



FORTIS HEALTHCARE LIMITED

CIN: L85110PB1996PLC045933

Regd. Off.: Fortis Hospital, Sector 62, Phase-VIII, Mohali, Punjab, 160062

Tel No.: +91-172 5096001, Fax No.: +91-172 5096221

Email Id: 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 (the “**Company**”) pursuant to Section 110 of the Companies Act, 2013 (the ‘**Act**’) read with Rule 22 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, including any statutory modification or re-enactment thereof for the time being in force, the resolutions appended herein below are 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 resolutions. The explanatory statement under Section 102(1) of the Act and other applicable provisions, if any, setting out the material facts and reasons for the resolutions are 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 including e-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 resolutions at the end of the Postal Ballot Form and return the duly completed and signed the Original Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the **close of working hours (i.e. 17:00 Hrs IST) on (Friday, May 4, 2018)**. Ballots received thereafter will be strictly treated as if no reply has been received from the member. The said postal ballot notice 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 COMPUTERSHARE 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

1. To approve appointment of Lt. Gen. Tejinder Singh Shergill as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors and pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [‘**SEBI LODR**’] and other applicable regulation (including any statutory modification(s) or re-enactment thereof for the time being in force), Lt. Gen. Tejinder Singh Shergill (DIN: 00940392), who was appointed as an Additional Director, who fulfills the criteria for independence as provided under the Act & SEBI LODR, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years commencing from February 12, 2018, not liable to retire by rotation.”

2. To approve acquisition of assets of RHT Health Trust

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

“**RESOLVED THAT** pursuant to the provisions of Sections 186, 188 and other applicable provisions of the Companies Act, 2013 (the “Act”) 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 Obligations and Disclosure Requirements) Regulations, 2015, (‘**SEBI LODR**’) the definitive agreements entered into by Fortis Healthcare Limited (“**Company**”) with *inter alia*, RHT Health Trust Manager Pte Limited (“**Trustee Manager**”), acting in its capacity as trustee-manager of RHT Health Trust (“**RHT**”), Fortis Global Healthcare Infrastructure Pte. Ltd. and RHT Health Trust Services Pte. Ltd. for acquisition of equity and debt securities of International Hospital Limited, Escorts Heart and Super Speciality Hospital Limited, Fortis Health Management Limited, Hospitalia Eastern Private Limited and Fortis Hospital Limited from Fortis Global Healthcare Infrastructure Pte. Ltd. and RHT Health Trust Services Pte. Ltd. for an overall consideration of Rs. 4,650 crore (including RHT Debt of approx. Rs. 1,152 crore) (subject to certain adjustments) (“**Proposed Transaction**”) be and are hereby approved and the details mentioned herein below:

Nature of transaction as per the Companies Act, 2013 and/or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Name of the Director/ KMP who is related and nature of their relationship	Name of the Related Party(s)/Parties	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	(1) RHT Health Trust Manager Pte Limited, acting in its capacity as trustee-manager of RHT Health Trust ("RHT") (2) Fortis Global Healthcare Infrastructure Pte Ltd ("FGHIPL") (3) RHT Health Trust Services Pte Limited ("RHSPL") (4) International Hospital Limited ("IHL") (5) Fortis Health Management Limited ("FHML") (6) Fortis Hospotel Limited ("FHTL") (7) Escorts Heart and Super Speciality Hospital Limited ("EHSSHL") (8) Hospitalia Eastern Private Limited ("HEPL")	RHT is an indirect associate of Fortis Healthcare Limited ("FHL"). FHTL is a subsidiary of FHL and FHML is a related party in terms of Accounting Standard 24. FGHIPL, RHSPL, IHL, FHML, EHSSHL and HEPL are subsidiaries of RHT	Acquisition of equity and debt securities issued by IHL, EHSSHL, FHML, HEPL and FHTL to FGHIPL and RHSPL for an overall consideration of Rs. 4,650 crore (including RHT Debt of approx. Rs. 1,152 crore) (subject to certain adjustments) and subject to necessary regulatory approvals

RESOLVED FURTHER THAT the Board of Directors be and hereby are severally authorized to negotiate, finalize, sign and execute all necessary agreements, including but not limited to, the master purchase agreement, share purchase agreements, compulsorily convertible debenture purchase agreements, non-convertible bond purchase agreements and other necessary documents, deeds, papers, and any modifications and supplements, disseminate the relevant information to the stock exchanges/investors and to do all acts, deeds matters and deeds as may be necessary or incidental to give effect to the Proposed Transaction."

