



FORTIS HEALTHCARE LIMITED

CIN: L85110PB1996PLC045933

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

Tel.: +91-172-5096001, Fax: +91-172-5096221

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

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given to the Members of Fortis Healthcare Limited (“Company”) pursuant to Section 110 of the Companies Act, 2013 (“Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended herein below is proposed to be passed by the Members by way of Postal Ballot by giving their assent/dissent.

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

Mr. Mukesh Manglik, Company Secretary in Whole-time Practice (C.P. No. 8476) has been appointed by the Board of Directors of your Company as the Scrutinizer to scrutinize the Postal Ballot process including voting in a fair and transparent manner.

You are requested to carefully read the instructions printed on the postal ballot form attached hereto, fill up the postal ballot form, give your assent or dissent on the resolution at the end of the postal ballot form and return the duly completed and signed original postal ballot form (no other form or photocopy thereof is permitted) in the enclosed self-addressed business reply envelope so as to reach the Scrutinizer on or before the **close of working hours (i.e. 1700 Hours IST) on (Tuesday, February 5, 2019)**. Ballots received thereafter will be strictly treated as if no reply has been received from the member. The said Notice of Postal Ballot is also available on the website of the Company at www.fortishealthcare.com.

Further, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“SEBI LODR”) and provisions of Section 110 of the Act read with the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company. For this purpose, the Company has entered into an agreement with KARVY FINTECH PRIVATE LIMITED for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the postal ballot form. Please read carefully the instructions regarding e-voting as mentioned in notes to this notice of postal ballot.

Please note that e-voting is optional. Members having shares in demat

form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

SPECIAL BUSINESS

APPOINTMENT OF M/S B S R & CO. LLP, CHARTERED ACCOUNTANTS (REGISTRATION NO. 101248W/W-100022) AS STATUTORY AUDITORS OF THE COMPANY TO FILL UP THE CASUAL VACANCY CAUSED DUE TO THE RESIGNATION OF M/S DELOITTE HASKINS & SELLS LLP, CHARTERED ACCOUNTANTS

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

“**RESOLVED THAT** pursuant to provisions of Section 139 and other applicable provisions of the Companies Act, 2013, if any and rules made thereunder (including any statutory modification(s), amendments(s) or re-enactment thereof for the time being in force), and such other approvals, consents, permissions of appropriate authorities as may be required, M/s B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), who has given their consent letter along with certificate under Section 141 of the Companies Act, 2013 and certificate issued by the Peer Review Board of ICAI, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), who shall hold office of the Statutory Auditors upto the conclusion of ensuing Annual General Meeting, and shall conduct the Statutory Audit for the period ended March 31, 2019 on such remuneration and other terms and conditions, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such 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.”

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

Sd/-

(Sumit Goel)

Company Secretary

Membership No: F6661

Date : December 31, 2018

Place : Gurugram

Encl: (i) Postal Ballot Form (ii) Business reply envelope

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is enclosed herewith and forms part of this Notice.
2. The Notice is being sent to those Members whose name will appear in the Register of Members/List of Beneficial Owners received from the Depositories / Karvy Fintech Private Limited on Friday, December 28, 2018.
3. 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.
4. In compliance with provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of SEBI LODR, Rule 20 of the Companies (Management and Administration) Rules 2014, as amended up to date & Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting ("SS-2"), the Company is also offering e-voting facility to enable the Members to cast their votes electronically. The Board of Directors of the Company has appointed KARVY FINTECH PRIVATE LIMITED (hereinafter called "KFPL") for facilitating e-voting to enable the shareholders to cast their votes electronically. However, e-voting is optional.

