



Fortis

FORTIS HEALTHCARE LIMITED

CIN: L85110DL1996PLC076704

Regd. Off. : Escorts Heart Institute and Research Centre, Okhla Road, New Delhi-110025

Tel.: +91-11-4713 5000/2682 5000, Fax: +91-11-26825013

Email Id :secretarial@fortishealthcare.com Website : www.fortishealthcare.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given to the members of Fortis Healthcare Limited ('the Company') pursuant to Section 110 of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the Company seeks approval of members to pass the following Resolutions, by means of Postal Ballot:

- (i) To consider and approve appointment of Mr. Ravi Umesh Mehrotra as Director, liable to retire by rotation.
- (ii) To consider and approve appointment of Ms. Shradha Suri Marwah as an Independent Director
- (iii) To approve entering into the Related Party transactions with Subsidiary Companies.

Your consideration and approval by Postal Ballot is sought for the enclosed Resolutions. The Statement under Section 102(1) of the Act setting out the material facts and reasons for the Resolutions is also appended herewith and is being sent to you along with the 'Postal Ballot Form' for your consideration.

Mr. Mukesh Manglik, Company Secretary in Whole-time Practice (C.P. No. 8476) has been appointed by the Board of Directors of your Company as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. This Notice is being sent to all the Members whose name appears as on Friday, March 20, 2015 in the Register of Members/List of Beneficial Owners and as received from Karvy Computershare Private Limited (KCPL), the Registrar and Transfer Agent of the Company.

You are requested to carefully read the instructions printed on the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the resolutions at the end of the Postal Ballot Form and return the duly completed and signed the Original Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the **close of working hours (i.e. 1730 Hrs IST) on Saturday, May 2, 2015**. Ballots received thereafter will be strictly treated as if no reply has been received from the Member.

Further, in compliance with Clause 35B of the Listing Agreement with Stock Exchanges and provisions of Section 110 of the Act read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company. For this purpose, the Company has entered into an agreement with KCPL for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes to this Notice of Postal Ballot.

Please note that e-voting is optional. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

SPECIAL BUSINESS

ITEM No. 1

Appointment of Mr. Ravi Umesh Mehrotra as Director

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as "the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravi Umesh Mehrotra (DIN: 01355561), who was appointed as an Additional Director w.e.f. March 26, 2015, who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of Director, be and is hereby appointed as a Non- Executive Non Independent Director, liable to retire by rotation."

ITEM No. 2

Appointment of Ms. Shradha Suri Marwah as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Shradha Suri Marwah (DIN: 00176902), who was appointed as an Additional Director, who fulfills the criteria for independence as provided under Section 149(6) of the Act and holds office up to the date of next Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from March 26, 2015, not liable to retire by rotation."

ITEM No. 3

Approval for entering into Related Party Transaction(s) with Subsidiaries

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement entered into with the stock exchanges, the consent of the Members of the Company be and is hereby accorded to enter into transactions with the following Related Parties and for the maximum amounts, as mentioned herein below:

Nature of transaction as per Companies Act, 2013	Name of the Director/ KMP who is related and nature of their relationship	Name of the Related Party	Relation-ship	Particulars/ Material Terms and conditions of the transaction
Rendering of Services	None	1.Escorts Heart Institute & Research Centre Limited (EHIRCL), 2.Fortis Asia Healthcare Pte Ltd (FAHPL), 3.Fortis Healthcare International Pte Ltd. (FHIPL)	Subsidiary Companies	Corporate Guarantee upto of Rs. 1000 Crs each (In Indian currency or otherwise) on behalf of EHIRCL, FAHPL and FHIPL as a security for the credit facility (both fund based and non-fund based) availed/to be availed by EHIRCL, FAHPL and FHIPL from Banks, Institutions, Body(ies) Corporate or any other person, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and are hereby, severally authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party(ies) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

