



FORTIS HEALTHCARE LIMITED

Regd. Office: Escorts Heart Institute And Research Centre, Okhla Road, New Delhi - 110 025

NOTICE OF POSTAL BALLOT (Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholder(s),

In terms of the provisions of Section 94 read with Section 16 of the Companies Act, 1956, a Company may by passing ordinary resolution increase its authorised share capital and alter the capital clause of Memorandum of Association of the Company.

The Company is continuously exploring various opportunities for its all round growth and in order to meet its fund requirement for Greenfield projects including the upcoming Medi-City Project in Gurgaon, redemption of preference shares, repayment of short term debt, up gradation of existing facilities and tapping future investment opportunities, the Board of Directors of the Company in their meeting held on 24th December, 2008, have approved in principle, the Company's plan to raise funds by way of issue of Equity Shares with warrants on a "Rights Basis". To accommodate the potential issue of additional Equity Shares under "Right Issue", the Authorised Share Capital of the Company needs to be increased.

It is, therefore, proposed to increase the Authorised Share Capital of the Company from Rs. 400,00,00,000 (Rupees Four. Hundred Crore only) to Rs. 678,00,00,000 (Rupees Six Hundred Seventy Eight Crore only), by addition of 27,80,00,000 (Twenty Seven Crore Eighty Lacs) Equity Shares of Rs.10 each aggregating to Rs. 278,00,00,000 (Rupees Two Hundred Seventy Eight Crore) and for that purpose Clause V of the Memorandum of Association is proposed to be suitably altered.

Accordingly, your consent is sought for the proposal as contained in the draft ordinary resolution appended below. An explanatory statement pertaining to the said resolution setting out all material facts and the reasons for which such resolution is proposed is also annexed hereafter.

Pursuant to the provision of section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001, a Company has the option to seek the approval of Shareholders to any resolution through Postal Ballot instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the Ordinary Resolution contained in this Notice through Postal Ballot. For the said purpose, the Board of Directors of the Company in their meeting held on 24th December, 2008 has appointed Mr. Sanjay Grover of M/s Sanjay Grover & Associates, Company Secretaries, as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the duly completed form (no other form or photocopy thereof is permitted) in the enclosed self- addressed postage prepaid envelope/article so as to reach the Scrutinizer on or before the closing of working hours (i.e 6.00 P.M) on Saturday the 7th Day of February 2009.

The Scrutinizer will submit his final report as soon as possible after the last date of receipt for Postal Ballot but not later than the close of working hours (i.e. 6.00 P.M.) of 10th February, 2009. The results will be announced by the Chairman or any of the Directors of the Company on Wednesday, the 11th Day of February, 2009, at the registered office of the Company at 4.00 P.M.

The results of the Postal Ballot will also be displayed at the Registered office besides communication to the Stock Exchanges where the Company's shares are listed.

Dated : 24th December, 2008

Place : New Delhi

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

Sd/-

Ruchi Mahajan
Company Secretary

To consider and, if thought fit, to pass with or without modifications, the following resolution :

AS AN ORDINARY RESOLUTION :

“RESOLVED THAT pursuant to the provisions of Sections 16, 94(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, the Authorised Share Capital of the Company be and is hereby increased from Rs. 400,00,00,000 (Rupees Four Hundred Crores) to Rs. 678,00,00,000 (Rupees Six Hundred Seventy Eight Crores) by addition of 27,80,00,000 (Twenty Seven Crore Eighty Lacs) Equity Shares of Rs. 10 (Rupees Ten) each aggregating to Rs. 278,00,00,000 (Rupees Two Hundred Seventy Eight Crore).”

“RESOLVED FURTHER THAT Clause V of the Memorandum of Association be substituted as under:

V. The Authorized Share Capital of the Company is Rs. 678,00,00,000 (Rupees Six Hundred Seventy Eight Crores) divided into 60,00,00,000 (Sixty Crores) Equity Shares of Rs. 10 (Rupees Ten) each, 200 Class 'A' Non-Cumulative Redeemable Preference Shares of Rs. 1,00,000 (Rupees One Lac) each, 1,14,98,846 Class 'B' Non-Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each and 6,45,01,154 Class 'C' Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each. The Preference Shares shall be entitled to such rate of dividend and other terms as may be decided by the Directors of the Company at the time of issue of such shares and shall rank in priority to the equity shares including arrears, if any, in the event of winding up of the Company, but shall not be entitled to any further participation in the profits or surplus assets of the Company.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary be and are hereby severally authorised to do all such acts, deeds and things and to sign all such documents, papers & writings as may be necessary, expedient and incidental to give effect to this resolution.”

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

The present Authorised Share Capital of the Company is Rs 400,00,00,000 (Rupees Four Hundred Crores only) divided into 32,20,00,000 Equity shares of Rs. 10 each (Rupees Ten) each, 200 Class 'A' Non-Cumulative Redeemable Preference Shares of Rs. 1,00,000 (Rupees One Lac) each, 1,14,98,846 Class 'B' Non-Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each and 6,45,01,154 Class 'C' Cumulative Redeemable Preference Shares of Rs. 10 (Rupees Ten) each.

In view of the fund requirement for Greenfield projects including the upcoming Medi-City Project in Gurgaon, redemption of preference shares, repayment of short term debt, up gradation of existing facilities and tapping future investment opportunities, the Board of Directors of the Company in their meeting held on 24th December, 2008 have approved in principle, the Company's plan to raise funds by way of issue of Equity Shares with warrants on a Rights Basis. To accommodate the potential issue of additional Equity Shares under Right Issue, the Authorised Share Capital of the Company needs to be increased.

Therefore, it is proposed to increase the Authorized Share Capital of the Company from Rs. 400,00,00,000 to Rs. 678,00,00,000 by addition of 27,80,00,000 (Twenty Seven Crore Eighty Lacs) Equity Shares of Rs.10 each aggregating to Rs. 278,00,00,000 (Rupees Two Hundred Seventy Eight Crores) and for that purpose Clause V of the Memorandum of Association is proposed to be suitably altered as set out as ordinary resolution in the accompanying notice.

As per the provisions of Section 94 read with Section 16 of the Companies Act, 1956 a Company may by passing ordinary resolution increase its authorized share capital and alter the capital clause of the Memorandum of Association of the Company.

All the documents relevant to the resolution specified in the notice are open for inspection by the shareholders of the Company at the Registered Office of the Company between 11.00 A.M. to 01.00 P.M. on all the working days upto 7th February, 2009.

The Board of Directors accordingly recommends the resolution set out in the accompanying notice for the approval of the Shareholders.

Your approval is sought by voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of Resolutions by Postal Ballot) Rules, 2001.

None of the Directors of the Company is, in any way, concerned or interested in the said resolutions.

Dated : 24th December, 2008

Place : New Delhi

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

Sd/-

Ruchi Mahajan
Company Secretary