for audit related services in relation to the subsidiary of the Company.
 - b) audit fee may be paid to the Auditors on a progressive billing basis as agreed between the auditors and the Company.
- The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors, in future.
 - Besides the statutory audit services, the Company would/ may also obtain various other audit related services,

NOTICE (Contd.)

certification work for various requirements and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board in consultation with the Audit Committee.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No.4 of the Notice for approval by the Members

Item No. 5

The members are informed that based on the recommendation of the Nomination & 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 Mr Ramesh L. Adige (DIN: 00101276) as Non-Executive Non-Independent Director of the Company w.e.f. May 06, 2024 for a period up to May 05, 2025.

Details of Mr Ramesh L. Adige 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. He shall be paid remuneration by way of fee for attending meeting(s) of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.

Further, pursuant to provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr Ramesh L. Adige.

Except Mr Ramesh L. Adige, 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.

Since the Company has recently sold its business & operations and various activities are in process such as distribution of dividend, finalization of accounts, audit etc. and Mr. Ramesh L. Adige is associated with the Company since long and therefore, the Board is desirous to continue him as a Non-Executive and Non-Independent Director till completion of aforesaid activities.

The Board of Directors of the Company recommends the resolution set out in **Item No. 5** in the accompanying Notice for approval by the Members as an Ordinary Resolution.

Item No. 6

The Board, on the recommendation of the Audit & Risk Management Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ended on March 31, 2024 as per the following details:

Name of the Cost Audit Firm	Amount (In ₹)
M/s Jitender, Navneet & Co, Cost Accountants	75,000/- (plus out of pocket expenses and taxes)

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit and Risk Management Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in this Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2024.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in this 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. 7

Mr Ravi Rajagopal was appointed as Independent Directors on the Board of the Company w.e.f. October 23, 2019 for a period of 5 years, pursuant to the approval of the members by postal ballot on June 13, 2020, in accordance with the provisions of Section 149, 150, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). They hold office as Independent Directors of the Company up to October 23, 2024 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

NOTICE (Contd.)

Further, Section 149 of the Act and provisions of the Listing Regulations, inter-alia, prescribe that an Independent Director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the Company and disclosure of such appointment in its Board's report. Further, section 149(11) provides that an independent director may hold office for up to two consecutive terms of 5 years each.

Accordingly, the Board, based on the performance evaluation of Mr Ravi Rajagopal and as per the recommendation of the Nomination & Remuneration Committee, considers that, given his background, experience and contributions made by him during his first tenure, the continued association of Mr Ravi Rajagopal, would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. Therefore, the Board of Directors in its meeting held on May 17, 2024 considered & recommended the re-appointment of Mr Ravi Rajagopal as Independent Director for a second term of 5 consecutive years, not liable to retire by rotation, with effect from October 23, 2024 upto and including October 22, 2029, for your approval. The details of Mr. Ravi Rajagopal is given in this notice in "**Annexure-I**".

Mr Ravi Rajagopal is not disqualified from being appointed as Director in terms of Section 164 of the Act and have given his consent to act as Director. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr Ravi Rajagopal for the office of Independent Directors of the Company. The Company has also received declarations from him that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Mr Ravi Rajagopal fulfills the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and is independent of the management.

He is not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority. Copy of draft letter of appointment of Mr Ravi Rajagopal setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr Ravi Rajagopal, being the proposed appointee, is interested in the above resolutions set out respectively at item no. 7 of

the Notice with regard to his reappointment. The relatives of Mr Ravi Rajagopal may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the resolution set out at item no. 7 of the Notice for approval by the members of the Company as Special Resolution.

Item No. 8

It is hereby informed that the members of the Company had appointed Mr Chandrasekar R. as Whole-time Director of the Company w.e.f. January 11, 2022 for a period of 3 consecutive years. Accordingly, his tenure as Whole-time Director will expire w.e.f. January 10, 2025.

Further, in terms of the provisions of Section 196, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (the Act) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the Company is required to appoint a Whole-time Director and Key Managerial Personnel.

