

# FORTIS HEALTHCARE LIMITED



CIN: L85110PB1996PLC045933

Registered Office: Fortis Hospital, Sector 62, Phase – VIII, Mohali, Punjab - 160062

Tel.: 0172-5096001, Fax: 0172-5096221

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

## NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting (the“EGM”) of Fortis Healthcare Limited (the “Company”), on the requisition,dated April 17, 2018 (the “Requisition Date”) made, by the below mentioned requisitionists (the “Requisitionists”):

Name of Requisitionist	Percentage of paid-up capital of the Company
East Bridge Capital Master Fund Ltd	4.14%
East Bridge Capital Master Fund I Ltd.	5.59%
National Westminster Bank Plc. as Trustee of the Jupiter India Fund	2.31%
<b>Aggregate</b>	<b>12.04%</b>

will be held on **Tuesday, May 22, 2018 at 10:00 A.M. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi - 110010**, to transact the following businesses :-

### **SPECIAL BUSINESSES: -**

#### **1. APPOINTMENT OF MS. SUVALAXMI CHAKRABORTY (DIN: 00106054) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to Sections 149, 152(2) read with Section 169 (2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Ms. Suvalaxmi Chakraborty (DIN: 00106054) be and is hereby appointed as an independent director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

#### **2. APPOINTMENT OF MR. RAVI RAJAGOPAL (DIN: 00067073) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to Sections 149, 152(2) read with Section 169 (2) read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder, Mr. Ravi Rajagopal (DIN: 00067073) be and is hereby appointed as an independent director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

#### **3. APPOINTMENT OF MR. INDRAJIT BANERJEE (DIN: 01365405) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to Sections 149, 152(2) read with Section 169 (2) read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder, Mr. Indrajit Banerjee (DIN: 01365405) be and is hereby appointed as an independent director of the Company, not liable to retire by rotation.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

4. **REMOVAL OF MR DR. BRIAN W TEMPEST (DIN: 00101235) AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, pursuant to Section 169 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Dr. Brian W Tempest (DIN: 00101235) who is currently serving as Non-Executive Independent Director of the Company, be and is hereby removed from the office of the director of the Company with effect from the date of this meeting.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

5. **REMOVAL OF MR. HARPAL SINGH (DIN: 00078224) AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, pursuant to Section 169 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Harpal Singh (DIN: 00078224) who is currently serving as Non-Executive Non-Independent Director of the Company, be and is hereby removed from the office of the director of the Company with effect from the date of this meeting.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

6. **REMOVAL OF MS. SABINA VAISOHA (DIN: 00207306) AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, pursuant to Section 169 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Ms. Sabina Vaisoha (DIN: 00207306) who is currently serving as an Additional Non-Executive Independent Director of the Company, be and is hereby removed from the office of the director of the Company with effect from the date of this meeting.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the director of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

7. **REMOVAL OF LT. GENERAL TEJINDER SINGH SHERGILL (DIN: 00940392) AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT**, pursuant to Section 169 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Lt. General Tejinder Singh Shergill (DIN: 00940392) who is currently serving as an Additional Non-Executive Independent Director of the Company, be and is hereby removed from the office of the director of the Company with effect from the date of this meeting.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

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

**Sd/-  
Rahul Ranjan  
Company Secretary  
M. No. A17035**

**Date: April 27, 2018  
Place: Gurugram (erstwhile Gurgaon)**

## NOTES:

1. The Explanatory Statement, although there is no requirement legally, however for the benefit of the shareholders, 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 TO 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.
3. 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 shareholders.
4. The Requisitionists, pursuant to provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, has given the particulars of Directors proposed to be appointed, as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and information as required under Secretarial Standards issued by the Institute of Company Secretaries of India and approved by the Central Government, are annexed to this Notice.
5. The cut-off date for the purpose of remote e-voting and for physical voting is Tuesday May 15, 2018. The E-voting facility will be available from 09:00 a.m. of Saturday May 19, 2018 to 05:00 p.m. of Monday May 21, 2018.
6. Members / Proxies are requested to bring their Attendance slip/ copy of proxy form duly filled in, sent herewith alongwith the Notice of the EGM. 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. 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.
8. 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 EGM.
9. 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.
10. The notice of EGM 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 April 20, 2018. A person who is not a member as on the cut-off date i.e. Tuesday May 15, 2018 should treat this Notice for information purpose only.
11. Electronic copy of the notice of the EGM of the Company is being sent to all members whose email IDs are registered with the Company/Depository Participants for communication purpose 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.
12. Documents including the special notice and the requisition referred to in the Notice and the explanatory statement will be available for inspection at the Company's registered office and/or corporate office during normal business hours between 10:00 a.m. to 12.00 noon on the working days (except Saturday) upto the date of EGM.
13. 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 the 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 EGM notice is also being taken through e-voting facility provided through Karvy.
14. The e-voting event number, User ID and Password along with the detailed instruction for remote e-voting are provided in the notice of remote e-voting, being sent along with the notice of EGM.
15. The results on resolutions shall be declared on or before closing of business hours i.e 06:00 p.m. on Wednesday, May 23, 2018 at the Corporate Office of the Company at Tower A, 3rd Floor, Unitech Business Park, Block-F, South City- 1, Sector-41, Gurgaon-122001 and the same along with the scrutinizer's report shall also be displayed on the notice board at Registered Office, available on the website of the Company, on the website of Karvy and the website of Stock Exchanges.

