



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, **Website:** www.fortishealthcare.com

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting ("AGM") of Fortis Healthcare Limited will be held on **Monday, August 31, 2020 at 14:00 hours (IST)** through Video Conferencing ("VC") / Other AudioVisual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS: -

1. To consider and adopt the Audited Standalone Financial Statements of the Company together with Reports of the Board and Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the financial year ended on March 31, 2020.
2. To appoint Mr. Shirish Moreshwar Apte, who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS: -

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, Dr. Chi Keon Kelvin Loh (DIN: 08515101) be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013

("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, Mr. Heng Joo Joe Sim (DIN: 08033111) be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and in terms of Articles of Association of the Company, Dr. Farid Bin Mohamed Sani (DIN: 08646785) be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

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

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in

force) and in terms of Articles of Association of the Company, Mr. Dilip Kadambi (DIN: 02148022) be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

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

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Cost Records and Audit) Rules, 2014, remuneration of ₹ 350,000/- (Rupees Three Lacs Fifty thousand only) plus out of pocket expenses and taxes, being paid to M/s. Jitender, Navneet & Co., Cost Auditor appointed by the Board of Directors, to conduct the audit of the cost records of the Company, for the Financial Year ended March 31, 2020, be and is hereby ratified and confirmed.

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

8. 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 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and considering the recommendation of the Nomination and Remuneration Committee and Board of Directors, the consent of the Shareholders of the Company be and is hereby accorded to pay aggregate commission upto 1% of the net profits of the Company plus taxes at applicable rate, to all Independent Directors (present & future) of the Company, with effect from April 1, 2019 for a period of three (3) years, with such commission amount being in addition to the fees for attending the meetings of the Board and the Committees

of the Company and its subsidiary (ies), provided however that the aggregate remuneration including commission, paid to such Independent Directors together in a financial year shall not exceed 1% of the net profits of the Company computed in the manner laid down under the Act.

RESOLVED FURTHER THAT in case of inadequacy of profits sitting fees shall be paid as per Section 197 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

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

Date: July 29, 2020

Place: Gurugram

Sumit Goel

Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), for the matters which are unavoidable, are enclosed herewith and forms part of this Notice.
2. **General instructions for accessing and participating in the 24th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:**
 - a. In view of the outbreak of COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 24th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 24th AGM shall be the Registered Office of the Company.
 - b. In terms of the MCA / SEBI Circulars since the requirement of physical attendance of Members has been dispensed with, there is

no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for 24th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in 24th AGM through VC/OAVM Facility and e-Voting during 24th AGM.

- c. In line with the MCA Circulars and SEBI Circular, the Notice of 24th AGM will be available on the website of the Company at www.fortishealthcare.com, on the website of BSE Limited at www.bseindia.com, on website of National Stock Exchange of India Limited at www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.
- d. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- e. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation at 24th AGM through VC/OAVM Facility and e-Voting during 24th AGM.
- f. Members may join 24th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 13:30 p.m. IST i.e. 30 minutes before the time scheduled to start the 24th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 24th AGM.
- g. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of upto 2,500 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit and Risk Management Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend 24th AGM without any restriction on account of first-come-first-served principle.
- h. Attendance of the Members participating in 24th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on

General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at 24th AGM and facility for those Members participating in 24th AGM to cast vote through e-Voting system during 24th AGM.

3. Instructions for Members for Remote e-Voting are as under:-

- a. Remote e-Voting period will commence on August 28, 2020 (9:00 am IST) and end on August 30, 2020 (5:00 pm IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 24, 2020, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- b. A person who is not a Member as on the cut-off date should treat this Notice of 24th AGM for information purpose only.
- c. The details of the process and manner for remote e-Voting are explained herein below

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

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

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

IV. Your User ID details are given below:

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

V. Your password details are given below:

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

VI. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password click on:

- i. "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- ii. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- v. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- vi. Now, you will have to click on "Login" button.
- vii. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- I. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- II. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- III. Select "EVEN" of the Company.
- IV. Now you are ready for e-Voting as the Voting page opens.
- V. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and "Confirm" when prompted.
- VI. Upon confirmation, the message "Vote cast successfully" will be displayed.

