



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 Sixth Annual General Meeting (“AGM”) of **Fortis Healthcare Limited** will be held on **Monday, August 1, 2022 at 14:00 hours (IST)** through Video Conferencing (“VC”) / Other AudioVisual Means (“OAVM”), to transact the following business(es):

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, 2022.
2. To appoint Dr. Farid Bin Mohamed Sani (DIN- 08646785), who retires by rotation and being eligible, offers himself for re-appointment as a Director.
3. To appoint Mr. Dilip Kadambi (DIN- 02148022), who retires by rotation and being eligible, offers himself for re-appointment as a Director.

SPECIAL BUSINESS: -

4. 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 Rs. 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, 2022, 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 is 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 a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ravi Rajagopal (DIN: 00067073), who was appointed as an Independent Director of the Company with effect from April 27, 2018 and who holds office for first term upto April 26, 2023 and being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing with effect from April 27, 2023 upto April 26, 2028.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof), be and is hereby authorized to do all acts and take all such steps as may

be necessary, proper or expedient to give effect to this resolution and to settle all matters, any question or difficulty that may arise in regard to aforesaid proposal.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Indrajit Banerjee (DIN: 01365405) who was appointed as an Independent Director of the Company with effect from April 27, 2018 and who holds office for first term upto April 26, 2023 and being eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing with effect from April 27, 2023 upto April 26, 2028.

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended, (including any statutory modification(s) or re-enactment thereof for the time being

in force) and the Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Suvalaxmi Chakraborty, (DIN: 00106054) who was appointed as an Independent Director of the Company with effect from April 27, 2018 and who holds office for first term upto April 26, 2023 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing with effect from April 27, 2023 upto April 26, 2028.

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

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

Date: May 25, 2022

Place: Gurugram

Murlee Manohar Jain

Company Secretary

Membership No: F9598

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”), are enclosed herewith and forms part of this Notice.
2. **General instructions for accessing and participating in the 26th 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, 20/2020, 21/2021 and 03/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 14th December, 2021 and

5th May 2022 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020 15th January, 2021 and 13th May 2022 respectively issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the 26th 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 26th 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 26th 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 26th AGM through VC/OAVM Facility and e-Voting during 26th AGM.**
- c. In line with the MCA Circulars and SEBI Circulars, the Notice of 26th 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. NSDL will be providing facility for voting through remote e-Voting, for participation at 26th AGM through VC / OAVM Facility and e-Voting during 26th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- f. Members may join 26th AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 13:30 Hours IST i.e. 30 minutes before the time scheduled to

start the 26th AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the 26th AGM.

- g. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of upto 2,500 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Risk Management Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend 26th AGM without any restriction on account of first-come-first-served principle.
- h. Attendance of the Members participating in 26th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at 26th AGM and facility for those Members participating in 26th AGM to cast vote through e-Voting system during 26th AGM.

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

The remote e-voting period begins on July 29, 2022 at 9:00 A.M. and ends on July 31, 2022 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 25, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 25, 2022.

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding

securities in demat mode

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

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

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

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

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

- 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.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

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

- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
- b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
- c) 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 etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

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

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Mr. Mukesh Agarwal at magarwalandco@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms. Soni Singh) at evoting@nsdl.co.in
4. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**
 - a. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@fortishealthcare.com
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to secretarial@fortishealthcare.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
 - c. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
 - d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
5. **The instructions for members for e-voting on the day of the 26th Annual General Meeting are as under:-**
 - a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

6. Instructions for members for attending the 26th Annual General Meeting through VC/OAVM are as under:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d. Please note that 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.
- e. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at 26th 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 July 29, 2022 by 14:00 hours IST. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.

- f. Members, who would like to ask questions during 26th AGM with regard to the financial statements or any other matter to be placed at the 26th 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 26th AGM i.e. by July 29, 2022 by 14:00 hours IST. Only those Members who have registered themselves as a speaker shall be allowed to ask questions during the 26th AGM, depending upon the availability of time.
- g. 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.
- h. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 26th AGM through VC/OAVM Facility.