Mr Chandrasekar is a B. Pharma from Dr. MGR Education & Research Institute – Madurai and MBA in Marketing & Finance from Indian Institute of Management - Kozhikode and also holds a Post Graduate Program in Business Analytics & Business Intelligence from Great Lakes Institute of Management, Chennai. He has over 23 years of work experience across companies like Sanofi, GSK Pharmaceuticals, Medtronic and Dr. Lal Pathlabs. In his last assignment with SRM Institute of Medical Sciences, he was designated as General Manager – Operations.

Mr Chandrasekar Ramaswamy has given his consent to act as a Whole-time Director of the Company and is not dis-qualified to be appointed as Whole-time Director as per the provision of the Act and SEBI LODR.

The Company has also received a notice in writing under the provisions of Section 160 of the Act, from a member proposing his candidature.

NOTICE (Contd.)

The above may be treated as written memorandum setting out the terms of re-appointment of Mr Chandrasekar Ramaswamy under Section 190 of the Act.

Mr Chandrasekar R., being the proposed appointee, is interested in the above resolutions set out respectively at item no. 8 of the Notice with regard to his reappointment. The relatives of Mr Chandrasekar R. may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations.

The Board recommends the resolution set out at item no. 8 of the Notice for approval by the members of the Company as Special Resolution.

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

Date: May 17, 2024
Place: Gurugram

**Sd/-
Srishty
Company Secretary**

NOTICE (Contd.)

ANNEXURE- I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2]

Sr. No.	Particulars	Mr Daljit Singh	Mr Ramesh L. Adige	Mr Ravi Rajagopal	Mr Chandrasekar R.
1)	Age	71 Years	73 Years	69 Years	49 Years
2)	Qualification	B. Tech, IIT Delhi 1974	B.E (Hons) from BITS Pilani & has a Post Graduate degree from the Faculty of Management Studies, Univ of Delhi.	Chartered Accountant from Institute of Chartered Accountants of India (ICAI), also Cost Accountant from Institute of Cost and Management Accountant of India Bachelor of Commerce - Madras University and completed the advanced Management Program at Harvard Business School.	B. Pharma from Dr. MGR Education & Research Institute - Madurai and MBA in Marketing & Finance from Indian Institute of Management - Kozhikode and also holds a Post Graduate Program in Business Analytics & Business Intelligence from Great Lakes Institute of Management, Chennai
3)	Brief Profile, Nature of Expertise and Capabilities for the Role	<p>Daljit Singh is a Strategy Advisor, Management Consultant, Mentor to Start-ups, and a Life and Executive Coach.</p> <p>He is currently Chairman-Fortis Malar Hospitals Ltd and Sahyadri Hospitals Pvt Ltd; he is also an Advisor to a number of organizations.</p> <p>During his tenure of 17 years with Fortis Healthcare, he has held the office of President, Chief Executive Officer and has led the Company's Strategy, Organizational Development and Projects Functions.</p>	<p>Mr Ramesh Lakshman Adige, Non-Executive Non-Independent Director has almost five decades of wide & in depth experience, in the areas of Banking & Insurance, Marketing, Branding, Consumer durables, Automotive industry, Pharma, Global Corp Comm and Healthcare. In addition, Ramesh is adept at EHS and MDG/ESG administration, CSR, Sustainability reporting, Intellectual property policy, Public affairs, Public Policy, & Higher Education. He was Ind Dir on the Board of Syndicate Bank & SUD Life and Fortis Healthcare. Ramesh was member of the BOG of the Indian Institute of Corporate Affairs.</p>	<p>Mr. Ravi Rajagopal is currently sitting as Non-Executive Director and is Audit Chair of Airtel Africa plc, UK, Chair of Fortis Healthcare, India. Advisor to CDPQ, the Canadian pension fund on their private equity side. Until 2023 the Vice Chair of Peabody Housing and previously, NED and Audit Chair of Vedanta plc till 2020. Advisor to a multinational FMCG business, Member of Corporate Advisory Board of Sanmar Group, India, a privately held chemicals and plastics business. Member of the Foundation Board of Trustees of the Science Museum.</p>	<p>He has over 24 years of work experience across companies like Sanofi, GSK Pharmaceuticals, Medtronic and Dr. Lal Pathlabs. In his last assignment with SRM Institute of Medical Sciences, he was designated as General Manager – Operations.</p>

ANNEXURE- I (Contd.)

