

**Fortis Healthcare Limited**

Tower-A, Unitech Business Park, Block-F,  
South City 1, Sector – 41, Gurgaon,  
Haryana – 122 001 (India)

Tel : 0124 492 1033

Fax : 0124 492 1041

**Emergency : 105010**

Email : [secretarial@fortishealthcare.com](mailto:secretarial@fortishealthcare.com)

Website : [www.fortishealthcare.com](http://www.fortishealthcare.com)

**February 18, 2025**

**FHL/SEC/2024-25**

**The National Stock Exchange of India Ltd.**

**Scrip Symbol: FORTIS**

**BSE Limited**

**Scrip Code:532843**

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements Regulations, 2015)**

Dear Madam/Sir,

In compliance of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR), this is to inform you that the Company is sending the postal ballot notice to its members today i.e. February 18, 2025 for seeking their approval on the following proposals:

1. Approval of appointment of Mr. Leo Puri (DIN:01764813) as Director (an Independent & Non-Executive Director) of the Company.
2. To Recommend Payment of Commission/Remuneration to Chairman (Independent Director) Till March 31, 2027.
3. To consider Amendment in the Articles of Association of the Company.
4. Proposal for acquisition of Shrimann Hospital at Jalandhar City and transactions in relation thereto to be entered into by Fortis Hospotel Limited, Wholly Owned Subsidiary Company.
5. To consider raising debt through Fortis Hospotel Limited (“FHTL”), a wholly owned subsidiary of the Company for meeting funding requirements, largely to finance the acquisition of Shrimann Hospital and for its future growth/ capex requirements and to pledge, mortgage, hypothecate and/or create charge on any assets / properties of FHTL.
6. To consider amendment in the Articles of Association of Agilus Diagnostics Limited

Further, a copy of the Postal Ballot Notice along with Ballot Form is enclosed for kind reference.

This is for your information and records.

Thanking you,

Yours Sincerely,

For **Fortis Healthcare Limited**

**Satyendra Chauhan**

**Company Secretary & Compliance Officer**

**M. No. – A14783**

**Encl: as above**

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**FORTIS HEALTHCARE LIMITED**

Regd. Office : Fortis Hospital, Sector 62, Phase – VIII, Mohali – 160062  
Tel : 0172-5096001, Fax : 0172-5096221, CIN : L85110PB1996PLC045933



**FORTIS HEALTHCARE LIMITED**

**CIN: L85110PB1996PLC045933**

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

**Tel.: +91-172-5096001, Fax: +91-172-5096221**

**Email: [secretarial@fortishealthcare.com](mailto:secretarial@fortishealthcare.com)**

**Website: [www.fortishealthcare.com](http://www.fortishealthcare.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 Healthcare 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 resolutions appended herein below are proposed to be passed by the Members by way of Postal Ballot by giving their assent/dissent.

The Statement under Section 102(1) of the Act and other applicable provisions, if any, setting out the material facts and reasons for the resolutions are also appended herewith and are being sent to you along with the ‘Postal Ballot Form’ for your consideration.

Mr. Mukesh Agarwal of M/s Mukesh Agarwal & Co, Company Secretaries (C.P. No. 3851) has been appointed 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 [magarwalandco@gmail.com](mailto:magarwalandco@gmail.com) on or before the close of working hours **i.e. 05:00 p.m. IST on Thursday, March 20, 2025**. 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.fortishealthcare.com](http://www.fortishealthcare.com).

Further, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”) and provisions of Section 110 of the Act read with the Companies (Management and Administration), Rules, 2014 and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/conducting postal ballot process, vide various General Circulars issued by the Ministry of Corporate Affairs, the Company is pleased to offer e-voting facility for all the Members of the Company. For this purpose, the Company has entered into an agreement with M/s KFin Technologies Limited (formerly known as KFin Technologies Private Limited) (“**Kfintech**”) for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. **The Remote E-voting period commences from 9.00 a.m. (IST) on Wednesday, February 19, 2025 and ends at 5:00 p.m. (IST) on Thursday, March 20, 2025.** Please read carefully the instructions regarding e-voting as mentioned in notes to this Notice of Postal Ballot.

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

## **SPECIAL BUSINESS(ES):**

### **1. Approval of appointment of Mr. Leo Puri (DIN:01764813) as Director (an Independent & Non-Executive 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 Section 149, Section 150, Section 152, Section 160, Section 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other rules made there under and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “**Listing Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and basis the recommendation of the Nomination and Remuneration Committee of the Company and approval of the Board of Directors of the Company (“**Board**”), consent of the Members of the Company, be and is hereby accorded for the appointment of Mr. Leo Puri (DIN:01764813), who was appointed as an Additional Director (designated as an Independent and Non-Executive Director) by the Board with effect from December 27, 2024, and who has *inter-alia* submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as a Non-Executive and Independent Director, who shall hold the office for a first term of 5 (five) consecutive years commencing from December 27, 2024 up to December 26, 2029, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board (including any duly constituted Committee(s) of the Board thereof), be and is hereby authorized to settle all matters arising out of and incidental thereto, and to execute all documents, letters and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to aforesaid proposal.”

### **2. To Recommend Payment of Commission/Remuneration to Chairman (Independent Director) Till March 31, 2027**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 read with Schedule V and any other applicable provisions of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (“**Board**”), consent of the Members of the Company be and is hereby accorded to pay till March 31, 2027:

- (a) remuneration/commission up to INR 1,95,00,000/- (Indian Rupees One Crore Ninety-Five Lakhs only) per annum to the Chairman of the Board (in case Chairman is an Independent Director); or
- (b) aggregate remuneration/ commission (collectively, the commission payable to all the Non-executive Directors (including Independent Directors) up to 1% of the net profits of the Company plus taxes at applicable rate;

**whichever is higher**, in such proportions and in such manner as may be decided by the Board and / or any Committee thereof.

**RESOLVED FURTHER THAT** the said remuneration will be paid for a period of three (3) years with effect from April 1, 2024.

**RESOLVED FURTHER THAT** the Chairman of the Board (in case Chairman is an Independent Director) shall also be entitled for sitting fees for attending meeting(s) of the Board and Committee thereof, as permissible under the Act.

