



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 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.

Your approval by Postal Ballot is sought for the enclosed resolutions. 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 is being sent to you along with the ‘Postal Ballot Form’ for your consideration.

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

You are requested to carefully read the instructions printed on the postal ballot form attached hereto, fill up the postal ballot form, give your assent or dissent on the resolutions at the end of the postal ballot form and return the duly completed and signed postal ballot form via registered email id (no other form is permitted) so as to reach the Scrutinizer via email at rastogiassociates7@gmail.com on or before the close of working hours **i.e. 17:00 Hours IST on June 28, 2020**. 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.

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

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

SPECIAL BUSINESS(ES):

1. Approval for entering into a Material Contract by Fortis Malar Hospitals Limited, a step-down subsidiary 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 Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with the applicable provisions of Companies Act, 2013 and the rules thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force to each of the foregoing and pursuant to the Memorandum and Articles of Association of the Company, and subject to the requisite approvals, 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 the Company (hereinafter referred to as “Board”, which term shall include any committee of directors constituted by the Board) and of Fortis Malar Hospitals Limited (“FMHL”) to enter into a contract for Inter Corporate Loan (between the Company and FMHL) for an amount up to INR 35 Crores in one or more tranches (Rupees Thirty Five Crores) provided that the principal amount of the loan over the period three years will not exceed Rs. 35 Crores, on such terms and conditions at a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, as may be mutually agreed between the parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required to give effect to this resolution, including without limitation, seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, settling the terms and conditions and executing agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, in its 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 other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed incidental to give effect to this resolution.”

2. Approval for waive off service fee payable to BT entities as described herein below and amendment in any of the terms and conditions of Hospital and Medical Services Agreement (HMSA), including termination thereof.

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with the applicable provisions of Companies Act, 2013 and the rules thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force to each of the foregoing and pursuant to the Memorandum and Articles of Association of the Company, and subject to the requisite approvals, if any, of the relevant statutory, regulatory or government authorities, the consent of the Members be and is hereby accorded to seek waiver of fees payable to International Hospitals Limited / Fortis Hospotel Limited / Escorts Heart and Super Speciality Hospital Limited / Fortis Health Management limited, ‘wholly-owned subsidiaries’ (directly or indirectly) collectively called as “BT Entities” including Service Fee under the Hospital and Medical Services Agreements (HMSAs) executed between inter-alia various entities namely Fortis Healthcare Limited (the Company) / Fortis Hospitals Limited / Fortis Malar Hospitals Limited (Operating Entities) and BT Entities and to amend and waive of terms and conditions of the HMSAs with effect from April 1, 2020 including terminating the said HMSAs.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required to give effect to this resolution, including without limitation, seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, settling the terms and conditions and executing agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, in its 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 other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed incidental to give effect to this resolution.”

3. Approval of Appointment of Ms. Shailaja Chandra (DIN: 03320688) as an Independent Director of the Company.

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

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

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

4. Approval for further Investment in Wholly Owned Subsidiary Companies of the Company viz Escorts Heart Institute and Research Centre Limited (EHIRCL), Hiranandani Healthcare Private Limited (HHPL) and Fortis Hospitals Limited (FHsL).

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

“RESOLVED THAT pursuant to the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 read with the applicable provisions of Companies Act, 2013 and the rules thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or re-enactment(s) thereof for the time being in force to each of the foregoing and pursuant to 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, consent of the members be and is hereby accorded to invest up to INR 300 Crores (Rupees Three Hundred Crores only), in one or more tranches in the following wholly-owned subsidiary Companies (directly or indirectly):

S.No	Name of the Entity	Estimated Amount (INR in Crores)
1.	Escorts Heart Institute and Research Centre Limited (EHIRCL)	50.00
2.	Hiranandani Healthcare Private Limited (HHPL)	50.00
3.	Fortis Hospitals Limited (FHsL)	200.00
Total		300.00

representing such number of Equity Shares, Fully/ Partly/ Optionally Convertible/ Redeemable Preference Shares and/or Debenture , or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/ or combination of instruments (hereinafter collectively referred to as the “**Securities**”), at such time or times, at such price or prices, at a fair value as may be determined, in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be decided and deemed appropriate by the Board of Directors (including any Committee thereof), without being required to seek any further approval of the Members.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution Board of Directors (including any Committee thereof) be and is hereby authorized to determine the form, terms and timing of the proposed investment, including determination of investment methodology, subscription price, accept/ acknowledge/ sign any proposal and/ or letter of offer or such other document as may be received from the subsidiary companies in the interest of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to modify, reapply, redo, make necessary changes, approach and to do all requisite filings/ resubmission of any documents(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. would be provided by any appropriate authority.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), be and is hereby authorized to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, 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 proposed investment.”

