

FHL/SEC/RR/SE/AR/2012-13
October 1, 2012

The National Stock Exchange of India Ltd.
Corporate Communications Department
"Exchange Plaza", 5th Floor,
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400051
Scrip Symbol: FORTIS

Bombay Stock Exchange Limited
Corporate Services Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip Code:532843

Re: Information under Clause 30 of Listing Agreement and compliance with
Clause 31 of the Listing Agreement

Dear Sirs,

This has reference to the 16th Annual General Meeting (AGM) of the Company, held on 29th September, 2012 at NCUI Convention Centre, 3, Khel Gaon Marg, New Delhi - 110016.

We would like to inform that Justice S S Sodhi, Director of the Company, was due to retire by rotation at the aforesaid AGM. Due to his pre-occupation, Justice Sodhi had not offered himself for re-appointment and accordingly, he has ceased to be a Director on the Board of the Company on conclusion of the aforesaid AGM.

It may further be noted that since no proposal had been received for filling the vacancy caused by the retirement of Justice S S Sodhi at the aforesaid AGM, the Shareholders of the Company, expressly resolved not to fill up the same.

Pursuant to Clause 31 of the Listing Agreement, please find enclosed the proceedings of the 16th Annual General Meeting of the Company.

Kindly take the same on your records.

Thanking you,

Yours faithfully,
for Fortis Healthcare Limited


Rahul Ranjan
Company Secretary



PROCEEDINGS OF THE 16TH ANNUAL GENERAL MEETING OF FORTIS HEALTHCARE LIMITED, HELD ON SATURDAY, 29TH SEPTEMBER, 2012 AT 11.30 A.M AT NCUI CONVENTION CENTRE, 3, KHEL GAON MARG, NEW DELHI-110016

MEMBERS PRESENT:

MEMBERS (as per Attendance Slips received) : **5,963**

PROXIES (as per Proxy Register) : **141**

DIRECTORS PRESENT:

Mr. Malvinder Mohan Singh
Mr. Shivinder Mohan Singh
Mr. Balinder Singh Dhillon
Dr. Brian Tempest
Mr. Harpal Singh
Dr. P S Joshi
Mr. Sunil Godhwani
Lt. Gen. T S Shergill

Following registers/documents were placed before the meeting:

1. Register of Directors' shareholding;
2. Proxy Register; and
3. Statutory Auditors' Certificate(s) dated September 28, 2012 to the effect that the (i) Fortis Employee Stock Option Plan 2007 and (ii) Fortis Employee Stock Option Scheme 2011, of the Company have been implemented in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

CHAIRMAN

The Chairman welcomed the members to the 16th Annual General Meeting of the Company. He further informed that 6,104 number of members are present in total, holding 85.98% of shares, out of which, 5,963 are members are in person holding 82.84% shareholding and 141 are through proxies holding 3.14% shares. The Chairman declared that the necessary quorum was present and called the meeting to order.

The Chairman touched upon the highlights of the current year performance and future plans of the Company.



With the permission of members present, the Notice of the 16th Annual General Meeting dated 14th August, 2012 was taken as read.

On the advice of the Chairman, the Company Secretary read out the Auditors' Report before the Members present.

Thereafter, the Chairman took up the Agenda Items as per the Notice of the Annual General Meeting in seriatim.

1. Adoption of Annual Accounts

Mr. Narender Singh Chauhan (DP/CL Id – 1201410000008655) proposed and Mr. Bhupender Singh Reen (DP/CL Id – IN300206/10895150) seconded the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Balance Sheet of the Company as on 31st March, 2012 and the Profit & Loss Account for the year ended on that date, alongwith the Schedules and Notes to Accounts, together with Reports of Directors and Auditors thereon, be and are hereby adopted.”

The resolution was put to vote on show of hands and was carried unanimously.

2. Re-appointment of Mr. Gurcharan Das as Director retiring by rotation

Mr. Surender Kumar Arora (DP/CL Id - IN300118/1148589) proposed and Mr. Chand Sahni (DP/CL Id – IN302566/10000669) seconded the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Gurcharan Das, who retires by rotation in accordance with Article 152 of the Articles of Association of the Company and is eligible for appointment, be and is hereby re-appointed as a Director of the Company.”

The resolution was put to vote on show of hands and was carried unanimously.

