

FORTIS HEALTHCARE LIMITED



Regd. Office: Escorts Heart Institute And Research Centre, Okhla Road, New Delhi – 110 025

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of Fortis Healthcare Limited will be held on Friday, 24th day of May, 2013, at 3.30 p.m. at Air Force Auditorium, Subroto Park, New Delhi – 110010, to transact the following business:

SPECIAL BUSINESS

1. To raise additional funds through further issue of securities by way of preferential allotment

To consider, and if thought fit, to pass, with or without modification(s), the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (*the “Companies Act”*) and such approvals, permissions, consents and sanctions as may be necessary from the Government of India (*“GOI”*), the Reserve Bank of India (*“RBI”*), the rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India (*“SEBI”*), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (*the “ICDR Regulations”*), the provisions of the Foreign Exchange Management Act, 1999, as amended (*“FEMA”*) and regulations thereunder including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and subject to the approvals, consents, permissions and/or sanctions of the Ministry of Finance (Department of Economic Affairs) and Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and all other ministries, departments or other authorities of the GOI, SEBI and/or any other competent authority(ies) and the enabling provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company of face value Rs. 10 each (*the “Equity Shares”*) are listed and in accordance with the regulations and guidelines issued by the GOI, RBI, SEBI and/or any other competent authority(ies) and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (*hereinafter referred to as the “Board”, which term shall include any Committee thereof*) consent of the shareholders of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to an aggregate of 28,610,355 Equity Shares at a premium of Rs. 89.09 per Equity Share of Rs. 10 each aggregating up to Rs. 2,835,000,000.00 (*“Specified Securities”*) on a preferential allotment basis to International Finance Corporation (*“IFC”*), at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection.

RESOLVED FURTHER THAT the exact number of Equity Shares to be issued and allotted to IFC pursuant to the authorizations set out herein shall, in compliance with applicable law and regulations, be determined based upon the actual Rupee Dollar conversion rate as of the date on which the investment is made by IFC, provided that the total amount to be invested by IFC to subscribe to the Specified Securities shall under no circumstances exceed US\$ 45 million.

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the “Relevant Date” shall be April 24, 2013, being the date which is 30 days prior to the date of this Extra-Ordinary General Meeting at which the shareholders’ approval is being sought *i.e.*, May 24, 2013.

RESOLVED FURTHER THAT the Specified Securities, when issued, shall rank *pari passu* with the existing fully paid up Equity Shares of the Company in all respects, subject to the relevant provisions contained in the memorandum and articles of association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Specified Securities, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Specified Securities, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with the

appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of the Specified Securities, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Specified Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) of the Company and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions.

By Order of the Board
For Fortis Healthcare Limited

Rahul Ranjan
Company Secretary

Place: New Delhi
Dated: April 24, 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.

2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, is enclosed herewith and forms part of this Notice.

3. Members / Proxies are requested to bring the Attendance Slip duly filled in and hand over the same at the entrance of the Meeting Hall. The members who hold shares in dematerialized form are requested to bring their Client Master List / Depository Participant Statement / Delivery Instruction Slip, reflecting their DP ID and Client ID Nos. for easier identification of attendance at the meeting.

4. 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.

5. 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 Extra-Ordinary General Meeting.

6. 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.

7. As part of the “Green Initiative in Corporate Governance” introduced by the Ministry of Corporate Affairs (MCA), the Company has been sending all shareholder communications such as the Notice of General Meetings, Audited Financial Statements, Directors’ Report, Auditors’ Report, etc., to shareholders in electronic form to the E-mail ID provided by them and made available to the Company by the Depositories.

Members are requested to register their E-mail IDs with their respective Depository Participants and inform them of any changes to the same from time to time. However, members who prefer physical copy to be delivered may write to the Company at its Registered Office or send an E-mail to secretarial@fortishealthcare.com by providing their DP ID and Client ID as reference.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The Board of Directors of the Company has, by way of a resolution approved by circulation on April 24, 2013, approved the issuance of up to 28,610,355 Equity Shares to International Finance Corporation (“IFC”), for an aggregate consideration of up to US\$ 45 million (the “Specified Securities”), on a preferential basis, in accordance with applicable laws and regulations.