16. The route map for the EGM of the Company alongwith the Landmark forms part of this notice.
17. The members who have cast their vote by remote e-voting may also attend the meeting. The Shareholders can opt for only one mode of voting i.e. remote 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.
18. 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 voting process in a fair and transparent manner.

**EXPLANATORY STATEMENT  
(pursuant to Section 102 of the Companies Act, 2013)**

1. Pursuant to Section 100 of the Companies Act, 2013 read with relevant rules made thereunder, such number of members who hold, on the date of the receipt of the requisition, not less than one-tenth of such of the paid-up share capital of the company as on that date carries the right of voting, can call an extraordinary general meeting of the company.
2. The Company, on April 17, 2018, received a requisition and special notice, attached herewith and marked as **Annexure A** (the "**Requisition**"), under the applicable provisions of the Companies Act, 2013 and the rules framed thereunder for convening an EGM from the following (the "**Requisitionists**"):-

Sn.	Name of Requisitionists	Percentage of paid-up capital of the Company
1.	East Bridge Capital Master Fund Ltd.	4.14%
2.	East Bridge Capital Master Fund I Ltd.	5.59%
3.	National Westminster Bank Plc. as Trustee of the Jupiter India Fund	2.31%
	<b>Total</b>	<b>12.04%</b>

3. Further, written resolutions/authorization letters authorizing the Requisitionists to make the Requisition is also attached herewith and marked as **Annexure B**.
4. Other than Ms. Sabina Vaisoha, Dr. Brian W Tempest, Lt. General Tejinder Singh Shergill, Mr. Harpal Singh, none of the other directors or key managerial personnel of the Company or their respective relatives are concerned or interested in the resolutions set out in the notice.

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

Sd/-  
**Rahul Ranjan  
Company Secretary  
M. No. A17035**

**Date: April 27, 2018  
Place: Gurugram (erstwhile Gurgaon)**

April 17th 2018

To,  
The Board of Directors  
Fortis Healthcare Limited  
Fortis Hospital, Sector-62, Phase-VIII  
Mohali - 160062  
Punjab, India

Copy to: Company Secretary of Fortis Healthcare Limited: secretarial@fortishealthcare.com

Madam, Sirs

**Re: Issue of Special Notice and Requisition under the applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for convening Extraordinary General Meeting of the shareholders of Fortis Healthcare Limited ("Company")**

1. We, the undersigned, are shareholders of the Company and hold, as on the date of this letter, 62,441,330 equity shares representing about 12.04% of the paid up equity share capital of the Company.
2. Pursuant to Section 100(2)(a) and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder, we submit this requisition to you to forthwith convey an Extraordinary General Meeting of the shareholders of the Company, in the manner prescribed under the applicable law, to pass the following resolutions:

**Item No. 1**

**APPOINTMENT OF MS. SUVALAXMI CHAKRABORTY (DIN: 00106054) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT, pursuant to Sections 149, 152(2) read with Section 169 (2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, Ms. Suvalaxmi Chakraborty (DIN: 00106054) be and is hereby appointed as an independent director of the Company, not liable to retire by rotation.**

**RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies."**

**Item No. 2**

**APPOINTMENT OF MR. RAVI RAJAGOPAL (DIN: 00067073) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Sections 149, 152(2) read with Section 169 (2) read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder, Mr. Ravi Rajagopal (DIN: 00067073) be and is hereby appointed as an independent director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

**Item No. 3**

**APPOINTMENT OF MR. INDRAJIT BANERJEE (DIN: 01365405) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to Sections 149, 152(2) read with Section 169 (2) read with Schedule IV and other applicable provisions if any, of the Companies Act, 2013 and the rules made thereunder, Mr. Indrajit Banerjee (DIN: 01365405) be and is hereby appointed as an independent director of the Company, not liable to retire by rotation.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies.”

**Item No. 4**

**REMOVAL OF MR. DR. BRIAN W TEMPEST (DIN: 00101235) AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 169 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Dr. Brian W Tempest (DIN: 00101235) who is currently serving as Non-Executive Independent Director of the Company, be and is hereby removed from the office of the director of the Company with effect from the date of this meeting.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies."

**Item No. 5**

**REMOVAL OF MR. HARPAL SINGH (DIN: 00078224) AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 169 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. Harpal Singh (DIN: 00078224) who is currently serving as Non-Executive Non-Independent Director of the Company, be and is hereby removed from the office of the director of the Company with effect from the date of this meeting.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies."

