

FORTIS HEALTHCARE LIMITED



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

NOTICE OF POSTAL BALLOT

Dear Shareholder(s),

NOTICE PURSUANT TO SECTION 192A(2) OF THE COMPANIES ACT, 1956

Fortis Healthcare Limited (the "Company") is one of the leading and fastest growing players in the healthcare sector and has previously entered into two landmark transactions in the healthcare industry viz. the acquisition of 10 Wockhardt Hospitals in August 2009 and the acquisition of the Escorts Hospitals in September 2005. To continue the momentum in its growth strategy, the Board of Directors (the "Board") and the management of the Company are continuously exploring various opportunities for the all round growth of the Company.

In order to address various growth opportunities, the Company would need to raise funds by way of debt or issue of securities or a combination thereof. In view thereof, subject to the approval of the shareholders of the Company, the Board in its meeting held on 10th February, 2010, has approved in principle (i) the raising of funds by the Company through the issue of securities, (ii) increasing the borrowing limits of the Company and (iii) the creation of charges, mortgages and/or hypothecations on the movable or immovable properties of the Company.

Accordingly, your consent is sought for approving the proposals as contained in the draft resolutions set forth below. An explanatory statement pertaining to such resolutions setting out all material facts and the reasons for proposing such draft resolutions is also annexed hereto.

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 293(1)(a) of the Companies Act is required to be obtained by way of a postal ballot. The consent of the shareholders of the Company under Sections 81(1A) and 293(1)(d) of the Companies Act may also be obtained by way of a postal ballot. Accordingly, your approval is sought for the proposals contained in the draft resolutions set out in this notice through postal ballot. The explanatory statement pertaining to such resolutions setting the material facts and the reasons therefore is annexed hereto along with the postal ballot form (the "Form") for your consideration.

For the above purpose, the Board in its meeting held on February 10, 2010 has appointed Mr. Vineet K Chaudhary of V.K.Chaudhary & Co., Company Secretaries, as the Scrutinizer to conduct the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Form, fill up the Form, give your assent or dissent on the resolutions 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 Wednesday, the 17th day of March, 2010.

The Scrutinizer will submit his final report as soon as possible after the last date for receipt of the Forms but not later than the close of working hours (i.e., 6.00 P.M. IST) on 22nd March, 2010. The results will be announced by the Chairman or any director of the Company on Monday, the 22nd day of March, 2010 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. To consider and, if thought fit, to pass with or without modifications, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956, as amended or restated (the "Companies Act"), the listing agreements with each of the stock exchanges where the Company's equity shares are listed and the provisions of the Foreign Exchange Management Act, 1999, as amended or restated, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended or restated, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, as amended or restated, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended or restated, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended or restated (the "ICDR Regulations"), as applicable and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended or restated, and the Memorandum and Articles of Association of the Company, as amended, and subject to such approvals, consents, permissions and sanctions, if any, of the Government of India, the Reserve Bank of India (the "RBI"), the Foreign Investment Promotion Board (the "FIPB"), the Securities and Exchange Board of India (the "SEBI"), the relevant Registrar of Companies, the relevant stock exchanges and any other regulatory authority, institutions or bodies as may be required under applicable law or regulation, and subject to such conditions as may be prescribed by any of them in granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), the Company be and is hereby authorised to create, issue, offer and allot in one or more rights, public and/or private offerings in domestic and/or international markets, including by way of a qualified institutions placement under the ICDR Regulations ("QIP"), such number of equity shares and/or any securities linked to, convertible into or exchangeable for equity shares, including but without limitation through Global Depository Receipts ("GDRs") and/or American Depository Receipts ("ADRs") and/or convertible preference shares and/or convertible debentures (compulsorily and/or optionally, fully and/or partly) and/or non-convertible debentures (or other securities) with warrants and/or warrants with a right exercisable by the warrant holder to exchange or convert such warrants with equity shares of the Company at a later date simultaneously or separately with the issue of non-convertible debentures and/or Foreign Currency Convertible Bonds ("FCCBs") and/or Foreign Currency Exchangeable Bonds ("FCEBs") and/or any other permitted fully and/or partly paid securities/instruments / warrants, convertible into or exchangeable for equity shares at the option of the Company and/or the holder(s) of the security(ies), and/or securities linked to equity shares (hereinafter collectively referred to as the "Securities"), in one or more tranches, whether rupee-denominated or denominated in foreign currency, to such investors who are eligible to acquire such Securities in accordance with all applicable laws, rules, regulations, guidelines and approvals, through public issue(s), rights issue(s), preferential issue(s), private placement(s) or any combination thereof, through any prospectus, offer document, offer letter, offer circular, placement document or otherwise, at such time or times and at such price or prices subject to compliance with all applicable laws, rules regulations, guidelines and approvals, at a discount or premium to market price or prices in such manner and on such terms and conditions including as regards security, rate of interest, etc., as may be deemed appropriate by the Board in its absolute discretion, subject to compliance with all

