



FORTIS HEALTHCARE LIMITED

CIN: L85110PB1996PLC045933

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

Tel.: 0172-5096001, **Fax:** 0172-5096002

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

NOTICE

Notice is hereby given that the Twenty First Annual General Meeting of Fortis Healthcare Limited will be held on Tuesday, 26th September, 2017 at 1200 Noon at National Institute of Pharmaceutical Education and Research Mohali, Sector 67, SAS Nagar, Mohali, Punjab-160062, to transact the following-business:

ORDINARY BUSINESS:-

1. To consider and adopt the Audited Standalone Financial Statements of the Company together with Reports of the Board and Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the financial year ended on March 31, 2017.
2. To appoint a director in place of Mr. Harpal Singh (DIN-00078224), who retires by rotation and being eligible offers himself for re-appointment.
3. Ratification of Appointment of Auditors

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

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 22nd AGM of the Company to be held in the year 2018 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:-

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Companies (Cost Records and Audit Rules, 2014) remuneration of ₹ 2,30,000 plus out of pocket expenses and taxes, being paid to M/s. Jitender, Navneet & Co., Cost Auditors appointed by the Board of Directors, to conduct the audit of the cost records of the Company, for the Financial Year ended March 31, 2017, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to all necessary approvals, consents, permissions and/or sanctions as may be necessary and subject to any such conditions and modifications as may be prescribed or imposed by any one or more of them while granting any such approvals, consents, permissions or sanctions agreed to, consent of the Members be and is hereby accorded for alteration of the Articles of Association of the Company by deleting Articles 119 to 124 on IFC Provisions and Articles 125 to 131 on SCPE Provisions.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to undertake all such acts, deeds, matters and things to finalize and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1), Section 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments, modifications, variation or re-enactment thereof) (the "**Companies Act**"), the provisions of the Memorandum of Association and Articles of Association of the Company, all other applicable laws and regulations including the rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India ("**SEBI**"), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations,

2009, as amended (the “**ICDR Regulations**”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**LODR Regulations**”), the provisions of the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”) and regulations thereunder, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, Depository Receipts Scheme, 2014 and such approvals, permissions, consents and sanctions as may be necessary from the Government of India (“**GOI**”), the Reserve Bank of India (“**RBI**”), and subject to the approvals, consents, permissions and/or sanctions of the Ministry of Finance and Ministry of Commerce & Industry and all other ministries, departments or other authorities of the GOI, SEBI, RBI and/or any other competent authorities and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include any duly constituted committee thereof), consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), through a placement document/offer document and/or prospectus and/or offer letter and/or offering circular, from time to time, in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, for a value of up to INR 5000 Crores (Rupees Five Thousand Crores Only) representing such number of Equity Shares, Global Depository Receipts (**GDRs**), American Depository Receipts (**ADRs**), Foreign Currency Convertible Bonds (**FCCBs**), Foreign Currency Exchangeable Bonds (**FCEBs**) and/or Equity Shares through Depository Receipt Mechanism and/or Fully Convertible Debentures (**FCDs**) and/or Non-Convertible Debentures (**NCDs**) with warrants, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the “**Securities**”) or any combination of Securities to investors including, incorporated bodies, mutual funds and/or individuals, qualified institutional buyers (as defined in ICDR Regulations), non-resident Indians, promoters, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the “**Investors**”) including allotment in exercise of a green shoe option, if any, by the Company, through public issue(s), including issuance of Equity Shares through an institutional placement programme under Chapter VIIIA of the ICDR Regulations, private placement(s) or a combination thereof, including issuance of Securities through a qualified institutions placement under Chapter

VIII of the ICDR Regulations, at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution:

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

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

RESOLVED FURTHER THAT the issue of Eligible Securities made by the way of Qualified Institutional Placement in terms of Chapter VIII of the ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations (“**QIP Floor Price**”) and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the ICDR Regulations.

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

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

RESOLVED FURTHER THAT for convertible securities and/or warrants which are convertible into Equity Shares of the Company and are issued simultaneously with non-convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities/warrants, shall be the date of the meeting in which the Board (or a duly authorized Committee thereof) decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures.