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

**Date: May 26, 2020
Place: Delhi**

**Sd/-
Sumit Goel
Company Secretary
Membership No: F6661**

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is enclosed herewith and forms part of this Notice.
2. As per Section 110 and other applicable provision of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ('Rules') and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 on account of COVID-19 ('MCA Circulars'), this Notice along with the Postal Ballot Form is being sent only by e-mail to all the members, whose e-mail ID is registered with the Company or with the National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') ('Depositories') and whose name appear in the register of members/ list of beneficial owners as received from the Depositories as on **Friday, May 22, 2020 ('Record Date')**. It is however, clarified that all members of the Company as on the Record Date (including those members who may not have received this Notice due to non-registration of their e-mail IDs with the Company or the Depositories) shall be entitled to vote in relation to the resolution specified in this Notice in accordance with the process specified in the Notice. For this purpose, such members may refer to the instructions.
3. The Board of Directors has appointed Mr. Ramit Rastogi of Ramit Rastogi & Associates, Practicing Company Secretaries (C.P. No. 18465) as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), Rule 20 of the Companies (Management and Administration) Rules 2014, as amended upto date, Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") and MCA Circulars, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The Board of Directors of the Company has appointed KTPL for facilitating e-voting to enable the shareholders to cast their votes electronically.
5. Due to non-availability of postal and courier services and further exemption granted by Ministry of Corporate Affairs for dispatch of physical postal ballot, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope to the shareholders for this Postal Ballot. To facilitate shareholders to receive this notice electronically and cast their vote electronically, the Company has made arrangement with KTPL, Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:
 - a) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be serviced may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg>. In case of any queries, shareholder may write to einward.ris@kfintech.com.
 - b) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure. The Company has

subscribed to email updation facility from National Securities Depository Limited (NSDL), wherein NSDL have sent messages (SMS) to the shareholders of the Company as per their records as on **April 10, 2020** on the registered mobile numbers to enable them to register their email ID's.

- c) Those shareholders who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.

The instructions for Members opting for E-voting are as under:

In case of Member(s) receiving e-mail from KTPL:

- a. **For Members whose email address is registered** - open the attached PDF file "FortisHealthcareVoting.pdf" by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User Id" and "Password" for e-voting;

- b. **For Members who have not registered their email ids:**

In light of the MCA Circulars, shareholders who have not registered their email address and in consequence could not receive the e-voting notice may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited (KTPL), by clicking the link: <https://karisma.kfintech.com/emailreg> or by sending an email to the Registrar and Transfer Agent KTPL at evoting@karvy.com or to the Company at secretarial@fortishealthcare.com and following the registration process as guided thereafter. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com.

- c. Please note that the password is an initial password;
- d. Open internet browser by typing the URL: <https://evoting.karvy.com>;
- e. Click on Member- Login;
- f. Put user ID and password as initial password noted in step (a) above and click Login;
- g. Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of atleast one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- h. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
- i. Select "EVEN" (i.e. E-Voting Event Number) of Fortis Healthcare Limited;
- j. Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on **Saturday, May 30, 2020 at 1000 Hours and ends on Sunday, June 28, 2020 at 1700 Hours**. The e-voting module shall be disabled by KTPL for voting on **Sunday, June 28, 2020 at 1700 Hours IST**. For the avoidance of doubt, it is hereby clarified that the voting shall not be allowed beyond the said date and time;

- k. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted. Upon confirmation, the message “Vote cast successfully” will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote;
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (in PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at rastogiassociates7@gmail.com with a copy marked to secretarial@fortishealthcare.com and evoting@karvy.com;
 - m. In case Members desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortishealthcare.com or by obtaining duplicate form from the Company’s Registrar and Share Transfer Agent, Kfin Technologies Private Limited, Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or Fortis Healthcare Limited, Tower A, 3rd Floor, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001, fill in the details and send the same to the Scrutinizer.
 - n. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available at the website of E-voting Platform Provider viz. <https://evoting.karvy.com/public/Faq.aspx> or contact Mr. S V Raju, Authorized Representative, KTPL at toll free number 1800 345 4001 or at +91 40 67162222.
 - o. If you are already registered with KTPL for e-voting then you can use your existing user ID and password for casting your vote.
 - p. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- 6.** Members who have registered their e-mail IDs with the Company/Depository Participants for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortishealthcare.com or seek duplicate Postal Ballot Form from KTPL, Selenium Tower B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or Fortis Healthcare Limited, Tower A, 3rd Floor, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 and fill in the details and send the same to the Scrutinizer through email at rastogiassociates7@gmail.com.
- 7.** Kindly note that the Members can opt ONLY ONE MODE OF VOTING, i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice- versa. However, in case Members cast their vote by Physical Ballot and E-voting both, then vote cast through e-voting will be treated as valid.
- 8.** The voting rights of Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on **Friday, May 22, 2020** and a person who is not a Member as on such date should treat this notice for information purposes only.
- 9.** The result of the Postal Ballot shall be declared by a person so authorized in this regard on **Monday, June 29, 2020 on or before 1700 Hours** at the Corporate Office of the Company at Tower A, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 and also displayed on notice board of corporate office and of registered office of the Company and the resolution will be taken as passed effectivly on the last date of voting, if the results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot shall be hosted