**RESOLVED FURTHER THAT** the Board (including any duly constituted Committee(s) of the Board thereof) be and are severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

**3. To consider Amendment in the Articles of Association of the Company.**

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

**“RESOLVED THAT** in accordance with the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the rules and notifications issued thereunder and other applicable regulations and guidelines issued by the Securities and Exchange Board of India (including without limitation the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as may be applicable) and all other provisions of applicable laws, if any, (in each case, including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to the Memorandum and Articles of the Company and subject to such other approvals as may be required, if any, of the relevant statutory, regulatory, or government authorities, the consent of the Members be and is hereby accorded to alter/ amend the Articles of Association of the Company in the following manner:

**(A) The following Article 89(3) be inserted after existing Article 89 (2):**

**89 (3). Nominee Directors**

**Notwithstanding anything to the contrary contained in these Articles, any financing company or body corporate or a financing corporation or credit corporation or a bank or any insurance corporation or debenture holders or debenture trustee or any person (each such financing company or body corporate or a financing corporation or credit corporation or a bank or any insurance corporation or debenture holders or debenture trustee or any person hereinafter referred to as “Financial Institutions”) providing any financial assistance or borrowing or subscribing to debentures issued by the Company (“Facilities”) to the Company shall be entitled to appoint, remove or replace from time to time, one or more nominee directors on the Board (“Nominee Directors”) as per the terms of the relevant loan agreements/ facility agreements / debenture trust deeds / financing documents / agreement executed from time to time in relation to such Facilities (“Financing Documents”) in case of the occurrence and subsistence of an event of default in accordance with the terms of the relevant Financing Documents and applicable laws. Such Nominee Directors appointed from time to time by such Financial Institutions shall have such rights and entitlements as may be contained in the relevant Financing Documents. The Nominee Director/s shall be entitled to the same rights and privileges and be subject to the same obligations as any other Director of the Company. Such Nominee Director may be removed from office at any time by the person in whom for the time being is vested the power under which he was appointed.**

**Subject to the provisions of the Companies Act, 2013 whenever the debenture trustee(s) nominate a person to be appointed as a director on the Board of the Company in exercise of its duties under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (together “SEBI Regulations”), as amended from time to time, the Board shall appoint such person as a Director.**

**The Nominee Director/s appointed under this Article shall be entitled to receive all notices of and attend all General Meetings, Board Meetings and the Meetings of the Committee of which the Nominee Director/s is/are member/s as also the minutes of such meetings. The relevant Financial Institution shall also be entitled to**

receive all such notices and minutes.

**The Company shall pay to the Nominee Director/s sitting fees and expenses to which the other Directors of the Company are entitled, but if any other fees, commission, moneys or remuneration in any form is payable to the Directors of the Company, the fees, commission, moneys and remuneration in relation to such Nominee Director/s shall accrue to the relevant Financial Institution and the same shall accordingly be paid by the Company directly to the relevant Financial Institution.**

**RESOLVED FURTHER THAT** the Board be and are hereby severally authorized, on behalf of the Company, to do and perform or cause to be done in relation to resolution above, all such acts, deeds, matters and things and to take all incidental and necessary steps or to do all such acts, and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalise all issues, questions or difficulties that may arise in this regard, and delegate all or any of the powers herein conferred to any officer(s)/authority(ies)/person(s) of the Company, without further referring to the board of directors or Members of the Company, including without limitation, making such submissions and filings as may be required to seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, modifying, amending, altering, revising, settling the terms and conditions, entering into and executing agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, and any other ancillary and incidental agreements, letters, deeds, instruments, documents, declarations, undertaking, covenants and other papers as may be required or necessary in connection with the above resolution, at their own discretion and in the best interest of the Company and to delegate all or any of the powers or authorities herein conferred to any director(s) or official(s) of the Company, or to engage any advisor, consultant, agent, legal advisor or intermediary, as may be deemed incidental to give effect to this resolution, for and on behalf of the Company.”

**4. Proposal for acquisition of Shrimann Hospital at Jalandhar City and transactions in relation thereto to be entered into by Fortis Hospotel Limited, Wholly Owned Subsidiary Company.**

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

**“RESOLVED THAT**, pursuant to the applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 or any other rules and notifications issued thereunder, Regulation 26 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and all other provisions of applicable laws and regulations including rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India (including without limitation of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015), and, other provisions of applicable laws, if any, (in each case, including any statutory modification or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to such approvals as may be required, if any, of the relevant statutory, regulatory, or government authorities, the consent of the Members be and is hereby accorded to the Board of Directors of Fortis Hospotel Limited (“**FHTL**” and “**FHTL Board**”), which term shall include any committee of Directors constituted by the FHTL Board, if any, to: (i) acquire the entire hospital business and operations together with the hospital building of Shrimann Superspecialty Hospital, situated at Jalandhar Pathankot Highway, Village Nurpur, Jalandhar (“**Shrimann Hospital**”), from Shriman Enterprises, a partnership firm (“**Shriman Enterprises**”) (through its partners), and its partners viz. Dr. Ved Prakash Sharma, Dr. Harmeet Paul Singh, Mrs. Aarti Bhatia and Dr. Deepali Marwaha (“**Partners**”) (Shriman Enterprises and Partners are hereinafter collectively referred to as “**Seller Group**”), as a going concern on a slump sale basis, for a consideration of INR 423.40/- Cr (Indian Rupees Four Hundred Twenty Three Crore and Forty Lakhs) (subject to customary closing adjustments as agreed in business transfer agreement), in accordance with the terms of the business transfer agreement entered into between *inter alia* FHTL and the Seller Group (“**Hospital Business and Building Transaction**”); (ii) acquire all that piece and parcel of land (on which Shrimann Hospital is situated) admeasuring approximately 3.1 acres situated at Jalandhar Pathankot Highway, Village Nurpur, Jalandhar from the Partners and Dr. Shubha Sharma for a consideration of INR 21.60/- Cr (Indian Rupees Twenty One Crore and Sixty Lakhs), subject to and in accordance with the terms of the agreement to sell and sale deed (“**Hospital Land Transaction**”); and (iii) acquire all that piece and parcel of vacant land

admeasuring approximately 2.38 acres situated at Village Nurpur, Tehsil Jalandhar 2, District: Jalandhar, Punjab from Dr. Shubha Sharma for a consideration of INR 16.90/- Cr (Indian Rupees Sixteen Crore and Ninety Lakhs only), subject to and in accordance with the terms of the agreement to sell and sale deed (“**Adjacent Land Transaction**”).