RESOLVED FURTHER THAT for Eligible Securities proposed to be issued as FCCBs, FCEBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board (or a duly authorized Committee thereof) decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 or the Depository Receipts Scheme, 2014 and other applicable pricing provisions issued by the Ministry of Finance.

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

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead manager(s), underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, stabilizing agent, advisors and all such agencies as are or may be required to be appointed, involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like to

reimburse out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies.

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

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

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

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

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions and for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings

that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

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

Sd/-

Rahul Ranjan

Company Secretary

Date : August 14, 2017

Place: Gurgaon

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is enclosed herewith and forms part of this Notice.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY (IES) NEED NOT 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.

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.
3. Pursuant to Provisions of SEBI Listing (Obligations & Disclosure Requirements) Regulations, 2015, the particulars of Directors proposed to be appointed/re-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.
4. The cut-off date for the purpose of remote e-voting and for physical voting is September 19, 2017. The E-voting facility will be available from 09:00 a.m. on September 23, 2017 to 05:00 p.m. on September 25, 2017.
5. The Members are requested to bring copy of Annual Report to the Meeting.
6. Members / Proxies are requested to bring their Attendance slip/proxy form duly filed in, sent herewith alongwith the Notice of the AGM at the Meeting. The members who hold shares in dematerialized form are requested to bring their Client Master List / Depository Participant Statement/ Delivery Instruction Slip reflecting their Client ID and DP ID No. for easier identification of attendance at the meeting.
7. Members are requested to notify any changes of address:
 - a. To their depository participants in respect of shares held in dematerialized form, and
 - b. to Company/Registrar and Transfer Agent (“Karvy”) in respect of shares in physical form, under their signatures and quoting folio number (including for change of residential status/ e-mail id, bank details etc.)
8. In case of joint holders attending the meeting, only such joint holder whose name appears at the top in the hierarchy of names shall be entitled to vote.
9. Corporate members are requested to send a duly certified copy of the Board Resolution/power of attorney authorizing their representative to attend and vote at the Annual General Meeting.
10. For security reasons, no article/baggage will be allowed at the venue of the meeting. The Members/attendance are strictly requested not to bring any article/baggage, etc. at the venue of the meeting.
11. Those members who have not yet got their Equity Shares dematerialized, are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialized.
12. Members may avail the nomination facility as provided under section 72 of the Companies Act, 2013.
13. Non-Resident Indian Members are required to inform Karvy immediately of:
 - (a) Change in their residential status on return to India for permanent settlement, and
 - (b) Particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
14. Members desiring any information as regards the Accounts are requested to write to the Company Secretary, giving at least 7 days notice prior to the date of Annual General Meeting to enable the Management to reply at the Meeting.
15. The Notice of Annual General Meeting will be sent to those members/ beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on August 11, 2017. A member who is not a member as on the cut-off date i.e. September 19, 2017 should treat this Notice for information purpose only.
16. The Ministry of Corporate Affairs has undertaken a ‘Green Initiative in the Corporate Governance’ by allowing paperless compliance by Companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits Companies to send soft copies of Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail address for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company’s website –www.fortishealthcare.com.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ Karvy.

18. Members who have not registered their e-mail address are requested to register their e-mail address for receiving all communications including Annual Report, Notice, Circulars, etc. from the Company electronically.
19. Electronic copy of the Notice of the 21st Annual General Meeting 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.
20. All Statutory Registers, documents 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 upto the date of Annual General Meeting.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (substituted by Companies (Management and Administration) Amendment Rules, 2015 and other applicable provisions, if any, of 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 Annual General Meeting Notice is also being taken through e-voting facility provided through Karvy Computershare Private Limited.
22. The e voting event number, User ID and Password along with the detailed instruction for remote e-voting are provided in the notice of remote e-voting, being sent along with the Notice of Annual General Meeting.
23. The results on resolutions shall be declared on or before closing business hours on Wednesday, September 27, 2017 at the registered office of the Company and the same along with the scrutinizer's report shall also be available on the website of the Company and on the website of Karvy Computershare Private Limited.
24. The route map for the 21st Annual General Meeting of the Company alongwith the Landmark forms part of this notice.
25. 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. The members who have cast their vote by remote e-voting may also attend the meeting.
26. The Board of Directors has appointed Mr. Mukesh Manglik, Company Secretary in Whole time Practice (C.P. No. 8476) as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

EXPLANATORY STATEMENT

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

Item No. 3

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

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

As per the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by members at every AGM. Accordingly, ratification of the members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at item no. 3 of the Notice.

