



FORTIS HEALTHCARE LIMITED

CIN: L85110DL1996PLC076704

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

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Email: secretarial@fortishealthcare.com, **Website:** www.fortishealthcare.com

NOTICE

Notice is hereby given that the **Twentieth Annual General Meeting** of Fortis Healthcare Limited will be held on Tuesday, 27th September, 2016 at 12:00 Noon 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 Board and Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the financial year ended on March 31, 2016.
2. To appoint a director in place of Mr. Sunil Godhwani (DIN-00174831), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Ravi Umesh Mehrotra (DIN- 01355561), who retires by rotation and being eligible offers himself for re-appointment.
4. Ratification of Appointment of Auditors

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 all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 21st AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration 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 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), remuneration of Rs. 2.30 lacs plus out of pocket expenses and taxes, being paid to M/s. Jitender, Navneet & Co., Cost Auditors appointed by the Board of Directors, to conduct the audit of the cost records of the Company, for the Financial Year ended March 31, 2016, be and is hereby ratified and confirmed.

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.”

6. 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 42, Section 62(1) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments, modifications, variation or re-enactment thereof) (the “**Companies Act**”), the provisions of the Memorandum and Articles of Association of the Company, all other applicable laws and regulations including 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**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, 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, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended and such approvals, permissions, consents and sanctions as may be necessary from the Government of India (“**GOI**”), the Reserve Bank of India (“**RBI**”), 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, RBI, and/or any other competent authorities 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 duly constituted committee thereof), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), through a placement document/ offer document and/or prospectus and/or offer letter and/or offering circular, from time to time, in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic

market, for a value of up to ₹ 5000 Crores (Rupees Five Thousand Crores only) representing such number of Equity Shares, Global Depository Receipts (**GDRs**), American Depository Receipts (**ADRs**), Foreign Currency Convertible Bonds (**FCCBs**), Foreign Currency Exchangeable Bonds (**FCEBs**) and/or Equity Shares through Depository Receipt Mechanism and/or Fully Convertible Debentures (**FCDs**) and/or Non-Convertible Debentures (**NCDs**) with warrants, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the "**Securities**") or any combination of Securities to investors including, incorporated bodies, mutual funds and/or individuals, qualified institutional buyers (as defined in Chapter VIII of ICDR Regulations), non-resident Indians, promoters, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "**Investors**") including allotment in exercise of a green shoe option, if any, by the Company, through public issue(s), including issuance of Equity Shares through an institutional placement programme under Chapter VIIIA of the ICDR Regulations, private placement(s) or a combination thereof, including issuance of Securities through a qualified institutions placement under Chapter VIII of the ICDR Regulations, at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

- the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company at any point in time; and
- the Equity Shares that may be issued by the Company shall rank pari passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT any allotment of Securities made by way of a qualified institutions placement in terms of Chapter VIII of the ICDR Regulations (hereinafter referred to as "**Eligible Securities**") within the meaning of the ICDR Regulations) shall be completed within twelve months from the date of passing of this resolution or such other time as may be allowed under the ICDR Regulations from time to time.

RESOLVED FURTHER THAT the issue of Eligible Securities made by the way of Qualified Institutional Placement in terms of Chapter VIII of the ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter

VIII of the ICDR Regulations ("**QIP Floor Price**") and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the ICDR Regulations.

RESOLVED FURTHER THAT the Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the QIP Floor Price.

RESOLVED FURTHER THAT that for Equity Shares to be issued to Qualified Institutional Buyers by way of a Qualified Institutional Placement under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (or a duly authorized Committee thereof) decides to open the proposed issue.

RESOLVED FURTHER THAT for convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities/warrants, shall be the date of the meeting in which the Board (or a duly authorized Committee thereof) decides to open the issue of such convertible securities and/or warrants simultaneously with non – convertible debentures or the date on which the holders of convertible securities become entitled to apply for conversion as may be decided by the Board of Directors

RESOLVED FURTHER THAT for Eligible Securities proposed to be issued as FCCBs, FCEBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board (or a duly authorized Committee thereof) decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT the issue of Securities which are convertible into Equity Shares shall, inter alia, be subject to the following terms and conditions:

- in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced *pro tanto*;

- in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- in the event of any merger, amalgamation, takeover or any other re-organization, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or reclassification of the Securities into other securities and/ or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead manager(s), underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, stabilizing agent, advisors and all such agencies as are or may be required to be appointed, involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like to reimburse out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, terms and timing of the issue(s), including the class of Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, discount(s) permitted under applicable law (now or hereafter), premium amount on issue/ conversion of Securities / exercise of warrants / redemption of Securities, rate of interest, redemption period, listings on one or more stock exchange(s) in India and/or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT the Board shall have all powers and authority to modify, reapply, redo, make necessary changes, approach and to do all requisite filings/ resubmission of any documents(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. would be provided by the Stock Exchange(s), SEBI, FIPB, RBI and any other appropriate authority, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, creation of mortgage / charge in accordance with Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder, in respect of any Securities as may be required either on pari passu basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions and for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

