



## FORTIS HEALTHCARE LIMITED

CIN: L85110DL1996PLC076704

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### NOTICE

Notice is hereby given that the **Eighteenth Annual General Meeting** of **Fortis Healthcare Limited** will be held on Wednesday, **24<sup>th</sup> September, 2014 at 11:30 hours** at **PHD Chamber of Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110016**, to transact the following business:

#### **ORDINARY BUSINESS**

1. To consider and adopt the Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint a director in place of Mr. Sunil Naraindas Godhwani (DIN-00174831), who retires by rotation and is eligible for re-appointment.
3. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** subject to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. - 301003E), be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) upto the conclusion of the next AGM of the Company to be held in year 2015, at such remuneration plus service tax, out-of-pocket expenses, travelling expenses, etc. as may be fixed by the Board of Directors of the Company.”

#### **SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** the vacancy caused by the retirement by rotation of Mr. Gurcharan Das, and, who has not offered himself for re-appointment, be not filled by the Company for the time being.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or

re-enactment thereof for the time being in force), Mr. Udai Dhawan (DIN: 03048040), who was appointed as an Additional Director w.e.f. February 11, 2014, who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member, proposing his candidature for the office of Director, be and is hereby appointed as a Non Executive Non Independent Nominee Director, liable to retire by rotation.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Lynette Joy Hepburn Brown (DIN: 06878034), who was appointed as an Additional Director, who fulfills the criteria for independence as provided in Section 149(6) of the Act and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years up to May 28, 2019, not liable to retire by rotation.”

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Pradeep Ratilal Raniga (DIN- 03291083), who fulfills the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years, not liable to retire by rotation.”

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and

Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Preetinder Singh Joshi (DIN- 00109974), who fulfills the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years, not liable to retire by rotation.”

9. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Joji Sekhon Gill (DIN- 05310881), who fulfills the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years, not liable to retire by rotation.”

10. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. Brian William Tempest (DIN- 00101235), who fulfills the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) years, not liable to retire by rotation.”

11. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in conformity with the provision of Article 145 of the Articles of Association of the Company and pursuant to the provisions of Section 197 of Companies Act, 2013 (hereinafter referred to as “the Act”) and such other applicable provisions, if any, of the Act (including any statutory amendment, modification or re enactment to the Act for the time being in force) and subject further to the approval of the Central Government and such other regulatory authority(ies) as may be necessary, the consent of the Members be and is hereby accorded for payment of an all inclusive Honorarium to Ms. Lynette Joy Hepburn Brown, Non-Executive Independent Director of the Company for an amount of ₹ 7,50,000 (Rupees Seven Lacs Fifty Thousand Only) per annum for a period of 5 years, commencing from May 29, 2014.

**RESOLVED FURTHER THAT** an additional Honorarium of ₹ 2,50,000 (Rupees Two Lacs Fifty Thousand Only) per annum, shall be paid to her, if she is also a Chairperson of

any Committee(s) of the Board or may become so in future, from the date of such appointment.

**RESOLVED FURTHER THAT** the above remuneration shall be in addition to fees payable to the director for attending the meetings of the Board or Committee thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including Nomination and Remuneration Committee) be and is hereby authorized to do all such acts and to take all steps as may be necessary, proper or expedient to give effect to this resolution.”

12. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the resolution(s) passed earlier, pursuant to Section 180(1)(c) of Companies Act, 2013 (corresponding to Section 293(1)(d) of Companies Act, 1956) and other applicable provisions, if any, the Board of Directors of the Company (hereinafter called “the Board”, which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), be and is hereby authorised to borrow from time to time as it may think fit, by way of loans or any other financial facilities from, or issue of bonds, debentures or other securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, bank(s), financial or other institution(s), mutual fund(s), Non-Resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured, and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the outstanding amount so borrowed shall not at any point of time exceed the limit of ₹ 6,000 crore (Rupees Six Thousand crore only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

13. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(a) of Companies Act, 2013 (corresponding to Section 293(1)(a)

of Companies Act, 1956) and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company (hereinafter called “the Board”, which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), be and is hereby authorised to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company, and with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and/or working capital facilities and/or Securities issued/ to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 as may be available to the Company from time to time, together with interests, compound/additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of directors or any executive director or directors or any other officer of the Company to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.”