**RESOLVED FURTHER THAT** all actions, if any, previously taken by the Board of the Company and FHTL Board in connection with any matter referred to or contemplated in these resolutions, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the board of directors of the Company and FHTL, be and are hereby severally authorized to do and perform or cause to be done all such acts, deeds, matters and things and to take all incidental and necessary steps or to do all such acts, and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolutions, including without limitation, seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, settling the terms and conditions, questions or difficulties that may arise in this regard, and enter into, perform, execute and deliver any agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, and other ancillary and incidental agreements, letters, deed, instruments, documents, declarations, undertaking, covenants and other papers as may be required or necessary in connection with the Hospital Business and Building Transaction, Hospital Land Transaction and Adjacent Land Transaction (including without limitation business transfer agreements, agreements to sell, sale deeds etc.) and the above resolutions, at their own discretion and in the best interest of the Company and FHTL, and to delegate all or any of the powers or authorities herein conferred to any director(s) or official(s) of FHTL or any other person as may be decided by the Board of directors of the Company and/or FHTL, or to engage any advisor, legal advisor, consultant, agent or intermediary, as may be deemed incidental to give effect to this resolution.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the Hospital Business and Building Transaction, Hospital Land Transaction and Adjacent Land Transaction (*together*, “**Proposed Transactions**”) and foregoing resolutions, the Board of the Company and FHTL, be and are hereby authorized to delegate the powers/authority in favour of the any directors and/or officials of the Company and/or the officials/directors of FHTL: (i) to obtain necessary legal clarifications and finalize any open matters and outstanding documents in connection with the Proposed Transactions which are pending finalization; (ii) undertake the Proposed Transactions; (iii) finalize and authorize the execution, delivery and performance by the Company of any agreements, documents, letters, deeds, instruments, documents, declarations, undertaking, covenants and other papers as may be required or necessary in connection with the Proposed Transactions (including without limitation business transfer agreement, agreement to sell, sale deed etc.) (*collectively*, “**Documents**”); (iv) to negotiate, settle and finalize all issues, questions or difficulties that may arise in connection with the Proposed Transactions and Documents; (v) make any reporting, filings and submissions before any statutory, regulatory, governmental, judicial or local authority, in connection with the Proposed Transactions or the Documents; (vi) undertake execution and completing registration formalities before appropriate governmental and local authorities including without limitation in relation to: (A) the agreement to sell (if required) and sale deed in respect of Hospital Land Transaction; and (B) the agreement to sell (if required) and sale deed in respect of Adjacent Land Transaction; (vi) to appear or represent (including in-person) before any statutory, regulatory, governmental, judicial or local authority, on behalf of the Company and FHTL, including to make submissions / representations, furnish clarification/ information / documents on behalf of the Company and FHTL, as may be required or necessary; and (vii) engage any advisor, legal advisor, consultant, agent or intermediary, as may be deemed incidental to give effect to this resolution.”

- 5. To consider raising debt through Fortis Hospotel Limited (“FHTL”), a wholly owned subsidiary of the Company for meeting funding requirements, largely to finance the acquisition of Shrimann Hospital and for its future growth/ capex requirements and to pledge, mortgage, hypothecate and/or create charge on any assets / properties of FHTL .**

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

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with the rules and

notifications issued thereunder, Regulation 26 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, and all other provisions of applicable laws and regulations including the rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India, the provisions of the Foreign Exchange Management Act, 1999 (in each case, including any statutory modification or re-enactment(s) thereof for the time being in force), and in accordance with the Memorandum and Articles of Association of the Company, and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of the Company or the Board of Fortis Hospotel Limited (“FHTL”), a wholly owned subsidiary of the Company, consent of the Company be and is hereby accorded to the Board of the Company and the Board of FHTL, to borrow funds by way of availing loan, including term loans, non-fund based facilities, etc (hereinafter referred as “Facilities”) from bank / financial Institutions (hereinafter referred as “Lenders”), from time to time, in one or more series or tranches, for a value of up to INR 500 Cr. (Indian Rupees Five Hundred Crore Only) on such terms and conditions, as may be mutually agreed between the Lenders and FHTL, for purposes of meeting funding requirements for various strategic growth opportunities, acquisitions, and capital expenditure requirements of FHTL.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the board of FHTL, be and is hereby authorized to accept changes, modifications to any terms and conditions in respect of the Facilities and the above resolutions including but not limited to increase/decrease of tenor and/or sanctioned sub-limits of the Facilities, and increase/decrease of tenor and/or sanctioned sub-limits of any new facilities, finalization and approval of the document(s), creation of charges or securities for the purposes of the Facilities or such new facilities as may be availed by FHTL from time to time.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the above resolutions, the board of FHTL, be and is hereby authorized to pledge, mortgage, hypothecate and/or create charge on any assets / properties of FHTL, in favour of the Lenders, to secure the amount borrowed by way of Facilities, on such terms and conditions as may be determined by the Board and/or board of FHTL.

**RESOLVED FURTHER THAT** for the purposes of giving effect to the above resolutions, the Board of the Company and FHTL be and are hereby authorised to do and perform or cause to be done all such acts, deeds, matters and things, as may be required, including without limitation, making such submissions and filings, seeking requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, modifying, amending, altering, revising, settling the terms and conditions and executing agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, including but not limited to agreements with banks/financial institutions, in their own discretion and in the best interest of the Company and FHTL respectively deem fit and to settle all questions, difficulties or doubts that may arise in relation to these resolutions as they may in their absolute discretion deem fit without being required to seek further consent or approval or permission of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions, if any, previously taken by the Board of the Company and/or the Board of FHTL in connection with any matter referred to or contemplated in these resolutions, be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board of the Company and FHTL be and are hereby severally authorized, on behalf of the Company, to do and perform or cause to be done in relation to the resolutions above, all such acts, deeds, matters and things and to take all incidental and necessary steps or to do all such acts, and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolutions and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalise all issues, questions or difficulties that may arise in this regard, and delegate all or any of the powers herein conferred to any officer(s)/authority(ies)/person(s) of the Company and/or FHTL, without further referring to the board of directors or Members of the Company, including without limitation, making such submissions and filings

as may be required to seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, modifying, amending, altering, revising, settling the terms and conditions, entering into and executing agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, and any other ancillary and incidental agreements, letters, deeds, instruments, documents, declarations, undertaking, covenants and other papers as may be required or necessary in connection with the above resolution, at their own discretion and in the best interest of the Company and FHTL and to delegate all or any of the powers or authorities herein conferred to any director(s) or official(s) of the Company and/or FHTL, or to engage any advisor, consultant, agent, legal advisor or intermediary, as may be deemed incidental to give effect to this resolution, for and on behalf of the Company and/or FHTL.”