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

Date : March 26, 2015
Place : Gurgaon

**Rahul Ranjan
Company Secretary
ICSI Membership No. - A17035**

- Encl: 1. Postal Ballot Form
2. Postage- prepaid envelope

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. The Notice is being sent to all the Members, whose names would appear in the Register of Members / Record of Depositories as on Friday, March 20, 2015.
3. **The Company also offers e-voting facility.**

The instructions for Members opting for E-voting are as under:

In case of Member (s) receiving e-mail from Karvy Computershare Private Limited:

- a. For Members whose email address is registered- open the attached PDF file "FortisHealthcare-e-voting.pdf" by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User Id" and "Password" for e-voting;
- b. For Members who have not registered their email ids: **please refer to the user id and password printed on the Postal Ballot Form;**
- c. Please note that the password is an initial password;
- d. Open internet browser by typing the URL: <https://evoting.karvy.com>;
- e. Click on Member- Login;
- f. Put user ID and password as initial password noted in step (a) above

and click Login;

- g. Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- h. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
- i. Select "EVEN" (i.e. E-Voting Event Number) of Fortis Healthcare Limited;
- j. Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on April 2, 2015 (1000 Hrs) and ends on May 2, 2015 (1730 Hrs).
- k. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote;
- l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (in PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at secretarial@fortishealthcare.com with a copy marked to evoting@karvy.com;
- m. In case Members desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortishealthcare.com or by obtaining duplicate form from the Company's Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited, Unit: Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081.

In case of Members receiving Postal Ballot Form by Post:

- i) Initial password is provided as below, at the bottom of the Postal Ballot Form:

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN

- ii) Please follow all steps from Sl. No. (a) to (m) mentioned above, to cast vote.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available at the website of E-voting Platform Provider viz. <https://evoting.karvy.com> or contact M/s. Karvy Computershare Private Limited at toll free number 1800 345 4001.

If you are already registered with M/s Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

4. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortishealthcare.com or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081, India or Fortis Healthcare Limited, Escorts Heart Institute and Research Centre, Okhla Road, New Delhi- 110025, fill in the details and send the same to the Scrutinizer.

5. Kindly note that the Members can opt ONLY ONE MODE OF VOTING, i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and E-voting both, then vote cast through e-voting will be treated as valid.
6. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
7. The voting rights of Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on Friday, March 20, 2015.
8. The result of the Postal Ballot shall be declared by the Executive Chairman or Executive Vice Chairman, or in their absence by any other person, so authorized by them on May 4, 2015 at 1600 Hrs at the Registered Office of the Company at Escorts Heart Institute and Research Centre, Okhla Road, New Delhi- 110025 and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman, Vice Chairman or such other person, if the results of the Postal Ballots indicates that the requisite majority of the Members has assented to the Resolution. The result of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company www.fortishealthcare.com.
9. A copy of the documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, i.e. from Monday to Friday, between 10.00 a.m. and 12.00 noon, up to the date of declaration of the result of Postal Ballot.

ANNEXURE TO NOTICE

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

ITEM NO. 1

The Board of Directors of your Company had co-opted Mr. Ravi Umesh Mehrotra as an Additional Director w.e.f. March 26, 2015, in terms of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act"). The brief profile of Mr. Mehrotra as required under Clause 49 of the Listing Agreement is as under:

Profile

Mr. Ravi Umesh Mehrotra has over 25 years of experience in the financial services domain both in India and internationally. He is currently associated with Religare Group. Prior to this, Mr. Mehrotra was associated with PineBridge Investments (erstwhile AIG) where he was the Global Head of Retail & Intermediary Channels. His career span also includes assignments in India as the President of Franklin Templeton Asset Management, CIO of Kothari Pioneer, Executive Vice President & Co-founder of Prime Securities and Vice President of Bank of America in their Investment Banking & Treasury Group.

a) Directorships held in other Companies as on date (Excluding foreign companies)

S. NO.	NAME OF THE COMPANIES	NATURE OF INTEREST OR CONCERN / CHANGE IN INTEREST OR CONCERN
1	Religare Enterprises Limited	Director
2	Aegon Religare Life Insurance Company Ltd.	Nominee Director
3	Religare Health Insurance Company Ltd.	Director
4	Religare Capital Markets Limited	Director

b) Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee)

S. No.	Name of Company	Name of Committee	Designation (Chairman/Member)
1	Religare Health Insurance Company Limited	Audit Committee	Member
2	Aegon Religare Life Insurance Company Limited	Audit Committee	Member

As on the date of appointment i.e. March 26, 2015 he does not hold any shares or any other convertible instrument in the Company.