14. To consider and if thought, fit to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to provisions of Section 94 of the Companies Act, 2013 and the Rules made thereunder, the consent of the members be and is hereby accorded to the Board of Directors of the Company for keeping the Register of Members together with the Index of Members, the Register of debenture holders together with the Index of debenture holders, if any, under Section 88 of the Companies Act, 2013, at the office of Registrar and Transfer Agent, Karvy Computershare Private Limited, 305, New Delhi House, 27, Barakhamba Road, New Delhi-110 001 or at such places within Delhi where the Registrar and Transfer Agent may shift its office from time to time, instead of the Registered Office of the Company.

**RESOLVED FURTHER THAT** the Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, things as may be necessary, to give effect to the foregoing resolution.”

15. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 62(1) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendments thereto or re-enactment thereof) (the “Companies Act”) and such approvals, permissions, consents and sanctions as may be necessary from the Government of India (“GOI”), the Reserve Bank of India (“RBI”), all other applicable laws and regulations including the rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India (“SEBI”), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “ICDR Regulations”), the provisions of the Foreign Exchange Management Act, 1999, as amended (“FEMA”) and regulations thereunder, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended and subject to the approvals, consents, permissions and/or sanctions of the Ministry of Finance (Department of Economic Affairs) and Ministry of Commerce & Industry (Foreign Investment Promotion Board / Secretariat for Industrial Assistance) and all other ministries, departments or other authorities of the GOI, SEBI, RBI, and/or any other competent authorities and the enabling provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges where the Company’s equity shares of face value of Rs. 10 each (the “Equity Shares”) are listed and in accordance with the regulations and guidelines issued by the GOI, RBI, SEBI and/or any other competent authorities and clarifications issued thereon from time to time and subject to all other necessary approvals, permissions, consents and sanctions of concerned statutory and other authorities and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof) consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), through a placement document/offer document and/or prospectus and/or offer letter and/or offering circular, from time to time, in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s) in one or more foreign markets and/or domestic market, for a value of up to USD 500 Million (Five Hundred Million Dollars only), representing such number of Equity Shares, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), Foreign Currency Exchangeable Bonds (FCEBs) and/or Equity Shares through Depository Receipt Mechanism and/or Fully Convertible Debentures (FCDs)



and/or Non-Convertible Debentures (NCDs) with warrants, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form (hereinafter collectively referred to as the "Securities") or any combination of Securities to any eligible investor including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), qualified institutional buyers, institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, foreign institutional investors, venture capital funds, foreign venture capital investors, qualified foreign investors, alternative investment funds, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, promoters, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities and/or any other categories of investors, whether they be holders of Equity Shares of the Company or not (collectively called the "Investors") including allotment in exercise of a green shoe option, if any, by the Company, through public issue(s), including issuance of Equity Shares through an institutional placement programme under Chapter VIIIA of the ICDR Regulations, private placement(s) or a combination thereof, including issuance of Securities through a qualified institutions placement under Chapter VIII of the ICDR Regulations, at such time or times, at such price or prices, at a discount or premium to the market price or prices, including discounts as permitted under applicable law in such manner and on such terms and conditions including security, rate of interest, conversion etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary in consultation with the lead managers, or other advisor(s) for such issue(s), as the Board in its absolute discretion may deem fit and appropriate.