#### **6. To consider amendment in the Articles of Association of Agilus Diagnostics Limited**

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

**“RESOLVED THAT** pursuant to Regulation 26 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable regulations and guidelines issued by SEBI, each as amended, as well as any rules thereunder, including any statutory modifications or re-enactment(s) thereof for the time being in force to each of the foregoing and any other applicable laws and pursuant to the Memorandum and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the board of directors of the Company and Agilus Diagnostics Limited (“**Agilus**”), as the case may be, to modify, amend, alter, revise the Articles of Association of Agilus, as may be necessary for the purposes of eliminating the effect of the shareholders agreement dated June 12, 2012 (as amended from time to time) and aligning the articles of association of Agilus with the terms of the Companies Act, 2013, and to do all such acts, deeds, matters and things necessary, desirable and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the board of directors of the Company be and are hereby authorized, on behalf of the Company, to do and perform or cause to be done in relation to resolution above, all such acts, deeds, matters and things and to take all incidental and necessary steps or to do all such acts, and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalise all issues, questions or difficulties that may arise in this regard, and delegate all or any of the powers herein conferred to any officer(s)/authority(ies)/person(s) of the Company, without further referring to the board of directors or Members of the Company, including without limitation, making such submissions and filings as may be required to seek the requisite approvals, consents and permissions as may be applicable, finalizing, varying, modifying, amending, altering, revising and such other documents as may be deemed necessary and other papers as may be required or necessary in connection with the above resolution, at their own discretion and in the best interest of the Company and to delegate all or any of the powers or authorities herein conferred to any director(s) or official(s) of the Company, or to engage any advisor, consultant, agent, legal advisor or intermediary, as may be deemed incidental to give effect to this resolution, for and on behalf of the Company.”

**Date: February 7, 2025**

**Place: Gurugram**

**By Order of the Board  
For Fortis Healthcare Limited**

**Sd/-  
Satyendra Chauhan  
Company Secretary  
ICSI Membership No.- A14783**



## NOTES:

1. The Explanatory 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 provisions 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 various General Circulars, 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, February 14, 2025 ('Record Date/ Cut- off 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. A person who is not member as on the cut- off date should treat this Notice for information purposes only.
4. The Board of Directors has appointed Mr. Mukesh Agarwal of M/s Mukesh Agarwal & Co, Company Secretaries (C.P. No. 3851) as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
5. 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 Kfintech for facilitating e-voting to enable the shareholders to cast their votes electronically.
6. In view of the exemptions granted pursuant to General Circular Nos.14/2020, 17/2020, 20/2020, 21/2021, 10/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 14th December, 2021, 28th December 2022 and 25th September, 2023 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/DDHS/P/CIR/2023/0164 dated 12th May, 2020, 15th January, 2021, 5th January, 2023 and 6<sup>th</sup> October, 2023 respectively, issued by the Securities and Exchange Board of India ("SEBI Circulars").
7. You are requested to read carefully the instructions before exercising the vote and complete the E-voting on or before 5:00 p.m. (IST) on **Thursday, March 20, 2025. Voting shall not be allowed beyond the said date and time.**
8. The Company is offering only Remote E-voting facility to its Members to enable them to cast their vote. A Member has to carefully follow the instructions as given for E-voting. He/She can use the facility and log in any number of times till he/she has voted on the Resolution or till the end of the voting period, whichever is earlier.
9. **Voting through electronic means:**

In terms of the provisions of Section 108 of the Companies Act, 2013 (**the Act**) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice), the Company is providing facility to exercise votes on the item of business given in the Notice through electronic voting system only, to members holding shares as on **Friday, February 14, 2025 (End of Day)** being the Cut- off date fixed for determining voting rights of members, entitled to participate in the E-voting process, through the E-voting platform provided by Kfintech.

**10. The instructions for Remote E-voting are asunder:**

**Step 1:** Access to Depositories e-voting system in case of individual Shareholders holding shares in demat mode.

**Step 2:** Access to KFintech e-voting system in case of Shareholders holding shares in physical form and non-individual Shareholders in demat mode.

**Step 1:**

- i. Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode

Type of member	Login Method
Individual members holding securities in demat mode with NSDL	<p><b>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>.</li> <li>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. A new page will open. Enter the existing user id and password for accessing IDeAS.</li> <li>iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>v. Click on company name, i.e. ‘Fortis Healthcare Limited’, or e-voting service provider, i.e. KFintech.</li> <li>vi. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period.</li> </ol> <p><b>B. Instructions for those Members who are not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a>.</li> <li>iv. 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.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>vi. After successful authentication, members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on company name, i.e. Fortis Healthcare Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period.</li> </ol> <p><b>C. NSDL Mobile App</b></p> <ol style="list-style-type: none"> <li>i. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code for seamless voting experience.</li> </ol>

	<p>NSDL Mobile App is available on</p> <p>  App Store               Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
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Type of member	Login Method
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual members login through their demat accounts / Website of Depository Participant(s)	<p>A. <b>Instructions for login through Demat Account / website of Depository Participant</b></p> <ol style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against Fortis Healthcare Limited or KFintech.</li> <li>v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.</li> </ol>
<p><b>Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.</b></p>	
<p><b>Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL:</b></p>	

Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at no.: 022 - 48867000
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

## Step 2:

Method of login / access to KFintech's e-voting system in case of all members holding shares in physical mode and non-individual members holding shares in demat mode

Type of member	Login Method
Members whose email IDs are registered with the Company / Depository Participant(s)	<p>A. <b>Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</b></p> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> <li>i) Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a></li> <li>ii) Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.</li> <li>iii) After entering these details appropriately, click on "LOGIN".</li> <li>iv) Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the member to change their password and update their contact details viz. mobile number, email ID etc.</li> </ol>