7. **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 Sections 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof for the time being in force, the consent of the Company be and is hereby accorded to all Non Independent Directors (Executive or otherwise) to hold an office or place of profit under the Company or its subsidiary company or associate company with such designation as the Board of Directors of the Company may, from time to time, decide, at a remuneration of Rs. 20 Crores (Rupees Twenty Crores only) per annum for all such Directors taken together at such terms and conditions as may be decided by the Board of Directors from time to time.

RESOLVED FURHTER THAT the Board shall have the authority from time to time (a) to make revisions in the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. as are introduced from time to time in respect of employees of the Company or its subsidiary company or associate company in equivalent salary scale or grade; and (b) to promote him/her to any higher position/designation or salary scale or grade in due course together with such allowances,

RESOLVED FURTHER THAT the Board of Directors of the Company be and they are hereby authorised to take, perform

and execute such further steps, acts, deeds and matters, as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-

Date : August 4, 2016

Place: Gurgaon

**Rahul Ranjan
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 SEBI Listing (Obligations & Disclosure Requirements) Regulation 2015, the particulars of Directors seeking re-appointment at this Annual General Meeting are annexed to the Notice.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 20, 2016 to Tuesday, September 27, 2016, both days inclusive. The cut-off date for the purpose of remote e-voting and for physical voting is Tuesday, September 20, 2016. The E-voting facility will be available from 9:00 a.m. on September 24, 2016 to 5:00 p.m. September 26, 2016 after which the e-voting facility will not be available.
5. Members are requested to bring their copy of Annual Report to the Meeting.
6. Members / Proxies are requested to bring the Attendance Slip/proxy form duly filled in, sent herewith alongwith the notice of the AGM at the meeting. 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.
7. 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.).
8. 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.
9. 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.
10. 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.
11. 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.
12. Members may avail the nomination facility as provided under Section 72 of the Companies Act, 2013.
13. 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.
14. 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.
15. 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 12, 2016. A person who is not a member as on the cut-off date i.e. September 20, 2016, should treat this Notice for information purposes only.
16. The Ministry of Corporate Affairs has undertaken a ‘Green Initiative in the Corporate Governance’ by allowing paperless compliances by Companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 alongwith the annual report of the Company will be made available on the Company’s website- www.fortishealthcare.com
17. 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.
18. 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.
19. Electronic copy of the Notice of the 20th 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.
20. All Statutory Register documents referred to in the Notice and Explanatory Statement will be available for inspection at the Company’s registered office during normal business

hours between 10:00 A.M. to 12:00 Noon on the working days up to the date of Annual General Meeting.

21. 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 (substituted by Companies (Management and Administration) Amendment Rules, 2015) and other applicable provisions, if any, of Companies Act, 2013 and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
22. 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.
23. The result on resolutions shall be declared on or before closing business hours on Wednesday, September 28, 2016 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.
24. The Route Map for the 20th Annual General Meeting of the Company alongwith the Landmark forms part of this Report.
25. 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.
26. All the documents referred in Notice & Explanatory Statement will be available for inspection at the Companies Registered office and/or Corporate office and also at the Annual General Meeting between 10:00 am to 12:00 noon on all working days till the date of AGM.
27. The Board of Directors has appointed Mr. Mukesh Manglik, Company Secretary in Whole-time practice (C.P. No. 8476) as a Scrutinizer to Scrutinize the e-voting process in a fair and transparent manner.

EXPLANATORY STATEMENT

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

Item No. 4

This explanatory statement is provided though strictly not required as per Section 102 of the Act.

Deloitte Haskins & Sells LLP, (ICAI Firm Registration No. 117366W/W-100018), Chartered Accountants, were appointed as the statutory auditors of the Company for a period of five years commencing from the financial year 2015-16, at the Annual General Meeting (AGM) of the Company held on September 23, 2015,

As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at item no. 4 of the Notice.

The Board commends the Resolution at item No. 4 for approval by the Members.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested, financially or otherwise, in the Resolution at Item No. 4 of the accompanying Notice, except extent to their respective shareholding, if any.

Item No. 5

The Board of Directors, on the recommendation of the Audit and 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 ended March 31, 2016 as per the following details:

Name of the Cost Audit Firm	Amount (In Rupees)
M/s. Jitender, Navneet & Co.	2.30 lac (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 and Risk Management 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 ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2016.