The Specified Securities are being issued by the Company with a view to augment funds to inter alia, fund Company’s capital expenditure requirements, repayment of debts and general corporate purposes.

The Company is also undertaking, pursuant to the resolution of the shareholders of the Company on January 15, 2013 (i) an Institutional Placement Programme (IPP) to raise funds and to comply with minimum public shareholding requirements as specified under the Securities Contracts (Regulation) Rules, 1957 as amended and Clause 40A of the listing agreement

and (ii) a private placement of Foreign Currency Convertible Bonds (the "Bonds") with IFC for an aggregate amount of US\$ 55 million.

The preferential allotment of Specified Securities and the private placement of the Bonds with IFC are both subject to the Company achieving minimum public shareholding, unless otherwise permitted.

It may be noted that in terms of Chapter VII of the ICDR Regulations, it is necessary to disclose the details of investors and certain other terms to the shareholders while seeking their approval for issuing the Specified Securities on preferential basis.

Hence, the requisite approval of the shareholders is being sought by way of a Special Resolution in terms of the provisions of the Companies Act and the ICDR Regulations, the relevant disclosures / details of which are given below:

(a) Object of the preferential issue:

The proceeds of the preferential offer are proposed to be used for repayment of debts, to fund Company's capital expenditure requirements, and general corporate purposes permitted by applicable laws.

(b) Type of security offered and the number of security offered:

The Company proposes to create, offer, issue and allot up to an aggregate of 28,610,355 Equity Shares at a premium of Rs. 89.09 per Equity Share of Rs. 10 each, on a preferential allotment basis, to International Finance Corporation on such terms and conditions and in such manner as may be decided by the Board in this connection.

(c) The proposal of the Promoters, Directors and key Management persons of the Company to subscribe to the proposed preferential offer:

None of the promoters / directors / key management persons intends to subscribe to the proposed preferential offer.

(d) The time within which the preferential issue shall be completed

As required under the ICDR Regulations, the allotment of the Specified Securities will be completed within 15 days from the date of the passing of the resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 days from date of such approval.

(e) Shareholding pattern of the Company before and after the preferential issue:

Category of Shareholder	Pre Issue Shareholding						Post Issue Shareholding					
	As on April 19, 2013 (Before the proposed IPP and Preferential Allotment)		After Minimum IPP Allotment*		After Maximum IPP Allotment**		After Minimum IPP and Preferential Allotment		After Maximum IPP and Preferential Allotment			
	Nos.	%	Nos.	%	Nos.	%	Nos.	%	Nos.	%		
A. Promoters' Shareholding												
Promoter	329,614,546	81.34	329,614,546	74.88	329,614,546	73.21	329,614,546	70.31	329,614,546	68.84		
Promoter Group	539,403	0.13	539,403	0.12	539,403	0.12	539,403	0.12	539,403	0.11		
Sub-total (A)	330,153,949	81.47	330,153,949	75.00	330,153,949	73.33	330,153,949	70.42	330,153,949	68.95		
B. Public Shareholding												
I. Institutional Investors												
Allottees of IPP	-	-	34,993,030	7.95	45,023,581	10.00	34,993,030	7.46	45,023,581	9.40		
International Finance Corporation	-	-	-	-	-	-	28,610,355	6.10	28,610,355	5.97		
Other Institutional Investors	23,857,934	5.89	23,857,934	5.42	23,857,934	5.30	23,857,934	5.09	23,857,934	4.98		
II. Non - Institutional Investors	51,200,352	12.64	51,200,352	11.63	51,200,352	11.37	51,200,352	10.92	51,200,352	10.69		
Sub-total (B)	75,058,286	18.53	110,051,316	25.00	120,081,867	26.67	138,661,671	29.58	148,692,222	31.05		
Total (A+B)	405,212,235	100.00	440,205,265	100.00	450,235,816	100.00	468,815,620	100.00	478,846,171	100.00		

* Based on the assumption that the maximum shares allotted would enhance the public share holding to 25% of post issue capital i.e., 34,993,030 Equity Shares.

** Based on the assumption that the maximum shares allotted would be 10% of post issue capital i.e., 45,023,581 Equity Shares.