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

Date: **March 20, 2018**
Place: **Gurugram**

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

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

NOTES:

- An 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.
- The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from KCPL on **Friday, March 30, 2018**.
- The Board of Directors has appointed Mr. Mukesh Manglik, Company Secretary in Whole Time Practice (CP No. 8476) as a Scrutinizer to scrutinize the voting process in a fair & transparent manner.
- In compliance with provisions of section 110 of Companies Act, 2013 read with Regulation 44 of SEBI LODR, Rule 20 of Companies (Management and Administration) Rules 2014, as amended up to date & Secretarial Standard-2 issued by Institute of Company Secretaries of India on General Meeting ("SS-2") the Company is also offering e-voting facility to enable members to cast their votes electronically. The Board of Directors of the Company has appointed KARVY COMPUTERSHARE PRIVATE LIMITED (hereinafter called KCPL) 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 Karvy Computershare Private Limited:

- For Members whose email address is registered- open the attached PDF file "FortisHealthcare-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;
- For Members who have not registered their email ids: **please refer to the user id and password printed on the Postal Ballot Form;**
- Please note that the password is an initial password;
- Open internet browser by typing the URL: <https://evoting.karvy.com>;
- Click on Member- Login;
- Put user ID and password as initial password noted in step (a) above and click Login;
- 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;
- Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
- Select "EVEN" (i.e. E-Voting Event Number) of Fortis Healthcare Limited;
- Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on **April 3, 2018** at 1000 Hours and ends on **May 4, 2018** at 1700 Hours. The e-voting module shall be disabled by KCPL for voting on **May 4, 2018** 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;
- 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;
- 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, Karvy Selenium Tower B, Plot no.31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or Fortis Healthcare Limited, Fortis Hospital, Sector 62, Phase-VIII, Mohali, Punjab,160062, 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, Authorised Representative, M/s. Karvy Computershare Private Limited at toll free number 1800 345 4001/ +91 40 67162222.
 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).

5. 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, Karvy Selenium Tower B, Plot no.31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or Fortis Healthcare Limited, Fortis Hospital, Sector 62, Phase-VIII, Mohali, Punjab,160062, 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, March 30, 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 **Saturday, May 5, 2018 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 KCPL at <https://evoting.karvy.com> and simultaneously communicated to the Stock Exchange, where the securities of the Company are listed.
10. A copy of the documents referred to in the accompanying Explanatory Statement, if any, are open for inspection at the Registered Office of the Company and Corporate Office of the Company on all working days, i.e. from Monday to Friday, between 10.00 a.m. and 12.00 noon, and are available on the website of the company, upto the date of declaration of the result of Postal Ballot.

ANNEXURE TO NOTICE

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

Item 1

The Board of Directors of the Company (the "Board"), on February 12, 2018 has appointed Lt. Gen. Tejinder Singh Shergill, as an Additional Director (in the category of Independent Non-Executive Director) on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the "Act") and the Articles of Association of the Company.

In terms of the provisions of Section 161 of the Act, Lt. Gen. Tejinder Singh Shergill would hold office up to the date of the next Annual General Meeting ("AGM") of the Company.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Lt. Gen. Shergill as an Independent Director of the Company. The Board of Directors, subject to the approval of the Members, has also recommended his appointment as an Independent Director for a period 5 years from the date of appointment.

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

In the opinion of the Board of Directors, Lt. Gen. Shergill fulfils the conditions for his appointment as an Independent Director as specified in the Act, the Rules made thereunder and is independent of the Management.

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

Details of Lt. Gen. Tejinder Singh Shergill, as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

Profile

Lt. General Tejinder Singh Shergill PVSM, graduated from the National Defence Academy, Khadakwasla, where he was awarded the President's Gold Medal. He was commissioned into The Deccan Horse and has over 40 years of experience in the military that included battle during the 1965 and 1971 Indo-Pak conflicts. He was Defence Attaché at the Indian Embassy, Washington DC, USA; later he commanded a Division in Jammu and Kashmir, a Corps in the North-East, both during counter militancy and counter insurgency operations; also, he was Commandant of the Indian Military Academy. He is a former Chairman of the Punjab Public Service Commission.

