

FMHL/SE/DEC'24

December 12, 2024

BSE Limited  
Department of Corporate Services  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001  
Scrip Code: 523696

**Subject: 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 on December 12, 2024 for seeking their approval on the following proposal:

- Appointment of the appointment of Ms. Suvalaxmi Chakraborty (DIN: 00106054), as an Non-Executive Independent Director of the Company.

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

This is for your information and record please.

Thanking You,

Yours Sincerely,  
For **Fortis Malar Hospitals Limited**

**Vinti Verma**  
**Company Secretary & Compliance Officer**  
**ICSI Membership No. A44528**

**Encl.: as above**

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**FORTIS MALAR HOSPITALS LIMITED**

Regd. Office: Fortis Hospital, Sector 62, Phase – VIII, Mohali – 160062 Tel: +91 172 5096001 Fax: +91 172 5096002

CIN: L85110PB1989PLC045948 Email: [secretarial.malar@malarhospitals.in](mailto:secretarial.malar@malarhospitals.in)

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

**FORTIS MALAR HOSPITALS LIMITED**

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**NOTICE OF POSTAL BALLOT**

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

Dear Member(s),

Notice is hereby given to the members of Fortis Malar Hospitals Limited (“the Company”) pursuant to Section 110 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions of law, 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 of law, if any, setting out the material facts and reasons for the resolutions are also appended herewith and are being sent to you for your consideration.

Mr. Mukesh Agarwal of M/s. Mukesh Agarwal & Co, Company Secretaries (C.P. No. 3851) has been appointed by the Board of Directors of your Company as the scrutinizer to scrutinize the Postal Ballot process (“Scrutinizer”) 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, Saturday, January 11, 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.fortismalarhospital.com](http://www.fortismalarhospital.com) and on the website of the stock exchange at [www.bseindia.com](http://www.bseindia.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) (“KTPL or 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 Friday, December 13, 2024 and ends at 5:00 p.m. (IST) on, Saturday, January 11, 2025.** Please read carefully the instructions regarding e-voting as mentioned in notes to this Notice.

**FORTIS MALAR HOSPITALS LIMITED**

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**Website: [www.fortismalarhospital.com](http://www.fortismalarhospital.com)**

Members having shares in demat form or in physical form may vote either by way of remote e-voting or by way of postal ballot forms

**SPECIAL BUSINESS:**

1. **Appointment of Ms. Suvalaxmi Chakraborty (DIN: 00106054), as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, and any other applicable provisions of the Companies Act, 2013, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 25 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company and based on the recommendation of Nomination & Remuneration Committee and Board of Directors of the Company, Ms. Suvalaxmi Chakraborty (DIN: 00106054), who was appointed as an Additional Director (Independent) by the Board of Directors with effect from October 1, 2024, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director and being eligible be and is hereby appointed as an Independent Director, not liable to retire by rotation, for a term of 5 consecutive years commencing from October 01, 2024 upto September 30, 2029.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**Date: November 05, 2024**  
**Place: Gurugram**

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

**Sd/-**  
**Vinti Verma**  
**Company Secretary**  
**Membership No: A44528**

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**NOTES:**

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Act 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 Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process, vide various general circulars, this Notice 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') or Central Depository Services (India) Limited ('CDSL') (collectively, the 'Depositories') and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on **Friday, December 06, 2024 ('Cut-off Date')**, subject to the notes set out below. It is however clarified that all Members of the Company as on the specified Cut-off 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, subject to the notes set out below. For this purpose, such Members may refer to the instructions. The members who are not the members as on cut off date should treat this notice for information purpose only.

3. The Board of Directors has appointed Mr. Mukesh Agarwal of M/s Mukesh Agarwal & Co, Company Secretaries (C.P. No. 3851) as the scrutinizer to scrutinize the voting process in a fair and transparent manner.

4. In compliance with provisions of Section 110 of the Act read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended ("SEBI Master Circular"), Rule 20 of the Companies (Management and Administration) Rules 2014, Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting and MCA Circulars (defined below), each, as amended, 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.

5. 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, 14<sup>th</sup> December, 2021, 28th December 2022 and 25th September 2023, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 12th May, 2020, 15th January, 2021, January 5th 2023, 06<sup>th</sup> October 2023 and September 19, 2024 respectively, issued by the Securities and Exchange Board of India ("SEBI Circulars"), the Company is not dispatching the printed Notice. The approval of Members is being sought through remote e-voting only.

6. 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 Saturday, January 11, 2025. Voting shall not be allowed after the aforesaid date and time.

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7. 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.

Members who have not registered their e-mail ID for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs, need to log on to <https://ris.kfintech.com/clientservices/postalballot/> to provide their email ID and they would get an email with the link to participate in the remote e-voting.

8. 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, December 06, 2024** (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.