Type of member	Login Method
	<p>on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</p> <ul style="list-style-type: none"> <li>v) Members would need to login again with the new credentials.</li> <li>vi) On successful login, the system will prompt the member to select the “EVEN”, viz., ‘Fortis Healthcare Limited’, and click on “Submit”.</li> <li>vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding as mentioned herein above. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.</li> <li>viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>ix) Members may then cast their vote by selecting an appropriate option and click on “Submit”.</li> <li>x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</li> <li>xi) Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution to the Scrutinizer through e-mail to <a href="mailto:magarwalandco@gmail.com">magarwalandco@gmail.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”.</li> </ul>
<p>Members whose email IDs are not registered with the Company / Depository Participant(s)</p>	<p>B. <b>Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:</b></p> <ul style="list-style-type: none"> <li>i) Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>.</li> </ul>
<p>Procedure for Registration of email and Mobile: securities in physical mode</p>	<p><b>Physical shareholders are hereby notified that based on SEBI Circular number:</b> SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated March 16<sup>th</sup>, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.</p> <p>ISR 1 Form can be obtained by following the link:  <a href="https://ris.kfintech.com/clientservices/isc/isrforms.aspx">https://ris.kfintech.com/clientservices/isc/isrforms.aspx</a>  ISR Form(s) and the supporting documents can be provided by any one of the following modes.</p>

- a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or  
 b) Through hard copies which are self-attested, which can be shared on the address below; or

Name	KFIN Technologies Limited
Address	Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

- c) Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html>

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

- i. Method for obtaining user id and password for members who have forgotten the User ID and password

<b>Members who have forgotten the User ID and password</b>	<p><b>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</b></p> <p>i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD&lt;space&gt;E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399        Example for NSDL: MYEPWD&lt;SPACE&gt;IN12345612345678 Example for CDSL: MYEPWD&lt;SPACE&gt;1402345612345678        Example for Physical: MYEPWD&lt;SPACE&gt; XXXX1234567890</p> <p>ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</p> <p>iii) Members may send an email request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</p> <p>iv) Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</p>
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- i. 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 <https://evoting.kfintech.com/public/Faq.aspx>. In case of any queries / concern / grievances, you may contact KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India, at email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com); 1-800-309-4001 (toll free).

(A) **General Instructions**

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

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

ii. **The Remote E-voting period commences from 9.00 a.m. (IST) on Wednesday, February 19, 2025 and ends at 5:00 p.m. (IST) on Thursday, March 20, 2025.** During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut-off date i.e. **Friday, February 14, 2025**, may cast their vote electronically. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.

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

iv. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed on the last date of voting i.e. on **Thursday, March 20, 2025**. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fortishealthcare.com](http://www.fortishealthcare.com) and also on the notice board placed at the Registered Office of the Company and on the website of KFintech.

v. To receive communication through electronic means, members are requested to kindly register/update their respective email address with their depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their respective e-mail address with KFintech [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or in case of any grievance connected with e-voting facility, contact to, Ms. Rajitha C, Vice President, Toll Free No. 1800 309 4001 at KFin Technologies Limited, Selenium Building B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana State, India.

11. The result of the Postal Ballot shall be declared by a person so authorized in this regard on or before **Monday, March 24, 2025, 10:00 p.m. (IST)** at the Corporate Office of the Company at Tower A, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 and also displayed on notice board of corporate office and of registered office of the Company and the resolution will be taken as passed effectively on the last date of voting, if the results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot shall be hosted on the website of the Company [www.fortishealthcare.com](http://www.fortishealthcare.com) and of Kfintech at <https://evoting.kfintech.com> and simultaneously communicated to the Stock Exchanges, where the securities of the Company are listed.

12. 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.

13. Relevant documents referred to in the Notice, if any, will be available for inspection by the Members at Registered/ Corporate Office of the Company on all working days between 2:00 P.M. (IST) to 5:00 P.M. (IST) up to the date of declaration of the result of Postal Ballot. A member may write to the Company

Secretary at [secretarial@fortishealthcare.com](mailto:secretarial@fortishealthcare.com) requesting supply of relevant documents referred in the Explanatory Statement. Further, any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company at [secretarial@fortishealthcare.com](mailto:secretarial@fortishealthcare.com).

**Date: February 7, 2025**  
**Place: Gurugram**

**By Order of the Board**  
**For Fortis Healthcare Limited**

**Sd/-**  
**Satyendra Chauhan**  
**Company Secretary**  
**ICSI Membership No.- A14783**



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

### Item No. 1:

In accordance with Section 149, Section 150, Section 152, Section 160, Section 161 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other rules made there under and the Articles of Association of the Company the Board of Directors of the Company (“**Board**”) in its meeting held on December 27, 2024, pursuant to the recommendation of Nomination and Remuneration Committee, has appointed Mr. Leo Puri (DIN:01764813) as an Additional Director (Independent & Non-Executive) of the Company w.e.f. December 27, 2024 for a period of five consecutive years i.e., up to December 26, 2029 and his office shall not be liable to retire by rotation

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), the office of Mr. Puri as an Independent Director shall be approved by the Members at the next general meeting of the Company or within a time period of three months from the date of his appointment, whichever is earlier

It is informed that Mr. Puri is neither disqualified from being appointed as an Independent Director in terms of Section 164 of the Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority. He has given his consent to act as Director and has also submitted the declaration of independence and other disclosures required under the Companies Act, 2013 and the Listing Regulations, 2015 and has successfully registered himself in the Independent Director’s Data Bank maintained by Indian Institute of Corporate Affairs. In the opinion of the Board, Mr. Puri fulfils the conditions as set out in Section 149(6) and Schedule IV of the Act and Listing Regulations and is thereby eligible for appointment as an Independent Director.

On the basis of his expertise, experience and skills which shall be beneficial for the Company, the Board based on the recommendation of the Nomination and Remuneration Committee recommends the appointment of Mr. Puri as an Independent Director.

The requisite details and information along with the brief profile of Mr. Puri, pursuant to Regulation 36(3) of the Listing Regulations, the Act and Secretarial Standards, as on the date of Notice, are provided under **Annexure-I**

None of the Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Puri and his 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 this resolution as set out in Item No. 1 as Special Resolution for approval by the Members.