(f) Identity of the proposed allottee and percentage of post preferential issue capital that may be held by them and change in control, if any, consequent to the preferential issue:

Identity of proposed allottee	The maximum number of Equity Shares proposed to be allotted	Post issue shareholding on a fully diluted basis
International Finance Corporation	28,610,355 [^]	Upto 6.10%

[^] The number mentioned above has been computed on the presumption of Dollar Exchange rate to be Rs. 63.00. The exact number of Equity Shares to be issued and allotted pursuant to authorisations set out herein shall, in compliance with applicable laws and regulations, be determined based upon the actual Rupee Dollar Conversion Rate as of the date on which the investment is made by IFC, provided that the total dollar amount to be invested by IFC shall under no circumstances exceed US\$45 Million.

There will be no change in control of the Company consequent to the preferential issue.

(g) Undertaking to Recomputed Price:

The same is not applicable in the present case.

(h) Undertaking to lock-in the Specified Securities till the re-computed price is paid:

The same is not applicable in the present case.

(i) Auditor's Certificate:

A certificate from S.R.Batlbi & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, certifying that the issue of the Specified Securities is being made in accordance with requirements of ICDR Regulations, shall be placed before the shareholders at the Extra-Ordinary general meeting.

(j) Lock-in Period:

The Specified Securities as may be allotted to IFC shall be locked in for a period of one year in accordance with the provisions of the ICDR Regulations.

(k) Important terms and conditions

- The total subscription amount shall be payable by IFC at the time of allotment of the Specified Securities;
- The allotment of the Specified Securities are subject to IFC not having sold any Equity Shares during the six months preceding the Relevant Date (defined below);
- Since IFC is a qualified institutional buyer, under Chapter VII of the ICDR Regulations, issue of Specified Securities on a preferential basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date;
- The "Relevant Date" for determining the floor price for the issuance of the Equity Shares (in accordance with Chapter VII of the ICDR Regulations) shall be April 24, 2013, being the date which is 30 days prior to the date of this Extra-Ordinary General Meeting at which the shareholders' approval is being sought i.e., May 24, 2013.

As it is proposed to issue and allot the aforesaid Specified Securities on preferential allotment basis, Special Resolution is required to be approved by the Shareholders pursuant to the provisions of Section 81(1A) of the Companies Act, 1956, and Chapter VII of the ICDR Regulations. Your Directors, therefore, recommend the resolution for your approval.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot the Specified Securities to International Finance Corporation, who may or may not be existing shareholders of the Company.

None of the Directors of the Company is in any way concerned or interested in the resolution.

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

Place: New Delhi
Dated: April 24, 2013

**Rahul Ranjan
Company Secretary**

FORTIS HEALTHCARE LIMITED



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ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company / Depositories.

DP Id	
Client Id	

Folio No.*	
No. of Shares	

Name(s) in Full	Father's/Husband's Name	Address as Regd. with the Company / Depositories
1.....
2.....
3.....

I/WE HEREBY RECORD MY/OUR PRESENCE AT THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY BEING HELD ON FRIDAY, 24th DAY OF MAY, 2013 AT 3.30 P.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI-110010.

Please (✓) in the Box

MEMBER PROXY

.....
Member's Signature

.....
Proxy's Signature

*Applicable for investors holding shares in physical form.



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PROXY FORM

DP Id	
Client Id	

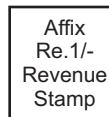
Folio No.*	
No. of Shares	

Name(s) in Full	Father's/Husband's Name	Address as Regd. with the Company / Depositories
1.....
2.....
3.....

being member(s) of Fortis Healthcare Limited, hereby appoint of
..... in the district of or failing him of
..... in the district of as my/our Proxy to attend and
vote for me/us on my/our behalf at the Extra-ordinary General Meeting of the Company scheduled to be held on Friday, 24th day of May
2013 at 3.30 P.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010 and/or at any adjournment thereof.

*Applicable for investors holding shares in physical form.

Signatures.....



Notes:

The Proxy Form duly completed and signed should be deposited at the Registered Office of the Company situated at Escorts Heart Institute And Research Centre, Okhla Road, New Delhi – 110 025 not later than 48 hours before the commencement of the Extra-ordinary General Meeting.