9. The instructions for Remote E-voting are as under:

**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 and nonindividual shareholders in demat mode.

**Details on Step 1 are mentioned below:**

**Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p><b>1. User already registered for IDEAS facility:</b></p> <ul style="list-style-type: none"> <li>i. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Click on the "Beneficial Owner" icon under "Login" under 'IDEAS' section.</li> <li>iii. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".</li> <li>iv. Click on company name or e-Voting service provider and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul>

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	<p><b>2. User not registered for IDeAS e-Services</b></p> <p>i. To register click on link : <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></p> <p>ii. Select “Register Online for IDeAS” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii. Proceed with completing the required fields.</p> <p>iv. Follow steps given in points 1</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>i. Open URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></p> <p>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>iii. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>iv. Post successful authentication, you will be requested to select the name of the company and the name of the e-Voting Service Provider (ESP) i.e. KFintech.</p> <p>v. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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 cdsI website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p> <p>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-Votingpage 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.</p> <p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at cdsI website <a href="http://www.cdslindia.com">www.cdslindia.com</a></p>

**FORTIS MALAR HOSPITALS LIMITED**

	<p>and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <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.</p> <p>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> <p>After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e-Voting is in progress.</p>
<p><b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b></p>	<p>i. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>iii. Click on options available against company name or e-Voting service provider – Kfintech and you will be redirected to e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication.</p>

**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.

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
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 022-48867000

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

Securities held with CDSL	Please 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. <b>1800 22 55 33</b>
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**Details on Step 2 are mentioned below:**

**Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**(A) 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:**

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- 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 you are already registered with KFintech for evoting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your 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 you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it.  
It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” and click on “Submit”
- 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, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the 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.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

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- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [magarwalandco@gmail.com](mailto:magarwalandco@gmail.com) with a copy marked to [teammagarwalandco@gmail.com](mailto:teammagarwalandco@gmail.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name Event No.”

**(B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Postal Ballot Notice and remote e-voting instructions cannot be serviced, will have to follow the following process:**

- i. Members, who have not registered /updated their email addresses are requested to register / update the same in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032. Member may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of Form ISR-1 and self attested copy of PAN Card & Aadhar Card etc. Further, also send the original copy to KFinTech on above said address.
- ii. After due verification, KFinTech will forward your login credentials to your registered email address. Please follow all steps above (Detailed in Point A) to cast your vote by electronic means.
- xiii. The Scrutinizer will submit his report to the Company through email after completion of the scrutiny and result of the Postal Ballot will be declared on or before **Tuesday, January 14, 2025** at 5:00 p.m. (IST) and the Resolutions will be taken as passed if the result of E-voting indicate that the requisite majority of the Members have assented to the Resolution. The Scrutinizer’s decision on the validity of E- voting shall be final. As indicated earlier, the result will be published on the website of the Company [www.fortismalarhospital.com](http://www.fortismalarhospital.com) besides being notified to BSE Limited, where the Company's shares are listed. Result will also be posted on the Website of Kfintech <https://evoting.kfintech.com>

**(C) 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.

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

ii. **The Remote E-voting period commences from 9.00 a.m. (IST) on Friday, December 13, 2024, and ends at 5:00 p.m. (IST) on Saturday, January 11, 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, December 06, 2024**, 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 Saturday, January 11, 2025. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fortismalarhospital.com](http://www.fortismalarhospital.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 contact Mr. S V Raju, Rajitha C, Dy. 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.

10. The result of the Postal Ballot shall be declared by a person so authorized in this regard on or Before Tuesday, January 14, 2025 at Tower A, Unitech Business Park, Block F, South City-1, Sector- 41, Gurugram-122001 and also displayed on notice board of the 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.fortismalarhospital.com](http://www.fortismalarhospital.com) and of Kfintech at <https://evoting.kfintech.com> and communicated to the stock exchange, where the securities of the Company is listed, i.e. BSE Limited.

11. Those Members who have not yet got their equity shares dematerialized, are requested to contact any of the DP in their vicinity for getting their shares dematerialized.

12. Relevant documents referred to in the Notice, if any, will be available for inspection by the Members at Registered Office of the Company on all working days between 2:00 P.M. (IST) to 4:00 P.M. (IST) up to the date of declaration of the result of Postal Ballot. A member may write to the Company Secretary at [secretarial.malar@malarhospitals.in](mailto:secretarial.malar@malarhospitals.in) requesting supply of relevant documents referred in the Explanatory Statement. Further, any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company at [secretarial.malar@malarhospitals.in](mailto:secretarial.malar@malarhospitals.in).

**Date: November 05, 2024**

**Place: Gurugram**

**By Order of the Board**  
**Fortis Malar Hospitals Limited**  
Sd/-  
**Vinti Verma**  
**Company Secretary**  
**Membership No: A44528**

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**Website:** [www.fortismalarhospital.com](http://www.fortismalarhospital.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013**

**Item No. 1:- Appointment of Ms. Suvalaxmi Chakraborty (DIN: 00106054) as an Independent Director**

The members to be informed that based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) and the Articles of Association of the Company, Ms. Suvalaxmi Chakraborty (DIN: 00106054), has been appointed as an Independent Director of the Company with effect from October 01, 2024, not liable to retire by rotation and hold office for a period of five consecutive years from October 01, 2024 to September 30, 2029. The said appointment of Ms. Suvalaxmi is subject to the approval of the Shareholders of the Company through Special Resolution within three months from the date of her appointment.

