



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 way of 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 are 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 March 14, 2021**. 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 various General Circulars 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. To approve acquisition of 2,50,000 equity shares of DDRC SRL Diagnostics Private Limited, a joint venture company by SRL Limited, a subsidiary 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 the 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 SRL Limited, a subsidiary company (hereinafter referred to as **“the Board”**, which term shall include any committee of directors constituted by the Board, if any), for SRL Limited to acquire 2,50,000 equity shares of Rs. 10/- each (50% paid-up share capital) of DDRC SRL Diagnostics Private Limited, a joint venture company between SRL Diagnostics Private Limited, Dr. Ajith Joy and Mrs. Elsy Joseph, at an aggregate consideration of INR 350 Crores (Indian Rupees Three Hundred Fifty Crores) to be paid in one or multiple tranches.

RESOLVED FURTHER THAT the board of directors of SRL Limited, Fortis Healthcare Limited and DDRC SRL Diagnostics Private Limited be and are 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) or any other person as may be decided by them to give effect to the aforesaid resolution.”

2. To approve issuance of listed non - convertible debentures by SRL Limited, a subsidiary company on private placement basis.

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 the Companies Act, 2013 and 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, 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 SRL Limited, a subsidiary company (hereinafter referred to as **“SRL / the Board”**, which term shall include any committee of directors constituted by the Board, if any), for SRL Limited to issue and allot listed non-convertible debentures for an amount aggregating up to INR 125 Crores (Indian Rupees One Hundred Twenty Five Crores) (**“NCDs”**) in favour of such SEBI registered Foreign Portfolio Investor on Private Placement, as may be determined by the Board of SRL, and on the basis on such terms and conditions as may be decided by the Board of SRL.

RESOLVED FURTHER THAT the board of directors of SRL and Fortis Healthcare Limited be and are 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) or any other person as may be decided by the Board to give effect to the aforesaid resolution.”

3. To approve sale of immovable properties by Hiranandani Healthcare Private Limited, a wholly owned subsidiary 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 the 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 Hiranandani Healthcare Private Limited, a wholly owned subsidiary company (hereinafter referred to as **“the Board”**, which term shall include any committee of directors constituted by the Board, if any), to sell its 9 (Nine) 3BHK apartments having area of approximate 1,017 sqft per apartment, located in Neel Siddhi Tower, Vashi, Navi Mumbai, separately at a value as may be determined by the Board of Directors of Hiranandani Healthcare Private Limited.

RESOLVED FURTHER THAT the board of directors of Hiranandani Healthcare Private Limited and Fortis Healthcare Limited be and are 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) or any other person as may be decided by the Board of Hiranandani Healthcare Private Limited or the board of directors of Fortis Healthcare Limited to give effect to the aforesaid resolution.”

4. To (i) enter into an amendment to the existing Shareholders Agreement (“Amended SHA 2021”) between SRL Limited (“SRL”) and International Finance Corporation, Nylim Jacob Ballas India Fund III LLC, Resurgence PE Investments Limited (together referred as “PE Investors”) and Fortis Healthcare Limited (“the Company”) and (ii) terminate the exit agreement dated June 12, 2012 executed amongst the Company, SRL and the PE Investors.

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 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, the consent of the Members be and is hereby accorded to enter into an amendment agreement to amend the terms of the existing shareholders agreement dated June 12, 2012 (**“SHA Amendment Agreement”**) between SRL Limited (**“SRL”**) and International Finance Corporation, Nylim Jacob Ballas India Fund III LLC, Resurgence PE Investments Limited (together referred as **“PE Investors”**) and Fortis Healthcare Limited (**“the Company”**) and also simultaneously terminate the exit agreement dated June 12, 2012 executed amongst the Company, SRL and the PE Investors (including and all other documents and agreements entered into by the parties for the purpose of or in connection with such exit agreement) (**“Exit Agreement”**) by entering into a termination agreement recording the terms of termination of the Exit Agreement (**“Termination Agreement”**).

