

FORTIS MALAR HOSPITALS LIMITED

CIN: L85110PB1989PLC045948

Regd. Office: Fortis Hospital, Sector 62, Phase VIII, Mohali, Punjab, India– 160062

Tel.: No.: +91 172 5096001 **Fax No.:** +91 172 5096002

Email Id: secretarial.malar@malarhospitals.in **Website:** www.fortismalarhospital.com

NOTICE

Notice is hereby given that the **34th Annual General Meeting** of **Fortis Malar Hospitals Limited** will be held on **Wednesday, July 30, 2025 at 2.00 P.M.** (IST) through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") Facility to transact following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Richa Singh Debgupta (DIN: 08891397), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

SPECIAL BUSINESS

3. To Regularize the appointment of Dr. Ritu Garg (DIN: 07202866) as a Non-Executive Non-Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in terms of the Articles of Association ("AOA") of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Dr. Ritu Garg (DIN: 07202866) be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, effective from the original date of appointment i.e. May 06, 2025.

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

4. To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2025 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), 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, and as per the recommendation of the Audit & Risk Management Committee and the Board of Directors, remuneration up to Rs. 75,000/- (Rupees Seventy-Five Thousand only) plus out of pocket expenses and taxes, being paid to M/s. Jitender, Navneet & Co., (Firm Registration No.: 000119), Cost Auditors, to conduct the audit of the cost records of the Company, for the Financial Year ended March 31, 2025, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint and fix the remuneration of Secretarial Auditors and in this regard and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

NOTICE (Contd.)

from time to time read with the provisions of Section 204 of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any amendment, modification or variation thereof for the time being in force and as per the recommendation of the Audit & Risk Management Committee and the Board of Directors, M/s Mukesh Agarwal & Co., Practicing Company Secretaries (C.P. No. 3851), who is a peer reviewed Company Secretary in practice and submitted his consent to act as Secretarial Auditors of the Company, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year April 1, 2025 to March 31, 2030, at such remuneration as specified in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company."

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

Sd/-

Vinti Verma

Date: May 15, 2025

Company Secretary

Place: Gurugram

Membership No.: A44528

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts concerning the special business under Item Nos. 3, 4 & 5 of the accompanying Notice of the 34th Annual General Meeting ("Notice"), is annexed hereto and forms part of this Notice. The Board of Directors of the Company at its meeting held on **May 15, 2025** considered that the special business under Item Nos. 3, 4 & 5 being considered unavoidable, be transacted at the 34th Annual General Meeting (**34th AGM**) of the Company through Video Conferencing/ Other **Audio-Visual Means ("VC/ OAVM")**.

2. General instructions for accessing and participating in the 34th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

- a. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 ("**MCA Circulars**"), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025.

In compliance with the provisions of the Companies Act, 2013 read with the Securities and Exchange Board of India ("SEBI") circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 ("**SEBI Circular**") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations") along with the relevant Circulars, accordingly the 34th AGM of the Company is being conducted through VC/ OAVM facility, without the physical presence of members at a common venue. The deemed venue for the 34th AGM shall be the Registered Office of the Company.

- b. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 12th December, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- c. In line with the MCA Circulars and SEBI Circulars, the Notice of 34th AGM will be available on the website of the Company at www.fortismalarhospital.com on the website of BSE Limited at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com.

NOTICE (Contd.)

- d. NSDL will be providing facility for voting through remote e-Voting for participation at 34th AGM through VC/OAVM Facility and e-Voting during 34th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as an 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.
- e. Members may join 34th AGM through VC/OAVM Facility by following the procedure as mentioned in the notice, which shall be kept open for the Members from 13:30 p.m. (IST) i.e. 30 minutes before the time scheduled to start the 34th AGM.
- f. 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, Auditors, Directors, Key Managerial Personnel, the Chairpersons of the Audit & Risk Management Committee, the Nomination & Remuneration Committee and the Stakeholders Relationship Committee etc. can attend 34th AGM without any restriction on account of first-come-first-served principle.
- g. Attendance of the Members participating in 34th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h. 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 34th AGM and facility for those Members participating in 34th AGM to cast vote through e-Voting system during 34th AGM.

3. The instructions for members for remote e-voting and joining AGM are as under: -

The remote e-voting period begins on Friday, July 25, 2025 at 9:00 A.M. (IST) and ends on Tuesday, July 29, 2025 at 5:00 P.M. (IST). 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. Wednesday, July 23, 2025, 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 Wednesday, July 23, 2025 and the person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

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 SEBI circular dated December 09, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

NOTICE (Contd.)