Sr. No.	Particulars	Mr Daljit Singh	Mr Ramesh L. Adige	Mr Ravi Rajagopal	Mr Chandrasekar R.
		<p>Prior to joining Fortis, he was on the Board of Directors of ICI India, a subsidiary of the British Multinational, Imperial Chemicals Industry plc, as the Executive Director in charge of Human Resources, Manufacturing, External Relations and Communications. Amongst key responsibilities held at ICI India, he was the Chief Executive for Pharmaceuticals, Specialties and Catalyst businesses. He was member of the ICI Global Manufacturing Group, SSHE Excellence Group and the Global HR Forum. His key experience and achievements have been in the areas of developing progressive HR strategies and ensuring their implementation, organizational restructuring, building high performance culture and leading teams to deliver business value. He has successfully planned and executed significant change programs.</p> <p>Daljit is an acknowledged expert and thought leader in the domain of Healthcare.</p> <p>He has represented Fortis at Industry forums like the World Economic Forum, Nathealth, CII and FICCI and led several healthcare related committees. He has held the office of President of Nathealth (Healthcare Federation of India) and has been an active participant on the World Economic Forum platform and was on the Steering Boards constituted by the Forum to guide a number of major Global projects, including "Scenarios for Sustainable Health Systems", "The Healthy Living Charter", and "Health Systems Leapfrogging". He was on the Forum's Advisory Board on "The Economic Burden of Non-Communicable Diseases in India" and on the Global Agenda Council on Ageing. He is a mentor to a number of start-ups in Healthcare and has been a speaker at Indian and International forums on themes related to Leadership, Strategy and Healthcare.</p>	<p>He was Executive Director on the Board of Fiat India, and Ranbaxy. He was Chairman of the PHD Rural Development Foundation. He was President of the Governing Council of ARAI, Pune, the premier institute for validation, homologation & certification of all automotive and allied industries. Ramesh was also a member of the Governing Council of TA Pai Management Institute Manipal for 15 years. He was a Member of the National Pharmacopeia Commission & National Formulary of India. After finishing his terms on various boards, he continues to be on the Board of LIC Housing Finance Ltd, Union Bank of India Services Ltd and Fortis Malar Hospital Ltd. He is also Founder Member of the Bio Diversity Foundation of NCT of Delhi chaired by the Lt Governor of Delhi. Ramesh has worked, in leadership roles in highly regulated & complex industries, and in challenging geographies such as India, USA, Europe and Africa, with a successful track record of building and managing the Brand and company reputation. The focus always being on value creation and positive outcome for stakeholders. His other interests are- Natural history, Ornithology & Tree Planting.</p>	<p>This follows a 35-year career with two leading organizations, Diageo plc in London (1996-2015) and ITC, India's largest consumer business (1979-1995) with core experience set in Finance, Strategy, Operations and M&A. Controls and Risk.</p>	

ANNEXURE- I (Contd.)