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.

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

Item No. 6

The Company continues to require capital for its growth and expansion. The Company shall utilize the proceeds for making downstream investments in subsidiaries, joint ventures or associates by way of equity, preference capital, or debt, to fund the growth of existing businesses or to enter into new financial services businesses, repayment of debt and other obligations, making strategic acquisitions and general corporate purposes in addition to growth and expansion related opportunities.

Accordingly, the Company proposes to create, offer, issue and allot Securities, including Equity Shares, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), Foreign Currency Exchangeable Bonds (FCEBs) and/or Equity Shares through Depository Receipt Mechanism and/or Fully Convertible Debentures (FCDs) and/or Non-Convertible Debentures (NCDs) with warrants in accordance with Chapter VIII of the ICDR Regulations, for an amount not exceeding ₹5000 Crores (Rupees Five Thousand Crores only) at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be decided by and deemed appropriate by the Board in its absolute discretion.

Pursuant to the above, the Company may, in one or more tranches, issue and allot Securities on such date as may be determined by the Board but not later than 12 months from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as applicable. This enabling Special Resolution seeks to empower the Board to issue securities in Indian and/or international markets as contemplated in the resolution set out above and as decided by the Board up to a limit of ₹5000 Crores (Rupees Five Thousand Crores only), and in the interests of the Company.

The Board of Directors of the Company on August 4, 2016, approved the raising of funds by issue of Equity Shares of the Company, and/or any instrument convertible into Equity Shares. The proposed Resolution also seeks to give power to the Board to undertake a Qualified Institutions Placement as prescribed under Chapter VIII of the ICDR Regulations, to issue Equity

Shares, GDRs, ADRs, FCCBs, FCEBs, FCDs or any other financial instruments convertible into or linked to Equity Shares through public issue(s) and/or private placements in accordance with applicable law.

The pricing of the specified Securities to be issued pursuant to the special resolution shall be determined by the Board subject to the compliance with the requirements under applicable law including SEBI Regulations and any other applicable regulatory, government or other approvals. The special resolution authorizes the Board to issue Securities in one or more tranche or tranches (with different tenures, as the case may be), at such time or times, at such price or prices to meet the growing needs of the Company by the way of issue of the above mentioned Securities.

The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authorities, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

Pursuant to Section 62 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, whenever it is proposed to increase the subscribed capital of a company by a further issue and allotment of shares, such shares need to be offered to the existing shareholders in the manner laid down in the said section unless the shareholders decide otherwise in a general meeting.

The Board may in its discretion adopt any one or more of the mechanisms, prescribed above, to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company. The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the investors, who may or may not be the existing shareholders of the Company.

All documents referred to in the notice will be available for inspection at the registered office of the Company during normal business hours between 10.00 am to 12.00 noon on the working days upto the date of Annual General Meeting.

The said resolution also enables the Board to create mortgage/charge on the property/ assets of the Company in respect of any debt securities proposed to be offered by the Company. None of the Key Managerial Personnel (KMP), Directors of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of equity shares and to the extent of his/her subscribing to equity shares/ equity linked securities if and when issued as also to the extent of subscription by a financial institution / company / body corporate in which the KMP, Director or his / her relative may be directly or indirectly interested. The Board of Directors of the Company commends the resolution set out at Item No. 6 for the approval of the shareholders as a Special Resolution.

Item No. 7

The business of company has been growing over the years. This growth would need to be supported by efficient controls and processes. Keeping in view of scale of operations, Board of Directors has proposed to appoint non independent Director(s) (executive of otherwise) as an employee of the company or its subsidiary company or associate company on such terms and conditions as may be decided by the Board from time to time.

Since, the said appointment of non independent Directors is covered under Section 188 of the Companies Act, 2013, therefore, approval of the shareholders by way of special resolution at their General Meeting is required. The Board recommends this special resolution. The monetary value of this transaction is embodied in the resolution and be construed accordingly.

The particulars of the transaction pursuant to para 3 of Explanation (1) to Rule 15 of Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	All Non Independent Directors viz. Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh, Mr. Harpal Singh, Mr. Ravi Umesh Malhotra and Mr. Sunil Godhwani
Name of the director or Key Managerial personnel who is related	Same as above
Nature of relationship	Non Independent Directors
Nature, material terms and particulars of the arrangement	Non Independent Directors may be appointed for office of profit or place of profit of the Company or its Subsidiary Company or Associate Company on remuneration and terms & conditions as embodied in the resolution
Any other information relevant or important for the members to take decision	Nil

All Non Independent Directors (Executive or otherwise) viz. Mr. Malvinder Mohan Singh, Mr. Shivinder Mohan Singh, Mr. Harpal Singh, Mr. Ravi Umesh Malhotra and Mr. Sunil Godhwani are deemed to be interested in their respective appointments. Further Mr. Malvinder Mohan Singh and Mr. Shivinder Mohan Singh are brother and Mr. Harpal Singh is relative of Mr. Malvinder Mohan Singh. Except as stated, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the proposed resolution, except to the extent of their respective shareholding, if any.