3. Re-appointment of Mr. Sunil Godhwani as Director retiring by rotation

Ms. Gunjan Singh, authorized representative of Malav Holdings Pvt Limited (DP/CL Id – IN301774/10002625) proposed and Mr. Than Singh Chhabra (DP/CL Id - IN302566/10014485) seconded the following Resolution as an **Ordinary Resolution**:



"RESOLVED THAT Mr. Sunil Godhwani, who retires by rotation in accordance with Article 152 of the Articles of Association of the Company and is eligible for appointment, be and is hereby re-appointed as a Director of the Company."

The resolution was put to vote on show of hands and was carried unanimously.

4. Retirement of Director retiring by rotation – Justice S S Sodhi

Mr. Bhupender Singh Reen (DP/CL Id – IN300206/10895150) proposed and Ms. Gunjan Singh, authorized representative of Malav Holdings Pvt Limited (DP/CL Id – IN301774/10002625) seconded the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Justice S S Sodhi, Director of the Company, who retires by rotation and who has not offered himself for re-appointment due to his pre-occupation, be and is hereby not re-appointed as Director of the Company."

The resolution was put to vote on show of hands and was carried unanimously.

5. Re-appointment of Statutory Auditors

Mr. Prem Kumar Mehta (DP/CL Id - IN300118/10190042) proposed and Mr. Pawan Kumar (DP/CL Id - IN300126/10045056) seconded the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s S.R. Batliboi & Co., Chartered Accountants (FRN 301003E), the retiring Auditors of the Company, who have confirmed that their appointment, if made, would be within the limits specified under section 224(1B) of the Companies Act, 1956, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company."

The resolution was put to vote on show of hands and was carried unanimously.

6. Not filling the Vacancy caused by the retirement by rotation of Justice S S Sodhi

Mr. Gianendra Dev Sharma (DP/CL Id - IN301565/10022169) proposed and Mr. B R Arora (DP/CL Id – IN300476/40937716) seconded the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT the vacancy caused by the retirement by rotation of Justice S S Sodhi, and, who has not offered himself for re-appointment, be not filled by the Company for the time being."

The resolution was put to vote on show of hands and was carried unanimously.

7. Appointment of Ms. Joji Sekhon Gill as a Director retiring by rotation

Ms. Gunjan Singh, authorized representative of Malav Holdings Pvt Limited (DP/CL Id – IN301774/10002625) proposed and Mr. Gianendra Dev Sharma (DP/CL Id - IN301565/10022169) seconded the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Ms. Joji Sekhon Gill who was appointed as an Additional Director of the Company w.e.f. May 28, 2012 and who holds office pursuant to Section 260 of the Companies Act, 1956 (hereinafter referred to as "the Act") upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Act, in writing, proposing her candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

The resolution was put to vote on show of hands and was carried unanimously.

8. Appointment of Mr. Pradeep Ratilal Raniga as a Director retiring by rotation

Mr. Jai Prakash Narain (DP/CL Id - IN300118/10043219) proposed and Mr. L.M. Gandhi (DP/CL Id - IN300351/50080064) seconded the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Pradeep Ratilal Raniga, who was appointed as an Additional Director of the Company w.e.f. May 28, 2012 and who holds office pursuant to Section 260 of the Companies Act, 1956 (hereinafter referred to as "the Act") upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Act, in writing, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."



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

The resolution was put to vote on show of hands and was carried unanimously.

9. Re-appointment of Mr. Shivinder Mohan Singh, Executive Vice Chairman

Mr. Gianendra Dev Sharma (DP/CL Id - IN301565/10022169) proposed and Mr. Ashok Kumar Jain (DP/CL Id-IN300118/10242590) seconded the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 302, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as "the Act"), read with Schedule XIII to the Act and subject to further approval of the Central Government and all other applicable regulatory approvals, consent(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by the authorities while granting such approval(s), consent(s) and permission(s) as may be agreed by the Board of Directors (which expression shall deemed to include any Committee thereof and any person(s) authorized by the Board in this behalf), the approval of the Members of the Company be and is hereby granted for re-appointment of Mr. Shivinder Mohan Singh, as a Director within the meaning of Section 2(26) of the Act, designated as "Executive Vice Chairman" of the Company, for a period of 3 (three) years, w.e.f. November 13, 2012 on the following terms and conditions:

- A. Total Remuneration: 2% of Net Profits of the Company computed in accordance with Section 198 of the Act, or Rs.15,00,00,000 (Rupees Fifteen Crores only) per annum whichever is higher, with the authority granted to the Board of Directors to determine the total remuneration as recommended by the Human Resources and Remuneration Committee and revise it from time to time within the limits stipulated in this Resolution.

