



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 5096002

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 resolution appended herein below is proposed to be passed by the members as a special resolution by way of Postal Ballot by giving their assent/dissent:

1. To increase the shareholding limit for Registered Foreign Institutional Investors (FIIs) from 24% upto an aggregate limit of 74% of the paid-up equity share capital of the Company

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 including e-voting in a fair and transparent manner. This Notice is being sent to all the Members whose name appears as on May 19, 2017 in the Register of Members/List of Beneficial Owners 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. 17:00 Hrs IST) on Tuesday June 27, 2017**. 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

1. To increase the shareholding limit for Registered Foreign Institutional Investors (FIIs) from 24% upto an aggregate limit of 74% of the paid-up equity share capital of the Company

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

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 read with Schedule 2 thereof (regarding purchase/sale of shares/convertible debentures of an Indian Company by a registered Foreign Institutional Investors (FIIs) under Portfolio Investment Scheme) and any other applicable provisions, Acts, Laws, Rules, Regulations, Circulars, Directions, Notifications, Press Notes and Guidelines under FEMA, Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI") (including any statutory modifications or re-enactment thereof for the time being in force), the provisions of Memorandum and Articles of Association of the Company, and subject to all applicable approvals, permissions and sanctions as may be prescribed by any of the concerned authorities of the Government of India, RBI, SEBI, or any other regulatory authority/institutions, as may be necessary, whether in India or abroad, and also subject to such policies, notifications, clarifications, regulatory framework of the government as may be in force from time to time; while granting such approvals, permissions, sanctions, consent of the members of the Company be and is hereby accorded to permit registered FIIs (inter-alia including Foreign Portfolio Investors (FPIs) and Qualified Foreign Investors (QFIs) to acquire and hold on their own account and on behalf of each of their sub-accounts to make investment in the equity shares of the Company upto an aggregate limit of 74% (Seventy Four Percent) of the paid-up equity share capital of the Company, provided, however, that the shareholding of each FII/FPI/QFI in its own account and on behalf of each of their subaccounts in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable Acts, Laws, Rules and Regulations (including any statutory modifications or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee to which the Board may have delegated all or any of its powers) be and is hereby authorized to take all such actions/steps as may be necessary, desirable or expedient, including, if

required, to accept such conditions and modifications, stipulated by any relevant authorities, as the Board may consider necessary, and to resolve and settle all questions and difficulties that may arise, and, to do all acts, deeds, matters and things which are incidental and consequential, as the Board may at its absolute discretion deem necessary or desirable for such purposes and, to execute such documents or writings as the Board may consider necessary or proper or incidental to give effect to this resolution.”

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

Date: May 25, 2017

Place: Gurgaon

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

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

NOTES:

1. 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.
2. 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, May 19, 2017.
3. 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.
4. In compliance with provisions of section 110 of Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, 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 as Agency) 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:

- 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 May 28, 2017 at 10:00 Hrs and ends on June 27, 2017 at 17:00 Hrs. The e-voting module shall be disabled by KCPL for voting on June 27, 2017) at 17:00 Hrs 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, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot no.31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad-500032.

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, May 19, 2017 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 the Executive Chairman or in his absence by any Director, so authorized by Chairman on Wednesday, June 28, 2017 at 16.00 hours at the Registered Office of the Company at Fortis Hospital, Sector 62, Phase-VIII, Mohali, Punjab,160062 and also displayed on notice Board of Corporate Office of the Company at Tower A, 3rd Floor, Unitech Business Park, Block-F, South City-1, Sector-41, Gurgaon-122001 and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman, or such other Director, 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 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 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, 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

In accordance with the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or issue of security by a person resident outside India) Regulations, 2000, the ceiling limit for investments by Foreign Institutional Investors (FIIs), Foreign Portfolio Investors (FPIs), Qualified Foreign Investors (QFIs), under the Portfolio Investment Scheme has been prescribed at 24% which can be raised to sectoral cap/ statutory ceiling through a Board resolution followed by a special resolution to that effect by its General Body and subject to prior intimation to the RBI.

The present percentage holding of these institutional investors has already crossed the prescribed limit of 24% of the paid up capital and the same has shown an increasing trend.

The Board of Directors had by a resolution passed on May 25, 2017 approved the proposal to seek approval of the shareholders to enhance the ceiling limit on total holdings of FII/SEBI approved sub-accounts of FIIs, FPIs, QFIs, NRIs and PIOs under the Portfolio Investment Scheme to 74% of the paid-up equity capital of the Company, considering the interest of the registered FIIs in the shares of the Company, subject to such statutory/regulatory approvals as may be necessary.

Therefore, approval of the members is, being sought by voting through Postal Ballot for the purpose as aforesaid.

The Board of Directors recommends passing of the special resolution set out at Item no. 1 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.

Date: May 25, 2017
Place: Gurgaon

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

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