



## FORTIS HEALTHCARE LIMITED

Registered Office: Escorts Heart Institute And Research Centre, Okhla Road, New Delhi-110025

### NOTICE

**NOTICE** is hereby given that the **Seventeenth Annual General Meeting** of **Fortis Healthcare Limited** will be held on **Friday, 27<sup>th</sup> September, 2013 at 11.30 A.M. 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 receive, consider and adopt the Audited Balance Sheet as at March 31, 2013, 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 Lt. Gen. T. S. Shergill, who retires by rotation and who has not offered himself for re-appointment.
3. To appoint a director in place of Mr. Harpal Singh, who retires by rotation and is eligible for re-appointment.
4. To appoint a director in place of Dr. P. S. Joshi, who retires by rotation and is eligible for re-appointment.
5. To re-appoint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E), retiring Auditors, are eligible for re-appointment.

#### SPECIAL BUSINESS

6. 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 Lt. Gen. T. S. Shergill, and, who has not offered himself for re-appointment, be not filled by the Company for the time being.”

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

Date : August 08, 2013  
Place : Gurgaon

**Rahul Ranjan  
Company Secretary**

#### NOTES:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, 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 MUST BE DULY FILLED, STAMPED, SIGNED AND DEPOSITED, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING AT THE REGISTERED OFFICE OF THE COMPANY.**
3. Pursuant to Clause 49 of the Listing Agreement, the particulars of Directors seeking re-appointment at this Annual General Meeting are annexed.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 23<sup>rd</sup> day of September, 2013 to Friday, 27<sup>th</sup> day of September, 2013, 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 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. Nos. for easier identification of attendance at the meeting.
7. Members holding shares in physical form are requested to kindly notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses. Members holding shares in demat form are requested to notify their respective Depository Participant of any change in their addresses.
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. Pursuant to Section 109A of the Companies Act, 1956, shareholders are entitled to make nomination in respect of shares held by them. The Shareholders holding shares in physical form & desirous of making nominations may send their nomination request in prescribed form 2B of Companies (General Rules & Forms), 1956 which can be obtained from the Company's Registrar, LINK INTIME INDIA PRIVATE LIMITED at 44, COMMUNITY CENTRE, 2<sup>ND</sup> FLOOR, NARAINA INDUSTRIAL AREA, PHASE-1, NEAR PVR NARAINA, NEW DELHI - 110028 or download from the Company's website.
13. Members desiring any information on 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 Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by Companies vide its Circular Nos.17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011, respectively. A recent amendment to 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.
15. **Transfer of unclaimed/unpaid amounts to Investor Education and Protection Fund (IEPF):**  
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 to be transferred to the 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.  
  
All concerned pertaining to the above refund of application money are requested to lodge their claims without any delay with the Registrar & Transfer Agent by **April 29, 2014**, to avoid any hardship.

## EXPLANATORY STATEMENT

**(Pursuant to Section 173(2) of the Companies Act, 1956)**

### Item No. 6

In accordance with the provisions of Section 256 of the Companies Act, 1956, read together with the Articles of Association of the Company, Lt. Gen. T. S. Shergill is liable to retire by rotation at the ensuing Annual General Meeting (AGM) of the Company.

In terms of Company's policy on Director's Retirement, Lt. Gen. Shergill, having attaining 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 Lt. Gen. Shergill at the ensuing AGM.

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

None of the Directors, except Lt. Gen. T. S. Shergill himself, is, in anyway, concerned or interested in the Resolution.

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

- (a) **Mr. Harpal Singh**, aged 63 years, has been a Director since August 12, 1999 and is a Non-Executive Director of the Company. Mr. Singh has had a diverse and wide ranging experience of over 33 years in the corporate sector and has held senior positions in various TATA group companies, Hindustan Motors Limited, Mahindra and Mahindra Limited and Shaw Wallace.

