

Notice of the Annual General Meeting

FORTIS MALAR HOSPITALS LIMITED

CIN: L85110DL1989PLC276986

Registered Office: Escorts Heart Institute and Research Centre, Okhla Road, New Delhi-110025

Website: www.fortismalar.com

Email: secretarial.malar@malarhospitals.in

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting of Fortis Malar Hospitals Limited** will be held on Wednesday, **September 23, 2015 at 10:00 Hours at PHD Chamber of Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110016**, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements of the Company together with reports of the Boards and Auditor's thereon and the Audited Consolidated Financial Statements of the Company including Auditor's Report thereon.
2. To appoint a director in place of Dr. Nithya Ramamurthy (DIN – 00255343), who retires by rotation and being eligible, offers her self for re-appointment
3. To declare a Final Dividend of Re. 0.50 per equity share, for the year ended March 31, 2015.
4. To appoint Auditors and to fix their remuneration 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 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Registration No. 117366W/W-100018), be and are hereby appointed as Statutory Auditors of the Company for a period of 5 years, subject to ratification of the appointment by the Members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following

resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Mr. Daljit Singh (DIN-00135414), who was appointed as an Additional Director of the Company with effect from December 24, 2014 under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Mr. Karthik Rajagopal (DIN-06652382), who was appointed as an Additional Director of the Company with effect from December 24, 2014 under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration as set out in the explanatory Statement annexed to the Notice convening this Meeting.

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

By Order of the Board
For Fortis Malar Hospitals Limited

Date : July 30, 2015
Place : Chennai

Sd/-
Sumit Goel
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is enclosed herewith and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY(IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY (IES) NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, to be effective shall be duly filled, stamped, signed and deposited, not less than 48 hours before the commencement of the Meeting at the Registered Office of the Company.

Pursuant to the provisions of Companies Act, 2013 and the rules thereunder, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Pursuant to provisions of Clause 49 of the Listing Agreement, the particulars of Directors seeking appointment/re-appointment at this Annual General Meeting (AGM) are annexed to the Notice.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, September 16, 2015 till Wednesday, September 23, 2015, both days inclusive for the purpose of payment of Dividend and Annual General Meeting cut-off date for reckoning members eligible for voting through E-voting and at the Annual General Meeting on Wednesday, September 16, 2015. E-voting facility will be available from 9.00 am on September 20, 2015 to 5.00 pm September 22, 2015, after which the e-voting facility will not be available.
5. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within a period of 30 days from the date of declaration to those members whose names appear in the list of shareholders as on the date of book closure.
6. The dividend declared during the last financial years, if remaining unclaimed for 7 years, will be statutorily transferred by the Company to Investor Education and Protection Fund established by the Central Government (IEPF)

7. Remittance of Dividend through Electronic Mode

The Company provides the facility for remittance of dividend to Shareholders through NECS (National Electronic Clearing Service) / RTGS (Real Time Gross Settlement) / NEFT (National Electronic Funds Transfer). Shareholders who have not yet availed the NECS / RTGS / NEFT facility and wish to avail the same may have their bank details, including MICR (Magnetic Ink Character Recognition) and IFSC (Indian Financial System Code) number updated with their respective Depository Participants (DPs) or ISC where shares are held in the dematerialised form and in the physical form, respectively.

8. Bank Details

Shareholders holding shares in the physical form are requested to advise ISC of change in their address / mandate / bank details to facilitate better servicing. Shareholders are advised that bank details as furnished by NSDL / CDSL or by them to the Company, for shares held in the dematerialised form and in the physical form respectively, will be printed on the dividend warrants as a measure of protection against fraudulent encashment.