on the website of the Company www.fortishealthcare.com and of KTPL at <https://evoting.karvy.com> and simultaneously communicated to the Stock Exchanges, where the securities of the Company are listed.

10. Those Members who have not yet got their Equity Shares dematerialized, are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialized.
11. After the lock-down is lifted by the Central/ State Government(s), statutory/ regulatory and other administrative authorities all relevant documents referred to in the Explanatory Statement and Reasons thereto would be made available for inspection at the Registered/ Corporate 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. During the lock down, a member may write to the Company Secretary at secretarial@fortishealthcare.com requesting supply of relevant documents referred in the Explanatory Statement. Further, any query in relation to the resolution proposed to be passed by Postal Ballot may be addressed to the Company Secretary of the Company at secretarial@fortishealthcare.com.

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

**Date: May 26, 2020
Place: Delhi**

**Sd/-
Sumit Goel
Company Secretary
Membership No: F6661**

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The members of the Company to be informed that the Company as a part of its regular business has made investments/ lent funds and/or received funds (including and not limited to giving/ receiving of Intercompany Deposits and/or loans) to its Group entities for meeting its/their working capital requirements. The Company also assists its group entities in availing credit facilities from banks/financial institutions by providing corporate guarantee for such credit facilities.

Further, the Group entities in the normal course of treasury operations deploys surplus funds, grants loan facilities to Group Entities on short term and long-term basis. Such transaction is catered towards optimal utilization of cash and to secure availability of cash for business in normal course. At times it is also intended to carry out such treasury operations with "related parties" which requires various approval protocols to be fulfilled. In this connection, for the purpose of deployment of surplus funds with Fortis Malar Hospitals Limited (FMHL) upto an amount of INR 35 Crores (Rupees Thirty Five Crores), provided that the principal amount of the loan over the period three years shall not exceed Rs. 35 Crores, it is proposed to avail inter corporate loan from FMHL on such terms and conditions as detailed in the above resolution, for meeting day to day working capital requirement(s) of the Company.

Further, in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, since the Company is currently under mandatory takeover offer period (post acquisition of approx. 31% paid up capital of the Company by Northern TK Ventures Pte Ltd), consent of the Shareholders would be required by way of a special resolution by postal ballot, to enter into, amend or terminate any material contracts to which the company or any of its subsidiaries is a party. Therefore, your approval is being sought as a Special Resolution.

Further, information pursuant to Section 188 of the Companies Act, 2013 is as under:

Sn.	Particulars	Details
1.	Name(s) of the related party	Fortis Malar Hospitals Limited
2.	Nature of relationship	A step down subsidiary Company
3.	Nature of transaction	Availing of Inter Corporate Loan
4.	Duration / period of transaction	Tenure of loan upto 3 years from date of drawdown.
5.	Material terms of the contract or arrangement	Interest Rate – at a rate of interest not lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan, as may be mutually agreed between the parties. Purpose for which the loan is proposed to be utilized by the recipient – Working Capital and/or General Corporate Purpose.
6.	Maximum amount of transactions	Upto Rs. 35 Crore (One or more tranches)
7.	Indicative base price / current contracted price and the formula for variation in the price if any	Not Applicable
8.	Any advance paid or received for the contract or arrangement	Not Applicable
9.	Manner of determining the pricing and other commercial terms, both included as	Not Applicable

	part of contract and not considered as part of the contract	
10.	Name of the Director / KMP who is related and nature of their relationship	None, However, Mr. Ravi Rajagopal, who is an Independent Director on the Board of both Companies, is a common director.

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 the Special Resolution set out in Item No. 1 in the accompanying Notice for approval by the Members.

