



FORTIS HEALTHCARE LIMITED

CIN: L85110DL1996PLC076704

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

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

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

NOTICE OF POSTAL BALLOT

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

Dear Member(s),

Notice is hereby given to the members of Fortis Healthcare Limited ('the Company') pursuant to Section 110 of the Companies Act, 2013 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 (the "Act"), the resolution appended herein below is proposed to be passed by the members as an ordinary resolution by way of Postal Ballot by giving their assent/dissent.

Your approval by Postal Ballot is sought for the enclosed resolution. The explanatory statement under Section 102(1) of the Act 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 conduct the Postal Ballot process in a fair and transparent manner. This Notice is being sent to all the Members whose name appears as on Friday, February 5, 2016 in the Register of Members/List of Beneficial Owners and as received from Karvy Computershare Private Limited (KCPL), the Registrar and Transfer Agent of the Company.

You are requested to carefully read the instructions printed on the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the resolution at the end of the Postal Ballot Form and return the duly completed and signed the Original Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the **close of working hours (i.e. 1730 Hrs IST) on Saturday, March 19, 2016**. Ballots received thereafter will be strictly treated as if no reply has been received from the Member.

Further, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and provisions of Section 110 of the Act read with the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer e-voting facility as an alternate, for all the Members of the Company. For this purpose, the Company has entered into an agreement with KCPL for facilitating e-voting to enable the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes to this Notice of Postal Ballot.

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

SPECIAL BUSINESS

Approval for entering into Related Party Transaction(s)

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") and Regulation 23 of the SEBI (Listing & Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transactions with the following Related Party and for the maximum amounts, as mentioned herein below:

Nature of transaction as per Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party(s)	Relationship	Particulars/ Material Terms and conditions of the transaction
Sale, purchase or supply of any good/property of any kind (as per Section 188(1) (a) and 188(1) (b) of the Act)	None	Fortis Global Healthcare Infrastructure Pte Ltd (FGHIPL) and Fortis Health Management Limited (FHML)	Related party(ies) to the Company as per Companies Act, 2013 and applicable accounting standard	Acquisition of 51% economic interest in Fortis Hospotel Limited (FHTL) through acquisition of 44,39,040 (Forty Four Lacs Thirty Nine Thousand & Forty) Compulsory Convertible Debentures (CCDs) of Rs. 1000 (Rupees One Thousand) each issued by FHTL, representing 51% (Fifty One percent) of the total CCDs issued by FHTL to FGHIPL, at a total consideration of upto Rs. 1100 crores. Simultaneously, make necessary amendment and restatement of the shareholders' agreement (which was previously entered into at the time of listing of Religare Health Trust (RHT) at Singapore Stock Exchange ("SGX"), by and between the then two shareholders of FHTL, i.e. the Company and FHML), to govern inter-alia, the mutual rights and obligations of the Company and FHML, both being the present shareholders of FHTL, the terms and conditions governing their relationship as shareholders of FHTL.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to the aforesaid related party transaction and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

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

Date: February 4, 2016

Place: Gurgaon

Sd/-
Rahul Ranjan
Company Secretary
ICSI Membership No. – A17035

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

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. The Notice is being sent to all the Members, whose names would appear in the Register of Members / Record of Depositories as on Friday, February 5, 2016.
3. **The Company also offers e-voting facility.**

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

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

- a. For Members whose email address is registered- open the attached PDF file “FortisHealthcaree-voting.pdf” by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your “User Id” and “Password” for e-voting;
- b. For Members who have not registered their email ids: **please refer to the user id and password printed on the Postal Ballot Form;**
- c. Please note that the password is an initial password;
- d. Open internet browser by typing the URL: <https://evoting.karvy.com>;
- e. Click on Member– Login;
- f. Put user ID and password as initial password noted in step (a) above and click Login;
- g. Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- h. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
- i. Select “EVEN” (i.e. E-Voting Event Number) of Fortis Healthcare Limited;
- j. Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on February 17, 2016 (1000 Hrs) and ends on March 19, 2016 (1730 Hrs).
- k. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted. Upon confirmation, the message “Vote cast successfully” will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote;
- l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (in PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at secretarial@fortishealthcare.com with a copy marked to evoting@karvy.com;
- m. In case Members desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortishealthcare.com or by obtaining duplicate form from the Company’s Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited, Unit: Plot No.17-24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081.

In case of Members receiving Postal Ballot Form by Post:

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

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

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

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

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

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

4. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortishealthcare.com or seek duplicate Postal Ballot Form from M/s.Karvy Computershare Private Limited, Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad-500081, India or Fortis Healthcare Limited, Escorts Heart Institute and Research Centre, Okhla Road, New Delhi-110025, fill in the details and send the same to the Scrutinizer.
5. Kindly note that the Members can opt ONLY ONE MODE OF VOTING, i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and E-voting both, then vote cast through e-voting will be treated as valid.
6. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
7. The voting rights of Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on Friday, February 5, 2016.
8. The result of the Postal Ballot shall be declared by the Executive Chairman or in his absence by any other person, so authorized by them on March 21, 2016 at 4.00 p.m. at the Registered Office of the Company at Escorts Heart Institute and Research Centre, Okhla Road, New Delhi-110025 and the resolution will be taken as passed effectively on the date of announcement of the result by the said person, if the results of the Postal Ballots indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company at www.fortishealthcare.com and of Karvy Computershare Private Limited at <https://evoting.karvy.com>.
9. A copy of the documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, i.e. from Monday to Friday, between 10.00 a.m. and 12.00 noon, up to the date of declaration of the result of Postal Ballot.