applicable laws, rules, regulations, guidelines and approvals, for an aggregate amount, in one or more offering(s) and/or in one or more tranches, not exceeding Rs.1,250 crore (Rupees one thousand two hundred fifty crore) or equivalent thereto in any foreign currency (inclusive of any green shoe or over-allotment option), either by way of offer for sale or a sponsored issue of Securities (by one or more existing shareholders of the Company) or through a fresh issue of Securities or in any combination thereof, and the Board shall have the discretion to determine the categories of eligible investors to whom the offer, issue and allotment shall be made to the exclusion of all other categories of investors at the time of such offer, issue and allotment considering the prevailing market conditions and all other relevant factors and wherever necessary in consultation with advisor(s), lead manager(s), and underwriter(s) appointed by the Company.”

“RESOLVED FURTHER THAT the Company and/or any agency or body authorised by the Company, may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, issue receipts/certificates, including global certificates representing the Securities issued by the Company with such features and attributes as are prevalent in the international and/or domestic capital markets for instruments of this nature and provide for the tradability or free transferability thereof as per the international and/or domestic practice and regulations, and under the forms and practices prevalent in the international and/or domestic capital markets.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot, from time to time, such number of equity shares of the Company at such premium as may be decided by it in its absolute discretion, as may be required to be issued and allotted upon conversion, exchange, redemption or cancellation of any of the Securities or as may be necessary in accordance with the terms of the offering(s), including additional equity shares, all such shares ranking pari passu with the existing equity shares of the Company in all respects, except such right as to dividend as may be provided under the terms of the issue and in the offer document, if any.”

“RESOLVED FURTHER THAT the relevant date for the purpose of pricing of the Securities (i) by way of QIP/GDRs/ADRs/FCCBs/FCEBs or by way of any preferential issue(s), shall be the date as specified under the applicable law or regulation, or (ii) in the event of conversion or exchange of Securities issued under a QIP, shall be the date of the meeting in which the Board decides to open the issue.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue(s) of Securities may, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, have all or any terms, or combination of terms, in accordance with domestic and/or international practice, including, but not limited to, conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all other such terms as are provided in offerings of such nature including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities.”

“RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and/or at the place of issue of the Securities in international capital markets and shall be governed by the applicable domestic/foreign laws and regulations.”

“RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body for the issue, upon conversion of the Securities, of equity shares of the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations, and under the forms and practices prevalent in international capital markets.”

“RESOLVED FURTHER THAT the Securities may be redeemed and/or converted into and/or exchanged for the equity shares of the Company, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals, in a manner as may be provided in the terms of their issue.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of the Securities, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may at its discretion, deem necessary or desirable for such purpose, including without limitation, determining the form and manner of the issue, the number of Securities to be allotted, the issue price, the face value, the premium amount on issue/conversion/exchange of Securities/redemption of Securities, the rate of interest, the redemption period and any other terms and conditions of the issue, including any amendments or modifications thereto, the class of investors to whom the Securities are to be issued and allotted, appointment of managers, merchant bankers, guarantors, financial and/or legal advisors, depositories, custodians, registrars, trustees, bankers, underwriters and any other advisors, professionals and intermediaries, as may be required and the payment of such fees, commission and other expenses to such intermediaries as it deems fit and the entering into or execution of all such agreements/ arrangement(s)/ MOU(s)/ placement agreement(s)/ underwriting agreement(s)/ deposit agreement(s)/ trust deed(s)/ subscription agreement/ payment and conversion agency agreement/ any other agreement(s) or document(s) with any such agencies, listing of Securities and the equity shares to be issued on conversion of the said Securities in domestic and/or international stock exchanges, as the Board may in its absolute discretion deem fit, authorizing any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company the offer document(s), agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) as he or she may in his or her absolute discretion deem fit including the authority to amend or modify such document(s).”