The Board commends the Resolution at item No. 3 for approval by the Members.

None of the Directors / Key Managerial Personnel (KMP) / their relatives are concerned or interested, financially or otherwise, in the Resolution at Item No. 3 of the accompanying Notice, except extent to their respective shareholding, if any.

Item No. 4

The Board of Directors, on the recommendation of the Audit and Risk Management Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company, for the Financial Year ended March 31, 2017 as per the following details:

Name of the Cost Audit Firm	Amount (In Rupees)
M/s. Jitender, Navneet & Co.	2,30,000 (plus out of pocket expenses and taxes)

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit and Risk Management Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditors for the Financial Year ended March 31, 2017.

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

The Board of Directors commends the resolution as set out at Item No. 4 for the approval of the Members as an Ordinary Resolution.

Item No. 5

The Company had issued USD 30 Million Foreign Currency Convertible Bonds (FCCBs) through an Offering Circular listed on Singapore Stock Exchange in the year 2013. The same were held by Standard Chartered Private Equity (Mauritius) III Limited (SCPE) through their trustees DB Trustees (Hong Kong) Limited (the trustees). Further, the Company has also issued USD 55 Million FCCBs to International Finance Corporation (IFC) through FCCB Subscription Agreement in the same year.

During the year, the Company has received Conversion Notice(s) from the trustees/investors for conversion of their entire FCCBs into Equity Shares as per the agreed terms.

The existing Articles of Association ("AoA") of the Company include the provisions related to the allotment made to IFC and SCPE in the form of Equity Shares and FCCBs. Considering the fact that all FCCBs have been converted into Equity Shares and that IFC and SCPE have sold off their equity-holding in the open market, it is proposed to alter the Articles of Association of the Company by deleting the provisions pertaining to IFC (i.e. Articles 119 to 124) and SCPE (i.e. Articles 125 to 131).

The proposed new draft of AoA is being uploaded on the Company's website for perusal by the Members. The proposed new draft of AoA is also available for inspection at the Registered Office and/or Corporate Office of the Company on all working

days, between 10.00 a.m. and 1200 noon up to the date of Annual General Meeting.

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.

The Board of Directors of the Company commends the resolution at Item No. 5 for your approval by way of a Special Resolution.

Item No. 6

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

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

Pursuant to the above, the Company may, in one or more tranches, issue and allot Securities on such date as may be determined by the Board but not later than 12 months from the date of passing of the resolution or such other period as may be permitted under applicable law. The aforesaid issue of Securities will be subject to receipt of requisite approvals from appropriate authorities, as applicable.

This enabling Special Resolution seeks to empower the Board to issue securities in Indian and/or international markets as contemplated in the resolution set out above and as decided by the Board up to a limit of INR 5000 Crores (Rupees Five Thousand Crores) and in the interests of the Company.

The Board of Directors of the Company on August 4, 2017, approved the raising of funds by issue of Equity Shares of the Company, and/or any instrument convertible into Equity Shares.

The proposed Resolution also seeks to give power to the Board to undertake Qualified Institutions Placement of Eligible Securities as prescribed under Chapter VIII of the ICDR Regulations, to issue Equity Shares, GDRs, ADRs, FCCBs, FCEBs, FCDs or any other financial instruments convertible into or linked to Equity Shares through public issue(s) and/or private placements in accordance with applicable law.

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

or prices to meet the growing needs of the Company by the way of issue of the above mentioned Securities.

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

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

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

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

The said resolution also enables the Board to create mortgage/charge on the property/ assets of the Company in respect of any debt securities proposed to be offered by the Company.