7. Other Guidelines for Members:

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut- off date of July 25, 2022.
- b. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. July 25, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/ RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 25, 2022 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting.
- d. Mr. Mukesh Agarwal, Company Secretary in Whole time Practice (C.P. No. 3851), has been appointed as the Scrutinizer to scrutinize remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.
- e. During 26th AGM, the Chairman shall, after response to questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the AGM.
- f. The Scrutinizer shall after the conclusion of e-Voting at the 26th 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 26th AGM, who shall then countersign and declare the result of voting forthwith.
- g. 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 Circulars, in view of prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of 26th AGM and the Annual Report for the year 2021-22 including therein the Audited Financial Statements for year 2021-22, 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 26th AGM and Annual Report for the year 2021-22 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 26th AGM and Annual Report for the year 2021-22 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 26th 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 26th AGM and Explanatory Statement shall be available for inspection in the Investor Section of website of Company www.fortishealthcare.com.

- 13.** During 26th 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, during the Annual General Meeting at the available link against the EVEN of the Company on NSDL website.
- 14.** Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the AGM, are detailed in Annexure-I of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
- 15.** The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits companies to send soft copies of Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail address for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company's website –www.fortishealthcare.com.
- 16.** The results on resolutions shall be declared on or before closing business hours i.e. 06:00 p.m. on Wednesday, August 3, 2022 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.

EXPLANATORY STATEMENT

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

Item No. 4

The Board of Directors, on the recommendation of the Audit 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, 2022 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 Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit 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, 2022.

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. 4 for the approval of the Members as an Ordinary Resolution.

Item No 5, 6 & 7

Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty were appointed as Independent Directors on the Board of the Company w.e.f. April 27, 2018 for a period of 5 years, pursuant to the approval of the members in their Extra-Ordinary General Meeting (EGM) held on May 22, 2018, in accordance with the provisions of Section 149, 150, 152 read with schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). They hold office as Independent Directors of the Company up to April 26, 2023 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

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

The Nomination & Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty as Independent Directors for a second term on the Board of the Company. The performance evaluation of these directors was done during each year of their current tenure. Some of the performance indicators used for such evaluation were—attendance in the Board & Committee meetings, quality of participation/preparation, ability to provide leadership, work as team player, commitment to protecting/enhancing interests of all shareholders and contribution in implementation of best governance practices etc.

The Board considers that they are well-respected professionals, in their respective fields who bring a wealth of experience and business acumen to the Board. Further, the Board opined that these Directors were onboarded at a time when the Company was facing various regulatory challenges and was severely cash constrained, necessitating urgent induction of a strategic investor who could make serious cash injection in the Company. The Board agreed that these Independent Directors contributed significantly in bringing requisite objectivity & transparency in the bidding process that led to IHH, being invited to become a significant equity shareholder in the Company.

Accordingly, the Board, based on the performance evaluation of said Independent Directors and as per the recommendation of the Nomination & Remuneration Committee, considers that, given their background, experience and contributions made by them

during their first tenure, the continued association of Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Therefore, the Board of Directors in its meeting held on May 25, 2022 considered & recommended the re-appointment of the aforesaid Independent Directors for a second term of 5 consecutive years, not liable to retire by rotation, with effect from April 27, 2023 upto and including April 26, 2028, for your approval.

The brief resume of Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty is given in the Annexure A to this Notice and detailed profile is available on the website of the company at <http://www.fortishealthcare.com/>.

Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty are not disqualified from being appointed as Director in terms of Section 164 of the Act and have given their consent to act as Director. The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty for the office of Independent Directors of the Company. The Company has also received declarations from these directors that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations and are independent of the management. They are not debarred from holding the office of Director by virtue of any SEBI, MCA order or any other such authority. Copy of draft letter of appointment of Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty, setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty, being the proposed appointees, are interested in the said resolutions set out respectively at item no. 5,6 & 7 of the Notice with regard to their respective reappointment. The relatives of Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

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

The Board recommends the resolution set out at item no. 5,6 & 7 of the Notice for approval by the members of the Company as Special Resolutions.

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

Date: May 25, 2022

Place: Gurugram

Murlee Manohar Jain
Company Secretary
Membership No: F9598

Annexure- A

Details of the Directors seeking appointment/re-appointment at the Annual General Meeting.

