

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 read with the Companies (Passing of Resolution by Postal Ballot Rules, 2001)

Dear Shareholder(s),

Fortis Healthcare Limited (the "Company") was incorporated on 28th February, 1996, as "Rancare Limited" under the Companies Act, 1956. Subsequently, on 20th June, 1996, the name of the Company was changed to "Fortis Healthcare Limited" in order to accurately reflect its then proposed business activity.

As you are aware, over the last decade, the Company has made substantial progress towards establishing itself as a leading player in the Indian Healthcare Market.

With the current strength of 52 network hospitals and allied businesses in India, the Company is well poised to expand its geographical footprints and market share in the Indian Healthcare, which is expected to grow at 15-16% over the foreseeable future. At the same time, Fortis Group ("the Company alongwith its other group Companies") is taking the next logical step towards establishing what would be the first multi-country healthcare model, by following its Asian Integrated Healthcare Strategy.

As a vehicle for all international growth of Fortis Group, "Fortis Global Healthcare Holdings Pte Ltd.", was incorporated in 2010 and it has made substantial progress by having businesses in three countries (Australia, Hong Kong and UAE), with headquarters in Singapore.

As the Fortis Group ("the Group") moves from a single country to a multi-country model, with separate corporate entities, the Board of Directors revisited the Company's corporate identity to ensure that there is a clarity and alignment, both internally and externally, to facilitate the ambitious growth plans of the Group and allowing it to unlock value for all stakeholders (present and future).

In order to capitalize the substantial growth opportunities in India, the Company would primarily focus on Indian Operations and further, to ensure both, clarity and alignment, internally and externally, it is now proposed to change the name of the Company from "Fortis Healthcare Limited" to "Fortis Healthcare (India) Limited".

Subject to the approval of Ministry of Corporate Affairs / Registrar of Companies and subject to the approval of Shareholders of the Company, the Board of Directors had, on 10th January, 2011, granted its approval for the proposed change in the name of the Company.

Pursuant to the provisions of Section 192A of the Companies Act, 1956, as amended (the "Companies Act"), read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, as amended (the "Postal Ballot Rules"), the consent of the shareholders of the Company under Section 21 of the Companies Act, 1956, may also be obtained by way of a Postal Ballot. Accordingly, your approval is sought for the proposal contained in the draft Special Resolution set out in this Notice, through Postal Ballot. The Explanatory Statement pertaining to such Special Resolution setting the material facts and the reasons therefore, is annexed hereto along with the Postal Ballot Form (the "Form") for your consideration.

Further, Mr. Vineet K Chaudhary of V.K.Chaudhary & Co., Company Secretaries, has been appointed as the Scrutinizer to conduct the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, fill up the Form, give your assent or dissent on the proposed resolution at the end of the Form and return the duly completed and signed 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., 6.00 P.M. IST) on 16th February, 2011.

The Scrutinizer will submit his final report as soon as possible after the last date for receipt of the Forms but not later than Monday, 21st February, 2011. The results will be announced by the Chairman or any Director of the Company on Monday, 21st February, 2011 at the registered office of the Company at 4.00 P.M.

The result of the postal ballot will also be displayed at the registered office of the Company and communicated to the Stock Exchanges where the Company's shares are listed.

1. CHANGE OF NAME OF THE COMPANY FROM "FORTIS HEALTHCARE LIMITED" TO "FORTIS HEALTHCARE (INDIA) LIMITED"

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

"RESOLVED THAT in terms of Section 21 and other applicable provisions of the Companies Act, 1956, if any, and subject to the approval of Ministry of Corporate Affairs/ Registrar of Companies and subject to all such other approvals, consents,

permissions, as may be required, the name of the Company be changed from "Fortis Healthcare Limited" to "Fortis Healthcare (India) Limited".

"RESOLVED FURTHER THAT pursuant to Section 16, 31 and other applicable provisions of the Companies Act, 1956, the Name Clause appearing in the Memorandum of Association and the Articles of Association be suitably altered to reflect the new name of the Company viz., "Fortis Healthcare (India) Limited".

"RESOLVED FURTHER THAT the name "Fortis Healthcare Limited", wherever it appears in the Memorandum of Association and the Articles of Association, Books of Accounts, Statutory Records, Letterheads, Name plates etc., be substituted with the new name 'Fortis Healthcare (India) Limited'."

"RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof which may have been constituted or may hereinafter be constituted by the Board or any Director / Officer authorized by the Board/Committee for this purpose) be and is hereby authorised to do all such acts, deeds, settle all matters and things arising out of and incidental thereto and further to take all such actions / steps as it may, in its absolute discretion deem necessary, to give effect to the foregoing resolution."