**Item No. 6**

**REMOVAL OF MS. SABINA VAISOHA (DIN: 00139969) AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 169 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Ms. Sabina Vaisoha (DIN: 00139969) who is currently serving as an Additional Non-Executive Independent Director of the Company, be and is hereby removed from the office of the director of the Company with effect from the date of this meeting.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, any one of the director of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies."

Item No. 7

**REMOVAL OF LT. GENERAL TEJINDER SINGH SHERGILL (DIN: 00940392) AS DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**“RESOLVED THAT**, pursuant to Section 169 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Lt. General Tejinder Singh Shergill (DIN: 00940392) who is currently serving as an Additional Non-Executive Independent Director of the Company, be and is hereby removed from the office of the director of the Company with effect from the date of this meeting.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, any one of the directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies.”

3. Although there is no requirement, legally or otherwise, for the benefit of the shareholders, the following may be noted:

In light of the recent developments involving the Company, in our view the current members of the Board have not satisfactorily exercised their respective fiduciary duties towards all shareholders and have failed to maintain expected levels of corporate governance. The minority shareholders like us have lost confidence in the suitability, bonafides or independence of the current members of the Board and therefore are seeking their removal. In our opinion, the current members of the Board do not fairly represent the interest of all shareholders and the Company, and considering the recent events, their continuance on the Board is untenable.

We therefore propose to move resolutions for appointment of Ms. Suvalaxmi Chakraborty, Mr. Ravi Rajagopal and Mr. Indrajit Banerjee each as Non-Executive Independent Director and removal of Dr. Brian W Tempest (DIN: 00101235) - Non-Executive Independent Director, Mr. Harpal Singh (DIN: 00078224) - Non-Executive Non-Independent Director, Ms. Sabina Vaisoha (DIN: 00139969) - Additional Non-Executive Independent Director, and Lt. General Tejinder Singh Shergill (DIN: 00940392) - Additional Non-Executive Independent Director, at the extraordinary general meeting of the Company so that every shareholder has equal opportunity to elect and constitute the Board to manage and conduct the affairs of the Company.

4. Please also treat this as a special notice under sections 152, 169(2), read with Section 115 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder for the aforesaid purpose.

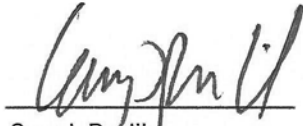


5. We have enclosed herewith as **Annexure I** information about the proposed Directors to be appointed to be included in the explanatory statement to the Extraordinary General Meeting of the shareholders.
6. In addition to the above documents, please also find enclosed as **Annexure II** the following documents from each of the proposed Directors:
  - (i) Self-certified identification proof;
  - (ii) Self-certified proof of address;
  - (iii) Declaration of independence;
  - (iv) Form DIR-2 – Consent to act as a Director of a Company;
  - (v) Form DIR-8 – Intimation by Director;
  - (vi) Form MBP-1 – Notice of interest by Director.

This letter / request for the circulation of resolution to the members of the Company (as signed by the shareholders) is merely for the purpose of complying with the requirements prescribed under the Companies Act, 2013 to call an Extraordinary General Meeting. Each shareholder herein makes its own independent decision with respect to investment / voting based on its internal policy and investment strategy and this letter shall not be treated to reflect any intention to act, nor as an act, of shareholders acting in concert.

**[SIGNATURE PAGES TO FOLLOW]**

For and on behalf of East Bridge Capital Master Fund Ltd.  
(Holding 21,458,339 equity shares amounting to 4.14% of the total shareholding)



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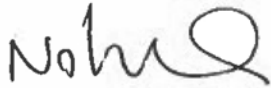
Cory J. Pavlik  
Director

For and on behalf of East Bridge Capital Master Fund I Ltd.  
(Holding 29,001,000 equity shares amounting to 5.59% of the total shareholding)



Cory J. Pavlik  
Director

For and on behalf of National Westminster Bank as Trustee of the **Jupiter India Fund**  
(Holding 11,981,991 equity shares amounting to 2.31% of the total shareholding)



Name: NOLAN DUNE  
Authorised Signatory

## Annexure I

### Information about proposed Directors

#### BRIEF PROFILES

##### 1. Suvalaxmi Chakraborty

Suvalaxmi Chakraborty, aged about 52 years, is a Chartered Accountant and has 28 years of experience in the field of financial services and banking. She has featured in the Fortune India List of 50 most powerful women in business.

She held several positions at ICICI Ltd and ICICI Bank between 1989 and 2006, including General Manager for Corporate Banking and Head of Rural, Micro-banking and Agri Business. She was Director on the Board of Fixed Income Money Markets and Derivatives Association (FIMMDA) for over 2 years and headed the working committee (New Products) in FIMMDA (representing ICICI). She launched and ran the commercial banking business of Barclays Bank in India from 2007 to 2010, after which she was Chief Executive Office for the Indian operations of State Bank of Mauritius from 2010 to 2013. In 2014, she was also Advisor for Transwarranty Finance Ltd and Positron Consulting Services, with advisory assignments spanning debt syndication, Mergers & Acquisitions and capital raising for midmarket corporates, among others.

