



FORTIS MALAR HOSPITALS LIMITED

Corporate Identity Number: L85110PB1989PLC045948

Regd. Office: Fortis Hospital, Sector 62, Phase VIII, Mohali, Punjab - 160062, Tel.: +91-172-509 6001, Fax: +91-172-509 6002

Email Id : secretarial.malar@malarhospitals.com Website : www.fortismalar.com

NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given to the members of **Fortis Malar Hospitals Limited** (the "**Company**") pursuant to provisions of Section 110 of the Companies Act, 2013 (the "**Act**") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standard - 2 on General Meeting (SS-2) and other applicable provisions of the Act, if any, including any statutory modification or re-enactment thereof for the time being in force, the resolution appended herein below is proposed to be passed by the members as an **Ordinary Resolution** by way of Postal Ballot by giving their assent/dissent:

"To approve entering into the Related Party transaction(s) with Fellow Subsidiary Company"

Your approval by Postal Ballot is sought for the enclosed resolution. The explanatory statement under Section 102(1) of the Act setting out the material facts and reasons for the resolution is also appended herewith and is being sent to you along with the 'Postal Ballot Form' for your consideration.

Mr. Mukesh Manglik, Company Secretary in Whole-time Practice (C.P. No. 8476) has been appointed by the Board of Directors of your Company as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. This Notice is being sent to all the Members whose name appears as on **Friday, February 10, 2017**, in the Register of Members/List of Beneficial Owners as received from Karvy Computershare Private Limited ("**KCPL**"), the Registrar and Transfer Agent of the Company.

You are requested to carefully read the instructions printed on the Postal Ballot Form attached hereto, fill up the Postal Ballot Form, give your assent or dissent on the resolution at the end of the Postal Ballot Form and return the duly completed and signed the Original Postal Ballot Form (no other form or photocopy thereof is permitted) in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer on or before the **close of working hours (i.e. 1730 Hours IST) on Wednesday, March 22, 2017**. Ballots received thereafter will be strictly treated as if no reply has been received from the Member.

Further, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") and provisions of Section 110 of the Act read with the Companies (Management and Administration), Rules, 2014, the Company is pleased to offer **e-voting facility as an alternate**, for all the Members of the Company. For this purpose, the Company has entered into an agreement with KCPL for facilitating e-voting to enable

the Members to cast their votes electronically, instead of filling and dispatching the Postal Ballot Form. Please read carefully the instructions regarding e-voting as mentioned in Notes to this Notice of Postal Ballot.

Please note that **e-voting is optional**. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting.

SPECIAL BUSINESS

Approval of entering into the Related Party transaction(s) with Fellow Subsidiary Company

To consider, and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23 and other applicable regulations of the Listing Regulations, other applicable provisions of the Companies Act, 2013 read with the applicable rules made there under (including any amendments or statutory modification(s) or re-enactment thereof for the time being in force) and Policy on Materiality of Related Party Transaction(s), the consent of the Members of the Company be and is hereby accorded to enter into transaction(s) with the following Related Party and for the maximum amount, as mentioned herein below:

Nature of transaction(s) as per Companies Act, 2013	Name of the Director(s)/ KMP(s) who is interested and nature of their interest	Name of the Related Party	Relationship	Particulars/ Material Terms and conditions of the transaction(s)
Rendering and/or Availing Inter Corporate Loans/ Deposits	None	Escorts Heart Institute & Research Centre Limited (EHIRCL)	Fellow Subsidiary Company	<ol style="list-style-type: none"> 1. Rendering and/or Availing Inter-Corporate Loans/ Deposits upto of Rs. 35 Crores. 2. Rate of Interest - At a rate not less than the bank rate as declared by the Reserve Bank of India 3. Tenure - Upto Five (5) years

RESOLVED FURTHER THAT the Board of Directors of the Company and/or a Committee thereof, be and are hereby, severally authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution."

**By Order of the Board
For Fortis Malar Hospitals Limited**

Date : February 16, 2017
Place : Gurgaon

Sd/-
Sumit Goel
Company Secretary
ICSI Membership No. - F6661

- Encl: 1. Postal Ballot Form
2. Postage- prepaid envelope

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. The Notice is being sent to, all the Members whose names appear in the Register of Members / List of Beneficial Owners as received from KCPL on Friday, February 10, 2017.
3. **The Company also offers e-voting facility.**

The instructions for Members opting for E-voting are as under:

In case of Member (s) receiving e-mail from Karvy Computershare Private Limited:

- a. For Members whose email address is registered- open the attached PDF file "**Fortis Malar Hospitals e-voting.pdf**" by giving your Client Id (in case you are holding share(s) in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User Id" and "Password" for e-voting;
- b. For Members who have not registered their email ids: **please refer to the user id and password printed on the Postal Ballot Form;**
- c. Please note that the password is an initial password;
- d. Open internet browser by typing the URL: <https://evoting.karvy.com>;
- e. Click on Member- Login;
- f. Put user ID and password as initial password noted in step (a) above and click Login;
- g. Password change menu appears. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;

- h. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles;
- i. Select "EVEN" (i.e. E-Voting Event Number) of Fortis Malar Hospitals Limited;
- j. Now you are ready for e-Voting as Cast Vote page opens. Voting period commences on **February 19, 2017(1000 Hrs) and ends on March 22, 2017(1730 Hrs)**. The e-voting module shall be disabled by KCPL for voting on **March 22, 2017 (1730 Hrs)**. For the avoidance of doubt, it is hereby clarified that the voting shall not be allowed beyond the said date and time;
- k. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you have voted on the resolution, you will not be allowed to modify your vote;
- l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (in PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at secretarial.malar@malarhospitals.com with a copy marked to evoting@karvy.com;
- m. In case Members desiring split voting i.e. voting FOR and AGAINST on the same resolution, can do so by downloading Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortismalar.com or by obtaining duplicate form from the Company's Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot no.31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad - 500032.