**RESOLVED FURTHER THAT** if any issue of Securities is made by way of a qualified institutions placement in terms of Chapter VIII of the ICDR Regulations (hereinafter referred to as "Eligible Securities" within the meaning of the ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve months from the date of passing of this resolution or such other time as may be allowed under the ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations and the Eligible Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized

stock exchange, or except as may be permitted from time to time under the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued to Qualified Institutional Buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board (or a duly authorized Committee thereof) decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

**RESOLVED FURTHER THAT** in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities/warrants, shall be the date of the meeting in which the Board (or a duly authorized Committee thereof) decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

**RESOLVED FURTHER THAT** in the event the Securities are proposed to be issued as FCCBs, FCEBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board (or a duly authorized Committee thereof) decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

**RESOLVED FURTHER THAT:**

- (a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company at any point in time; and
- (b) the Equity Shares that may be issued by the Company

shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the issue of Securities which are convertible into Equity Shares shall, *inter alia*, be subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the Equity Share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares shall stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;
- (c) in the event of any merger, amalgamation, takeover or any other re-organization, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, stabilizing agent, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc., with such agencies and also to seek the listing of such Securities on one or more Stock Exchange(s) in India and/or abroad.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon conversion of any Securities or as may be necessary in accordance with the terms of the offering, all such Equity Shares ranking *pari passu* with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, terms and timing of the issue(s), including the class of Investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, discount(s) permitted under applicable law (now or hereafter), premium amount on issue / conversion of Securities/ exercise of warrants / redemption of Securities, rate of interest, redemption

period, listings on one or more stock exchange(s) in India and/or abroad as the Board in its absolute discretion deems fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues in India and/or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

**RESOLVED FURTHER THAT** the Board shall have all powers and authority to modify, reapply, redo, make necessary changes, approach and to do all requisite filings/ resubmission of any documents(s) and other compliances and to do all such acts and deeds that are necessary to comply with the terms and conditions subject to which approval, sanction, permission etc. would be provided by the Stock Exchange(s), SEBI, FIPB, RBI and any other Appropriate Authority, without being required to seek any further approval of the Members and that the Members shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final offer document(s), placement document or offering circular, as the case may be, execution of various transaction documents, creation of mortgage / charge in accordance with Section 180(1)(a) of the Companies Act, 2013 and the rules made thereunder, in respect of any Securities as may be required either on *pari passu* basis or otherwise as it may in its absolute discretion deem fit and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or any executive director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions and 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 execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities."

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

Date : August 07, 2014  
Place : Gurgaon

**Rahul Ranjan**  
**Company Secretary**

## 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 TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT 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 shareholder.

3. Pursuant to provisions of Clause 49 of the Listing Agreement, the particulars of Directors seeking appointment/re-appointment at this Annual General Meeting are annexed to the Notice.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 22<sup>nd</sup> day of September, 2014 to Wednesday, 24<sup>th</sup> day of September, 2014, both days inclusive.
5. Members are requested to bring their copy of Annual Report to the Meeting.
6. Members / Proxies should bring the Attendance Slip/proxy form duly filled in for attending 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.
7. Members are requested to notify any change 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.).
8. 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.
9. 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.
10. For security reasons, no article / baggage will be allowed at the venue of the meeting. The members / attendees are strictly requested not to bring any article/baggage, etc. at the venue of the meeting.

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.
12. Members may avail the nomination facility as provided under Section 72 of the Companies Act, 2013.
13. Non-Resident Indian Members are requested 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.
14. 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.
15. 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 Thursday, August 14, 2014.
16. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by Companies. Also, the Listing Agreement with the Stock Exchange(s) permits Companies to send soft copies of the Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiative by registering/updating their e-mail address for receiving electronic communications. The notice for annual general meeting alongwith the annual report of the Company will be made available on the Company's website- [www.fortishealthcare.com](http://www.fortishealthcare.com)
17. Pursuant to Sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/unpaid application money remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claim.
18. 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.
19. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

20. Electronic copy of the Notice of the 18<sup>th</sup> Annual General Meeting of the Company is being sent to all members whose email IDs are registered with the Company/ Depository Participants for communication purposes 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.
21. All documents referred to in the Notice and Explanatory Statement will be available for inspection at the Company's registered office during normal business hours on the working days upto the date of AGM.
22. 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 and Clause 35B of the Listing Agreement, 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.
23. The e-voting event number, User Id and Password along with the detailed instructions for e-voting are provided in the notice of e-voting, being sent along with the Notice of Annual General Meeting.
24. The result on resolutions shall be declared on or before closing business hours on Friday, September 26, 2014 at the registered office of the Company and shall also be available on the website of the Company. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favour of the resolutions.