Currently she serves as an Independent Director for Magma HDI General Insurance Company Ltd, and Caspian Impact Investments Pvt Ltd. She is also serving on the board of RGVN (North East) Microfinance Ltd as a nominee director. She is Co-Founder and Director of Espandere Advisors Private Ltd, which is a Business Advisory and Transaction Advisory services provider in the Banking & Finance, Agriculture & Rural, Infrastructure and Manufacturing sectors. She is also Advisor for Fullerton India Credit Company Ltd, which is a 100% step down subsidiary of Temasek Holdings (Pte) Ltd, Singapore.

She has a B. Com. (Hons) degree from Calcutta University and in 1999 completed the Financial Investment Technology Program of the Berkeley Program in Finance at HAAS School of Business at University of California, Berkeley, California. In 2002 she participated in the Leading Change and Organizational Renewal Program at the Graduate School of Business, Stanford University, California, and she has also participated in the 'Women on Corporate Boards' initiative initiated by FICCI Centre for Corporate Governance.

Accordingly, based on the above-mentioned background, and her experience in the field of financial services and banking with exposure to various facets of fund raising, banking, including corporate banking, treasury management, asset liability management, corporate risk management etc., Suvalaxmi's induction to the Board should be invaluable for the Company.

She does not own any shares in the Company. She is not in any way interested, financially or otherwise, with the current Directors of the Company. Further, none of the shareholders proposing her as an independent director of the Company, share any pecuniary relationship or otherwise, with her.

##### a) Directorships held in other Companies as on date:

S. No.	Name of the Company	Nature of Interest or concern
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1	Magma HDI General Insurance Company Ltd	Independent Director
2	RGVN (North East) Microfinance Ltd	Nominee Director
3	Caspian Impact Investments Pvt Ltd	Independent Director
4	Espandere Advisors P Ltd	Co-Founder and Director

**b) Memberships/ Chairmanships of committees of other companies as on date:**

S. No.	Name of the Company	Name of Committee	Designation (Chairperson/Member)
1.	Caspian Impact Investments Pvt Ltd	a) Audit Committee b) ALCO & Risk Committee	a)Chairperson b)Member
2.	Magma HDI General Insurance Company Ltd	a) Risk Committee b) Investment committee	a)Member b)Member

**2. Ravi Rajagopal**

Ravi Rajagopal, aged about 63 years, is a Chartered Accountant and has a 35 year career in major consumer goods businesses.

He has held several positions at ITC from 1979 to 1995, where he was involved in Packaging, Tobacco Farming, Agri-Businesses, Financial Services and Tobacco Marketing. He was head of Finance and Commercial at Ranbaxy Laboratories from 1995 to 1996, after which he moved to Diageo plc, where he held several positions including Finance Director for India and South Asia, Chief Financial Officer for Venture Markets and International Region, Group Financial Controller, Managing Director for India and South Asia and Chief Financial Officer for Europe. From 2010 to 2015, he was Global Head for Mergers and Acquisitions at Diageo plc.

He currently serves as Chairman for JM Financial Services Singapore, as well as an Independent Director and Chairman of the Audit Committee for Vedanta Resources plc. He is a Senior Advisor to Joseph Hage Aaronson, a London-based litigation and arbitration law firm and Advisor to Good Relations India, which advises UK businesses on market entry and positioning strategies in India. He is an Association Member of BUPA. Earlier board experience includes serving as Non-Executive Director in United Spirits from 2013 to 2016, as well as forming and leading Diageo's India Advisory Board on India Strategy and Business Development between 2008 and 2015.

He has a B. Com. degree from Madras University, and also completed the Advanced Management Programme at Harvard Business School in 2001. He is currently a Board Member of Pratham UK, a charitable organisation focussed on child literacy and vocational skilling, and is Trustee in a school for under privileged children in Chennai, where 1,200 students up to the 12th grade are taught free of charge. He has helped build a paediatric cancer wing in Chennai for up to 70 patients at a cost of £500k and is currently a Trustee in

overseeing the running of the wing. He has lectured at Oxford University and Imperial College on M&A, and is currently studying MA (History of Ideas).

Accordingly, based on the above-mentioned background, and his experience in multi-business, multi-geography and multi-cultural exposure gained through working across senior finance and operational roles at a number of global companies, Ravi's induction to the Board should be invaluable for the Company.

He does not own any shares in the Company. He is not in any way interested, financially or otherwise, with the current Directors of the Company. Further, none of the shareholders proposing him as an independent director of the Company, share any pecuniary relationship or otherwise, with him.

