



FORTIS HEALTHCARE LIMITED

CIN: L85110DL1996PLC076704

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

Tel.: +91-11-2682 5000, Fax: +91-11-4162 8435

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 shift the Registered Office of the Company from National Capital Territory of Delhi to the State of Punjab.

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 Friday, July 29, 2016 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, September 6, 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

Shifting of the Registered Office 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 Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) and the rules made thereunder and subject to the approval of the Central Government, (power delegated to Regional Director) and/or any other authority as may be prescribed from time to time and subject also to such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from National Capital Territory of Delhi to the State of Punjab and that Clause II of the Memorandum of Association of the Company be substituted by the following clause:

II. The registered office of the Company will be situated in the State of Punjab.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from Escorts Heart Institute and Research Centre, Okhla Road, New Delhi-110025 to such other place in the State of Punjab as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties the Board of Directors of the Company (herein referred to as the “Board”, which term shall deem to include any committee or any person(s) which the Board may nominate or authorise to exercise its powers, including the powers conferred under this resolution), be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper, and to settle any questions or difficulties that may arise in this matter.”

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

Date: August 4, 2016

Place: Gurgaon

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

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

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, July 29, 2016.
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 e-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 August 5, 2016 (10:00 Hrs) and ends on September 6, 2016 (17:00 Hrs). The e-voting module shall be disabled by KCPL for voting on September 6, 2016 at 17.00 p.m. 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;

- i. 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, Escorts Heart Institute and Research Centre, Okhla Road, New Delhi-110025, 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, July 29, 2016, 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 September 7, 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 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 announced through a newspaper advertisement and 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

Currently the registered office of Company is situated in National Capital Territory (NCT) Delhi. As the members are aware, the flagship Hospital of the Fortis group was established in Mohali, Punjab in the year 2001. Keeping this in mind and considering the infrastructure and facilities for office premises set up at such flagship Hospital in Mohali, Punjab, the management has been considering shifting the registered offices of the Company to avail benefits of the better infrastructure of the location. The proposed shifting of registered office will enable the Company to explore benefits of synergy and provide the ability to run the business and affairs more conveniently and efficiently.

Thus in order to exercise better administrative and economic control which will reduce overheads, eliminate duplication of records and enable the Company to rationalize and streamline its operations as well as management of affairs of its business, and further to avail of the better office infrastructure, the Board of Directors of the Company at its meeting held on August 4, 2016 has proposed to shift the registered office of the Company from National Capital Territory (NCT) Delhi to the State of Punjab. Such change will enable the management to undertake better administration and easier supervision of the statutory records.

The shifting of the Registered Office as aforesaid is in the best interest of the Company, its members and all concerned. The proposed shifting of the office is not prejudicial to the interest of any party.

In terms of the provisions contained in Section 13 of the Companies Act, 2013 the alteration of the clause of Memorandum of Association pertaining to shifting of registered office of the Company from one state to another state requires approval of the members by special resolution and further requires confirmation by the Central Government (power delegated to Regional Director).

Also, as per Section 12 of the Companies Act, 2013, the registered office of the Company may be shifted outside the local limits of any city, town or village on the authority of the special resolution passed by the Company. Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22(16)(c) of the Companies (Management and Administration) Rules, 2014, such special resolution is required to be passed by way of postal ballot.

Therefore, approval of the members is, being sought by voting through Postal Ballot for shifting of registered office from National Capital Territory (NCT) of Delhi to the State of Punjab, as aforesaid.

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

A copy of the Memorandum of Association of the Company together with the proposed alterations as set out in the Resolution at Item No. 1 of the Notice is available for inspection by members at the Registered Office of the Company during business hours on any working days i.e. from Monday to Friday during 10:00 a.m. to 12:00 noon upto the date of declaration of result of postal ballot at the Registered Office of the Company.

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: August 4, 2016
Place: Gurgaon**

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