RESOLVED FURTHER THAT the board of directors of Fortis Healthcare Limited and SRL Limited be and are 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, making such submissions and filings as may be required to seek the requisite approvals, consents and permissions as may be applicable, negotiating, finalizing, varying, modifying, amending, altering, revising, settling the terms

and conditions and executing agreements (including amendments/ extensions/ termination thereof), writings, deeds and such other documents as may be deemed necessary, including but not limited to the SHA Amendment Agreement and the Termination Agreement, in its own discretion and in the best interest of Fortis Healthcare Limited and SRL Limited respectively, and also settle any questions, difficulties or doubts that may arise in this regard including amending any terms or conditions which may be deemed necessary in their absolute discretion and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of Fortis Healthcare Limited and SRL Limited respectively, or to engage any advisor, consultant, agent or intermediary, as may be deemed incidental to give effect to this resolution.”

5. **To approve the conversion of export receivables due to SRL Limited, a material subsidiary of the Fortis Healthcare Limited (“Company”), from SRL Diagnostics FZ-LLC (SRL FZ-LLC) (a step-down subsidiary of the Company) into equity shares to be issued to SRL Limited.**

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 the Companies Act, 2013 and 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 SRL Diagnostics FZ-LLC (“**SRL FZ-LLC**”), a step down subsidiary, to convert an amount up to INR 20 Crores (Indian Rupees Twenty Crores), which are the amounts payable by SRL FZ-LLC to SRL Limited for services rendered by SRL Limited to SRL FZ-LLC and are export receivables for SRL Limited, into Equity Shares to be issued to SRL Limited (“**SRL**”) in such manner and on such terms and conditions as may be decided by the Board of the respective Companies without being required to seek any further approval of the Members.

RESOLVED FURTHER THAT the board of directors of Company, SRL FZ-LLC and SRL Limited 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, make such submissions and filings as may be required, seek the requisite approvals, consents and permissions as may be applicable, including from the Reserve Bank of India, the concerned authorized dealer bank of SRL Limited or any other regulatory/ statutory/ governmental authority, 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, SRL FZ-LLC and SRL Limited respectively, and to delegate all or any of the powers or authorities herein conferred to any Director(s) or other official(s) of the Company, SRL FZ-LLC or SRL Limited, as required, or for the Company, SRL-FZ-LLC or SRL Limited to engage any advisor, consultant, agent or intermediary, as may be deemed incidental to give effect to this resolution.”

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

**Date February 11, 2021
Place: Gurugram**

**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, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 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, 5th February 2021 ('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 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 dated April 13, 2020 issued by Ministry of Corporate Affairs. 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://ris.kfintech.com/clientservices/postalballot/registration.aspx>. 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 "FortisVoting.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://ris.kfintech.com/clientservices/postalballot/registration.aspx> or by sending an email to the Registrar and Transfer Agent KTPL at evoting@kfintech.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.kfintech.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, February 13, 2021 at 1000 Hours and ends on Sunday, March 14, 2021 at 1700 Hours**. The e-voting module shall be disabled by KTPL for voting on **Sunday, March 14, 2021 after 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@kfintech.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.kfintech.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.kfintech.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, February 5, 2021** 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 or before **Tuesday, March 16, 2021 at 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 effectively on the last date of voting, if the results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot shall be hosted on the website of the Company www.fortishealthcare.com and of KTPL at <https://evoting.kfintech.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. Relevant documents referred to in the Notice, if any, will be available for inspection by the Members 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: February 11, 2021
Place: Gurugram**

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

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

Item No. 1 and 2

Members of the Company are informed that SRL Diagnostics Private Limited, a subsidiary Company presently holds 2,50,000 equity shares of Rs. 10/- each (i.e. 50% paid-up equity share capital) of DDRC SRL Diagnostics Private Limited, a joint venture company (“**DDRC SRL**”) and remaining 2,50,000 equity shares of Rs. 10/- each (i.e. 50% paid-up equity share capital) of DDRC SRL are held by Mrs. Elsy Joseph K and Dr. Ajith Joseph K, collectively (“**DDRC group**”).