**a) Directorships held in other Companies as on date:**

S. No.	Name of the Company	Nature of Interest or concern
1	JM Financial Services Singapore	Chairman
2	Vedanta Resources plc	Independent Director and Chairman of Audit Committee

**b) Memberships/ Chairmanships of committees of other companies as on date:**

S. No.	Name of the Company	Name of Committee	Designation (Chairperson/Member)
1	Vedanta Resources plc	Audit Committee	Chairman of Audit Committee

**3. Indrajit Banerjee**

Indrajit Banerjee, aged about 62 years, is a Chartered Accountant and has a corporate career spanning over 35 years. Over the last 20 years he has played a key role in senior leadership positions, principally in Ranbaxy, Cairn India, Lupin and Indal, dealing with unique business criticalities which led to the organisations realising their potential values.

He has a B. Com. (Hons) degree from St. Xavier's College, Kolkata. In his early career at Brooke Bond India Ltd and Indian Aluminium Co Ltd (Indal), his focus was on establishing sound financial controls in complicated business environment which also facilitated businesses to improve their competitive position. Since then, he has played the role of CFO/Executive Director in companies that experienced difficult business situations of varying nature in complex shareholding situations.

Between 1982 and 1999 he was at Indal, of which the final two years he was Chief Financial Officer, where he played a key role in the strategy formation and risk management in the company during the transformation stage. He joined Lupin Ltd in 2002, where he addressed the critical liquidity challenges faced by the company and led the entry of a set of private equity investors that helped re-brand the company. In 2005, he joined Cairn India Ltd, where he guided the financing of the country's largest greenfield upstream onshore oil and gas development project which was the first large project of its size and complexity in India. He was also President

and CFO, and a Member of the Executive Committee, at Ranbaxy Laboratories Ltd between 2011 and 2015, where he helped the company sustain itself through its most challenging times and played a critical role in the process leading to the merger of the company with Sun Pharma, later leading the integration of businesses and processes of the merged entity post-merger.

Since November 2015 he has engaged in certain specific management consultancy services, including business structuring and planning; management of growth situations; management of crisis situations through cash flow monitoring, prioritisation of operational requirements and bank relationship management; financing of working capital and establishment of Risk Management processes in multi-business and multi-regional organisations; business and financial process integration for existing organisations as well as for merging entities.

Accordingly, based on the above-mentioned background, and his experience in financial, accounting systems and control mechanisms, Indrajit's induction to the Board should be invaluable for the Company.

He does not own any shares in the Company. He is not in any way interested, financially or otherwise, with the current Directors of the Company. Further, none of the shareholders proposing him as an independent director of the Company, share any pecuniary relationship or otherwise, with him.

**a) Directorships held in other Companies as on date:**

S. No.	Name of the Company	Nature of Interest or concern
	None	

**b) Memberships/ Chairmanships of committees of other companies as on date:**

S. No.	Name of the Company	Name of Committee	Designation (Chairperson/Member)
	None		



East Bridge Capital Master Fund Ltd  
C/o Citco (Mauritius) Limited,  
4<sup>th</sup> Floor, Tower A, 1CyberCity, Ebene, Mauritius  
Tel: (230) 404 2600 Fax: (230) 404 2601

**DIRECTORS' WRITTEN RESOLUTIONS OF EAST BRIDGE CAPITAL MASTER FUND LTD,  
A COMPANY LIMITED BY SHARES AND INCORPORATED IN MAURITIUS (THE  
"COMPANY") IN LIEU OF A BOARD MEETING**

Authority to call for an EGM of Fortis Healthcare Limited

**WHEREAS IT IS NOTED THAT:**

1. The Company, in conjunction with another manager collectively own 10% of the equity shares of Fortis Healthcare Limited, a company incorporated in India and having its registered office at Tower-A, Unitech Business Park, Block-F, South City 1, Sector – 41, Gurgaon, Haryana – 122 01, India ("Fortis Healthcare Limited") that carry voting rights and constitute an eligible percentage of the paid up share capital of Fortis Healthcare Limited to be able to call an Extraordinary General Meeting (the "EGM").
2. The Company proposes to serve an EGM notice in the form annexed herewith on Fortis Healthcare Limited. (the "EGM Notice").
3. By signing these written resolutions, each director of the Company acknowledges, having considered the EGM Notice that he is of the opinion that it is in the best interests of the Company for the EGM Notice to be served on Fortis Healthcare Limited.

**IT IS UNANIMOUSLY RESOLVED THAT**

1. The EGM Notice be and is hereby approved in the form annexed herewith.
2. Mr. Cory Pavlik be and is hereby authorized to execute the EGM Notice on behalf of the Company.
3. Mr. Cory Pavlik be and is hereby authorized to agree any amendment to the EGM Notice in any manner that he considers necessary or desirable, such approval of an amendment (if any) to be conclusively evidenced by due execution and delivery of the amended EGM Notice by or on behalf of the Company.
4. Any one director of the Company be and is hereby authorized to approve, on behalf of the Company, the terms of any documents ("Ancillary Documents") that such director considers necessary or desirable in connection with the transactions contemplated by the EGM Notice, such approval to be evidenced by their execution and delivery (whether alone or together with another authorised signatory), of the Ancillary Documents.
5. Any and all actions of the Company, or of any director or officer, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be and are hereby ratified, confirmed, approved and adopted in all respects as fully as if such actions had been presented to for approval, and approved by all directors prior to such action being taken.