ANNEXURE TO NOTICE

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

The members of the Company may kindly be apprised that the Board of Directors of the Company at their meeting held on February 4, 2016, have, subject to the approval of Shareholder, Singapore Exchange Securities Trading Limited (SGX-ST) and Unit holders of RHT, wherever required, approved the acquisition of 51% economic interest in Fortis Hospotel Limited (FHTL), a subsidiary of the Religare Health Trust (RHT) by way of acquiring 44,39,040 (Forty Four Lacs Thirty Nine Thousand & Forty) Compulsory Convertible Debentures (CCDs) of Rs. 1000 (Rupees One Thousand) each issued by FHTL, (which represents 51% (Fifty One percent) of the total CCDs issued by FHTL) from Fortis Global Healthcare Infrastructure Pte Ltd (FGHIPL), a subsidiary of RHT.

Members may kindly note that RHT is a business trust listed on the Singapore Stock Exchange ("SGX") of which the Company has been a Controlling Unit holder with a 28% equity stake. The business portfolio of RHT comprises of 12 (twelve) clinical establishments, 4 (four) Greenfield Clinical establishments and 2 (two) operating hospitals in India, two of the 12 clinical establishments in the trust i.e Shalimar Bagh, New Delhi and Fortis Memorial & Research Centre Limited (FMRI), Gurgaon, are under FHTL. The Board of Directors at the aforesaid meeting, have also approved the necessary amendment and restatement of the shareholders' agreement (which was previously entered into at the time of listing of RHT at SGX, by and between the then two shareholders of FHTL, i.e. the Company and FHML), to govern inter-alia, the mutual rights and obligations of the Company and FHML, both being the present shareholders of FHTL, the terms and conditions governing their relationship as shareholders of FHTL.

As a result of the majority acquisition of FHTL, the Company will consolidate the accounts of FHTL. The transaction would result in a lower service fees i.e. net business trust fee that the Company pays to RHT thereby positively impacting its operating profitability (EBITDA).

Further, the Board may please take note that both FHML and FGHIPL are related parties to the Company in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI (LODR) Regulations**") read with the provisions of AS-18 issued by the Institute of Chartered Accountants of India.

The investment consideration payable for the transaction would be for an amount upto Rs.1100 Crs (Rupees Eleven Hundred Crores). The aforesaid consideration is the upper limit and is subject to change closer to the expected date of consummation of the transaction

The transaction is on an arm's length basis with an independent valuation done by valuers of international repute both by Fortis and RHT respectively. Fortis has also obtained a Fairness opinion on the valuation by a Category 1 merchant bank and has also been advised by independent Legal Counsels and other subject matter experts. The proposed purchase of CCDs being a material related party transaction in nature as per the SEBI (LODR) Regulations 2015, the same requires approval of shareholders of the Company by way of an ordinary resolution and other necessary regulatory approvals as required.

Accordingly, in the light of provisions of the Companies Act, 2013 and SEBI (Listing & Disclosure Requirements) Regulations, 2015, Audit &

Risk Management Committee and the Board of Directors of your Company has approved the proposed transaction along with limits that your Company may enter into with the related parties.

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

SlNo.	Particulars	Details/ Remarks
1.	Name of related party(s)	Fortis Global Healthcare Infrastructure Pte Ltd (FGHIPL) and Fortis Health Management Limited (FHML)
2	Name of the Director or Key Managerial Personnel who is related, if any	None
3.	Nature of Relationship	Related party(ies) to the Company as per Companies Act, 2013 and applicable accounting standard
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	Acquisition of 51% economic interest in Fortis Hospotel Limited (FHTL) through the acquisition of 44,39,040 (Forty Four Lacs Thirty Nine Thousand & Forty) Compulsory Convertible Debentures (CCDs) of Rs. 1000 (Rupees One Thousand) each issued by FHTL, representing 51% (Fifty One percent) of the total CCDs issued by FHTL to FGHIPL, at a total consideration of upto Rs 1100 crores and simultaneously make necessary amendment and restatement of the shareholders' agreement (which was previously entered into at the time of listing of RHT at SGX, by and between the then two shareholders of FHTL, i.e. the Company and FHML), to govern inter-alia, the mutual rights and obligations of the Company and FHML, both being the present shareholders of FHTL, the terms and conditions governing their relationship as shareholders of FHTL.
	Any other information relevant or important for the Board/Members to take a decision	The transaction is in ordinary course of business and at arm's length

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

The Directors recommend the same for consent and approval of the Members by way of an Ordinary Resolution.

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

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

**Date: February 4, 2016
Place: Gurgaon**

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