Members of the Company may further note that management of SRL Limited, a subsidiary Company (“**SRL**”) proposes to acquire remaining 2,50,000 equity shares of Rs. 10/- each (i.e. 50% paid-up equity share capital) of DDRC SRL from DDRC group at a consideration of INR 350 Crores (Indian Rupees Three Hundred Fifty Crores) to be paid in one or multiple tranches and the board of SRL has approved such acquisition in its board meeting held on February 5, 2021. The acquisition of remaining stake of DDRC SRL will enable SRL to generate operational synergies, allow consolidation of business, complements SRL’s strategy of further growing its B2C business segment and expanding the product portfolio comprising lifestyle diseases tests, specialized tests and preventive packages.

Members may note that in order to fund the requirement of purchasing the above said stake of DDRC SRL, SRL proposes to issue and allot listed non-convertible debentures for an amount aggregating up to Rs. 125 Crores (Indian Rupees One Hundred Twenty Five Crores) (“**NCDs**”) in favour of such SEBI registered Foreign Portfolio Investor on Private Placement, as may be determined by the board of SRL, and on the basis on such terms and conditions as may be decided by the board of SRL.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, due to the ‘offer period’ of the mandatory takeover (owing to preferential allotment of approx. 31% of paid up share capital to Northern TK Ventures Pte Ltd) being currently ongoing, consent of the Shareholders would be required by way of a Special Resolution by postal ballot, to enable SRL to acquire abovementioned equity shares of DDRC SRL and issue listed non-convertible debentures. Given the nature of these transactions, your approval is being sought as Special Resolutions.

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 of Directors of Fortis Healthcare Limited recommends the Special Resolution(s) set out in Item No. 1 and 2 in the accompanying Notice for approval by the Members.

Item No. 3

Members of the Company may note that Hiranandani Healthcare Private Limited (“**HHPL**”) is a wholly owned subsidiary of the Company which manages and operates a multi-specialty tertiary care hospital at Vashi, Navi Mumbai. Apart from managing and operating the Vashi hospital, HHPL also owns (9) nine 3BHK apartments having area of approximately 1,017 sqft. each located in Neel Siddhi Tower, Vashi, Navi Mumbai, which are used for providing accommodations to doctors/ employees and to third party on rental basis.

Members are further informed that in order to meet out the liquidity requirement of HHPL and to carve out its non-core asset, HHPL proposes to sell its 9 (nine) flats, separately at a consideration to be determined by the Board of Directors of HHPL from time to time.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, due to the ‘offer period’ of the mandatory takeover (owing to preferential allotment of approx. 31% of paid up share capital to Northern TK Ventures Pte Ltd) being currently ongoing, consent of the Shareholders would be required by way of a Special Resolution by postal ballot, to enable HHPL to sell aforesaid flats. Given the nature of these transactions, your approval is being sought as Special Resolution.

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

The Board of Directors of Fortis Healthcare Limited recommends the Special Resolution set out in Item No. 3 in the accompanying Notice for approval by the Members.