VII. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

VIII. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

- d. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in or contact Mr. Amit Vishal, Senior Manager or Ms Pallavi Mhatre Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email IDs: evoting@nsdl.co.in or AmitV@nsdl.co.in or pallavid@nsdl.co.in or at telephone nos. : +91-22-24994360 or +91-22-24994545 who will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's email address secretarial@fortishealthcare.com.

4. Process for those Members whose email ids are not registered for procuring user id and password and registration of email ids for e-Voting on the resolutions set out in this Notice:

Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in 24th AGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending scanned copy of: i) a signed request letter mentioning your name, folio number and complete address; and ii) self attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, AADHAR Card) in support of the address of the Member as registered with the Company; to the email address of the Company secretarial@fortishealthcare.com.

In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning your name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self attested scanned copy of the PAN Card, to the email address of the Company secretarial@fortishealthcare.com.

5. Instructions for Members for participating at 24th AGM through VC/OAVM are as under:

Members will be able to attend the 24th AGM through VC/OAVM Facility through the NSDL e-Voting system at <https://www.evoting.nsdl.com> under shareholders login by using the remote e-Voting credentials and selecting the EVEN for the Company's 24th AGM. Please note that the Members who do not have User ID and Password for e-Voting or have forgotten User ID and Password may retrieve the same by following remote e-Voting instructions mentioned in the Notice of 24th AGM to avoid last minute rush. Further, Members can also use OTP based login for logging into the e-Voting system of NSDL.

- a. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting.
- b. Please note that Members connecting from mobile devices or tablets or through laptops etc connecting via mobile hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid technical glitches.
- c. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at 24th AGM, from their registered email address, mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach Company's email address secretarial@fortishealthcare.com atleast 72 hours in advance before the start of the meeting i.e. by August 28, 2020 by 14:00 hours IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
- d. Members, who would like to ask questions during 24th AGM with regard to the financial statements or any other matter to be placed at the 24th AGM, need to register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID number /folio number and mobile number, to reach the Company's email address secretarial@fortishealthcare.com atleast 72 hours in advance before the start of the 24th AGM i.e. by August 28, 2020 by 14:00 hours IST. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the 24th AGM, depending upon the availability of time.

- e. Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or shall be replied suitably, after the meeting by the Company.
- f. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 24th AGM through VC/OAVM Facility.

6. Instructions for Members for e-Voting during the 24th AGM are as under:

- a. Members may follow the same procedure for e-Voting during 24th AGM as mentioned above for remote e-Voting.
- b. Only those Members, who will be present in AGM through VC/OAVM Facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in AGM.
- c. The Members who have cast their vote by remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM Facility but shall not be entitled to cast their vote again.
- d. The helpline details of the person who may be contacted by the Member needing assistance with the use of technology, before or during the AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:
 - i. Mr. Amit Vishal, Senior Manager, NSDL at the designated email ID: evoting@nsdl.co.in or AmitV@nsdl.co.in or at telephone number :+91-22-24994360;
 - ii. Ms. Pallavi Mhatre, Manager, NSDL at the designated email ID: evoting@nsdl.co.in, pallavid@nsdl.co.in or at telephone number +91 22 2499 4545.

7. Other Guidelines for Members

- a. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- b. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut- off date of August 24, 2020.

- c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 24th AGM by email and holds shares as on the cut-off date i.e. August 24, 2020, may obtain the User ID and password by sending a request to the Company's email address secretarial@fortishealthcare.com. However, if you are already registered with NSDL for remote e-Voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.
- d. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- e. Mr. Ramit Rastogi, Company Secretary in Whole time Practice (C.P. No. 18465), has been appointed as the Scrutinizer to scrutinize remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.
- f. During 24th AGM, the Chairman shall, after response to questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- g. The Scrutinizer shall after the conclusion of e-Voting at the 24th AGM, first download votes cast at the AGM and thereafter unblock votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of total votes cast in favour or against, invalid votes, if any, and whether resolution(s) has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of 24th AGM, who shall then countersign and declare the result of voting forthwith.
- h. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.fortishealthcare.com and on the website of NSDL at

www.evoting.nsdl.com immediately after declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