**IT IS FURTHER RESOLVED THAT** these written resolutions may be executed in one or more counterparts, and by facsimile and/or electronic mail, each of which shall be an original and all of which when taken together shall constitute one instrument between the parties hereto.

[SIGNATURE PAGE FOLLOWS]

East Bridge Capital Master Fund Ltd  
C/o Citco (Mauritius) Limited,  
4<sup>th</sup> Floor, Tower A, 1 CyberCity, Ebene, Mauritius  
Tel: (230) 404 2600 Fax: (230) 404 2601

READ AND APPROVED BY THE BOARD OF DIRECTORS ON 12<sup>TH</sup> APRIL 2018.

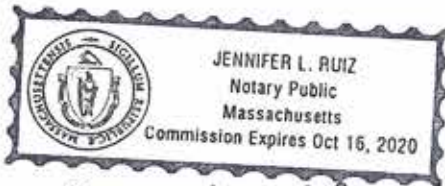
Vikram S. Deswal

Cory Pavlik

Subhas C. Lallah

Mannish G. Hanoomanjee Ajodah

I, Cory Pavlik, do hereby certify this is  
a true copy of the Resolution.

  
Cory Pavlik  
Director

Jennifer L. Ruiz  
Oct 16, 2020

East Bridge Capital Master Fund Ltd  
C/o Citeo (Mauritius) Limited,  
4<sup>th</sup> Floor, Tower A, 1 CyberCity, Ebene, Mauritius  
Tel: (230) 404 2600 Fax: (230) 404 2601

READ AND APPROVED BY THE BOARD OF DIRECTORS ON 12<sup>TH</sup> APRIL 2018.

\_\_\_\_\_  
Vikram S. Deswal

  
\_\_\_\_\_  
Manish G. Hanoomanjee Ajodah

\_\_\_\_\_  
Cory Pavlik

\_\_\_\_\_  
Subhas C. Lallah

**East Bridge Capital Master Fund I, Ltd.**

**(Company)**

**Written resolutions by all of the directors of the Company**

All of the directors of the Company pass the resolutions set out below.

**1 Definitions and interpretation**

1.1 In these written resolutions, the following definitions apply:

**Administrator** means Citco Fund Administration (Cayman Islands) Limited.

**Articles** means the Company's memorandum and articles of association.

**EGM Notice** means the draft form of shareholder requisition pursuant to which the Company intends to request the Portfolio Investment Company to call an Extraordinary General Meeting to take up the matters referred to therein.

**Investment Manager** means East Bridge Capital Management L.P.

**Portfolio Investment Company** means Fortis Healthcare Limited

1.2 Unless defined above or unless the context otherwise requires, capitalised terms in these written resolutions have the meanings given to them in the Articles.

1.3 In the interpretation of these written resolutions, unless the context otherwise requires, any power or authority hereby granted may be exercised by the grantee in the grantee's sole and absolute discretion.

**2 Shareholder Requisition**

2.1 The Company holds an equity interest in the Portfolio Investment Company that carries voting rights and, collectively with one or more aligned shareholders, constitutes an eligible percentage of the paid up share capital of the Portfolio Investment Company to be able to request that the board of directors of the Portfolio Investment Company call an Extraordinary General Meeting.

2.2 The Company proposes to serve the EGM Notice on the Portfolio Investment.

2.3 By signing these written resolutions, each director acknowledges, having considered the EGM Notice, that he is of the opinion that it is in the best interests of the Company for the EGM Notice to be served on the Portfolio Investment Company.

2.4 It is resolved that:

- (a) the EGM Notice be approved, in its tabled form;
- (b) subject to paragraph (c), Cory Pavlik be authorised to execute the EGM Notice on behalf of the Company;
- (c) Cory Pavlik be authorised to agree any amendment to the EGM Notice in any manner that he considers necessary or desirable, such approval of an amendment (if any) to be conclusively evidenced by due execution and delivery of the amended EGM Notice by or on behalf of the Company; and
- (d) any one director (or alternate) be authorised to approve, on behalf of the Company, the terms of any documents (**Ancillary Documents**) that such director considers necessary or desirable in connection with the transactions contemplated by the EGM Notice, such approval to be evidenced by their execution and delivery (whether alone or together with another authorised signatory), of the Ancillary Documents.

**3 Prior Act Ratification**

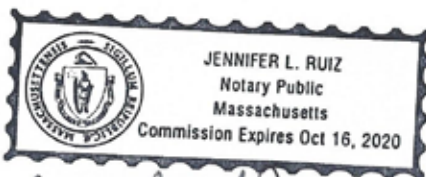
It is resolved that any and all actions of the Company, or of any director or officer, taken in connection with the actions contemplated by the foregoing resolutions prior to the execution hereof be ratified, confirmed, approved and adopted in all respects as fully as if such actions had been presented to for approval, and approved by all directors prior to such action being taken.