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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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. 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. <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>

NOTICE (Contd.)

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user, your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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.

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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

NOTICE (Contd.)

3. 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 eservices 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'?
 - 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'.

- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - 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.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.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.

NOTICE (Contd.)

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?

- a. 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.
- b. 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".
- c. Now you are ready for e-Voting as the Voting page opens.
- d. Cast your vote by selecting appropriate options i.e. assent/for or dissent/against, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- e. Upon confirmation, the message "Vote cast successfully" will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

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 magarwalandco@gmail.com with a copy marked to evoting@nsdl.co.in & secretarial.malar@malarhospitals.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.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL 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, members are requested to provide duly filled and signed form ISR-1, Folio No., 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.malar@malarhospitals.in.
- b. In case shares are held in Demat mode, members are requested to register/ update their email address with their respective DPs.
- 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 the 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.

NOTICE (Contd.)

5. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM 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. In case of any query and/ or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 or send an e-mail to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

6. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM 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 Participants Connecting from Mobile Devices or Tablets or through Laptop 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 glitches.
- e. Members can submit questions in advance with regard to the financial statements or any other matters, from their registered email address by mentioning their name, DP ID-Client ID, folio number and mobile number, on the Company's email address secretarial.malar@malarhospitals.in. Members can submit their questions from Friday, July 25, 2025 to Monday, July 28, 2025.
- f. Members who would like to express their views or ask questions during the AGM may get registered themselves by sending an e-mail from their registered e-mail id at secretarial.malar@malarhospitals.in by mentioning their name, folio no./ DP ID & Client ID, shareholding and mobile no. The speaker registration will be open from Friday, July 25, 2025 to Monday, July 28, 2025. Only those members who are registered as speakers will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers depending upon availability of time as appropriate for smooth conduct of the AGM.
- 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 34th 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 **Wednesday, July 23, 2025**.
- b. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the

NOTICE (Contd.)

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. **Wednesday, July 23, 2025**, 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. **Wednesday, July 23, 2025** 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 and the person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 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 34th 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 as well as AGM will be closed.
- f. The Scrutinizer shall after the conclusion of e-Voting at the 34th 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 favor 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 two working days from the conclusion of 34th 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.fortismalarhospital.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 also.
8. Pursuant to the MCA Circulars and SEBI Circulars, the Notice of 34th AGM along with the Annual Report for the year 2024-25 is being sent by electronic mode to those Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs), Additionally, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

The shareholders whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of 34th AGM and Annual Report for the year 2024-25 and all other communication sent by the Company, and to participate in the AGM / procuring User ID & password for voting in the AGM, can get their email address registered by following the steps as given below:

- a. In case shares are held in physical mode, members are requested to provide duly filled and signed form ISR-1, Folio No., 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.malar@malarhospitals.in.

NOTICE (Contd.)

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. Notice of 34th AGM and Annual Report for the year 2024-25 including therein the Audited Financial Statements for the year, will be available on the website of the Company at www.fortismalarhospital.com and the website of Stock Exchange at BSE Limited at www.bseindia.com. The Notice of 34th 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. (a) 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.
- (b) In compliance of SEBI Circular dated June 10, 2024, read with SEBI Master Circular for RTA dated May 07, 2024, the security holders holding securities in physical form are hereby advised to update/ register their PAN, Contact Details (i.e. postal address with PIN and mobile no.), Bank Account Details and Specimen Signatures. Further, any grievances/ services request shall be entertained by RTA/ Company only after furnishing PAN and KYC Details. Further, any payment including dividends, interest (if any) in respect of folios, where PAN or KYC details are not updated, shall be made only through electronic mode.
- (c) Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/ HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.
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 34th AGM and Explanatory Statement shall be available for inspection in the Investor Section of website of Company www.fortismalarhospital.com
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice and Annual Report will be available for inspection electronically by the members of the Company during the AGM. All other documents referred to in the Notice and Annual Report will also be available for electronic inspection without payment of any fee by the members from the date of circulation of this notice up to the date of AGM i.e. July 30, 2025. Members seeking to inspect such documents can send an email on secretarial.malar@malarhospitals.in.
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. In terms of the provisions of Section 152 of the Act, Ms. Richa Singh Debgupta, retire by rotation at this Meeting, offered herself for re-appointment. The Board of Directors of the Company recommended her re-appointment. Ms. Richa Singh Debgupta is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to her re-appointment. The relatives of Ms. Richa Singh Debgupta, Director may be deemed to be interested in the resolution set out at Item Nos. 2 of this Notice to the extent of her shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key

NOTICE (Contd.)

Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of this Notice.

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.fortismalarhospital.com
16. The results on resolutions shall be declared on or before closing business hours i.e. 06:00 p.m. on Friday, August 1, 2025 at 3rd Floor, Tower A, Unitech Business Park, Block - F, South City 1, Sector – 41, Gurgaon, Haryana – 122001 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. 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.

NOTICE (Contd.)

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 read with SEBI (listing Obligations and disclosure requirements) regulation, 2015)

Item No. 3

The members are informed that based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association ("AOA") of the Company, had appointed Dr. Ritu Garg (DIN: 07202866) as an Additional Non-Executive Non-Independent Director of the Company w.e.f. May 06, 2025 liable to retire by rotation subject to the approval of the members, in terms of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 17(1C) of Listing Regulations, Dr. Ritu Garg shall hold office until the date of next General Meeting or for a period of three months from the date of her appointment, whichever is earlier. Accordingly, the Board of Directors has recommended to regularize the appointment of Dr. Garg as Non-Executive Non-Independent Director of the Company.

In line of Above, the details of Dr. Ritu Garg are provided in the "Annexure- I" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Further, pursuant to provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Dr. Ritu Garg.

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

The Board of Directors of the Company recommends the resolution set out in Item No. 3 in the accompanying Notice for approval by the Members as an Ordinary Resolution.

Item No. 4

The Board, on the recommendation of the Audit & Risk Management Committee, has approved the appointment and remuneration of the M/s. Jitender, Navneet & Co, Cost Accountants as the Cost Auditors to conduct the audit of the

cost records of the Company, for the financial year ended on March 31, 2025 as per the following details:

Name of the Cost Audit Firm	Amount (In Rs.)
M/s. Jitender, Navneet & Co, Cost Accountants	Upto 75,000/- (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 & Risk Management Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2025.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except to the extent of their respective shareholding, (if any).

The Board recommends the Ordinary Resolution set out in the accompanying this Notice for approval by the Members.

Item No. 5

In terms of the provisions of Section 204 and other applicable provisions, if any, of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Regulation 24A and other applicable provisions, if any, of the SEBI Listing Regulations, the Company is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditors who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five (5) consecutive years.

Accordingly, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit & Risk Management Committee, at its meeting held on May 15, 2025, recommended the appointment of M/s

NOTICE (Contd.)

Mukesh Agarwal & Co., Practicing Company Secretaries (C.P. No. 3851) as Secretarial Auditors of the Company subject to the approval of members of the company.

Term of Appointment: Appointment for a term of 5 (Five) consecutive years from Financial Year April 1, 2025 to March 31, 2030. The proposed fees payable to the Secretarial Auditors is upto Rs. 55,000/- (Rupees fifty-five thousand only) per year plus out of pocket expenses for the first year and for subsequent years, the same is subject to revision, if any, as mutually agreed between the Board and the Auditors. Since, M/s Mukesh Agarwal had conducted the secretarial audit in the previous financial year (i.e. 2023-2024) accordingly there is no material change in the fees payable to such auditor in the current financial year.

Brief Profile: M/s Mukesh Agarwal & Co. is first of its kind, a mega-firm of Company Secretaries in Practice a Peer Reviewed Company Secretary Firm having wide expertise in the legal, secretarial and financial arena. The firm has been created by several highly experienced practicing professionals having wide range of domain expertise with an aim of providing its clientele multi-disciplinary, multi-geographic, high quality, legal, financial & secretarial services in a cost effective and simplified manner.

Considering the profile of the firm and practicing professionals associated with the firm, it has been recommended to appoint M/s Mukesh Agarwal & Co. as the Secretarial Auditors of the Company. The Board of Directors in its meeting held on May 15, 2025 have proposed to approve the appointment by way of passing an Ordinary Resolution.

M/s Mukesh Agarwal & Co. , had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in clause (a) of Regulation 24A(1A) of SEBI Listing Regulations including the test of independence and have further confirmed that they have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice except to the extent of their respective shareholding, (if any).

The Board recommends the Ordinary Resolution set out in the accompanying Notice for approval by the Members.

By the Order of the Board
For Fortis Malar Hospitals Limited

Date: May 15, 2025
Place: Gurugram

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

NOTICE (Contd.)