In case of Members receiving Postal Ballot Form by Post:

- i) Initial password is provided as below, at the bottom of the Postal Ballot Form:

EVEN (E Voting Event Number)	USER ID	PASSWORD / PIN

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

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for members available at the website of E-voting Platform Provider viz. <https://evoting.karvy.com> or contact Mr. S V Raju, M/s. Karvy Computershare Private Limited at toll free number 1800 345 4001/ +91 40 67162222.

If you are already registered with M/s Karvy Computershare Private Limited for e-voting then you can use your existing user ID and password for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

4. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download Postal Ballot Form from the link <https://evoting.karvy.com> or www.fortismalar.com or seek duplicate Postal Ballot Form from M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot no.31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad - 500032 or Fortis Malar Hospital Limited, Fortis Hospital, Sector 62, Phase VIII, Mohali, Punjab - 160062, fill in the details and send the same to the Scrutinizer.
5. Kindly note that the Members can opt **ONLY ONE MODE OF VOTING**, i.e. either by Physical Ballot or E-voting. If you are opting for e-voting, then do not vote by Physical Ballot and vice versa. However, in case Members cast their vote by Physical Ballot and E-voting both, then vote cast through e-voting will be treated as valid.
6. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer. The postage cost will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted.
7. The voting rights of Members shall be in proportion to their shares in the Paid-up Equity Share Capital of the Company as on Friday, February 10, 2017, and a person who is not a Member as on such date should treat this notice for information purposes only.
8. The result of the Postal Ballot shall be declared by the Chairman or in his absence by any Director of the Company, so authorized by him on **Friday, March 24, 2017 at 1600 Hrs. at the Corporate Office of the Company at 3rd Floor, Tower A, Unitech Business Park, Block F, South City- 1, Sector 41, Gurgaon, Haryana- 122001** and the resolution will be taken as passed effectively on the date of announcement of the result by the Chairman or such other person, if the results of the Postal Ballots indicates that the requisite majority of the Members had assented to the Resolution. The result of the Postal Ballot shall also be announced through a newspaper advertisement and hosted on the website of the Company www.fortismalar.com, of KCPL at <https://evoting.karvy.com> and of BSE (Stock Exchange) at <http://www.bseindia.com>.
9. A copy of the documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, i.e. from Monday to Friday, between 10.00 a.m. and 12.00 noon, up to the date of declaration of the result of Postal Ballot.

ANNEXURE TO NOTICE

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

The Company, in its normal course treasury operations deploys surplus funds, renders and/or avails loan facilities from various banks/body corporates on short term and long term basis. These transactions are catered towards optimal utilization of cash and to secure availability of cash for business in normal course. At times it is also intended to carry out such treasury operations with "related parties" which requires different approval protocol to be fulfilled. In this connection, for the purpose of deployment of surplus funds and/or for day to day requirement of working capital, your company is entering into related party transaction(s) with Escorts Heart Institute and Research Centre Limited (EHIRCL) (fellow subsidiary) to render and/or avail inter corporate loans/deposits. Since the Companies are under the same Management, the Board, on the recommendation of the Audit & Risk Management Committee, recommends entering into the proposed related party transaction(s) with EHIRCL.

In terms of the provision of Regulation 23 of the Listing Regulations and other provisions of Companies Act, 2013, the proposed related party transaction(s) being material in nature requires approval of the shareholders.

The particulars of the transaction(s) are as under:

S/No.	Particulars	Details/ Remarks
1.	Name of related party	EHIRCL
2	Name of the Director(s)/ KMP(s) who is interested and nature of their interest.	None
3.	Nature of Relationship	Fellow Subsidiary
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	1. Rendering and/or Availing Inter-Corporate Loans/ Deposits up to of Rs. 35 Crores. 2. Rate of Interest – At a rate not less than the bank rate as declared by the Reserve Bank of India 3. Tenure – Upto Five (5) years
5.	Any other information relevant or important for the Board/ Members to take a decision	The transaction is in ordinary course of business and at arm's length, however some of the terms may be specific to this party, as agreed by Board/ any Committee thereof.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the said resolution is proposed to be passed through postal ballot.

The Directors recommend above mentioned item of the Notice for consent and approval by the Members by way of an Ordinary Resolution.

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

**By Order of the Board
For Fortis Malar Hospitals Limited**

Date : February 16, 2017
Place : Gurgaon

Sd/-
Sumit Goel
Company Secretary
ICSI Membership No. - F6661