**By Order of the Board
For Fortis Healthcare Ltd.**

**Date : 13th January, 2011
Place : New Delhi**

**sd/-
Ruchi Mahajan
Company Secretary**

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 1

Over the last decade, the Company has made substantial progress towards establishing itself as a leading player in the Indian Healthcare Market and is well poised to expand its footprints and to grow its market share in the domestic market in foreseeable future. At the same time, the Fortis Group is now stepping towards taking the next logical step forward in establishing a first multi-country healthcare model by following its Asian Integrated Healthcare Strategy.

In view of substantial growth opportunities available in India, the Company would primarily focus on Indian operations while the other entities of the Group shall be exploring the overseas opportunities in healthcare and allied sectors. Accordingly, it is now proposed to change the name of the Company from "Fortis Healthcare Limited" to "Fortis Healthcare (India) Limited".

Whilst the objectives for this proposal are self evident and range from governance to stakeholder accountability, this change will, in no way, adversely impact the brand value/ goodwill created under the banner of "Fortis Healthcare", as it continues to be leveraged across different geographies.

The Registrar of Companies, Ministry of Corporate Affairs, Government of India, has, vide its Letter dated 13th January, 2011, confirmed the availability of the aforesaid proposed name.

Section 21 of the Companies Act, 1956, provides that for a Company to change its name, approval of the Shareholders is required by way of a Special Resolution, subject to the further approval of the Central Government (Registrar of Companies / Ministry of Corporate Affairs).

The Board of Directors accordingly recommends the resolution as set out in Item No. 1 of the accompanying notice for the approval of shareholders by way of a Special Resolution.

All documents referred to in the accompanying Notice and the Explanatory Statement, are available for inspection at the Registered Office of the Company, during the office hours on all working days upto February 16, 2011.

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 the Resolution by Postal Ballot) Rules, 2001.

None of the Directors of the Company is, in any way, interested in this Resolution.

**By Order of the Board
For Fortis Healthcare Ltd.**

**Date : 13th January, 2011
Place : New Delhi**

**sd/-
Ruchi Mahajan
Company Secretary**



FORTIS HEALTHCARE LIMITED

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

POSTAL BALLOT FORM

Serial No. _____

- (1) Name(s) of Shareholder(s)
(Including Joint-holders, if any)
(IN BLOCK LETTERS)
- (2) Registered Address of the Sole /
First named Shareholder
- (3) Registered Folio No.
DPID No. / Client ID No.
- (4) No. of Shares held
- (5) I/We hereby exercise my/our vote in respect of the **Special Resolution** to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/our assent or dissent to the said resolution by placing tick (✓) mark at the appropriate box below:

Description	No. of Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Special Resolution under Section 21 and other applicable provisions of the Companies Act, 1956, for the Change of name of the Company from "Fortis Healthcare Limited" to "Fortis Healthcare (India) Limited"			

Place :

Date

Signature of the Shareholder
(Please refer to instruction No.4 overleaf)

Note: Please read carefully the notes / instructions printed overleaf before exercising the vote.

INSTRUCTIONS

1. A shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (*no other form or photo copy thereof is permitted*) and send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or deposited personally at the Registered Office of the Company, at the expenses of the shareholder(s) will also be accepted.
2. The postage prepaid self-addressed envelope bears the address of the Scrutinizer so appointed by the Board of Directors of the Company.
3. There should be one Postal Ballot for every Folio/Client ID irrespective of the number of joint holders.
4. This Postal Ballot Form should be completed and signed by the shareholder(s). In case of joint shareholding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder(s).
5. In case of Shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution / Authority.
6. The votes should be cast either in favour or against by putting the tick mark (✓) in the column provided for assent or dissent. Tick marks in both the columns will render the Postal Ballot Form invalid. Incomplete, unsigned or incorrectly filled Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
7. The Managing Director and the Company Secretary shall be responsible for the entire postal ballot voting process.
8. Duly completed Postal Ballot Forms should reach the scrutinizer not later than the close of working hours (i.e 6.00 P.M. IST) on **Wednesday, 16th February, 2011**. Any Postal Ballot Form received after this date will not be considered and treated as if the reply from the shareholder has not been received.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Shareholder(s) as on 7th January, 2011.
10. Shareholders are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed postage pre-paid self addressed envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. The resolution if passed by requisite majority, the date of declaration of the result of Postal Ballot will be taken to be the date of passing of the Special Resolution.
12. The Chairman or any Director of the Company shall announce the result of the Postal Ballot on **Monday, 21st February, 2011** at the registered office of the Company at **4.00 P.M.**