## **EXPLANATORY STATEMENT**

### **(Pursuant to Section 102(1) of the Companies Act, 2013)**

#### **Item No. 4**

In accordance with the provisions of Section 152 of the Companies Act, 2013, read together with the Articles of Association of the Company, Mr. Gurcharan Das is liable to retire by rotation at the Annual General Meeting (AGM) of the Company.

In terms of Company's policy on Director's Retirement, Mr. Das, having attained the age of superannuation, has not offered himself for re-appointment. Since no proposal has been received for filling up the vacancy, it is decided not to appoint any director in place of Mr. Gurcharan Das at the AGM.

The Board of Directors commends the resolution as set out at Item No. 4 for approval of the members.

None of the Directors /Key Managerial Personnel/their relatives, except Mr. Das himself, are, in any way, concerned or interested in the Resolution.

#### **Item No. 5**

The Board of Directors of your Company had co-opted Mr. Udai Dhawan as an Additional Director (Nominee Director on behalf of M/s. Standard Chartered Private Equity (Mauritius) III Limited) w.e.f. February 11, 2014, in terms of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act"). The brief resume of Mr. Dhawan as required under Clause 49 of the Listing agreement is provided elsewhere in this Notice.

As per the provisions of Section 161 of the Act, he will hold office upto the date of this Annual General Meeting. The Company has received a notice in writing in terms of Section 160 of the Act, alongwith a requisite deposit, proposing his candidature for the office of Non Executive Non Independent Nominee Director of the Company, liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Dhawan as Nominee Director.

Further, he is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director.

Except Mr. Udai Dhawan, being an appointee, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

The Board of Directors commends the resolution as set out at Item No. 5 for approval of the members.

#### **Item No. 6**

The Board of Directors of your Company had co-opted Ms. Lynette Joy Hepburn Brown as an Additional Director w.e.f. May 29, 2014, in terms of Section 161 of the Companies Act, 2013 (hereinafter referred to as "the Act"). The brief resume of Ms. Brown as required under Clause 49 of the Listing agreement is provided elsewhere in this Notice.

As per Section 161 of the Companies Act, 2013, she will hold office upto the date of this Annual General Meeting.

The Nomination and Remuneration Committee has recommended the appointment of Ms. Brown as an Independent Director.

The Director has given a declaration to the Board that she meets the criteria of independence as provided in Section 149(6) of Companies Act, 2013. Further, she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director.

Copy of the draft letter of appointment is available for inspection by members at the Registered Office of the Company.

Except Ms. Brown, being an appointee, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

The Board of Directors commends the resolution as set out at Item No. 6 for approval of the members.

#### **Item Nos. 7 to 10**

The Company had, pursuant to the provisions of Listing Agreement appointed Mr. Pradeep Ratilal Raniga, Dr. Preetinder Singh Joshi, Ms. Joji Sekhon Gill and Dr. Brian William Tempest as Independent Directors of the Company, at different times.

In terms of Section 149 of Companies Act, 2013 (w.e.f. April 1, 2014) and Clause 49 of Listing Agreement (as amended), the aforementioned directors fulfill the eligibility criteria of being appointed as Independent Directors, not liable to retire by rotation for a term of five years.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Pradeep Ratilal Raniga, Dr. Preetinder Singh Joshi, Ms. Joji Sekhon Gill and Dr. Brian William Tempest



as Independent Directors for a period of five years and they shall not be liable to retire by rotation.

The Directors have given a declaration to the Board that they meet the criteria of independence as provided in Section 149(6) of Companies Act, 2013.

Brief resume of all the above mentioned directors as stipulated under Clause 49 of the Listing Agreement is given separately and forms part of the notice.