9. Members are requested to bring their copy of Annual Report to the Meeting.
10. Members / Proxies are requested to bring the Attendance Slip/proxy form duly filled in, sent herewith along with the notice of the AGM. The members who hold shares in dematerialized form are requested to bring their Client Master List / Depository Participant Statement / Delivery Instruction Slip, reflecting their Client Id and DP Id No. for easier identification of attendance at the meeting.
11. Members are requested to notify any change of address:
 - a. to their depository participants in respect of shares held in dematerialized form, and
 - b. to Company/Registrar and Transfer Agent ("Karvy") in respect of shares in physical form, under their signatures and quoting folio number (including for change of residential status/e-mail id, bank details, etc.).
12. In case of joint holders attending the meeting, only such joint holder whose name appears at the top in the hierarchy of names shall be entitled to vote.
13. Corporate members are requested to send a duly

certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

14. For security reasons, no article / baggage will be allowed at the venue of the meeting. The members/ attendees are strictly requested not to bring any article/baggage, etc. at the venue of the meeting.
15. 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.
16. Members may avail the nomination facility as provided under Section 72 of the Companies Act, 2013.
17. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement, and
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members desiring any information as regards the Accounts are requested to write to the Company Secretary, giving at least 7 days notice prior to the date of Annual General Meeting to enable the Management to reply at the Meeting.
19. The notice of Annual General Meeting will be sent to those members / beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on Friday, August 14, 2015. A person who is not a member as on the cut-off date i.e. September 16, 2015 should treat this notice for information purposes only.
20. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by Companies. Also, the Listing Agreement with the Stock Exchange(s) permits Companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative 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.fortismalar.com
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company /Karvy.
22. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
23. Electronic copy of the Notice of the 24th Annual General Meeting of the Company is being sent to all members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice is being sent in the permitted mode.
24. All documents referred to in the Notice and Explanatory Statement will be available for inspection at the Company's registered office during normal business hours on the working days upto the date of Annual General Meeting
25. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the assent or dissent of the shareholders in respect of the resolutions contained in the Annual General Meeting Notice is also being taken through e-voting facility provided through Karvy Computershare Private Limited.
23. The e-voting event number, User Id and Password along with the detailed instructions for remote e-voting are provided in the notice of remote e-voting, being sent along with the Notice of Annual General Meeting.
24. The result on resolutions shall be declared on or before closing business hours on Thursday, September 24, 2015 at the registered office of the Company and the same along with the scrutinizer's report shall also be available on the website of the Company and on the website of Karvy Computershare Private Limited. The resolutions will be deemed to be

passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.

25. The Route Map for the 24th Annual General Meeting of the Company along with the Landmark forms part of this Report
26. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
27. The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts or Arrangements in which Directors are interested and documents referred to in the notice and explanatory statement, including certificate from the Auditors of the Company under Clause 14 of the SEBI (Share Based Employee Benefits) Regulations, 2014 are open for inspection at the Registered Office of the Company during normal business hours on all working days (Monday to Friday) upto the date of AGM and will also be available for inspection at the meeting.

EXPLANATORY STATEMENT

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

Item No. 4

Appointment of Statutory Auditors of the Company

The Companies Act, 2013 has introduced the concept of rotation of auditors. It states that no listed Company shall appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years (total 10 years). Further, an audit firm which has completed its term as aforesaid shall not be eligible for re-appointment as auditor in the same company for 5 years from completion of such term. The Companies Act, 2013 also allows a transition period of three years for complying with above.

S. R. Batliboi & Associates LLP, Chartered Accountants are the statutory auditors of the Company for the financial year 2011-12 onwards. Since they have been the statutory auditors for a period of more than 10 years of group level, it is proposed for rotation of the auditors.

The provisions of the Companies Act, 2013 on transition of Auditors allow continuing with the current auditors for

a period of 3 more years i.e. till March 2017. However, the shareholders based on the recommendation of Audit & Risk Management Committee and Board of Directors have in the last AGM decided that the tenure of current auditors is restricted to 1 year only and thus it is proposed to change the statutory auditors of the Company for Financial Year 2015-16 onwards.

The Board of Directors recommends to appoint M/s. Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company for a period of 5 (Five) years commencing from financial year 2015-16, subject to ratification by members at each annual general meeting.