The Company has received all statutory disclosures / declarations, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) Declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations,
- (iv) Declaration that he has not been debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any such authority.
- (v) Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

**The Skills, expertise & competence of Ms. Suvalaxmi are hereunder:**

She holds a bachelor’s degree in commerce from the University of Calcutta. She is a qualified Chartered Accountant. Previously, she worked with ICICI Bank Limited, Barclays Bank Plc. and State Bank of Mauritius Limited.

She also serves as a director on the board of various companies including Fortis Healthcare Limited, Espandere Advisors Private Limited, Agilus Diagnostics Limited, Kaleidofin Private Limited and Finreach Solutions Private Limited as the Managing Director.

Details of Ms. Suvalaxmi Chakraborty 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.

Accordingly, it is proposed to seek approval of Shareholders of the Company by way of a Special Resolution through Postal Ballot for the appointment of Ms. Suvalaxmi Chakraborty (DIN: 00106054) as an Independent Director on the Board of Directors of the Company to hold office for a period of five consecutive years from October 01, 2024 to September 30, 2029, not liable to retire by rotation.

**FORTIS MALAR HOSPITALS LIMITED**

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Further, pursuant to provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Ms. Suvalaxmi Chakraborty.

Except Ms. Suvalaxmi Chakraborty, 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.

The Board of Directors of the Company recommends the resolution set out in Item No. 1 in the accompanying Notice for approval by the Members as an Special Resolution.

**Date: November 05, 2024**  
**Place: Gurugram**

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

**Sd/-**  
**Vinti Verma**  
**Company Secretary**  
**Membership No: A44528**

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**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 the Directors seeking appointment**

**(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India)**

S.No.	Name of Appointee and DIN	Ms. Suvalaxmi Chakraborty (DIN: 00106054)
1.	Age	58
2.	Qualification	Bachelor's degree in commerce from the University of Calcutta & She is a qualified chartered accountant.
3.	Skill & Expertise.	Ms. Suvalaxmi Chakraborty is appointed as an Independent Director of the Company. She holds a bachelor's degree in commerce from the University of Calcutta. She is a qualified Chartered Accountant. Previously, she worked with ICICI Bank Limited, Barclays Bank Plc. and State Bank of Mauritius Limited. She also serves as a director on the board of various companies including Fortis Healthcare Limited, Espandere Advisors Private Limited, Agilus Diagnostics Limited, Kaleidofin Private Limited and Finreach Solutions Private Limited as the Managing Director
5.	Directorships held in other Indian Companies as on date	<ol style="list-style-type: none"> <li>1. Fortis Healthcare Limited</li> <li>2. Espandere Advisors Private Limited</li> <li>3. Agilus Diagnostics Limited</li> <li>4. Kaleidofin Private Limited</li> <li>5. FinReach Solutions Private Limited</li> </ol>
6.	Memberships/Chairmanship of committees of companies as on date of postal ballot notice (includes only Audit Committee and Stakeholders Relationship Committee)	Fortis Healthcare Limited – Audit Committee (member) Agilus Diagnostics Limited - Audit Committee (Chairperson)
7.	Name of the listed entities from which the person has resigned in the past three years.	None
8.	Shareholding in the Company including Shareholding as a Beneficial Owner	As on the date of this notice, the director who is seeking appointment do not hold any shares in the Company
9.	Relationship with other Directors and KMP's	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.

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10.	<b>Date of Appointment (Original)</b>	Proposed- October 01, 2024
11.	<b>Terms and Conditions of Appointment</b>	As per the resolution in Item no.1 of this Notice read with the explanatory statement thereto.
12.	<b>Remuneration</b>	Sitting fee will be paid as per the Company's Policy
13.	<b>No. of Board Meetings Attended in FY 2024-25</b>	Not Applicable

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**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 November 05, 2024 of Fortis Malar Hospitals 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.	Appointment of Ms. Suvalaxmi Chakraborty (DIN: 00106054) as an Independent Director			

Date

Place:

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

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**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

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

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

Commencement of e-voting	End of e-voting
Friday, December 13, 2024 at 09:00 a.m. (IST)	Saturday, January 11, 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 is Saturday, January 11, 2025 at 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 Saturday, January 11, 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;

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- 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. December 06, 2024.
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 Tuesday, January 14, 2025 at 05:00 p.m. at Tower A, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 as specified in the Postal Ballot Notice. The same will be hosted on the Company's website at [www.fortismalarhospital.com](http://www.fortismalarhospital.com) for information of the Members, besides being communicated to the Stock Exchange on which the shares of the Company is listed.

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