Copies of the draft letters for respective appointments are available for inspection by members at the Registered Office of the Company.

The aforesaid directors, being appointees, are interested in their respective appointments. Besides this, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the said resolutions.

The Board of Directors commends the resolutions as set out at Item Nos. 7 to 10 for approval of the members.

#### **Item No. 11**

The Non Executive Directors play a very critical and significant role in supporting independent decision making on the board. Ms. Lynette Joy Hepburn Brown, also bring in strategic guidance, leadership and an independent view to the Company's Management with discharging their fiduciary responsibilities, thereby ensuring that the Management adheres to highest standards of ethics, transparency and disclosure. In line with the remuneration paid to other Non-Executive Directors of the Company, it is proposed that in addition to payment of sitting fees, an honorarium should also be paid to Ms. Lynette Joy Hepburn Brown.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on August 7, 2014, recommended the payment of honorarium of an amount of ₹ 7.50 Lac per annum from the date of her appointment, which amount shall be increased by ₹ 2.50 Lac per annum, from the date of such appointment, in case such Non-Executive Director is also a Chairperson of any Committee(s) of the Board of Directors, subject to the approval of the Central Government.

As per Section 197 of the Companies Act, 2013, the Non-Executive Director may be paid remuneration by way of a monthly, quarterly or annual payment with the prior approval of the Shareholders and Central Government.

Except Ms. Lynette Joy Hepburn Brown, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the said resolution.

The Board of Directors commends the resolution as set out at Item No.11 for the approval of the Members as Special Resolution.

#### **Item Nos. 12 & 13**

The shareholders of the Company had, by way of Postal ballot, results whereof were announced on July 19, 2010, authorised the Board to borrow money up to ₹ 6,000 crore (Rupees Six Thousand crore) and 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 approved under Section 293(1)(d) of the Companies Act, 1956.

In terms of Section 180 of the Companies Act, 2013, (w.e.f. September 12, 2013) the consent of the Company by way of special resolution is required in case borrowing is in excess of the company's paid up capital and free reserves. Further, as per the clarification issued by Ministry of Corporate Affairs, approval granted by the shareholders under Companies Act, 1956 shall be valid only for one year upto the date of notification of Section 180 of the Act (i.e. upto September 11, 2014).

It is therefore, necessary for the members to pass Special Resolutions under Section 180(1)(c) and Section 180(1)(a) of the Act, as set out in Item Nos. 12 and 13 of the Notice.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the said resolutions.

The Board of Directors commends the resolutions as set out at Item Nos. 12 and 13 for approval of the members as Special Resolutions.

#### **Item No. 14**

Section 94 of the Companies Act, 2013 provides that for keeping the register of members together with Index of members, register of debenture holders together with Index of debenture holders, etc. at a place other than the registered office of the Company, approval of members by way of Special Resolution is required.

Since the register of members together with index of members, will be kept with Karvy Computershare Private Limited, Registrar and Share Transfer Agent of the Company at their Delhi office situated at 305, New Delhi House, 27, Barakhamba Road, New Delhi-110 001, approval of the members is sought by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 14.

The Board of Directors commends the resolution as set out at Item No. 14 for approval of the members as Special Resolution.

#### **Item No. 15**

The Members are aware that underlying businesses of the Company and its subsidiaries and associates continue to demand capital for its growth and expansion and considering buoyancy in capital market and global investor's appetite, it is necessary that the company should be ready for window of opportunity for capital raising going forward as and when the opportunity arises. The Board shall utilize the proceeds for making downstream investments in subsidiaries, joint ventures or associates by way of equity, preference capital, or debt to fund the growth of existing businesses or to enter into new businesses, repayment of debt and other obligations, making strategic acquisitions and general corporate purposes.

Pursuant to the above, the Board of Directors (the "Board", which term shall be deemed to include any committees thereof for the time being exercised the powers conferred on the Board) may, in one or more tranches, issue and allot Securities on such date as may be determined by the Board but not later than 12 months from the date of passing of the resolution.

