



## FORTIS HEALTHCARE LIMITED

CIN: L85110PB1996PLC045933

Registered Office: Fortis Hospital, Sector 62, Phase - VII, Mohali, Punjab - 160062  
Tel.: +91-172-5096001, Fax: +91-172-5096221 Email: [secretarial@fortishealthcare.com](mailto:secretarial@fortishealthcare.com),  
Website: [www.fortishealthcare.com](http://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 ("Company") pursuant to Section 110 of the Companies Act, 2013 ("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, that the resolution appended herein below are 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 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. Ramit Rastogi of Ramit Rastogi & Associates, Practicing Company Secretaries (C.P. No. 18465) has been appointed by the Board of Directors of your Company as the Scrutinizer to scrutinize the Postal Ballot process including 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 business reply envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 1700 Hours IST) on Friday, January 31, 2020. Ballots received thereafter will be strictly treated as if no reply has been received from the member. The said Notice of Postal Ballot is also available on the website of the Company at [www.fortishealthcare.com](http://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 M/s. KFin Technologies Private Limited 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 WIDEN THE SCOPE / COVERAGE OF LIMITS OF CREATION OF CHARGE, MORTGAGES, ETC. UP TO RS. 6,000 CRORES

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

**"RESOLVED THAT** in supersession of earlier resolution passed by shareholders at its Annual General Meeting held on September 24, 2014 and pursuant to the provisions of Section 180(1)(a) of Companies Act, 2013 and applicable rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24 and applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Regulation 26 and other applicable Regulations of SEBI (substantial acquisition of shares and takeovers) Regulations, 2011 and other applicable Acts/Regulations, if any, consent of the members be and is hereby accorded to mortgage, charge, hypothecate and/or pledge any of the Company's assets and properties, stock in trade, work-in-progress, whether movable or immovable, present or future, and the whole or substantially the whole of all or any of the Undertaking(s) of the Company, either on behalf of the Company or for its subsidiary(s) companies / subsidiary(s) of subsidiary company(s) (present / future), in such form and in such manner and on such terms and conditions as the Board of Directors of the Company may consider and think fit and proper in the interest of the Company, in favour of the Bank(s)/ Financial Institution(s)/Bodies Corporate and/or Companies to secure the loan/financial facilities together with interest, compound interest and all costs, charges and expenses and all other monies for an amount not exceeding Rs. 6,000 Crores (Rupees Six Thousand Crores Only) as may become due or payable by the Company in that behalf to the Bank(s)/Financial Institution(s)/Bodies Corporate and/or Companies to secure the loan/financial facilities already obtained or to be obtained by the Company or its Subsidiary(s) Companies / subsidiary(s) of subsidiary company(s) (present / future) from time to time.

**RESOLVED FURTHER THAT** the Board or any Committee as may be authorized by the Board, be and is hereby authorized to take such steps as may be necessary 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 sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

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

Sd/-  
**(Sumit Goel)**  
Company Secretary  
Membership No: F6661

**Date:** December 26, 2019

**Place:** Gurugram

**NOTES:**

1. The 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 enclosed herewith and forms part of this Notice.
2. The Notice is being sent to those Members whose name will appear in the Register of Members/List of Beneficial Owners received from the Depositories / KFin Technologies Private Limited on Friday, December 20, 2019.
3. The Board of Directors has appointed Mr. Ramit Rastogi of Ramit Rastogi & Associates, Practicing Company Secretaries (C.P. No. 18465) as a Scrutinizer to scrutinize the voting process in a fair and transparent manner.
4. Incompliance with provisions of Section 110 of the Companies Act, 2013 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), Rule 20 of the Companies (Management and Administration) Rules 2014, as amended upto date & Secretarial Standard-2 issued by the Institute of Company Secretaries of India on General Meeting ("SS-2"), the Company is also offering e-voting facility to enable the Members to cast their votes electronically. The Board of Directors of the Company has appointed M/s. KFin Technologies Private Limited (hereinafter called "KTPL") 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 KTPL:**