**4 Further actions**

It is resolved that any one director or any one duly authorised signatory of the Investment Manager be authorised to take such further actions, to sign such deeds and documents and to make such filings on behalf of the Company as he may consider necessary or convenient to effect the foregoing resolutions.

*[signature page follows]*

*I, Cory Pavlik, do hereby certify this is a true copy of the Resolution.*



*Jennifer L. Ruiz*  
Oct. 16, 2020

*Cory Pavlik*  
Cory Pavlik  
Director

These written resolutions may be signed in any two counterparts, both of which taken together constitute one and the same document, and the written resolutions are effective when the last signatory signs them.

  
.....  
Vikram Deswal ..... April, 12 .....2018

  
.....  
Cory Pavlik ..... April 12 .....2018

.....  
Paras Malde .....2018

.....  
Cary Marr .....2018

These written resolutions may be signed in any two counterparts, both of which taken together constitute one and the same document, and the written resolutions are effective when the last signatory signs them.

.....2018  
Vikram Deswal

.....2018  
Cory Pavlik

*Malde*  
.....4/12/2018  
.....2018  
Paras Malde

*Cary Marr*  
.....  
.....12 April 2018  
Cary Marr



**Commercial & Private Banking**  
Younger Building  
3 Redheughs Avenue

Telephone: +44 (0)131 523  
Fax: +44(0)845 878 9102

**AUTHORIZATION FOR CALLING OF EXTRA ORDINARY GENERAL MEETING AND SERVING OF SPECIAL NOTICE FOR THE APPOINTMENT OF INDEPENDENT DIRECTORS AND REMOVAL OF EXISTING DIRECTORS ON THE BOARD OF DIRECTORS OF FORTIS HEALTHCARE LIMITED**

Whereas it is noted that

1. National Westminster Bank Plc ("Trustee") is the trustee of Jupiter India Fund ("Jupiter")
2. Jupiter is a shareholder holding 11,981,991 number of shares constituting to 2.31% of equity shares of Fortis Healthcare Limited, a company incorporated in India having its registered office at Tower- A, Unitech Business Park, Block-F, South City 1, Sector- 41, Gurgaon, Haryana- 122 001, India ("FHL").
3. Jupiter, and certain other independent shareholder(s) of FHL, hold >10% of the equity shares of FHL and as such fulfil the requirement for calling an extra-ordinary general meeting ("EGM") under the Indian corporate laws.
4. Accordingly, the Trustee deems it fit to requisition the EGM of FHL for the purpose as mentioned in the EGM requisition letter and special notice draft of which is annexed as Annexure 1 hereto.
5. Pursuant to the power of attorney granted by the Trustee to Nolan Duke and others dated 12 September 2017, Nolan Duke is authorized to execute the requisition letter and the special notice for and on behalf of the Trustee

For and on behalf of National Westminster Bank Plc as trustee of Jupiter India Fund