Item No. 2

The Members of the Company be and is hereby informed that the Company along with its other subsidiaries (including step down subsidiaries) have entered into a Hospital and Medical Services Agreements (HMSAs) executed in September 2012 and October 2012. The HMSAs have been entered into between the Operating Entities (i.e. Fortis Healthcare Limited / Fortis Hospitals Limited / Fortis Malar Hospitals Limited) and the BT Entities (International Hospitals Limited / Fortis Hospotel Limited / Escorts Heart and Super Speciality Hospital Limited / Fortis Health Management limited, 'wholly-owned subsidiaries' directly or indirectly). BT Entities inter-alia provide following services to the Operating Entities:

- a. Provision of OPD Services to patients at the Hospital, for and on behalf of Operating Entities;
- b. Provision of Radio Diagnostic Services to patients at the Hospital, for and on behalf of Operating Entities;
- c. Maintaining and operating the Clinical Establishment to allow Operating Entities to run the Hospital for providing healthcare services to patients;
- d. Establishing, setting up and providing the Ancillary Services

In consideration thereof, Operating Entities are required to pay Service Fee, Technology Renewal Fee etc.to BT Entities. Service Fees is divided into two parts (i) Base Fee which is fixed and (ii) Variable Service Fees which is calculated based on revenues of Operating Entities Quarterly Base Service fee amounting to Rs.116.37 Crores is payable by the Operating Entities to BT Entities during FY 2020-21.

With the outbreak of COVID -19 pandemic, nationwide lockdown has been put by the Government of India. In the prevailing circumstances all elective surgeries have been postponed, hospitals are primarily catering to emergency cases / procedures that account for approximately 30% of volumes. International patient revenue has dropped to almost NIL and expected to continue like this for some time. The current situation is quite severe with uncertainty as to when the resultant liquidity will improve. Both IPD and OPD footfalls continue to see a sharp reduction. It is expected that if the Company's facilities were to treat COVID patients that may further have impact on the business. Presently occupancy at group level is at ~30% compared to average ~70% pre COVID-19. Accordingly, the pandemic has significantly adversely impacted cash flow of the Operating Entities and are facing major cash flow difficulty and challenges to meet their expenses. In the given situation, Operating Entities will not be able to pay quarterly Base Service fee of Rs. 116.37 Crores payable for Q1 and Q2 of FY 2020-21.

In such unforeseen scenario which is beyond the control of all parties to the HMSAs , it is critical and urgent that steps are undertaken so that BT Entities are requested to waive off the Base Service Fee payable by the Operating Entities for at least two quarters (April-June, 2020 and July-September, 2020) assuming that the hospital operations, occupancy and footfall will return to normalcy by October, 2020. However, if the business does not recover to normal levels in October 2020, then the waiver period may be extended until business becomes normal with the consent of Operating and BT Entities. Currently, Operating Entities

are taking recourse to the *force majeure* provisions, as per the terms of HMSAs since in the prevailing circumstances they are unable to perform their payment obligations.

In addition, due to the ongoing financial constraints faced by the Company which has been aggravated in the aforesaid situation, and given that both the payee and the recipient entities under the HMSAs are either directly or indirectly held by the Company as part of Fortis group - with the accounts of the entities being consolidated with that of the Company, Operating Entities through mutual agreement with the BT Entities would amend / waive off any of the terms and conditions of the HMSAs, including termination thereof. All such amendment(s)/ waiver(s) such as but not be limited to changes and waiver of payable fees, making further changes to the fee terms in future without requiring further amendment to the HMSAs, undertaken/ done during the two quarters (April-June, 2020 and July-September, 2020) shall be effective from April 1, 2020.

Further, in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, since the Company is currently under mandatory takeover offer period (post acquisition of approx. 31% paid up capital of the Company by Northern TK Ventures Pte Ltd), consent of the Shareholders would be required by way of a special resolution by postal ballot, to enter into, amend or terminate any material contracts to which the company or any of its subsidiaries is a party, outside the ordinary course of business, whether such contract is with a related party, within the meaning of the term under applicable accounting principles, or with any other person. Therefore, your approval is being sought as a 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 the Special Resolution set out in Item No. 2 in the accompanying Notice for approval by the Members.

Item No. 3

The Nomination and Remuneration Committee of the Company in its meeting held on April 24, 2020 and further Board of Directors in their meeting held on April 30, 2020 recommended the candidature of Ms. Shailaja Chandra as an Independent Director of the Company for a period of five years, subject to the approval of the shareholders of the Company.