ANNEXURE- I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2]

SR. No.	Particulars	Ms. Richa Singh Debgupta	Dr. Ritu Garg
1)	Age	49	46
2)	Qualification	M.B.A., Healthcare & Hospital Management, Indian Institute of Health Management Research, Jaipur B.Sc. ASR (Audiology & Speech Rehabilitation), Bombay University, Mumbai	<ul style="list-style-type: none"> Bachelor of Surgery (MBBS) and Master of Surgery (MS) ENT – Lady Harding Medical College. Post Graduate Programme in Business Management – Indian School of Business, Hyderabad
3)	Brief Profile/resume, Nature of Expertise in specific functional areas and Capabilities for the Role	<p>Ms. Richa Singh Debgupta, a seasoned healthcare professional has more than 25 years of industry experience spanning operations, marketing, strategy, commissioning of hospitals and post-merger & acquisition integration in healthcare Industry. She has been associated with Fortis Group for last 15 years in senior leadership position. Currently she holds the position of Chief of Strategy & Operations with the group. Before joining Fortis, Ms. Richa has worked with some of the best healthcare brands in Indian Healthcare Industry, wherein she was working on designing and commissioning various healthcare delivery formats starting from primary healthcare chains to single speciality and quaternary care hospitals.</p> <p>Ms. Richa started her career as a Rehabilitation professional before moving on to complete a stint in hospital management and then transiting successfully into hospital and healthcare management in year 2000. She holds a bachelor's degree in Rehabilitation field and master's in hospital and healthcare management from Indian Institute of Healthcare Management, a WHO collaborating Institute.</p> <p>Ms. Richa has been very passionate about sustainability and in 2013 was awarded by the President of India for running the most energy-efficient hospital in India. She was also recognized as Best Women Healthcare Leader by ABP News in 2015. She has been conferred as "Women of Impact" 2023 by FICCI (Federation of Indian Chambers of Commerce & Industries) ladies wing.</p>	<p>Dr. Ritu Garg, aged 46, is an accomplished healthcare leader with over a decade of experience at Fortis group, one of India's leading hospital chains. With a strong background in strategy, operations, and managing complex healthcare environments, she has successfully led business turnarounds, developed world-class medical programs and collaborated closely with top clinicians across the country. Dr. Garg is an ENT surgeon with a management degree from ISB Hyderabad and has a keen interest in digital health. She played a pivotal role in leading the Fortis Memorial Research Institute, the flagship hospital of the Fortis network, driving substantial growth and transformation. Passionate about innovation, people and value-driven healthcare, Dr. Garg continues to make meaningful contributions to the evolving healthcare landscape</p>
4)	Experience	29 years	20 years
5)	Directorships held in other listed companies* (excluding Private Limited Companies, Section 8 Companies, Foreign Companies & LLP's) as well as other Indian Companies	<ol style="list-style-type: none"> Fortis Hospitals Limited Fortis Health Management Limited Association of Hospitals of Eastern India Artistry Properties Private Limited Escorts Heart and Super Speciality Hospital Limited 	<ol style="list-style-type: none"> Escorts Heart and Super Speciality Hospital Limited Adayu Mindfulness Limited Fortis Hospital Limited

NOTICE (Contd.)

SR. No.	Particulars	Ms. Richa Singh Debgupta	Dr. Ritu Garg
6)	Memberships/ Chairmanships of committees of as on date (includes only Audit & Risk Management Committee and Stakeholders Relationship Committee) [along with listed entities from which the person has resigned in the past three years]	None	None
7)	shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	As on the date of this notice, the director who is seeking appointment do not hold any shares in the Company.	As on the date of this notice, the director who is seeking appointment do not hold any shares in the Company.
8)	Disclosure of Relationship with Directors inter-se and KMP's	There is no inter-se relationship between the director who is seeking appointment vide this postal ballot and other Directors / KMP's of the Company.	There is no inter-se relationship between the director who is seeking appointment vide this postal ballot and other Directors / KMP's of the Company.
9)	Date of Appointment (Original)	October 10, 2023	May 06, 2025
10)	Terms and Conditions of Appointment	Ms. Richa Singh Debgupta and Dr. Ritu Garg have been appointed in terms of the provisions of Act and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force. In addition, they are also responsible to undertake the roles and responsibilities assigned by the Board from time to time.	
11)	Details of proposed remuneration and the remuneration last drawn, if any	NA since neither any remuneration has been drawn from the company in the past nor any remuneration is proposed for upcoming years.	
12)	No. of Board Meetings Attended in FY 2024-25*	6	-