### Item No. 2

The Members are informed that in the Annual General Meeting of the Company held on August 2, 2024, the Members of the Company had approved a resolution to remunerate:

(a) Independent Directors (present & future) upto INR 73,50,000/- (Indian Rupees Seventy-Three Lakhs and Fifty Thousand only) per annum and upto INR 94,50,000 (Indian Rupees Ninety-Four Lakhs and Fifty Thousand only) per annum to the Chairman of the board of directors of the Company (“**Board**”) (in case Chairman is an Independent Director); or

(b) commission upto 1% of the net profits of the Company,

whichever is higher, for a period of **three years** effective from April 1, 2024 in accordance with Section 197 of the Companies Act, 2013 (“**Act**”) read with Section II of Part II of Schedule V to the Act.

It is further informed that the Nomination and Remuneration Committee and the Board has recommended for consideration of the Members of the Company to approve the proposal to revise the existing remuneration/commission payable to the Chairman of the Board, as detailed hereunder:

- a. remuneration/commission up to INR 1,95,00,000/- (Indian Rupees One Crore Ninety-Five Lakhs only) per annum to the Chairman of the Board (in case Chairman is an Independent Director); or
- b. aggregate remuneration/ commission (collectively, the commission payable to all the Non-executive directors including Independent Directors) up to 1% of the net profits of the Company plus taxes at applicable rate;

***whichever is higher***, in such proportions and in such manner as may be decided by the Board and / or any Committee thereof.

It is further informed that the said remuneration /commission, if approved, will be valid and paid till March 31, 2027, considering the validity of existing remuneration of Independent Directors, which has been passed by the Members of the Company in their Annual General Meeting held on August 2, 2024 i.e. for a period of three (3) years with effect from April 1, 2024. In addition, all Non- Executive Directors including independent directors shall also be entitled for sitting fees for attending meeting(s) of the Board and Committee thereof, as permissible under the Act.

It is further informed that the remuneration/ commission payable to other Independent Directors except Chairman (if Chairman is an Independent Director), shall be payable according to the resolution passed by the Members in the Annual General Meeting held on August 2, 2024.

In terms of the requirements of Section II of Part II of Schedule V to the Act, the relevant information is furnished as under **Annexure-I**.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

Independent Directors, and their relatives, are interested in this resolution in so far as the same relates to their respective commission / remuneration. None of the Non-Executive Directors / Executive Director / Key Managerial Personnel of the Company, or their relatives, are interested, financially or otherwise, in this resolution.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends this resolution as set out in Item No. 2, as Special Resolution for approval by the Members.

### **Item No. 3**

Members may please note that Securities and Exchange Board of India had notified Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 on February 2, 2023. As per the said amendment, the Company shall ensure that its Articles of Association enables its board of directors (“**Board**”) to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of Regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board (“**Nominee Director**”), in case of event of default.

In order to make the Articles of Association of the Company comply with the above-mentioned requirements, the Articles of Association of the Company were previously amended to insert new clause 89(3) in relation to the appointment of Nominee Director. Article 89(3) is to be further amended to elucidate the specific right of the debenture trustee in view of the recent listed non-convertible debentures and to establish an obligation

of board specifically to appoint a nominee director upon nomination by a debenture trustee only in the event of default. Accordingly, appropriate language on the obligation of the board in terms of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 has been added. Pursuant to Section 14 of the Companies Act, 2013, the consent of the Members of the Company by way of a Special Resolution is required for amending the Articles of Association of the Company. Accordingly, this matter has been placed before the Members for approval.

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

The Board recommends this resolution as set out in Item No. 3, as Special Resolution for approval by the Members.

#### **Item No. 4**

Members of the Company are informed that it has been proposed to acquire Shrimann Superspecialty Hospital, situated at Jalandhar Pathankot Highway, Village Nurpur, Jalandhar (“**Shrimann Hospital**”). For effectuating the same, it has been proposed to acquire the entire business operations and assets concerning the Shrimann Hospital, as well as assets adjacent / related thereto. Accordingly, in connection with the aforesaid acquisition transaction: (i) the entire business operations in relation to the Shrimann Hospital (including the building of the Shrimann Hospital) are proposed to be acquired as a going concern, on a slump sale basis, from Shriman Enterprises, a partnership firm (“**Shriman Enterprises**”) (through its partners), and its partners viz. Dr. Ved Prakash Sharma, Dr. Harmeet Paul Singh, Mrs. Aarti Bhatia and Dr. Deepali Marwaha (“**Partners**”) (Shriman Enterprises and Partners are hereinafter collectively referred to as “**Seller Group**”); (ii) the land parcel on which the Shrimann Hospital is situated is proposed to be acquired from the Seller Group and Dr. Shubha Sharma; and (iii) land parcel adjacent to the Shrimann Hospital is proposed to be acquired from Dr. Shubha Sharma.

It is further informed that the Shrimann Hospital, situated on the Jalandhar-Pathankot Highway in Punjab, is a 228 bedded NABH accredited healthcare facility, and commenced its operations in 2018. The facility has the potential to add another 45 beds, taking the potential bed capacity to more than 270 beds. In addition, the adjacent land parcel provides an opportunity to add another 180+ beds in the future taking the overall potential capacity to 450+ beds. The acquisition is in line with the Company’s cluster-focused inorganic growth strategy and further bolsters Fortis’ network in the state of Punjab. It will also provide opportunities to leverage the benefits of scale and synergies given Fortis’ expanded presence in the region. For FY 2024-25 (basis annualized 9-month FY numbers) the hospital is expected to generate estimated revenues of ~INR 154 Crs with an EBITDA of ~INR 36 Crs.

Accordingly, FHTL proposes to execute: (i) a business transfer agreement to acquire the business operations of Shrimann Hospital (including *inter alia* the Shrimann Hospital building) from the Seller Group for a lumpsum consideration of INR 423.40/- Cr (Indian Rupees Four Hundred Twenty Three Crore and Forty Lakhs), (subject to customary closing adjustments as agreed in business transfer agreement) as a going concern on a slump sale basis; (ii) an agreement to sell and sale deed to acquire the land parcel on which Shrimann Hospital is situated from the Partners and Dr. Shubha Sharma for a consideration of INR 21.60/- Cr (Indian Rupees Twenty One Crore and Sixty Lakhs); and (iii) an agreement to sell and sale deed to acquire the land parcel adjacent to Shrimann Hospital from Dr. Shubha Sharma for a consideration of INR 16.90/- Cr (Indian Rupees Sixteen Crore and Ninety Lakhs). The overall consideration of the Proposed Transaction is INR 461.9 crores (excluding stamp duty and other regulatory costs).