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

In case of Member(s) receiving e-mail from KFPL:

- a. For Members whose email address is registered - open the attached PDF file "FortisHealthcareVoting.pdf" by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User Id" and "Password" for e-voting;
- b. For Members who have not registered their email ids: **please refer to the user id and password printed on the Postal Ballot Form;**
- c. Please note that the password is an initial password;
- d. Open internet browser by typing the URL: <https://evoting.karvy.com>;
- e. Click on Member - Login;
- f. Put user ID and password as initial password noted in step (a) above and click Login;
- g. Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- h. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;

- i. Select "EVEN" (i.e. E-Voting Event Number) of Fortis Healthcare Limited;
- j. Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on **January 5, 2019** at 1000 Hours and ends on **February 5, 2019** at 1700 Hours. The e-voting module shall be disabled by KFPL for voting on **February 5, 2019** at 1700 Hours IST. For the avoidance of doubt, it is hereby clarified that the voting shall not be allowed beyond the said date and time;
- k. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote;
- l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (in PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at secretarial@fortishealthcare.com with a copy marked to evoting@karvy.com;
- m. In case Members desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortishealthcare.com or by obtaining duplicate form from the Company's Registrar and Share Transfer Agent, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or Fortis Healthcare Limited, Tower A, 3rd Floor, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001, fill in the details and send the same to the Scrutinizer.

In case of Members receiving Postal Ballot Form by Post:

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

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

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

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available at the website of E-voting Platform Provider viz. <https://evoting.karvy.com> or contact Mr. S V Raju, Authorized Representative, KFPL at toll free number 1800 345 4001/ +91 40 67162222.

If you are already registered with KFPL for e-voting then you can use your existing user ID and password for casting your vote.

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

5. Members who have registered their e-mail IDs the Company/Depository Participants for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post/permitted mode along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortishealthcare.com or seek duplicate Postal Ballot Form from KFPL, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or Fortis Healthcare Limited, Tower A, 3rd Floor, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 and fill in the details and send the same to the Scrutinizer.
6. Kindly note that the Members can opt ONLY ONE MODE OF VOTING, i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice-versa. However, in case Members cast their vote by Physical Ballot and E-voting both, then vote cast through e-voting will be treated as valid.
7. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
8. The voting rights of Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on Friday, December 28, 2018 and a person who is not a Member as on such date should treat this notice for information purposes only.
9. The result of the Postal Ballot shall be declared by a person so authorized in this regard on Wednesday, February 6, 2019 at 1600 Hours at the Corporate Office of the Company at Tower A, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 and also displayed on notice board of Corporate Office and Registered Office of the Company and the resolution will be taken as passed effectively on the last date of voting, if the results of the Postal Ballot indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot shall be hosted on the website of the Company www.fortishealthcare.com and of KFPL at <https://evoting.karvy.com> and simultaneously communicated to the Stock Exchange, where the securities of the Company are listed.
10. Relevant documents if any referred to in the Notice will be available for inspection by the Members at the Registered Office and/or Corporate Office of the Company during normal business hours between 10.00 a.m. to 12.00 noon on all working days (except Saturdays, Sundays and Public Holidays) upto the date of declaration of the result of Postal Ballot.
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.

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

Date : December 31, 2018
Place : Gurugram

**Sd/-
(Sumit Goel)
Company Secretary
Membership No: F6661**

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

M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018), have ceased to be the Statutory Auditors of the Company due to their resignation vide their letter dated December 28, 2018, with immediate effect, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139 of the Companies Act, 2013. Casual vacancy caused by the resignation of Statutory Auditors shall be filled by the Company in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

The Audit and Risk Management Committee and the Board of Directors at their respective meetings had noted the resignation of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018) and approved / recommended the appointment of M/s B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, subject to approval of the Members.

M/s B S R & Co. LLP, Chartered Accountants, have conveyed their consent to be appointed as Statutory Auditors of the Company along with a confirmation that their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

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

The Board commends the Ordinary Resolution set out in the accompanying Notice for approval by the Members.

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

Date : December 31, 2018
Place : Gurugram

**Sd/-
(Sumit Goel)
Company Secretary
Membership No: F6661**