As per the provisions of Section 161 of the Act, he will hold office upto the date of this Annual General Meeting. The Company has received a notice in writing in terms of Section 160 of the Act, alongwith a requisite deposit, proposing his candidature for the office of Non Executive Non Independent Director of the Company, liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Mehrotra as Non Executive Non Independent Director.

Further, he is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director.

Except Mr. Ravi Umesh Mehrotra, being the appointee, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, in the said resolution.

The Board of Directors recommends the resolution as set out at Item No. 1 for approval of the members as an ordinary resolution.

ITEM NO. 2

The Board of Directors of the Company (the "Board"), on March 26, 2015 has appointed Ms. Shradha Suri Marwah, as an Additional Director (in the category of Independent Non-Executive Director) on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Ms. Shradha Suri Marwah would hold office up to the date of the next Annual General Meeting ("AGM") of the Company.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Ms. Shradha Suri Marwah as an Independent Director of the Company. The Board of Directors, subject to the approval of the Members, has also recommended her appointment as an Independent Director for a period 5 years from the date of appointment.

The Director has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. Further, she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director

In the opinion of the Board of Directors, Ms. Shradha Suri Marwah fulfils the conditions for her appointment as an Independent Director as specified in the Act, the Rules made thereunder and is independent of the Management.

A copy of the draft letter for the appointment of Ms. Shradha Suri Marwah as an Independent Director setting out the terms and conditions shall be available for inspection without any fee by the members at the Company's Registered Office during normal business hours on all working days i.e. from Monday to Friday, between 10:00 a.m. and 12:00 noon up to the date of declaration of the result of Postal Ballot.

Details of Ms. Shradha Suri Marwah, as stipulated under Clause 49 of the Listing Agreement is given below:

Profile

Ms. Shradha Suri Marwah is a Post Graduate from The London School of Economics.

She is part of The Suri Group, which has interests in a diverse range of businesses ranging from Automotive Air-conditioner, Hospitality, Precision Component Manufacturing and Telecom to Education

She is having over 14 years of experience and she is Managing Director of Subros Limited, where she has been a critical part of Change Management and taken the company to new heights. Her key focus areas being creation of a strong R&D, HR, Quality and IT systems enabling decision support.

As a Young Entrepreneur & Visionary Leader, she also drives the Telecom Business of the group where the company (a telecom solutions provider) is engaged in design and manufacturing of access and optical networking equipments.

a) Directorships held in other Companies as on date (excluding foreign companies)

S. NO.	NAME OF THE COMPANIES	NATURE OF INTEREST OR CONCERN / CHANGE IN INTEREST OR CONCERN
1	Mercantile Capitals And Financial Services Private Limited	Director
2	Pia Infrastructure Private Limited	Director
3	Prima Infratech Private Limited	Director
4	Rohan Motors Ltd	Director
5	Subros Limited	Managing Director
6	Prima Telecom Limited	Whole-time Director
7	Prime Cellular Limited	Director
8	Fibcom India Limited	Whole-time Director
9	Automotive Component Manufacturers Association Of India	Director
10	Uniparts India Limited	Director
11	Denso Subros Thermal Engineering Centre India Limited	Director

b) Memberships/ Chairmanships of committees of other companies as on date (includes only Audit Committee and Stakeholders Relationship Committee) : Nil as on the date of appointment i.e. March 26, 2015

As on the date of appointment i.e. March 26, 2015 she does not hold any shares or any other convertible instrument in the Company.