None of the Key Managerial Personnel (KMP), Directors of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution except to the extent of equity shares and to the extent of his/her subscribing to equity shares/ equity linked securities if and when issued as also to the extent of subscription by a financial institution / company / body corporate in which the KMP, Director or his / her relative may be directly or indirectly interested.

The Board of Directors of the Company commends the resolution set out at Item No. 6 for the approval of the shareholders as a Special Resolution.

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

Mr. Harpal Singh, aged 67 years, is recognized worldwide as a thinker and speaker on healthcare and other issues on the social agenda. He has a diverse and wide-ranging experience (of over 40 years) in the corporate sector. In the last decade he has substantially been engaged with the not for profit sector and holds senior board level positions in National and International organizations.

Currently he is the Mentor & Chairman Emeritus and a member of the Board of Directors of Fortis Healthcare Limited, Fortis Clinical Research Limited, Religare Enterprises Limited and SRL Limited. He is also Director of Impact Projects Private Limited and was Non Executive Chairman of India's largest Pharmaceutical Company, Ranbaxy.

He is and has been associated with school education for over 30 years and has served at the Board level with some of India's most renowned schools which include The Doon School, The Scindia School, The Shriram School, The Yadavindra Public Schools and Salwan Public Schools. He was a member of the National Round Table on School Education, a member of the Executive Committee

and of the Governing Council of Public Health Foundation of India (PHFI), a member of the Board of the Delhi Red Cross Society, a member of the Board of Governors of NIIT University, a member of India-UK Round Table and India-US Strategic dialogue. He is a Trustee of Indian National Association for the Club of Rome. He is a Member of the Board of Wadhvani Initiative for Sustainable Health (WISH). He is Founder and Chairman of Nanhi Chhaan Foundation. He was a member of the Board of Governors of IIT, Indore.

In recent years, Mr Singh's involvement with the world of children has been compelling. He chairs Save the Children India which now works in over 20 States of the country addressing the needs of some of India's most disadvantaged children including child survival, rights, health and education. Through his own NGO, the Nanhi Chhaan Foundation, he focuses efforts on the girl child, on the environment and on inter-faith harmony. He has served for over seven years on the International Board of Save the Children and is currently its Vice Chairman. Save International operates in over 120 countries helping children and mothers in emergencies and in ameliorating the lives and futures of children in distress and who suffer disadvantages for a variety of reasons. In 2015 Save International helped over 55 million children worldwide.

An alumnus of The Doon School and an (Hons.) Graduate in Economics from St. Stephens College, New Delhi. He is a B.S. in Economics and a Masters' in Public Affairs from the California State University at Hayward (C.S.C.H.), California, U.S.A.

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

S. No.	Names of Companies
1	SRL Limited
2	Religare Enterprises Limited
3	Fortis Clinical Research Limited
4	Impact Projects Private Limited
5	Impact Agencies Private Limited
6	Impact Senior Living Estates Private Limited

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

S. No.	Name of Company	Name of Committee	Designation (Chairman/Member)
1	SRL Limited	Audit Committee	Member
2		Stakeholder Relationship Committee	Chairman
3	Religare Enterprises Limited	Stakeholder Relationship Committee	Chairman

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

Shareholding in the Company: 58003 equity shares of ₹ 10 each.

Original Date of Appointment: August 12, 1999

Mr. Harpal Singh and Mr. Malvinder Mohan Singh are relatives. Mr. Harpal Singh is not related to any other Director/Key Managerial Personnel of the Company.

During Financial Year 2016-17, Mr. Singh attended 7 board meetings.

Mr. Singh is a Non-Executive Director, liable to retire by rotation. Details of his remuneration are given under Report of Corporate Governance which form part of this report.

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

Sd/-

**Rahul Ranjan
Company Secretary**

Date : August 14, 2017

Place: Gurgaon

Location Map of venue for Twenty First Annual General Meeting

Day : Tuesday
 Date : September 26, 2017
 Time : 1200 Noon
 Venue : National Institute of Pharmaceutical Education and Research Mohali, Sector-62, SAS Nagar, Mohali Punjab-160062