Besides the above, Mr. Shivinder Mohan Singh shall also be entitled to the following facilities which shall not be included in the computation of ceiling on total remuneration subject to the Company's policy in this regard from time to time:

- i. Provision of Car for use on Company's business, telephone and other communication facilities at residence;

- ii. Hospitalization and Accident Insurance as per the policy of the Company;
- iii. Encashment of Earned Leave at the end of the tenure.

The value of Allowances & Perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, the Allowances & Perquisites shall be valued at actual cost.

In addition to the above, Mr. Singh will also be entitled to the following benefits as per the policy/rules of the Company in force from time to time

- i. Company's contribution to Provident Fund;
- ii. Payment of Gratuity and other retirement benefits

and these may not be included in the computation of ceiling on total remuneration to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

Notwithstanding anything herein above and subject to the terms of the approval of the Ministry of Corporate Affairs, Central Government, where in any financial year during the currency of tenure of Mr. Singh, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Singh the same remuneration as specified above as minimum remuneration.

Sitting Fee:

He shall not be paid any sitting fee for attending Meetings of the Board and/or any of its Committee(s).

General:

He shall be eligible for other facilities and benefits etc. as per rules of the Company from time to time.

He shall be subject to the other service conditions, rules and regulations of the Company from time to time.

He shall not be liable to retire by rotation.

- B. Subject to the superintendence, control and direction of the Board, Mr. Shivinder Mohan Singh shall perform such duties and functions as would be commensurate with his position as Executive Vice Chairman of the Company and as may be delegated to him by the Board from time to time."



"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and to sign, execute and file and/or modify all such forms, papers and documents as may be considered necessary or expedient including appointing attorney(s) or authorised representatives to give effect to this Resolution."

10. Payment of Remuneration to Ms. Joji Sekhon Gill and Mr. Pradeep Ratilal Raniga, Non-Executive Directors

Mr. Ashok Kumar Jain (DP/CL Id-IN300118/10242590) proposed and Mr. Jai Prakash Narain (DP/CL Id - IN300118/10043219) seconded 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 309(4) and such other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "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 authority(ies) as may be necessary, the consent of the Company be and is hereby accorded for payment of an all inclusive Honorarium to Ms. Joji Sekhon Gill and Mr. Pradeep Ratilal Raniga, Non-Executive Directors of the Company for an amount of Rs. 7,50,000 (Rupees Seven Lacs Fifty Thousand Only) per annum for a period of 5 years, commencing from their respective date of appointment."

"RESOLVED FURTHER THAT an additional Honorarium of Rs. 2,50,000 (Rupees Two Lacs Fifty Thousand Only) per annum, shall be paid to each such Non-Executive Director who is also a Chairman of any Committee(s) of the Board or may become so in future for a period of 5 years, commencing from their respective date of appointment."

"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to take all such steps including filing of necessary application with Central Government, Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the foregoing resolution."

The resolution was put to vote on show of hands and was carried unanimously.



11. Alterations to the “Employee Stock Option Plan – 2011” (ESOP Scheme) and formulation of “Fortis Healthcare Limited Employee Welfare Trust” for facilitating the issue, offer and allotment of Stock Options, etc. under the revised ESOP Scheme to the employees and Directors of the Company

Mr. Ashok Kumar Jain (DP/CL Id-IN300118/10242590) proposed and Mr. Bhupender Singh Reen (DP/CL Id – IN300206/10895150) seconded the following Resolution as a **Special Resolution**:

“RESOLVED THAT in furtherance and continuation of the Special Resolution passed at the Fifteenth Annual General Meeting of the Company held on September 19, 2011 and in accordance with the applicable provisions, of the Companies Act, 1956 (hereinafter referred to as “the Act”), the provisions contained in the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 (“the Guidelines”) (including any statutory amendment, modification or re-enactment to the Act or the Guidelines, for the time being in force) and the Articles of Association of the Company and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (the “GOI”), the Reserve Bank of India (the “RBI”), the SEBI and/ or any other competent authorities and subject to such other approvals, permissions, sanctions and any conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee including Human Resources & Remuneration Committee of the Board and/ or any persons authorized by the Board or such Committees in this regard) to make necessary additions, alteration(s), modification(s) and/ or variation(s) in the Employee Stock Option Plan, 2011 (“ESOP Scheme”) for facilitating the offer, issuance and allotment, in one or more tranches, such number of stock options/ equity shares and/ or equity linked instruments including any other instruments or securities which could give rise to the issue of equity shares (hereinafter collectively referred to as ‘Securities’) of the Company, through the Employee Welfare Trust to the employees and Directors of the Company, from time to time on such terms and conditions as may be decided by the Board.”