None of the Directors / Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5

The Board of Directors of the Company had appointed Mr. Daljit Singh as an Additional Director of the Company with effect from December 24, 2014. In accordance with the provisions of Section 161 of the Companies Act, 2013 ('the Act'), Mr. Daljit Singh shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Director of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature as a Director of the Company.

Nomination and Remuneration Committee has recommended the appointment of Mr. Daljit Singh as Director (Non-executive) of the Company, liable to retire by rotation. Further, he is not disqualified from being appointed as Director in terms of Section 164 of the Act.

A brief profile of Mr. Daljit Singh, including nature of his expertise, is provided separately in the Annual Report

A copy of the draft Letter of Appointment for Directors, setting out terms and conditions of appointment is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.fortismalar.com.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Daljit Singh, are concerned or interested (financially or otherwise) in this Resolution.

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

Item No. 6

The Board of Directors of the Company had appointed Mr. Karthik Rajagopal as an Additional Director of the Company with effect from December 24, 2014. In accordance with the provisions of Section 161 of the Companies Act, 2013 ('the Act'), Mr. Karthik Rajagopal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as a Director of the Company. The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature as a Director of the Company.

Nomination and Remuneration Committee recommends the appointment of Mr. Karthik Rajagopal as Director (Non-executive) of the Company, liable to retire by rotation. Further, he is not disqualified from being appointed as Director in terms of Section 164 of the Act .

A brief profile of Mr. Karthik Rajagopal, including nature of his expertise, is provided separately in the Annual Report

A copy of the draft Letter of Appointment for Directors, setting out terms and conditions of appointment is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.fortismalar.com.

None of the Directors or Key Managerial Personnel and their relatives, except Mr. Karthik Rajagopal, are concerned or interested (financially or otherwise) in this Resolution.

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

Item No. 7

The Board, on the recommendation of the Audit & Risk Management Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company, for the financial year ending March 31, 2015 as per the following details:

Name of the Cost Audit Firm	Amount (In Rupees)
M/s. Jitender, Navneet & Co, Cost Accountants	50,000 (Plus out of pocket expenses extra)

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as

recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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. 7 of the Notice.

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

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

Dr. Nithya Ramamurthy

Dr. Nithya, aged about 63 years has extensive experience in Medical Profession as an expert in Gynaecology/ Obstetrics. Dr. Nithya is a Senior Consultant Obstetrician and Gynaecologist at Fortis Malar Hospital, Chennai having more than 39 years of extensive experience as a medical professional.

Dr. Nithya Ramamurthy specialises in Gynaecology & Obstetrics and also holds the record performing over 10,000 Laparoscopic surgeries. She is also a member of 'Inner Wheel of India' and member of 'Federation of Obstetrician & Gynaecologists Association', South India.

Apart from the above, she has conducted a number of CME programs for the young medical students and practitioners, and also held Vaginal Pelvic Surgery Workshop with Royal college of Obstetricians and Gynaecologists. Her special areas of Interest are High Risk Pregnancy, Infertility Treatment, Obesity, Pcos and Laparoscopic Surgery.

Dr. Nithya was awarded the "The Best Doctor" by the Governor of Tamil Nadu in March 2012 by Dr. MGR University. She is the "Best Outgoing Student Award Holder", Women & Children Hospital, Madras Medical College – 1983 – 1985 and also holder of Malaysian Govt. Merit Scholarship (MARA), she has done House Surgeoncy – Govt. Rajaji Hospital, Madurai Medical College. Dr. Nithya is a DGO from Madras Medical College and MBBS from Madurai Medical College, Madurai.

Original date of appointment: May 1, 2006

Shareholding in the Company as on July 30, 2015: 905377 equity shares of ₹ 10 each.

Dr. Nithya Ramamurthy is not related to any other Director and/or Key Managerial Personnel of the Company.

During the financial year 2014-15 Dr. Nithya has attended all five Board meetings.

Dr. Nithya is not holding Directorship and/or Committee membership/ chairmanship in any other Company.