Name: Nolan Duke  
Designation: Authorised Signatory

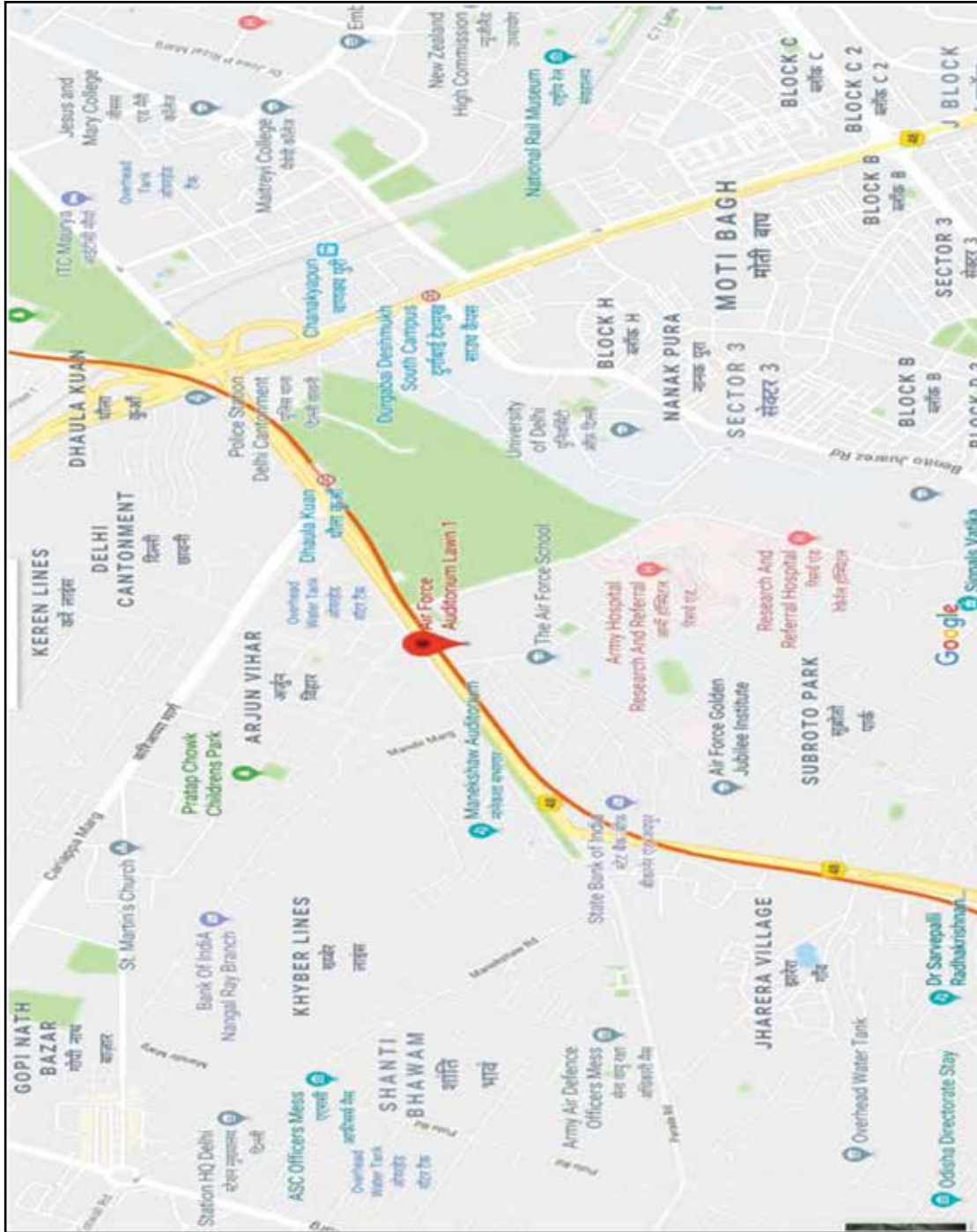
SUBSCRIBED BEFORE  
ME ON 17 APRIL  
2018 BY NOLAN  
DUKE AT EDINBURGH.  
MICHAEL O'CARROLL  
NOTARY PUBLIC



National Westminster Bank Plc  
Trustee & Depository Services  
1st Floor, 280 Bishopgate  
London, EC2M 4RB



# ROUTE MAP FOR THE VENUE OF THE MEETING





# FORTIS HEALTHCARE LIMITED

CIN: L85110PB1996PLC045933

Registered Office: Fortis Hospital, Sector 62, Phase – VIII, Mohali, Punjab - 160062

Tel.: 0172-5096001, Fax: 0172-5096221

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



## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) : .....

Registered address : .....

E-mail ID: ..... \*Folio No. / \*Client ID-\*DP ID .....

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- 1) Name \_\_\_\_\_, Address \_\_\_\_\_  
having e-mail id \_\_\_\_\_ or failing him/her
- 2) Name \_\_\_\_\_, Address \_\_\_\_\_  
having e-mail id \_\_\_\_\_ or failing him/her
- 3) Name \_\_\_\_\_, Address \_\_\_\_\_  
having e-mail id \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Tuesday, May 22, 2018 at 10:00 A.M. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi - 110010 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Resolution No.	Resolutions	For	Against
1.	APPOINTMENT OF MS. SUVALAXMI CHAKRABORTY (DIN: 00106054) AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
2.	APPOINTMENT OF MR. RAVI RAJAGOPAL (DIN: 00067073) AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
3.	APPOINTMENT OF MR. INDRAJIT BANERJEE (DIN: 01365405) AS AN INDEPENDENT DIRECTOR OF THE COMPANY		
4.	REMOVAL OF MR DR. BRIAN W TEMPEST (DIN: 00101235) AS DIRECTOR OF THE COMPANY		
5.	REMOVAL OF MR. HARPAL SINGH (DIN: 00078224) AS DIRECTOR OF THE COMPANY		
6.	REMOVAL OF MS. SABINA VAISDHA (DIN: 00207306) AS DIRECTOR OF THE COMPANY		
7.	REMOVAL OF LT. GENERAL TEJINDER SINGH SHERGILL (DIN: 00940392) AS DIRECTOR OF THE COMPANY		

\* Applicable for investors holding shares in electronic form.

Signed this..... day of.....2018

\_\_\_\_\_  
Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**Note:**

\*\* This is only optional. Please put a ‘/’ in the appropriate column against the resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all of the resolutions mentioned above, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

# FORTIS HEALTHCARE LIMITED

CIN: L85110PB1996PLC045933

Registered Office: Fortis Hospital, Sector 62, Phase – VIII, Mohali, Punjab - 160062

Tel.: 0172-5096001, Fax: 0172-5096221

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



## Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the meeting

DP ID*	
Client ID*	
Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER/PROXY

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Tuesday, May 22, 2018 at 10:00 A.M. at Air Force Auditorium, Subroto Park, Dhaula Kuan, New Delhi - 110010.

\* Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of Shareholder / proxy