Further, Mr. Harpal Singh is and has been on the Board of many premier educational institutions, including Doon School and Shriram School, and an Advisory Board Member of the SRM University of Chennai. He is also a Member of the Punjab Education Board. Mr. Harpal Singh has also been a member of several Government Committees and is presently a member of the Punjab Chief Minister's Advisory Committee on Industrial Growth and Development of Relevant Infrastructure. Mr. Harpal Singh is National Chairman of the CII Committee on Public Health, a member of the CII National Committee on Healthcare and the National Committee on Primary and Secondary Education. Mr. Singh is a Member of the Resource Persons Group for Delhi on Healthcare, appointed by the Lt. Governor of Delhi. Mr. Singh is also a member of the India-UK Round Table and is an invitee speaker in many spheres. He has chaired the 2nd and 3rd India Health Summit in New Delhi and was invited to speak at the Royal Institute of Great Britain on Integrating Global Healthcare. As a member of the US – India Strategic Dialogue in December 2005, he presented a strategic opportunity position for collaboration between the U.S and Indian healthcare systems.

Mr. Singh holds a Bachelors' degree in Economics from St. Stephens College, University of Delhi and a Masters' degree in Public Affairs from California State University.

**Companies (other than Fortis Healthcare Limited) in which Mr. Harpal Singh holds Directorship and Committee memberships**

**Directorships:**

HealthFore Limited (Previously Religare Technologies Limited)

Religare Enterprises Limited

SRL Limited.

Fortis Clinical Research Limited.

**Chairperson of Board Committees:**

None

**Member of Board Committee:**

None

**Shareholding in the Company:**

Mr. Singh holds 58,003 Equity Shares of the Company. He does not hold any convertible instrument in the Company.

Mr. Harpal Singh is related to Mr. Malvinder Mohan Singh, Executive Chairman of the Company.

- (b) **Dr. Preetinder Singh Joshi**, aged 65 years, has been a director since July 28, 1998 and is an Independent Director of the Company. Dr. Joshi, an eminent Cardiologist, has over 32 years of experience in medical profession in India and abroad. Presently, he is working as Director of Maharaj Sawan Singh Charitable Hospital, Beas (Punjab).

Dr. Joshi holds an M.B.B.S. degree from Medical College, Amritsar and M.D. degree in Cardiology & General Medicine from Maulana Azad Medical College, Delhi. He is also a member of Royal College of Physicians, UK and American College of Cardiology.

**Companies (other than Fortis Healthcare Limited) in which Dr. P. S. Joshi holds Directorship and Committee memberships**

**Directorships:**

HealthFore Limited (Previously Religare Technologies Limited)

Oscar Investments Limited

Dion Global Solutions Limited

SRL Limited.

Fortis Hospital Management Limited

Escorts Heart Centre Limited

Escorts Heart Institute and Research Centre Limited

ANR Securities Limited

**Chairperson of Board Committees:**

None

**Member of Board Committee:**

Audit Committee

- Oscar Investments Limited

- Dion Global Solutions Limited

- SRL Limited

Shareholders' & Investors' Grievance Committee

- Oscar Investments Limited

- SRL Limited

**Shareholding in the Company:**

Dr. Joshi holds 33,000 Equity Shares of the Company. He does not hold any convertible instrument in the Company.

Dr. P. S. Joshi is not related to any Director.

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

Date : August 08, 2013  
Place : Gurgaon

**Rahul Ranjan  
Company Secretary**



## FORTIS HEALTHCARE LIMITED

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### PROXY FORM

Seventeenth Annual General Meeting – September 27, 2013

Regd. Folio No. /DP & Client ID

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I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being a member/members of the Company hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ or failing him/her \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Seventeenth ANNUAL GENERAL MEETING of the Company to be held at PHD Chamber of Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110016, at 11.30 A.M. on Friday, September 27, 2013.

Signed ..... day of ..... 2013.

Affix Re.  
1/- Revenue  
Stamp

.....  
**Signature of the member**

**Note:** The form, in order to be effective, should be dully stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the meeting.



## FORTIS HEALTHCARE LIMITED

Registered Office: Escorts Heart Institute And Research Centre, Okhla Road, New Delhi-110025

### ATTENDANCE SLIP

Seventeenth Annual General Meeting – September 27, 2013

Regd. Folio No. /DP & Client ID

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Number of share held

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I Certify that I am a member/proxy for the member of the Company.

I hereby record my presence at the Seventeenth ANNUAL GENERAL MEETING of the Company at the PHD Chamber of Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110016, at 11.30 A.M. on Friday, September 27, 2013.

.....  
Name of the member/proxy  
(in BLOCK letters)

.....  
Signature of the member/proxy

**Note:** Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report 2012-13 for the meeting.