Dr. Nithya is a non Executive Director liable to retire by rotation. Details of remuneration are given under Corporate Governance Report, forming part of the Annual Report

Mr. Daljit Singh

Mr. Daljit Singh, aged about 62 years, is the Chairman of the Company and also holds the position of President in the Holding Company i.e. Fortis Healthcare Limited. During his tenure of 12 years with Fortis, he has led the Company's Projects Function, Strategy and Organizational Development Functions and has also held the office of the Chief Executive Officer. He has over 40 years of rich management experience in the Corporate Sector.

Mr. Daljit Singh is an acknowledged expert and thought leader in the domain of Healthcare Delivery. He has represented Fortis at Industry forums like the CII and FICCI and led several healthcare related committees. He is an active participant on the World Economic Forum platform and is on a number of Steering Boards constituted by the Forum to guide a number of major Global projects: 'Scenarios for Sustainable Health Systems', 'The Healthy Living Charter', and 'Health Systems Leapfrogging'. He is also on the Forum's Advisory Board on 'The Economic Burden of Non Communicable Diseases in India'. He has spoken on panels and presented to Indian and International audiences on themes related to Healthcare. His key experience and achievements have been in the areas of developing progressive HR strategies and ensuring their implementation, organizational restructuring, building a high performance culture and leading teams to deliver business value. He has successfully planned and executed significant change programs.

A graduate from the Indian Institute of Technology, Delhi, Mr. Singh was a Commonwealth Scholar to the Senior Management Programme at the Manchester Business School. With an outstanding track record in the field of athletics, his current interests include athletics, high altitude trekking, adventure sports, spirituality, music and reading.

Original date of appointment: December 24, 2014

Mr. Daljit Singh is not related to any other Director and/or Key Managerial Personnel of the Company.

As on July 30, 2015, no equity shares of the company or other convertible instrument(s), if any, are held by him in the Company.

During the financial year 2014-15, Mr. Daljit Singh has attended One Board Meeting of the Company.

Mr. Daljit Singh is a Director and/or Chairman / Member of the Committees of Boards of the following other companies:

S. No.	Name of the Company/Entity in which interested*	Committee Memberships
1.	Fortis Hospotel Limited – Director	Chairman – Audit and Risk Management Committee Member – Nomination and Remuneration Committee
2.	Reliant Healthcare Consultancy Private Limited – Director	–
3.	Health Is Wealth Media Private Limited –Director	–
4.	Fortis Hospitals Limited – Director	–
5.	Fortis La Femme Limited – Director	–
6.	Fortis Emergency Services Limited – Director	–
7.	Birdie & Birdie Realtors Private Limited – Director	–

*The Directorships held by Mr. Daljit Singh does not include directorship in Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

Mr. Karthik Rajagopal

Mr. Karthik Rajagopal, aged about 45 years is a Management Graduate from Asian Institute of Management, Manila (AIM) and has managerial experience of over 20 years. His core functional strengths include Operations Management, Marketing including Brand Management and Integrated Marketing Communications, Patient Engagement and Consultant Relations Management

Mr. Karthik Rajagopal works as a Regional Director (Southern Region) in the Holding Company i.e. Fortis Healthcare Limited, heads Fortis Hospitals in Karnataka, Tamil Nadu, Goa and La Femme Facilities and is also responsible for Growth, Strategic Alliances, Brand and Marketing in the region.

Original date of appointment: December 24, 2014

Mr. Karthik Rajagopal is not related to any other Director and/or Key Managerial Personnel of the Company.

As on July 30, 2015, no equity shares of the company or other convertible instrument(s), if any, are held by him in the Company.

During the financial year 2014-15, Mr. Karthik Rajagopal has attended One Board Meeting of the Company.

Mr. Karthik Rajagopal does not hold Chairmanship / Membership in any other Company but holds Directorship in the following other companies:

S. No.	Name of the Company/Entity in which interested*	Committee Memberships
1.	Lalitha Healthcare Private Limited – Director	–
2.	Malar Stars Medicare Limited – Additional Director	–

*The Directorships held by Mr. Karthik Rajagopal does not include directorship in Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

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

Date : July 30, 2015
Place : Chennai

Sd/-
Sumit Goel
Company Secretary