8. Pursuant to the MCA Circulars and SEBI Circular, in view of prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of 24th AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for year 2019-20, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of 24th AGM and Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-

- a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address secretarial@fortishealthcare.com
- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

9. Notice of 24th AGM and Annual Report for the year 2019-20 including therein the Audited Financial Statements for the year, will be available on the website of the Company at www.fortishealthcare.com and the website of Stock Exchanges at BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com. The Notice of 24th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.

10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from concerned Depository Participant and holdings should be verified from time to time.

11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to

their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

12. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

Electronic copy of all documents referred to in the accompanying Notice of 24th AGM and Explanatory Statement shall be available for inspection in the Investor Section of website of Company www.fortishealthcare.com.

13. During 24th AGM, Members may access scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

14. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the AGM, are detailed in **Annexure-I** of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

15. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits companies to send soft copies of Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail address for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company's website - www.fortishealthcare.com.

16. The results on resolutions shall be declared on or before closing business hours i.e. 06:00 p.m. on Tuesday, September 1, 2020 at the Corporate office of the Company and the same along with scrutinizer's report shall also be available on the website of the Company and on the website of NSDL and that of BSE & NSE. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had appointed Dr. Chi Keon Kelvin Loh (DIN: 08515101) as an Additional Director of the Company with effect from September 28, 2019. Pursuant to Section 161(1) of the Act, Dr. Chi Keon Kelvin Loh holds office up to the date of this annual general meeting. Dr. Chi Keon Kelvin Loh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Dr. Chi Keon Kelvin Loh are provided in the "Annexure- I" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.

Further, pursuant to provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Dr. Chi Keon Kelvin Loh.

Except Dr. Chi Keon Kelvin Loh, being the appointee, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution as set out at Item No. 3 for approval of the members as an ordinary resolution.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had appointed Mr. Heng Joo Joe Sim (DIN: 08033111) as an Additional Director of the Company with effect from November 26, 2019. Pursuant to Section 161(1) of the Act, Mr. Heng Joo Joe Sim holds office up to the date of this annual general meeting. Further, Mr. Heng Joo Joe Sim is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Mr. Heng Joo Joe Sim are provided in the "Annexure-I" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company

Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.

Further, pursuant to provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Mr. Heng Joo Joe Sim.

Except Mr. Heng Joo Joe Sim, being the appointee, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution as set out at Item No. 4 for approval of the members as an ordinary resolution.

Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had appointed Dr. Farid Bin Mohamed Sani (DIN: 08646785) as an Additional Director of the Company with effect from December 30, 2019. Pursuant to Section 161(1) of the Act, Dr. Farid Bin Mohamed Sani holds office up to the date of this annual general meeting. Further, Dr. Farid Bin Mohamed Sani is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Dr. Farid Bin Mohamed Sani are provided in the "Annexure-I" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.

Further, pursuant to provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Dr. Farid Bin Mohamed Sani.

Except Dr. Farid Bin Mohamed Sani, being the appointee, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution as set out at Item No. 5 for approval of the members as an ordinary resolution.

Item No. 6

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1)

of the Companies Act, 2013 ("the Act") and the Articles of Association of the Company, had appointed Mr. Dilip Kadambi (DIN: 02148022) as an Additional Director of the Company with effect from June 4, 2020. Pursuant to Section 161(1) of the Act, Mr. Dilip Kadambi holds office up to the date of this annual general meeting. Further, Mr. Dilip Kadambi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Mr. Dilip Kadambi are provided in the "Annexure-I" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof and reimbursement of expenses for participating in the Board and other meetings.

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

Except Mr. Dilip Kadambi, being the appointee, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any.

The Board of Directors recommends the resolution as set out at Item No. 6 for approval of the members as an ordinary resolution.