Save and except Ms. Shradha Suri Marwah and her relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, in the resolution set out at Item No. 2 of the Notice.

The Board considers that continued association of Ms. Shradha Suri Marwah would be of immense benefit to the Company and it will be desirable to continue to avail her services as an Independent Director and accordingly, recommends the resolution as set forth at Item no. 2 of the Notice for the approval of the Members by way of an Ordinary Resolution.

ITEM NO. 3

The Shareholders are aware that, in normal course of business the operating subsidiaries of the Company avail credit facilities from Banks, Financial institutions, body corporate etc and generally the lending agencies insist for a corporate guarantee from the holding company. In terms of provisions of clause 49 of the listing agreement, any transaction with a related party (including a subsidiary) which is material in nature requires prior approval of shareholders.

The Shareholders are also aware that the Company is required to convert / redeem the existing U.S.\$100,000,000 5.0 per cent. Convertible Bonds (Bonds), listed on Luxembourg Stock Exchange (LSE), by May 18, 2015. In case the Bond holders wish to redeem the Bonds the total outflow of funds will be upto the tune of approx. USD 105 Million.

While the Company is contemplating to recourse the requirement of funds required

for redemption of Bonds primarily through internal accruals or otherwise, it is also considered appropriate to be ready with an alternate option of funding the payment through availing loans at Company level or at subsidiary level for repayment of their existing loan. Consequently Escort Institute & Research Centre Limited (EHIRCL), Fortis Asia Healthcare Pte Ltd. (FAHPL) and Fortis Healthcare International Pte. Ltd (FHIPL), all subsidiaries of the Company, may avail credit facility upto Rs. 1000 Crores (Rupees One Thousand Crores only) each from Banks/ Institution/Body(ies) Corporate/ any other person etc. in one or more tranches to meet their financial obligations in the ordinary course of business/repayment of existing loan of the Company and accordingly they may request the Company to provide Corporate Guarantee as a security for securing the credit facility being availed. In terms of Clause 49 (VII)(E) of the Listing Agreement extending guarantee(s) to a subsidiary which is not a wholly owned subsidiary requires approval of Shareholders if the guarantee is material in nature. The definition of term subsidiary under vent changes in the new Companies Act, 2013 thereby resulting into EHIRCL, FAHPL and FHIPL becoming "a subsidiary" under the new Companies Act as against "wholly owned subsidiary" under the old Companies Act. A related party transaction with a "wholly owned subsidiary" does not require approval from shareholders in terms of Clause 49 of the Listing Agreement.

The Board of Directors of the Company took note that the Company may extend the required support from its subsidiary/associate Companies.

In the light of provisions of the Companies Act, 2013 and Listing Agreement, Audit Committee and the Board of Directors of your Company has approved the proposed transactions along with limits that your Company may enter into with the related parties.

The particulars of the transaction pursuant to the provisions of Section 188 and the Companies (Meetings of Board and its Powers) Rules, 2014 are as under:

S/No.	Particulars	Details/ Remarks
1.	Name of related party(s)	Escorts Heart Institute & Research Centre Limited (EHIRCL), Fortis Asia Healthcare Pte Ltd (FAHPL) and Fortis Healthcare International Pte Ltd. (FHIPL)
2	Name of the Director or Key Managerial Personnel who is related, if any	None
3.	Nature of Relationship	Subsidiary Companies
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Corporate Guarantee to an extent of Rs. 1000 Crs each (In Indian currency or otherwise) on behalf EHIRCL, FAHPL & FHIPL as a security for the credit facility (both fund based and non- fund based) being availed by EHIRCL, FAHPL & FHIPL
5.	Any other information relevant or important for the Board/ Members to take a decision	The transaction is in ordinary course of business.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution is proposed to be passed through postal ballot.

The Directors recommend the Item No. 3 of the Notice for consent and approval by the Members by way of Special Resolution.

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

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

**Date : March 26, 2015
Place : Gurgaon**

**Rahul Ranjan
Company Secretary
ICSI Membership No. - A17035**