Item No. 4

Members of the Company are informed that 31.2% of the fully diluted paid up share capital of SRL Limited (“SRL”), a subsidiary of the Company is held by International Finance Corporation (holding 7.54%), Nylim Jacob Ballas India Fund III LLC (holding 15.70%), Resurgence PE Investments Limited (holding 7.97%) (together referred as “PE Investors”) pursuant to Shareholders Agreement (“SHA 2012”) dated June 12, 2012. The terms of the SHA 2012 govern the rights and obligations of all the shareholders of SRL including the promoters of SRL i.e. the Company and the PE investors. The SHA 2012 is supplemented by an exit agreement dated June 12, 2012 executed amongst the Company, SRL and the PE Investors (as well as certain other documents and agreements entered into by the parties for the purpose of or in connection with such exit agreement) (“Exit Agreement”) that sets out certain time linked exit options available to the PE investors, which have now elapsed. The terms of the Exit Agreement also provide the PE investors the right to require the Company to buy out their stake (“Put Option”) upon occurrence of an agreed trigger event defined in the Exit Agreement, as means of an exit to the PE Investors. The Put Option under the Exit Agreement was triggered in 2018 subsequent to the controlling entities of the Company (i.e. erstwhile promoters) ceasing to hold at least 26% of the voting share capital of the Company (which was a pre-agreed trigger event as per the Exit Agreement). The PE Investors have previously suspended multiple times the exercise of the Put Option and have provided a further suspension of the right to exercise their Put Option till March 31, 2021. The Company, PE Investors and other relevant parties thereto are renegotiating the exit rights of the PE Investors, as currently set out in the SHA 2012, and accordingly the PE Investors have agreed not to exercise the Put Option under the SHA 2012, in lieu of new exit rights being proposed by and discussed with the Company and other relevant parties. In view of the same it is proposed to amend the SHA 2012 by entering into the amendment agreement with the aforementioned parties along with necessary documents relevant for incorporating the provisions related to the new proposed exit rights of the PE Investors, and also simultaneously terminate the Exit Agreement by entering into a termination agreement recording the terms of termination of the Exit Agreement (“Termination Agreement”).

The summary of the new exit rights that will form part of Amended SHA 2021 would comprise a mechanism whereby the Company shall endeavor to provide the PE investors an exit of their investments as per Amended SHA. The exit rights of the PE Investors under the Amended SHA 2021 would comprise of events including but not limited to an IPO or ‘offer for sale’ and a third party stake sale process. The PE investors would have a new put option in case of no exit event is achieved as per the timelines in the amended SHA. There would not be material amendments to the governance rights of the PE Investors as currently provided under the 2012 SHA including board seats, veto matters and related aspects in terms of rights and representation by the PE Investors in SRL.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, due to the ‘offer

period' of the mandatory takeover (owing to preferential allotment of approx. 31% of paid up share capital to Northern TK Ventures Pte Ltd) being currently ongoing, consent of the Shareholders would be required by way of a Special Resolution by postal ballot, to enable entering into the Amended SHA 2021 and terminating the Exit Agreement. Given the nature of these transactions, your approval is being sought as Special Resolution.

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

The board of directors in its meeting held on February 11, 2021 has approved the present draft of the SHA Amendment Agreement and Termination Agreement. The board of directors have also been empowered to negotiate, finalize and execute the SHA Amendment Agreement and the Exit Agreement, and such other ancillary documents that may be required to give effect to the proposed transaction, settle any questions, difficulties or doubts that may arise in this regard including amending any terms or conditions which may be deemed necessary in their absolute discretion. The draft of the SHA Amendment Agreement and the draft Termination Agreement are available for inspection by the members at the registered address of the Company.

The Board of Directors of Fortis Healthcare Limited recommends the Special Resolution set out in Item No. 4 in the accompanying Notice for approval by the Members.

Item No. 5

The members of the Company are informed that SRL Diagnostics FZ-LLC (“**SRL FZ-LLC**”) owes an amount of approximately INR 20 Crores to SRL Limited (“**SRL**”) towards pathological services, which are export receivables for SRL. Considering the fact SRL FZ-LLC is presently incurring losses, it is unable to repay the dues to SRL. Therefore, it is proposed to convert or capitalize such dues/ receivables into equity upto an extent of INR 20 Crore (Indian Rupees Twenty Crores), subject to applicable laws and requisite regulatory approvals as may be required by SRL under the applicable Indian foreign exchange regulatory framework.

Members may further note that in terms of the provisions of Regulation 26 of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, 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), any issuance of securities by the Company or its subsidiaries entitling the holder (SRL Limited 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 of Directors recommends the Special Resolution set out in Item No. 5 in the accompanying Notice for approval by the Members.

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

**Date: February 11, 2021
Place: Gurugram**

**Sumit Goel
Company Secretary
Membership No: F6661**