For the purposes of the transaction, the Company had appointed a reputed external third party International Property Consultant (IPC) and has obtained an independent real estate valuation report.

Therefore, the present resolution for approval is put forward for the consideration of the Members of the Company.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, due to the 'offer period' of the mandatory takeover (owing to preferential allotment of approx. 31% of paid up share capital to Northern TK Ventures Pte Ltd) being currently ongoing, consent of the Members is required by way of a Special Resolution by postal ballot, to enable the above-mentioned actions.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Dr. Ashutosh Raghuvanshi and Mr. Indrajit Banerjee, and their relatives, who are common Directors, between the Company and FHTL, 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 this resolution set out in Item No. 4, as Special Resolution for approval by the Members.

#### **Item No. 5**

Members of the Company are informed that a proposal is being placed to raise debt through availing loan, including term loans, non-fund based facilities, etc ("**Facilities**"), from banks/financial institutions ("**Lenders**"), from time to time and in or more series or tranches by Fortis Hospotel Limited ("**FHTL**"), a wholly owned subsidiary of the Company. It is proposed that the funds raised by FHTL shall be *inter alia* utilized along with the internal accruals of FHTL, largely for the purposes of meeting funding requirements to finance the acquisition of Shrimann Hospital and for its future growth/ capex requirements..

The Facilities will be availed on such terms and conditions as may be mutually agreed between lenders and FHTL including inter-alia such terms as may be agreed in respect of pledge, mortgage, hypothecation and/or creation of charge on any assets / properties of FHTL, in favour of the Lenders in order to secure the amount borrowed by way of such Facilities.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, due to the 'offer period' of the mandatory takeover (owing to preferential allotment of approx. 31% of paid up share capital to Northern TK Ventures Pte Ltd) being currently ongoing, consent of the members would be required by way of a Special Resolution through postal ballot, to effect any material borrowing by FHTL and to alienate any material assets by way of encumbrance, outside the ordinary course of business. Given the nature of these abovementioned transactions (viz. raising of debt, creation of charges or security for the purposes of the Facilities), your approval is being sought as Special Resolution.

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

The Board recommends this resolution as set out in Item No. 5, as Special Resolution for approval by the Members.

#### **Item No. 6**

Members of the Company are informed that 31.52% of shareholding of Agilus Diagnostics Limited ("**Agilus**"), a material subsidiary of the Company, was collectively held by International Finance Corporation, NYLIM Jacob Ballas India Fund III LLC and Resurgence PE Investments Limited (collectively, the "**PE Investors**") pursuant to a shareholders' agreement dated June 12, 2012 (as amended from time to time) ("**Shareholders Agreement**"). The articles of association of Agilus were aligned with the Shareholders

Agreement to effectuate its provisions including but not limited to provisions in respect of the PE Investors' rights.

Further, Members of the Company are informed that the PE Investors have exited from Agilus pursuant to the Company's acquisition of 31.52% stake of Agilus, held by the PE Investors, as on January 17, 2025. As a result, the Company now holds 89.2% of the shareholding in Agilus.

Consequent to the exit of the PE Investors and termination of the Shareholders' Agreement, Part B of the existing articles of association of Agilus have ceased to be in effect from the date of the above acquisition. Accordingly, it is necessary to amend the articles of association of Agilus by omitting Part B from the existing articles of association of Agilus, as well as make other concomitant changes. Additionally, the articles of association of Agilus have been revised to align the provisions of Part-A thereof with the terms of Schedule I, Table-F of the Companies Act, 2013.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, due to the 'offer period' of the mandatory takeover (owing to preferential allotment of approx. 31% of paid up share capital to Northern TK Ventures Pte Ltd) being currently ongoing, consent of the Shareholders is required by way of a Special Resolution by postal ballot, to enable the above-mentioned actions.

The draft of the amended articles of association of Agilus are available for inspection by the Members at the registered address of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Dr. Ashutosh Raghuvanshi, Mr. Indrajit Banerjee, Ms. Suvalaxmi Chakraborty, Mr. Dilip Kadambi and Mr. Ashok Pandit and their relatives, who are common Directors, between the Company and Agilus, 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 this resolution set out in Item No. 6, as Special Resolution for approval by the Members.

**Additional information on directors recommended for appointment/reappointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards**

**Annexure-I**

**Details of Directors seeking appointment**

**(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, Section II of Part II of Schedule V to the Companies Act, 2013 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India)**

<b>S No.</b>	<b>Name of Appointee and DIN</b>	Mr. Leo Puri (DIN: 01764813)
<b>1.</b>	<b>Age</b>	64 Years
<b>2.</b>	<b>Qualification</b>	Masters in P.P.E. from University of Oxford and a Masters in Law from University of Cambridge.
<b>3.</b>	<b>Brief Profile, Skill &amp; Expertise in specific functional areas</b>	<p>Mr. Puri is an industry leader and financial sector veteran with four decades of experience. Most recently he served as executive chairman South &amp; South East Asia for JP Morgan Chase, late 2020 till the end of 2023.</p> <p>In March 2024 he accepted a role at Apax a global private equity firm, as senior advisor and Chairman, India.</p> <p>Mr. Puri spent several years with McKinsey &amp; Company, where he played different roles as a Senior Partner, in India, as well as across Asia and served on the Firm's partner election committees. From 2013-2018, Mr. Puri was with UTI Asset Management Company located in Mumbai, India. As the Managing Director and CEO, he led the transformation of India's oldest AMC, evolving from state owned to independent board managed institution. UTI AMC manages public listed Equity, fixed income, pensions, and alternative assets. He has also served as a Managing director and general partner of Warburg Pincus, based in Mumbai, 2007- 2012, with responsibilities for leading investments across sectors.</p> <p>Mr. Puri presently holds Board positions as an independent director at Tata Sons, (the holding company of the Tata group), Hindustan Unilever and Dr. Reddy's Laboratories. He previously held Board positions at Infosys Limited, Max New York Life/Healthcare/Bupa and Bennet &amp; Coleman, Northern Arc and BillDesk.</p> <p>He has served as Chairman of Association of Mutual Funds in India (AMFI) and served on several government and regulatory advisory committees.</p>
<b>4.</b>	<b>Directorships held in other Indian Companies as on date</b>	<ul style="list-style-type: none"> <li>• Dr. Reddy's Laboratories Limited</li> <li>• Hindustan Unilever Limited</li> <li>• Tata Sons Private Limited</li> </ul>
<b>5.</b>	<b>Memberships/Chairmanship of committees of companies as on date of postal ballot notice</b>	<p>Dr. Reddy's Laboratories Limited – Stakeholder Relationship Committee</p> <p>Hindustan Unilever Limited – Audit Committee</p>