Currently he is Director and Advisor, University of Petroleum and Energy Studies; and a practicing Graduate Life Coach of the International Coaching Federation, USA.

He has a M.Sc. degree from the University of Madras and a Master of Military Arts and Science degree from the United States Command and General Staff College, Kansas, U.S.A. He lectures frequently on Leadership, Motivation, Energy, Terrorism and Insurgency. He is author of the book "Counter insurgency Support to a Host Nation," Lancer's Publications, 1987.

He has represented India in Horse Polo and Cycle Polo; and the Services, in Golf. His interests are in coaching, reading, writing, history, political and international affairs and yoga. He was decorated for gallantry during the 1965 Indo-Pak conflict and later, for distinguished services, was awarded the Param Vishisht Seva Medal by the President of India in 2002.

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

S. No.	Name of the Companies	Nature of Interest or concern
1	SRL Limited	Director
2	SRL Diagnostics Private Limited	Director

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

S. No.	Name of Company	Name of Committee	Designation (Chairman/Member)
1.	SRL Limited	Audit Committee	Member
2	SRL Diagnostics Private Limited	Audit Committee	Member

As on the date of appointment i.e. February 12, 2018, he holds 16000 Equity Shares in the Company.

He is not related to any of the directors of the Company.

Save and except Lt. General Tejinder Singh Shergill, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, in the resolution set out at Item No. 1 of the Notice.

The Board considers that continued association of Lt. General Shergill would be of immense benefit to the Company and it will be desirable to continue to avail his services as an Independent Director and accordingly, recommends the resolution as set forth at Item no. 1 of the Notice for the approval of the Members by way of an Ordinary Resolution.

Item 2

The members of the Company may kindly be apprised that the Board of Directors of the Company at their meetings held on November 14, 2017, February 13, 2018 and March 20, 2018, have, subject to the approval of shareholders of the Company, regulatory bodies and unit holders of RHT Health Trust (RHT), wherever required, approved entering into term sheet and definitive agreements in relation to the proposed acquisition by the Company and/or its subsidiaries of the equity and debt securities, in the relevant Indian entities under RHT Health Trust ("RHT"), of International Hospital Limited and Fortis Health Management Limited (and consequentially Escorts Heart and Super Speciality Hospital Limited, Hospitalia Eastern Private Limited and Fortis Hospotel Limited) from the wholly-owned subsidiaries of RHT- Fortis Global Healthcare Infrastructure Pte Ltd and RHT Health Trust Services Pte Limited for an overall consideration of Rs. 4,650 crore (including RHT Debt of approx. Rs. 1,152 crore)] (subject to certain adjustments) ("**Proposed Transaction**").

Members may kindly note that RHT is a business trust listed on the Main Board of the Singapore Exchange Securities Trading Limited ("**SGX**") of which the Company has been a Controlling Unit holder with an indirect interest of 29.76% in its units. The business portfolio of RHT comprises of 12 (twelve) clinical establishments, 4 (four) Greenfield Clinical establishments and 2 (two) operating hospitals in India

As a result of the Proposed Transaction, the Company will consolidate the entire Indian asset portfolio of RHT, into the Company. The Proposed Transaction will potentially enhance value for all its stakeholders. Upon completion of the securities acquisition, the service fees that the Company and/or its subsidiaries were paying will be completely eliminated thereby improving significantly its operating profitability i.e. EBITDA and cash flows. In addition, with the acquisition of 49% of Fortis Hospotel Limited (FHTEL), which is part of this Proposed Transaction, there will be an interest saving of approximately Rs 75 Crore.

The transaction is on an arm's length basis with independent valuations done by the Company and RHT through valuers of international repute.

The Proposed Transaction being a material related party transaction in nature as per the SEBI LODR, the same requires approval of shareholders of the Company.

Accordingly, in the light of provisions of the Companies Act, 2013 and SEBI LODR, Audit & Risk Management Committee and that the Board of Directors of your Company have approved the Proposed Transaction

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 set out at Item no. 2 of the accompanying Notice.

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: March 20, 2018
Place: Gurugram

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