The aforesaid Issue of Securities will be subject to receipt of



requisite approvals from Appropriate Authorities, as applicable.

This enabling Special Resolution seeks to empower the Board to issue securities in Indian and/or international markets as contemplated in the resolution set out above and as decided by the Board up to a limit of USD 500 Million (Five Hundred Million Dollars) or its equivalent in Indian rupees and found to be expedient and in the interests of the Company.

Considering the above, the Board of Directors at the Company on August 7, 2014, approved the raising of funds by issue of Equity Shares of the Company, and/or any instrument convertible into Equity Shares. The proposed Resolution also seeks to give power to the Board to issue Equity Shares, GDRs, ADRs, FCCBs, FCEBs, FCDs, NCDs with warrants or any other financial instruments convertible into or linked to Equity Shares through public issue(s) and/or private placements in accordance with applicable law. The special resolution also authorizes the Board of Directors of the Company to undertake a Qualified Institutions Placement with Qualified Institutional Buyers (QIBs) in the manner as prescribed under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009, as amended (the "ICDR Regulations") for raising capital. The pricing of the Specified Securities to be issued to QIBs pursuant to the said SEBI Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the relevant provisions of the said SEBI Regulations.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and/or such other authority or authorities, in accordance with the terms of approval of the Government of India, Reserve Bank of India and such other authorities, as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer/issue/allotment/conversion/redemption would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Listing Agreement.

Section 62(1) of the Companies Act, 2013 (the "Act") and the rules made thereunder provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down in Section 62(1) of the Act unless the shareholders in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62(1) and other applicable provisions of

the Act and in terms of the provisions of the Listing Agreement(s) executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The issue price of the securities to be issued in the proposed offerings will be determined by the Board of Directors at the time of the offer depending on the then prevailing market conditions and the Securities will be listed on the Stock Exchanges as may be advised by the Board.

The Board may in its discretion adopt any one or more of the mechanisms, prescribed above, to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company.

The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the Investors, who may or may not be the existing shareholders of the Company.

The said resolution also enables the Board to create mortgage/charge on the property/ assets of the Company in respect of any debt securities proposed to be offered by the Company.

Directors of the Company may be deemed to be concerned or interested in the passing of resolution to the extent of securities issued/allotted to them or to the companies in which they are director or members.

The Board of Directors of the Company commends the resolution set out at Item No. 15 for the approval of the shareholders as a Special Resolution.

#### **DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

(a) **Mr. Sunil Naraindas Godhwani**, aged 54 years, is the Chairman and Managing Director of Religare Enterprises Limited and is the driving force behind the group and its vision. Mr. Sunil, with his strong leadership skills, believes in leading from the front and has nurtured a culture that is entrepreneurial, result oriented, customer focused and based on teamwork. He has given strategic direction to Religare's growth since his joining in 2001 and has been a key force in giving birth to Religare's current shape and form. Prior to joining Religare, Mr. Sunil had a diverse and wide-ranging experience of over two decades in managing large scale business ventures.

Mr. Sunil is a prominent Industry spokesperson and is an active participant across various platforms such as the Confederation of Indian Industry (CII) and the Federation of Indian Chambers of Commerce & Industry (FICCI). He has also been honored with many awards and accolades globally.

Born and raised in New Delhi, India, he pursued his higher studies internationally. He received a B.Sc. Degree in Chemical Engineering and a M.Sc. in Industrial Engineering & Finance from Polytechnic Institute of New York.

