



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 resolution appended herein below is 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 resolution. 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 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.

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 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. 1700 Hrs IST) on (Sunday, October 28, 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 (the ‘**Karvy**’ or ‘**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- TO APPROVE AMENDMENT IN TERMS OF THE AGREEMENT ENTERED FOR ACQUISITION OF ASSETS OF RHT HEALTH TRUST

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

“**RESOLVED THAT** in continuation to the resolution passed by the shareholders on May 4, 2018 and pursuant to provisions of Section 177 and 188 of Companies Act, 2013, read with SEBI Listing (Obligations & Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Audit and Risk Management Committee and the Board, approval of the Members be and is hereby accorded for ratifying the execution of Amendment to Master Purchase Agreement (MPA) dated August 24, 2018 and for ratification as well as execution/ entering into such other documents and related party transaction for carrying out the amendment/modification to the existing MPA entered into with the Trustee Manager of RHT, Fortis Global Healthcare Infrastructure Pte. Ltd. and RHT Health Trust Services Pte. Ltd. for acquisition of equity and debt securities issued by International Hospital Limited, Escorts Heart and Super Speciality Hospital Limited, Fortis Health Management Limited, Hospitalia Eastern Private Limited and Fortis Hospital Limited to Fortis Global Healthcare Infrastructure Pte. Ltd. and RHT Healthtrust Services Pte. Ltd. and for extension of Long Stop Date from September 30, 2018 to December 31, 2018 and other commercial terms and conditions as mutually agreed between the parties and mentioned in the Amendment to MPA, subject to the approval of the necessary regulatory authorities, if required.

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 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	<ol style="list-style-type: none"> 1. RHT Health Trust Manager Pte Limited, acting in its capacity as trustee-manager of RHT Health Trust ("RHT") 2. FortisGlobalHealthcare 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.	<ol style="list-style-type: none"> 1. Amendment of the Long Stop Date in the definitive agreement from 30 September 2018 to 31 December 2018 or such other date as may be mutually agreed between the Parties in writing. 2. The Consideration (and adjustments thereto) shall be computed on the INR:SGD closing offer rate. If the closing offer rate is lower than the closing offer rate on 30 September 2018 (i.e. at such rate as would result in a lower SGD equivalent on conversion of INR amounts to SGD) then the reference rate for computing the Consideration (and adjustments thereto) shall be the closing offer rate on 30 September 2018. 3. The Company would be compensating RHT for all the reasonable costs that may be incurred by it for obtaining any services solely resulting from the extension. 4. The definition of 'Independent Chartered Accountant' is modified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to negotiate, finalize, sign and execute all necessary agreements, including but not limited to any further amendments/ modifications to the Master Purchase Agreement 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**

Sd/-

Rahul Ranjan

Company Secretary

ICSI Membership No.- A17035

Date: August 30, 2018

Place: Gurugram

Encl: Postal Ballot Form

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, August 31, 2018**.
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 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 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:

- a. 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;
- 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 **September 27, 2018** at 1000 Hours and ends on **October 28, 2018** at 1700 Hours. The e-voting module shall be disabled by KCPL for voting on **October 28, 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;
- 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 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

- 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, August 31, 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 **Monday, October 29, 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 Exchanges, 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, 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 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 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**”). The said transaction was subsequently approved by the shareholders by postal ballot, the last date of voting of which was May 4, 2018.

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 27.82% 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 (FHTL), which is part of this Proposed Transaction, there will be substantial interest saving.

Members may kindly note that Long Stop Date in the definitive agreement as earlier entered was 30 September 2018. Considering that FHL is in process of raising funds via Primary Infusion which will enable it to acquire the RHT assets and given that the fund raise process is under way and awaiting regulatory approvals, it is proposed to extend the Long Stop Date to 31 December 2018 or such other date as may be mutually agreed between the Parties in writing. Also, the Consideration (and adjustments thereto) shall be computed on the INR:SGD closing offer rate i.e. the exchange rate on Bloomberg L.P. one (1) business day prior to Completion date. However, if the closing offer rate is lower than the closing offer rate on 30 September 2018 then the reference rate for computing the Consideration (and adjustments thereto) shall be the closing offer rate on 30 September 2018. For the avoidance of doubt, the lower INR:SGD closing offer rate means such rate as would result in a lower SGD equivalent on conversion of INR amounts to SGD. Further, due to the extension of the Long Stop date, the Company would be compensating RHT for all the reasonable costs that may be incurred by it for obtaining any services from legal advisers, independent financial adviser, tax advisers, valuers and reporting accountants solely resulting from the extension. The definition of ‘Independent Chartered Accountant’ is also sought to be modified to provide an expanded list of chartered accountants who may be appointed.

The proposed amendments to the definitive agreement is not in ordinary course of business and certain terms are specific in nature, and thereby the approval of shareholders is being sought. Further in terms of the requirement of SEBI LODR and Regulation 26(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the agreement being a material contract, the same is subject to the approval of the shareholders.

Accordingly, in the light of provisions of the Companies Act, 2013 and SEBI LODR, Audit and 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 for ratification of execution of Amendment to Master Purchase Agreement dated August 24, 2018 and for ratification as well as execution of such other related documents is proposed to be passed through postal ballot process.

The Directors recommend the same for consent and approval of the Members by way of a Special Resolution set out in 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**

Sd/-
Date: August 30, 2018
Place: Gurugram

Rahul Ranjan
Company Secretary
ICSI Membership No.- A17035