	<b>(includes only Audit Committee and Stakeholders Relationship Committee)</b>	
<b>6.</b>	<b>Name of the listed entities from which the person has resigned in the past three years.</b>	None.
<b>7.</b>	<b>Shareholding in the Company including Shareholding as a Beneficial Owner</b>	As on the date of this notice, the director who is seeking appointment does not hold any shares in the Company.
<b>8.</b>	<b>Relationship with other Directors and KMP's</b>	There is no inter-se relationship between the director who is seeking appointment vide this postal ballot and other Directors/ KMP's of the Company.
<b>9.</b>	<b>Date of Appointment (Original)</b>	December 27, 2024
<b>10.</b>	<b>Terms and Conditions of Appointment</b>	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto.
<b>11.</b>	<b>Remuneration/Commission sought to be paid</b>	Sitting fee will be paid as per the Company's Policy and Commission will be paid as set out in Item No. 2
<b>12.</b>	<b>Remuneration last drawn</b>	Not Applicable
<b>13.</b>	<b>No. of Board Meetings attended in the FY 2024-25</b>	1 till February 07, 2025

**Date: February 7, 2025**

**Place: Gurugram**

**By Order of the Board  
For Fortis Healthcare Limited**

**Sd/-  
Satyendra Chauhan  
Company Secretary  
ICSI Membership No.- A14783**



**FORTIS HEALTHCARE LIMITED**

CIN: L85110PB1996PLC045933

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

**Tel.:** +91-172-5096001, **Fax:** +91-172-5096221

**Email:** [secretarial@fortishealthcare.com](mailto:secretarial@fortishealthcare.com), **Website:** [www.fortishealthcare.com](http://www.fortishealthcare.com)

**POSTAL BALLOT FORM**

**Serial No.:**

- (i) **Name and Registered Address of the sole / first named shareholder** :
- (ii) **Name of the Joint Shareholders (if any) :**
- (iii) **\*DP ID No./\*Client ID No./Registered Folio No.:**  
(\*Applicable to investors holding shares in dematerialized form)
- (iv) **Number of Shares held** :

I/We hereby exercise my/our vote in respect of the following resolution(s) to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated February 7, 2025 of Fortis Healthcare Limited (“Company”) by conveying / sending my / our assent or dissent to the said Resolution(s) by placing (✓) in the appropriate box:

S.No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1	Approval of appointment of Mr. Leo Puri (DIN:01764813) as Director (an Independent & Non-Executive Director) of the Company.			
2	To Recommend Payment of Commission/Remuneration to Chairman (Independent Director) Till March 31, 2027			
3	To consider Amendment in the Articles of Association of the Company.			
4.	Proposal for acquisition of Shrimann Hospital at Jalandhar City and transactions in relation thereto to be entered into by Fortis Hospotel Limited, Wholly Owned Subsidiary Company			
5.	To consider raising debt through Fortis Hospotel Limited (“FHTL”), a wholly owned subsidiary of the Company for meeting funding requirements, largely to finance the acquisition of Shrimann Hospital and for its future growth/ capex			



	<b>requirements and to pledge, mortgage, hypothecate and/or create charge on any assets / properties of FHTL .</b>			
6.	<b>To consider amendment in the Articles of Association of Agilus Diagnostics Limited</b>			

**Date:**

**Place:**

**\_\_\_\_\_  
Signature of the Shareholder**

## ELECTRONIC VOTING PARTICULARS

The e-voting facility is available at the link <https://evoting.kfintech.com/>. The electronic voting particulars are set out as follows

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD / PIN</b>

The e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
Wednesday, February 19, 2025 at 09:00 a.m. (IST)	Thursday, March 20, 2025 at 05:00 p.m. (IST)

*Notes:*

- 1. Please read the instructions printed below carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.*
- 2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer Thursday, March 20, 2025 up to 05:00 p.m. IST.*

### INSTRUCTIONS:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and the duly completed and signed Postal Ballot Form shall be sent via registered email id so as to reach the Scrutinizer via email at [magarwalandco@gmail.com](mailto:magarwalandco@gmail.com) on or before the close of working hours **i.e. 05:00 p.m. IST on Thursday, March 20, 2025.**
2. Consent must be accorded by placing a tick mark [✓] in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent to the resolution'
3. Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company/ RTA or Depository Participants, in respect of shares held in physical form or dematerialized form respectively. In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence, by the next named Member.
4. The votes of a Member will be considered invalid on any of the following grounds:
  - a. unsigned Postal Ballot Forms will be rejected;
  - b. if the Member's signature does not tally;
  - c. if the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
  - d. if the Postal Ballot Form is unsigned, incomplete or incorrectly filled;
  - e. if the Postal Ballot Form is defaced or mutilated such that it is difficult for the Scrutinizer to identify either, the Member, or the number of votes, or as to whether the votes are for 'Assent' or 'Dissent'.

5. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the relevant date, i.e. **February 14, 2025**.
6. The Scrutinizer's decision on the validity of the postal ballot shall be final.
7. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.
8. The Company is pleased to offer e-voting facility for all the Members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure of e-voting is enumerated in the Notes to the Postal Ballot Notice. Kindly note that the Members can opt **ONLY ONE MODE OF VOTING**, i.e. either by Postal Ballot form or E-voting. If you are opting for e-voting, then do not vote by Postal Ballot form and vice versa. However, in case Members cast their vote by Postal Ballot form and E-voting both, then vote cast through e-voting will be treated as valid.
9. The results of the Postal Ballot will be declared on or before **Monday, March 24, 2025, 10:00 p.m. (IST)** at the Corporate Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website at [www.fortishealthcare.com](http://www.fortishealthcare.com) for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company is listed.