“RESOLVED FURTHER THAT the Company do set up an Employee Welfare Trust, namely ‘Fortis Healthcare Limited Employees Welfare Trust’ (“the Trust”) for the purposes of the revised ESOP Scheme, which would be authorised to hold the Securities of the Company for the benefit of the employees and Directors and grant options to employees and Directors of the Company.”



"RESOLVED FURTHER THAT the other terms and conditions of ESOP Scheme inter alia maximum number of options that can be granted, vesting period, exercise price or pricing formula, exercise period and appraisal process under the ESOP Scheme shall remain unchanged and the options granted under the extant ESOP Scheme shall deem to be granted under the ESOP Scheme, as suitably modified in accordance with the foregoing resolution."

"RESOLVED FURTHER THAT for the purpose of bringing into effect, implementing and carrying out the aforesaid modification, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the members of the Company in this regard."

The resolution was put to vote on show of hands and was carried unanimously.

12. Facilitating the offer, issue and allotment of stock options, etc., under revised "Employee Stock Option Plan – 2011" (as modified in terms of Resolution No. 11) to the employees and Directors of Holding and Subsidiary companies of the Company and/or to such other persons, as may from time to time be allowed under prevailing laws and rules and regulations

Mr.L.M. Gandhi (DP/CL Id - IN300351/50080064) proposed and Mr. Than Singh Chhabra (DP/CL Id - IN302566/10014485) seconded the following Resolution as a **Special Resolution**:

"RESOLVED THAT in furtherance and continuation of the Special Resolution passed at the Fifteenth Annual General Meeting of the Company held on September 19, 2011 and in accordance with the applicable provisions, of the Companies Act, 1956 (hereinafter referred to as "the Act"), the provisions contained in the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") (including any statutory amendment, modification or re-enactment to the Act or the Guidelines, for the time being in force) and the Articles of Association of the Company and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (the "GOI"), the Reserve Bank of India (the "RBI"), the SEBI and/ or any other competent authorities and subject to such other approvals, permissions, sanctions and any conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Company be

and is hereby accorded for facilitating the offer, issuance and allotment, in one or more tranches, such number of stock options/ equity shares and/ or equity linked instruments including any other instruments or securities which could give rise to the issue of equity shares (hereinafter collectively referred to as 'Securities') of the Company, under the revised Employee Stock Option Plan, 2011 (as modified in accordance with the Resolution no. 11 of this Notice), through the Employee Welfare Trust, to the employees and Directors of the Holding or Subsidiary companies of the Company and/ or to such other persons, as may from time to time be allowed under prevailing laws and rules and regulations and /or amendments thereto from time to time on such terms and conditions as may be decided by the Board."

"RESOLVED FURTHER THAT the 'Fortis Healthcare Limited Employees Welfare Trust' ('the Trust') to be created for the purposes of the revised Employee Stock Option Plan, 2011 in accordance with the Resolution no. 11 of this Notice, would be authorised to hold the Securities of the Company for the benefit of the employees and Directors and grant options to employees and Directors of the Holding or Subsidiary companies of the Company and/ or to such other persons, as may from time to time be allowed under prevailing laws and rules and regulations."

"RESOLVED FURTHER THAT for the purpose of bringing into effect, implementing and carrying out the aforesaid modification, the Board be and is hereby authorized to make necessary additions, alteration(s), modification(s) and/or variation(s) in the Employee Stock Option Plan, 2011 and to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the members of the Company in this regard."

The resolution was put to vote on show of hands and was carried unanimously.

Thereafter, the Chairman invited queries from the Shareholders of the Company and responded them at length to the satisfaction of the Shareholders.

Certified Correct
For **Fortis Healthcare Limited**


Rahul Ranjan
Company Secretary