**Companies (other than Fortis Healthcare Limited) (excluding Private Companies, Foreign Companies and Section 8 Companies) in which Mr. Godhwani holds Directorships:**

Religare Commodities Limited

Aegon Religare Life Insurance Company Limited

Religare Health Insurance Company Limited  
 Ligare Voyages Limited  
 SRL Limited  
 Vistaar Capital Advisors Limited  
 Religare Invesco Trustee Company Private Limited  
 Religare Enterprises Limited  
 Religare Capital Markets Limited  
 HealthFore Technologies Limited

**\*Details of Membership in Committees of other Companies (excluding Private Companies, Foreign Companies and Section 8 Companies)**

S. No.	Name of Company	Name of Committee	Designation (Chairman/ Member)
1.	SRL Limited	Share Allotment and Shareholders'/ Investors' Grievance Committee	Chairman
2.	Religare Enterprises Limited	Audit Committee	Member
		Shareholder and Investor Grievance Committee	Member
3.	AEGON Religare Life Insurance Company Ltd.	Audit Committee	Member
4.	Religare Health Insurance Company Ltd	Audit Committee	Member
5.	Religare Invesco Asset Management Company Ltd.	Audit Committee	Member
		Investor Services Committee	Member

\*Includes only Audit Committee and Shareholder's/Investor Grievance Committee

**Shareholding in the Company:** 38,500 equity shares of ₹ 10 each.

- (b) **Mr. Udai Dhawan**, aged 42 years, is the Managing Director with Standard Chartered Private Equity (SCPE) and leads the private equity business in India. He joined SCPE in 2008 and has since then been involved with several of the fund's investments including Café Coffee Day, Fortis Healthcare, Endurance, Firepro, GMR Airports, Interglobe, Sutherland and Varun Beverages. Prior to SCPE, he worked for 13 years in financial services focused on corporate investing, M&A and corporate finance, both in India and the United States. Udai's roles have included Senior Vice President at Kotak Mahindra Capital where he lead energy and transportation investment banking, Director of Corporate Development at Sabre Inc. where he executed corporate investments of over USD 1 BN, and as a Consultant with Arthur Andersen in the corporate finance and tax practices.

Mr. Udai has an MBA from the Wharton School, University of Pennsylvania and is a Chartered Accountant from the Institute of Chartered Accountants of India.

**Companies (other than Fortis Healthcare Limited) (excluding Private Companies, Foreign Companies and Section 8 Companies) in which Mr. Udai Dhawan holds Directorship:**

Amalgamated Bean Coffee Trading Company Ltd.  
 Varun Beverages Limited  
 Powerica Limited

**\*Details of Membership in Committees of other Companies (excluding Private Companies, Foreign Companies and Section 8 Companies)**

S. No.	Name of Company	Name of Committee	Designation (Chairman/ Member)
1	Varun Beverages Limited	Audit Committee	Member

\*Includes only Audit Committee and Shareholder's/Investor Grievance Committee

**Shareholding in the Company: NIL**

- (c) **Ms. Lynette Joy Hepburn Brown**, aged about 56 years, is an executive leader with over 30 years experience in healthcare, mergers and acquisition, private equity, education, regulatory and nursing services management across Asia Pacific. She is the former executive manager, chief executive and board member of regulatory authorities, aged care facilities, mental health facilities, public and private hospitals, clinical services, nursing and healthcare agencies in Australia, and is presently an executive and non-executive Director for several organisations across the technology, healthcare, consulting, private equity and memorial sectors.

Ms. Lyn holds a Bachelor of Nursing from the University of South Australia and is a past chair of the Australian Nursing and Midwifery Council as well as a past board member of the Nurses Board of South Australia. She is an Adjunct Associate Professor to the Division of Health Sciences of the University of South Australia.

She negotiated the successful sale of the Nursing Agency of Australia Group to DB Capital Partners Limited in 2004. Ms. Lynette has also served as Chairperson and consultant to the Board of Pacific Nursing Solutions - which was established on the back of the Nursing Agency of South Australia Group acquisition - managing the acquisition of complementary businesses. The successful investment by DB Capital Partners Limited was recognised in the 2006 AVCAL awards as the best MBO under A\$50 million.

**Companies (other than Fortis Healthcare Limited excluding Private Companies, Foreign Companies and Section 8 Companies) in which Ms. Lynette Joy Hepburn Brown holds Directorship - None**

**Details of Membership in Committees of other Companies (excluding Private Companies, Foreign Companies and Section 8 Companies) - NIL**

**Shareholding in the Company: NIL**