Sr. No.	Particulars	Mr Daljit Singh	Mr Ramesh L. Adige	Mr Ravi Rajagopal	Mr Chandrasekar R.
		<p>A certified Life and Executive Coach, he works with Top Management and Promoters to enhance personal performance, effectiveness and fulfillment. He also leads and facilitates workshops on Strategy, Business Planning & Leadership. He has mentored and coached several leaders across sectors. He has supported, guided and worked with high performers and leaders across MNCs and Indian organizations.</p> <p>He is a trustee on the Boards of Ananda Sangha and the Sai Aasra Charitable Trust.</p> <p>With an outstanding track record in the field of athletics, his current interests include athletics, high altitude trekking, adventure sports, spirituality, music and reading.</p>			
4)	Experience	Over 45 Years	Almost five decades	Over 37 Years	Over 24 Years
5)	Directorships held in other Indian Companies as on date	Sahyadri Hospitals Private Limited	<ul style="list-style-type: none"> LIC Housing Finance Ltd UBI Services Limited 	<ul style="list-style-type: none"> Fortis Healthcare Limited Agilus Diagnostics Limited Fortis Hospitals Limited Agilus Pathlabs Private Limited Quoqo Technologies Private Limited 	-
6)	Memberships/ Chairmanships of committees of as on date (includes only Audit Committee and Stakeholders Relationship Committee)	<ul style="list-style-type: none"> Member of Stakeholder & Relationship Committee 	<ul style="list-style-type: none"> Member of Audit & Risk Management Committee 	<ul style="list-style-type: none"> Chairman of Audit & Risk Management Committee 	Member of Stakeholder & Relationship committee
7)	Shareholding in the Company	Nil			
8)	Relationship with other Directors and KMP's	There is no inter-se relationship between the directors who are seeking re-appointment at this meeting and other Directors/ KMP's of the Company.			
9)	Date of Appointment (Original)	December 24, 2014	February 19, 2008	October 23, 2019	January 11, 2022

Sr. No.	Particulars	Mr Daljit Singh	Mr Ramesh L. Adige	Mr Ravi Rajagopal	Mr Chandrasekar R.
10)	Terms and Conditions of Appointment	Pursuant to the provisions of Companies Act, 2013, Mr Daljit Singh is liable to retire by rotation	Pursuant to the provisions of Companies Act, 2013, Mr Ramesh L. Adige is appointed as Non Executive Non Independent Director liable to retire by rotation up to May 05, 2025	Pursuant to the provisions of Companies Act, 2013, Mr Ravi Rajagopal shall be re-appointed for second term of Five (5) years as Independent Directors of the Company. The terms and conditions of their appointment shall be governed by the letter of appointment to be issued by the Company.	Pursuant to the provisions of Companies Act, 2013, Mr Chandrasekar R. shall be re-appointed for second term of Three (3) years as Whole-Time Directors of the Company. The terms and conditions of their appointment shall be governed by the letter of appointment to be issued by the Company.
11)	Remuneration*	The Directors will be paid sitting fees for attending meeting of the Board of Directors and Committee thereof and/ or commission, if any approved by the shareholders from time to time.			As per letter of appointment to be issued by the Company.
12)	No. of Board Meetings Attended in FY 2023-24*	10	10	8	10

*Refer Report on Corporate Governance for more details.

INFORMATION AT A GLANCE

Particulars	Details
Day, Date and time of AGM	Wednesday, July 31, 2024 at 2:00 P.M. (IST)
Mode	Video conference/ other audio visual means
Participation through video conferencing	www.evoting.nsdl.com
Final Dividend Record Date	Friday, July 19, 2024
Final Dividend Payment Date	On or before August 29, 2024
Cutoff Date for e-voting	Thursday, July 25, 2024
E-voting start date and time	Saturday July 27, 2024 at 9:00 A.M. (IST)
E-voting end date and time	Tuesday, July 30, 2024 at 5:00 P.M. (IST)
Speaker Registration start date and time	Wednesday, July 10, 2024 at 9:00 A.M. (IST)
Speaker Registration end date and time	Friday, July 26, 2024 at 2:00 P.M. (IST)
Last date of sending questions	Sunday, July 28, 2024 at 2:00 P.M. (IST)
Name and Address and Contact details of e-voting service provider	<p>National Securities Depository Limited (“NSDL”) Trade World, A wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai – 400 013</p> <p>Ms Pallavi Mhatre Senior Manager – NSDL</p> <p>Contact Details: Email ids: pallavid@nsdl.co.in evoting@nsdl.co.in</p> <p>Helpline Nos.: (022) 4886 7000</p>
Name, address and contact details of Registrar and Share Transfer Agent	<p>M/s. KFIN Technologies Limited Selenium, Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal Hyderabad-500032</p> <p>Contact Details: Toll Free No.: 1-800 309 40 E-mail: einward.ris@kfintech.com</p>