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

S. No.	Particulars	Dr. Farid Bin Mohamed Sani	Mr. Dilip Kadambi	Mr. Ravi Rajagopal	Mr. Indrajit Banerjee	Ms. Suvalaxmi Chakraborty
1.	Age	46 years	47 years	67 years	66 years	55 years
2.	Qualification	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").	Chartered Accountant from Institute of Chartered Accountants of India (ICAI), also Cost Accountant from Institute of Cost and Management Accountant of India Bachelor of Commerce - Madras University and completed the advanced Management Program at Harvard Business School.	Chartered Accountant from Institute of Chartered Accountants of India (ICAI), Bachelor of Commerce (Hons) from St. Xavier's college, Kolkata.	Chartered Accountant from Institute of Chartered Accountants of India (ICAI), Bachelor of Commerce (Hons) from Calcutta University and Financial Investment Technology Program of the Berkeley Program in Finance at HAAS School of Business at University of California, Berkeley, California.
3	Brief Profile, Nature of Expertise and Capabilities for the role	Dr Farid was appointed to the Board of IHH Healthcare Berhad (IHH) in November 2019. Dr Farid is the Head, Chief Investment Officer's Office 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 was Interim CEO and Group CFO at Columbia Asia Healthcare prior to joining IHH. He also held senior positions in Standard Chartered Bank, Singapore, CIMB Bank Berhad, ABN AMRO Bank etc	Mr. Rajagopal is Vice Chairman and Independent Director of The Peabody Group, the UK's largest affordable housing company. He is a Director and Audit Chair of Airtel Africa Plc, A FTSE 100 company in the UK. He is a Trustee of the Science Museum Foundation UK, the most iconic Museum of its kind in the world. Earlier board experience includes serving as Director and Audit Chair of globally diversified natural resources company, Vedanta plc (FTSE 250) and a Diageo nominee Director of United Spirits, India from 2013 to 2016. With an extensive career spanning 35 years working in large consumer goods companies, spending the last 20 years with Diageo plc in a variety of senior leadership roles including group controller for the plc and latterly as global head of mergers and acquisitions. Prior to that Mr. Rajagopal was with ITC India across different businesses in India and overseas where he held a number of progressively senior roles. His overall experience includes working in many markets across the world in both a strategic and operational capacity. Mr. Rajagopal is involved with a number of charitable activities. He is Chair of an Advisory Board for a project responsible for building and operating over 8000 childcare centres across northern India; and he is a Trustee of a group of four schools in Chennai that educates over 1,100 underprivileged children at no cost.	Mr. Banerjee in his early career at Brooke Bond India Ltd and Indian Aluminium Co Ltd (Indal), his focus was on establishing sound financial controls in complicated business environment which also facilitated businesses to improve their competitive position. Since then, he has played the role of CFO/Executive Director in companies that experienced difficult business situations of varying nature in complex shareholding situations. Between 1982 and 1999 he was at Indal, of which the final two years he was Chief Financial Officer, where he played a key role in the strategy formation and risk management in the company during the transformation stage. He joined Lupin Ltd. in 2002, where he addressed the critical liquidity challenges faced by the company and led the entry of a set of private equity investors that helped re-brand the company. In 2007, he joined Cairn India Ltd., where he guided the financing of the country's largest greenfield upstream onshore oil and gas development project which was the first large project of its size and complexity in India. He was also President and CFO, and a Member of the Executive Committee, at Ranbaxy Laboratories Ltd between 2011 and 2015, where he helped the company sustain itself through its most challenging times and played a critical role in the process leading to the merger of the company with Sun Pharma, later leading the integration of businesses and processes of the merged entity post-merger. In all the organisations where he has held key managerial positions, he has focused on enhancing stakeholder value while ensuring superior systems and processes that respect good governance practices. Since November 2015, he has engaged in certain specific management consultancy services, including business structuring and planning; management of growth situations; management of crisis situations through cash flow monitoring, prioritisation of operational requirements and bank relationship management; financing of working capital and establishment of Risk Management processes in multi-business and multi-regional organisations; business and financial process integration for existing organisations as well as for merging entities.	Ms. Suvalaxmi Chakraborty has rich exposure to various facets of banking, including Corporate Banking, Treasury Management, Asset Liability Management, Corporate Risk Management, Micro-Banking and Agri business. She has also featured in the Fortune India List of 50 most powerful women in business. Ms. Chakraborty, currently, is, CEO & MD of FinReach Solutions Private Ltd., set up by a few investors with a view to facilitate credit access for MSMEs. At FinReach, she is responsible to set up the business, technology platform, operationalize the entity and run the day to day operations. She is a Non-Executive Director of Espandere Advisors Pvt. Ltd., providing Business and Transaction Advisory services in Banking & Finance, Agriculture & Rural, Infrastructure and Manufacturing Sector. She has also worked as Advisor, Fullerton India Credit Company Ltd., a 100% step down subsidiary of Temasek Holdings (Pte) Ltd, Singapore. Ms. Chakraborty held several positions at ICICI Ltd. and ICICI Bank between 1989 and 2006, including General Manager for Corporate Banking and Country Head of Rural, Micro-banking and Agri Business. She launched and ran the commercial banking business of Barclays Bank in India from 2007 to 2010, after which she was Chief-Executive Office for the Indian operations of State Bank of Mauritius from 2010 to 2013. Currently she serves as an Independent Director for SRL Limited and nominee director in Kaleidofin Private Ltd. She has held the position of Independent/ Nominee Director in the past in Magma HDI General Insurance Company Ltd., Caspian Impact Investments Pvt Ltd., IIFL home Finance Ltd. and North East Small Finance Bank Ltd.
4	Experience	Over 20 years	Over 24 years`	Over 35 years	Over 35 years	Over 32 years.