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

1. Mr Ravi Umesh Mehrotra

Mr. Ravi Mehrotra aged 55 years, has over 31 years of experience in the financial services domain both in India and internationally. He serves as a Director on the Board of Religare Enterprises Limited and some of its subsidiaries and Group entities. Prior to this, Mr. Mehrotra was associated with PineBridge Investments (erstwhile AIG Investments) 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 Asset Management, Executive Vice President & Co-founder of Prime Securities and Vice President of Bank of America in their Investment Banking & Treasury Group.

Mr. Mehrotra graduated from the University of Mumbai with a Bachelor of Commerce. He also received a Post Graduate Diploma in Business Management from the Xavier Labour Relations Institute, Jamshedpur.

Companies (other than Fortis Healthcare Limited, Foreign Companies and Section 8 Companies) in which Mr. Mehrotra holds Directorships:

S. No.	Names of the Companies
1	Religare Enterprises Limited
2	Religare Health Insurance Company Limited
3	Dion Global Solutions Limited

*Details of Membership in Committees of other Companies (excluding Private Companies, Foreign Companies and Section 8 Companies):

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

*Includes only Audit Committee and Shareholder's/Investor Grievance Committee Shareholding in the Company

Shareholding in the Company : NIL

Original Date of Appointed : March 26, 2015

Mr. Mehrotra is not related to any Director.

During financial year, Mr. Mehrotra attended 6 meeting.

Mr. Mehrotra is a Non-Executive Director, liable to retire by rotation details of remuneration are given under report of Corporate Governance form part of this report.

2. Mr. Sunil Godhwani

Mr. Sunil Godhwani, CEO & Whole Time Director, Religare Enterprises Limited, is the driving force behind the group and its vision. Sunil, with his strong leadership skills, believes in leading from the front and has nurtured a culture that is entrepreneurial, result oriented, customer focused and based on teamwork. He has given strategic direction to Religare's growth since his joining in 2001 and has been a key force in giving birth to Religare's current shape and form. Prior to joining Religare, Sunil has had a diverse and wide-ranging experience of over two decades in managing large scale business ventures.

Sunil is a prominent Industry spokesperson and is an active participant across various platforms such as the Confederation of Indian Industry (CII) and the Federation of Indian Chambers of Commerce & Industry (FICCI). He has also been honored with many awards and accolades globally.

Born and raised in New Delhi, India, Sunil pursued his higher studies internationally. He received a B. Sc. Degree in Chemical Engineering and a M.Sc. in Industrial Engineering & Finance from Polytechnic Institute of New York.

Companies (other than Fortis Healthcare Limited, Foreign

Companies, Section 8 Companies & LLP) in which Mr. Godhwani holds Directorships:

S. No.	Names of the Companies
1	Religare Commodities Limited
2	Religare Enterprises Limited
3	Religare Health Insurance Company Limited
4	Ligare Voyages Limited
5	SRL Limited
6	Religare Capital Markets Limited
7	IBOF Investment Management Private Limited

*Details of Membership in Committees of other Companies (excluding Private Companies, Foreign Companies and Section 8 Companies):

S. No.	Name of Company	Name of Committee	Designation (Chairman/Member)
1	SRL Limited	Share Allotment and Shareholders' Investors' Grievance Committee	Chairman
2	Religare Health Insurance Company Limited	Audit Committee	Member
3	Religare Enterprises Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member

*Includes only Audit Committee and Shareholder's/Investor Grievance Committee

Shareholding in the Company: NIL.

Original date of appointment: February 26, 2009

Mr. Sunil Godhwani is not related to any Director/Key Managerial Personnel of the Company.

During the Financial Year 2015-16, Mr. Godhwani attended two Board Meetings of the Company.

Mr. Sunil Godhwani is a Non-Executive Director, liable to retire by rotation. Details of remuneration are given under Report of Corporate Governance, forming part of Annual Report.

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

Sd/-

**Rahul Ranjan
Company Secretary**

Date : August 4, 2016

Place: Gurgaon

Location Map of venue for Twentieth Annual General Meeting

Day : Tuesday
 Date : September 27, 2016
 Time : 12:00 Hours
 Venue : PHD Chamber of Commerce and Industry,
 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110016