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

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

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

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

S.No	Particulars	Details									
1.	Age	75 Years									
2.	Qualification	B.A. (Honours), English Literature from Miranda House, University of Delhi and M.Sc. Economics, University of Wales, UK.									
3.	Brief Profile	<p>Shailaja Chandra has spent over 15 years in the Health sector and was a Secretary in the Ministry of Health & Family Welfare, Government of India and later Delhi's only woman Chief Secretary.</p> <p>She has been a career civil servant (a member of the Indian Administrative Service) for 38 years followed by a series of post-retirement assignments carrying executive responsibilities. During her long service career in the Central Government, she was posted over three tenures with the Ministries of Defence, Power and Health. At the state level, Ms. Chandra was posted across the country in Maharashtra, Manipur, Goa, Delhi and the Andaman & Nicobar Islands.</p> <p>Since retirement Ms Chandra has held Board/ Management Committee level positions under the Government, the NGO sector as well as listed Indian companies.</p> <p>She is a prolific writer and is regularly invited as a policy analyst by the print and electronic media to comment on matters of Governance, Health, Gender and current developments in Delhi, the capital of India. She has been invited several times to Chair or speak at International conferences, organised by OECD as well as by Indian Universities, think tanks and health related forums.</p>									
4.	Nature of Expertise	Being a Secretary in the Ministry of Health & Family Welfare, Government of India she poses in-depth knowledge of healthcare sector and administration/ operations.									
5.	Experience	Over 38 years									
6.	Directorships held in other Companies as on date	<table border="1"> <thead> <tr> <th>S.No.</th> <th>Name of the Company</th> <th>Nature of Interest</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Birla Corporation Limited</td> <td>Independent Director</td> </tr> <tr> <td>2.</td> <td>Kerala Ayurveda Limited</td> <td>Independent Director</td> </tr> </tbody> </table>	S.No.	Name of the Company	Nature of Interest	1.	Birla Corporation Limited	Independent Director	2.	Kerala Ayurveda Limited	Independent Director
S.No.	Name of the Company	Nature of Interest									
1.	Birla Corporation Limited	Independent Director									
2.	Kerala Ayurveda Limited	Independent Director									
7.	Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)	<p>Nil</p> <p>However, she is a member of Risk Management Committee of Birla Corporation Limited</p>									
8.	Shareholding in the Company	As on the date of this notice, she does not hold any shares or convertible instrument in the Company.									

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

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

The Board recommends the Special Resolution set out in Item No. 3 in the accompanying Notice for approval by the Members.

Item no. 4

The members of the Company be and is hereby informed that the Board of Directors of Fortis Healthcare Limited ("FHL") in their meeting held on May 26, 2020 has recommended further investment upto INR 300 Crores (Rupees Three Hundred Crores), in one or multiple tranches, in the following wholly-owned Subsidiary (directly or indirectly) Companies of FHL to meet their funding requirements towards working capital, capex, debt servicing, general corporate purposes and/or any other purpose(s) as may be required:

S.No	Name of the Entity	Estimated Amount (INR in Crores)
1.	Escorts Heart Institute and Research Centre Limited (EHIRCL)	50.00
2.	Hiranandani Healthcare Private Limited (HHPL)	50.00
3.	Fortis Hospitals Limited (FHsL)	200.00
Total		300.00

Considering the high debt level of these wholly-owned Subsidiary Companies, it is proposed to infuse further funds by way of investment in Equity Shares, Fully/ Optionally Convertible/ Redeemable Preference Shares and/or Debentures, or any other financial instruments convertible into or linked to Equity

Shares and/or any other instruments and/ or combination of instruments in the wholly-owned Subsidiary Companies, in one or more tranches, at a fair market value as may be determined, subject to requisite approval(s).

These wholly-owned Subsidiary Companies (directly or indirectly) are of strategic importance to the Group and have a lot of potential for growth and higher profitability. However, presently these entities are not operating at their optimal level due to their current cost structure. The management is taking appropriate measures to correct this and expects that the profitability of these companies should improve substantially going forward. Post infusion of additional funds and improvement in profitability, these entities would be able to sustain the debt level from the operating cash flows generated by these entities

Further, in terms of the provisions of Regulation 26(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, since the Company is currently under mandatory takeover offer period (post acquisition of approximately 31% paid up capital of the Company by Northern TK Ventures Pte Ltd), any issuance of securities by the Company or its subsidiaries entitling the holder (the Company in the present case) to voting rights, will require approval of the shareholders of the Company by way of a special resolution by postal ballot. Therefore, your approval is being sought as a 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 the Special Resolution set out in Item No. 4 in the accompanying Notice for approval by the Members.

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

**Date: May 26, 2020
Place: Delhi**

**Sd/-
Sumit Goel
Company Secretary
Membership No: F6661**