S. No.	Particulars	Dr. Farid Bin Mohamed Sani	Mr. Dilip Kadambi	Mr. Ravi Rajagopal	Mr. Indrajit Banerjee	Ms. Suvalaxmi Chakraborty
5	Directorships held in other Indian Companies as on date	<ul style="list-style-type: none"> Nil 	<ul style="list-style-type: none"> SRL Limited 	<ul style="list-style-type: none"> SRL Limited Fortis Malar Hospitals Limited Fortis Hospitals Limited 	<ul style="list-style-type: none"> Fortis Hospotel Limited Endurance Technologies Limited 	<ul style="list-style-type: none"> SRL Limited Finreach Solutions Private Limited Expandere Advisors Private Limited Kaleidofin Private Limited
6	Memberships/ Chairmanships of committees of as on date (includes only Audit Committee and Stakeholders Relationship Committee)	<ul style="list-style-type: none"> Nil 	<ul style="list-style-type: none"> Member of Audit Committee of the Company. 	<ul style="list-style-type: none"> Member of Audit Committee of the Company. Member of Audit and Risk Management Committee of Fortis Malar Hospital Limited. Member of Audit and Risk Management Committee of SRL Limited. 	<ul style="list-style-type: none"> Member of Audit Committee of the Company. Chairperson of the Audit Committee of Endurance Technologies Limited 	<ul style="list-style-type: none"> Chairperson of Audit Committee of the Company. Member of Audit and Risk Management Committee of SRL Limited.
7	Shareholding in the Company	As on the date of this notice, the directors who are seeking re-appointment do not hold any shares or convertible instrument in the Company.				
8	Relationship with other Directors and KMP's	There is no inter-se relationship between the directors who are seeking re-appointment at this meeting and other Directors/ KMP's of the Company.				
9	Date of Appointment (Original)	December 30, 2019	June 4, 2020	April 27, 2018	April 27, 2018	April 27, 2018
10	Terms and Conditions of Appointment	Pursuant to the provisions of Companies Act, 2013, Dr. Farid Bin Mohamed Sani and Mr. Dilip Kadambi are liable to retire by rotation. Mr. Ravi Rajagopal, Mr. Indrajit Banerjee and Ms. Suvalaxmi Chakraborty shall be re-appointed for second term of Five (5) years as Independent Directors of the Company. The terms and conditions of their appointment shall be governed by the letter of appointment to be issued by the Company.				
11	Remuneration*	The Directors will be paid sitting fees for attending meeting of the Board of Directors and Committee thereof and/ or commission, if any approved by the shareholders from time to time.				
12	No. of Board Meetings Attended in FY 2021-22*	6	6	6	6	6

*Refer Report on Corporate Governance for more details.