Item No. 7

The Board of Directors, on the recommendation of the Audit and Risk Management Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of cost records of the Company, for the Financial Year ended March 31, 2020 as per the following details:

Name of the Cost Audit Firm	Amount (In Rupees)
M/s. Jitender, Navneet & Co.	3,50,000 (plus out of pocket expenses and taxes)

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit and Risk Management Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2020.

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

The Board of Directors recommends the resolution as set out at Item No. 7 for the approval of the Members as an Ordinary Resolution.

Item No. 8

The members are informed that the Independent Directors currently on the Board of the Company have not, across the course of the previous financial year (and since their appointment), received any remuneration, apart from sitting fees – in light of the financial situation then prevailing in the Company. Further, such Independent Directors have also not, to date, received any remuneration, apart from the sitting fees, in the present financial year. However, the financial position of the Company has improved over the course of the past financial year with the Independent Directors making valuable contributions in the recovery of the same. Considering the rich experience and expertise brought to the Company by Independent Directors and in appreciation of their contribution and services being rendered to the Company, it is proposed to remunerate by way of commission upto 1% of the net profits of the Company plus taxes at applicable rate, to all Independent Directors (present & future) of the Company, with effect from April 1, 2019 for a period of three (3) years, with such commission amount being in addition to the fees for attending the meetings of the Board and the Committees of the Company and its subsidiary (ies), provided however that the aggregate remuneration, including commission, paid to such Independent Directors together in a financial year shall not exceed 1% of the net profits of the Company computed in the manner laid down under the Companies Act, 2013.

The said remuneration to Independent Directors shall be exclusive of sitting fee paid/payable to them for attending meetings of the Board and its Committees of the Company and its subsidiary(ies) and in case of inadequacy of profits sitting fees shall be paid as per Section 197 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

The Board of Directors recommends the resolution as set out at Item No. 8 for the approval of the Members as a Special Resolution.

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

**Date: July 29, 2020
Place: Gurugram**

**Sumit Goel
Company Secretary**

Annexure-1

Details of Director seeking appointment/ re-appointment, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings are given below:

S. No.	Particulars	Mr. Shirish Moreshwar Apte	Dr. Chi Keon Kelvin Loh	Mr. Heng Joo Joe Sim	Dr. Farid Bin Mohamed Sani	Mr. Dilip Kadambi
1.	Age	67 years	46 years	48 years	44 years	45 years
2.	Qualification	Bachelor of Commerce from Calcutta University and Master of Business Administration from London Business School and Chartered Accountant from the Institute of Chartered Accountants of England & Wales.	Bachelor of Medicine and Bachelor of Surgery and a Master of Business Administration from the National University of Singapore.	Bachelor of Arts in Electronic and Information Science from Cambridge University and holds a Masters in Public Administration from Harvard University.	Bachelors and Masters in Chemical Engineering and PhD in Chemical Engineering, all three from University of Cambridge.	Bachelor of Commerce - Madras University, India and Post Graduation Diploma in Business Administration from Institute of Chartered Financial Analysts of India ("ICFAI").
3	Brief Profile and Nature of Expertise.	Mr. Shirish Moreshwar Apte was appointed to the board of IHH Healthcare Berhad in September 2014. He is currently also the Independent Non-Executive Chairman of Pierfront Mezzanine Fund Pte Ltd. He concurrently serves on several boards of directors including Commonwealth Bank of Australia, the Supervisory Board of Bank Handlowy, Poland and Fullerton India Credit Company Limited. Prior to his retirement from Citigroup in 2014 as Chairman of Asia Pacific Banking, Shirish had built up an impressively extensive 32-year career with Citibank/Citigroup. He held numerous positions with Citibank/Citigroup serving in Singapore (2011-2013), Hong Kong (2009-2011), London (2003-2009), Poland (1997-2003) and London (1993-1997). He also supervised operations in the emerging markets covering Central and Eastern Europe, Middle East, Africa ("CEEMEA") and Asia Pacific. He was appointed head of Citi's Corporate and Investment bank in India, Chief Executive Officer ("CEO") for Citibank Poland, and regional CEO first for CEEMEA and then Asia Pacific. Mr. Shirish was also a member of Citigroup's Executive and Operating committees from 2008-2012 and the Group's Business Practices committee. He began his career in the banking division of Citibank India in 1981.	Dr Kelvin Loh took the helm of IHH Healthcare as Chief Executive Officer (Designate) and Executive Director on 1 July 2019 before becoming Managing Director and Chief Executive Officer on 1 January 2020. With a clear focus on trust and transparency, he sets the strategic direction and leadership for IHH's global healthcare services network. An experienced healthcare executive with strong track record of delivery, Dr Loh has extensive experience in leading large healthcare businesses, building relationships with stakeholders, managing hospital operations, financial management and developing people. He is also deeply familiar with the healthcare operating context in different countries across Asia. Prior to joining IHH Healthcare, Dr Loh was with Columbia Asia Group where he oversaw its healthcare business comprising 28 hospitals across four countries in Asia as Chief Executive Officer since 2017. Dr Loh spent the early years of his career as a practising general physician. Driven by a passion for healthcare systems improvement, he embarked on the management track in the public healthcare sector and widened his healthcare portfolios to include clinical services development, hospital planning and hospital management. In 2008, he joined IHH Healthcare where he served nine years in numerous senior management roles, including as Chief Executive Officer of Singapore Operations Division where he steered the group's integrated healthcare businesses in Singapore.	As the Chief Executive Officer of Malaysia Operations Division, Joe Sim provides strategic direction and leadership for Parkway Pantai's integrated healthcare businesses in Malaysia, which includes a network of 15 Gleneagles and Pantai hospitals and ancillary services such as Pantai Integrated Rehab and Pantai Premier Pathology. Joe has more than 17 years' experience in the healthcare industry and was the winner of the Leading CEO Award by Singapore Human Resources Institute in 2014. Prior to joining Parkway Pantai in June 2017, he was Group Deputy Chief Executive of National University Healthcare System in Singapore, where he had also served as Chief Operating Officer and Chief Executive Officer of National University Hospital. He also held the roles of Chief Corporate Development Officer, acting Chief Information Officer and acting Chief Executive Office for new ventures with the National Healthcare Group in Singapore. Joe began his career with the Singapore Administrative Service, building up a robust portfolio at the Ministry of Finance, Community Development Council and Ministry of Defence. In 2000, he founded a company that developed business-to-business trading hubs before joining the private sector where he was responsible for developing thought leadership, concepts and innovations on next-generation revenue agency for Accenture. Between 2008 and 2015, Joe was also an adjunct lecturer at Nanyang Business School, during which he was recognised with a Teacher of the Year Award. He is now an Adjunct Associate Professor at the National University of Singapore's School of Public Health and Business School.	Dr Farid Appointed to the Board of IHH Healthcare Berhad (IHH) in November 2019, Dr Farid bin Mohamed Sani is the Head of Telecommunications of Khazanah Nasional Berhad (Khazanah). He also serves on the Board and Board Committees of IHH subsidiaries. Dr Farid re-joined Khazanah in December 2018 after serving as Chief Strategy Officer of UEM Group. Prior to that, Dr Farid was with Telekom Malaysia Berhad from 2012 to 2017. Dr Farid first joined Khazanah in July 2004 until 2011. Prior to joining Khazanah, Dr Farid was previously a consultant at McKinsey & Co.	Mr. Dilip Kadambi has over 24 years of leadership experience in various multinational organisations across both financial and healthcare institutions. Extensive experience with a variety of skillsets in areas such as investor relations, capital raising, corporate finance, strategy & business development, change management, mergers & acquisitions, financial reporting, revenue cycle management, group procurement and healthcare operations. He held senior positions with Columbia Asia Healthcare, Singapore & Malaysia, Standard Chartered Bank, Singapore, CIMB Bank Berhad Kotak Mahindra Capital Company etc. He began his career in Kotak Mahindra Capital Company in 1997.