- a. For Members whose email address is registered - open the attached PDF file "FortisHealthcareVoting.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 atleast 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 Thursday, January 2, 2020 at 1000 Hours and ends on Friday, January 31, 2020 at 1700 Hours. The e-voting module shall be disabled by KTPL for voting on Friday, January 31, 2020 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 [rastogiassociates7@gmail.com](mailto:rastogiassociates7@gmail.com) with a copy marked to [secretarial@fortishealthcare.com](mailto:secretarial@fortishealthcare.com) and [evoting@karvy.com](mailto: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](http://www.fortishealthcare.com) or by obtaining duplicate form from the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or Fortis Healthcare Limited, Tower A, 3<sup>rd</sup> Floor, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001, 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/ PIN

- (ii) Please follow all steps from Sl. No. (a) to (m) mentioned above, to cast vote.

In case of any query or grievance, 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/public/Faq.aspx> or contact Mr. S V Raju, Authorized Representative, KTPL at toll free number 1800 345 4001/ +91 40 67162222.

If you are already registered with KTPL 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 with the Company/Depository Participants 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/permitted mode 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](http://www.fortishealthcare.com) or seek duplicate Postal Ballot Form from KFin Technologies Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad- 500032 or Fortis Healthcare Limited, Tower A, 3<sup>rd</sup> Floor, Unitech Business Park, Block F, South City-1, Sector-41, Gurugram-122001 and fill in the details and send the same to the Scrutinizer.
6. 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, December 20, 2019 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 Chairman or a person so authorized by him in this regard on Saturday, February 1, 2020 on or before 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 or receipt of postal ballot, 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](http://www.fortishealthcare.com) and of KTPL at <https://evoting.karvy.com> and simultaneously communicated to the Stock Exchange, where the securities of the Company are listed.
10. Relevant documents referred to in the Notice, if any, will be available for inspection by the Members at the Registered Office and/or Corporate Office of the Company during normal business hours between 10.00 a.m. to 12.00 noon on all working days (except Saturdays, Sundays and Public Holidays) upto the date of declaration of the result.
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.

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

Sd/-  
**(Sumit Goel)**  
Company Secretary  
Membership No: F6661

**Date:** December 26, 2019  
**Place:** Gurugram

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 1

#### TO WIDEN THE SCOPE / COVERAGE OF LIMITS OF CREATION OF CHARGE, MORTGAGES, ETC. UP TO RS. 6,000 CRORES

The shareholders of the Company had, at their meeting held on September 24, 2014, authorized the Company/Board to create charges, mortgages and hypothecations, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company, subject to the limits of Rs. 6,000 Crores.

Further, keeping in view the Fortis Group's existing and future financial requirements to support its business operations, the Company / Group (its subsidiary(s) companies / subsidiary(s) of subsidiary company(s)) (present / future) may need additional funds. For this purpose, the Company / Group (its subsidiary(s) companies / subsidiary(s) of subsidiary company(s)) (present / future) may, from time to time, raise finance from various Bank(s)/Financial Institution(s)/Bodies Corporate and/or Companies. The Company may also need to provide the security and corporate guarantees to the Lender/s (including Scheduled Commercial Banks, Private Banks, NBFCs etc) for the borrowings availed by the Company / Group Companies (its subsidiary(s) companies / subsidiary(s) of subsidiary company(s)) (present / future).

In view of the same, it would be prudent to widen the scope / coverage of limits of creation of charge, mortgages, etc. from existing only "the Company" to "the Company", on behalf "its Subsidiary(s) Companies" / "subsidiary(s) of subsidiary company(s)" (present / future). In terms of Section 180 of the Companies Act, 2013 ("the Act"), the consent of the Company by way of special resolution is required.

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

The Board recommends the Special Resolution set out in the accompanying Notice for approval by the Members.

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

Sd/-  
**(Sumit Goel)**  
Company Secretary  
Membership No: F6661

**Date:** December 26, 2019

**Place:** Gurugram