



FORTIS HEALTHCARE LIMITED

CIN: L85110PB1996PLC045933

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

Tel.: +91-172-5096001, **Fax:** +91-172-5096221

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

NOTICE

Notice is hereby given that the Twenty Second Annual General Meeting of Fortis Healthcare Limited will be held on Friday, September 28, 2018 at 12:30 p.m. 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, 2018.

2. **Ratification of Appointment of Statutory Auditor**

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 Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 23rd AGM of the Company to be held in the year 2019 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 Auditor.”

SPECIAL BUSINESS:-

3. **Ratification and Confirmation of Remuneration of Cost Auditor**

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 Rs. 3,00,000 plus out of pocket expenses and taxes, being paid to M/s. Jitender, Navneet & Co., Cost Auditor appointed by the Board of Directors, to conduct the audit of the cost records of the Company, for the Financial Year ended March 31, 2018, 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.”

By Order of the Board
For Fortis Healthcare Limited
Sd/-

Rahul Ranjan
Company Secretary

Date: August 14, 2018
Place: Gurugram

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. The cut-off date for the purpose of remote e-voting and for physical voting is Friday, September 21, 2018. The E-voting facility will be available from 09:00 a.m. on September 25, 2018 to 05:00 p.m. on September 27, 2018.
4. The Members are requested to bring their copy of Annual Report to the Meeting.
5. 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.
6. 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.)
7. 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.
8. 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.

9. 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.
10. 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.
11. Members may avail the nomination facility as provided under section 72 of the Companies Act, 2013.
12. 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.
13. 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.
14. 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 24, 2018. A member who is not a member as on the cut-off date i.e. September 21, 2018 should treat this Notice for information purpose only.
15. 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.
16. 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.
17. 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.
18. Electronic copy of the Notice of the 22nd Annual General Meeting of the Company is 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.
19. 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 (except Saturday) upto the date of Annual General Meeting.
20. 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.
21. 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.
22. The results on resolutions shall be declared on or before closing business hours i.e. 06:00 p.m. on Saturday, September 29, 2018 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 and that of BSE & NSE.
23. The route map for the 22nd Annual General Meeting of the Company alongwith the Landmark forms part of this notice.
24. 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.
25. 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. 2

This explanatory statement is provided though strictly not required as per Section 102 of the Companies Act, 2013.

Though the Ministry of Corporate Affairs has vide Companies Amendment Act, 2017, (effective May 7, 2018) removed the requirement of placing the matter relating to appointment of statutory auditors for ratification by members at every annual general meeting, your Company as a matter of good governance, and based on the recommendations of the Audit and Risk Management Committee, proposes to ratify appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as the Statutory Auditor of the Company at the ensuing Annual General Meeting of the Company.

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.

Accordingly, ratification of the members is being sought for appointment of statutory auditor as per the proposal contained in the Resolution set out at Item No. 2 of the Notice.

The Board commends the Resolution at Item No. 2 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. 2 of the accompanying Notice, except to the extent of their respective shareholding, if any.

Item No. 3

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, 2018 as per the following details:

Name of the Cost Audit Firm	Amount (In Rupees)
M/s. Jitender, Navneet & Co.	3,00,000 (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, 2018.

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. 3 for the approval of the Members as an Ordinary Resolution.

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

Date: August 14, 2018
Place: Gurugram

Sd/-
**Rahul Ranjan
Company Secretary**

Route Map of the venue for the 22nd Annual General Meeting of Fortis Healthcare Limited

Day : Friday
Date : September 28, 2018
Time : 12:30 p.m.
Venue : National Institute of Pharmaceutical Education and Research Mohali,
Sector-62, SAS Nagar, Mohali, Punjab-160062