“RESOLVED FURTHER THAT the Board and other designated officers of the Company, be and are hereby severally authorised to make all filings including as regards the requisite listing application/prospectus/offer document/registration statement, or any draft(s) thereof, or any amendments or supplements thereof, and of any other relevant documents with the stock exchanges (in India or abroad), the RBI, the FIPB, the SEBI, the Registrar of Companies and such other authorities or institutions in India and/or abroad for this purpose and to do all such acts, deeds and things as may be necessary or incidental to give effect to the resolutions above and the Common Seal of the Company be affixed wherever necessary.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of directors or any executive director or directors or any other officer of the Company to give effect to the above resolutions.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Issue Committee of the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its discretion, deem necessary or desirable for such purpose, including, but without limitation, determining the form and manner of the issue, the number of Securities to be allotted, the issue price, the face value, the premium amount on issue/conversion/exchange of Securities/redemption of Securities, the rate of interest, the redemption period and any other terms and conditions of the issue, including any amendments or modifications thereto, the class of investors to whom the Securities are to be issued and allotted, appointment of managers, merchant bankers, guarantors, financial and/or legal advisors, depositories, custodians, registrars, trustees, bankers, underwriters and any other advisors, professionals and intermediaries, as may be required and the payment of such fees, commission and other expenses to such intermediaries as it deems fit and the entering into or execution of all such agreements/ arrangement(s)/ MOU(s)/ placement agreement(s)/ underwriting agreement(s)/ deposit agreement(s)/ trust deed(s)/ subscription agreement/ payment and conversion agency agreement/ any other agreement(s) or document(s) with any such agencies, listing of Securities and the equity shares to be issued on conversion of the said Securities in domestic and/or international stock exchanges, as the Issue Committee may in its absolute discretion deem fit.”

“RESOLVED FURTHER THAT the Board and/or any Committee thereof, including the Issue Committee, be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the issue, offer and allotment of the Securities, including parking / investing the

funds during the interim period before actual utilisation and matters connected therewith, to accept any modifications in the terms of the Securities as may be required by the authorities/ parties involved in such issue and as agreed to by the Board and/or any Committee thereof, and subject to applicable law, to decide in its absolute discretion in respect of the utilisation of the issue proceeds without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent and that the shareholders shall be deemed to have given their approval thereto for all such acts, deeds, matters and/or things, expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

2. To consider and, if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT in supersession of the resolution passed earlier, pursuant to Section 293 (1)(d) and other applicable provisions, if any, of the Companies Act, the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes), is hereby authorised to borrow from time to time as it may think fit, by way of loans or any other financial facilities from, or issue of bonds, debentures or other securities whether convertible into equity/preference shares and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe for equity/preference shares to, bank(s), financial or other institution(s), mutual fund(s), non-resident Indians, foreign institutional investors or any other person(s), body(ies) corporate, etc., whether shareholder of the Company or not, whether unsecured or secured and on such terms and conditions as the Board may deem fit, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.3,000 crore (Rupees three thousand crore)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

3. To consider and, if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to Section 293 (1)(a) and other applicable provisions, if any, of the Companies Act, the Board of Directors of the Company (hereinafter called "the Board", which term shall be deemed to include any other Committee of the Board, which the Board may have constituted or hereinafter constitute for the time being, to exercise its powers including the powers conferred on the Board of Directors by this resolution, or any person(s) authorised by the Board or its Committee for such purposes) be and is hereby authorised to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, or the whole, or substantially the whole, of the undertaking or undertakings of the Company, and with such ranking as to priority and for such time and on such terms and in such manner as the Board may think fit, in favour of lenders, agents, trustees and other agencies to secure the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency) and/or working capital facilities and/or Securities issued/ to be issued by the Company, from time to time, subject to the limits approved under Section 293(1)(d) of the Companies Act, together with interests, compound/ additional interest, commitment charges, costs, expenses and all other monies payable by the Company to the concerned lenders."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of directors or any executive director or directors or any other officer of the Company to give effect to the above resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to sign all such agreements, documents, papers and writings as may be deemed necessary, expedient or desirable to give effect to above resolutions."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By Order of the Board
for Fortis Healthcare Limited

sd/-

Ruchi Mahajan
Company Secretary

Date : 10th February, 2010

Place : New Delhi

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

ITEM NO. 1

After the successful completion of the landmark transaction with M/s Wockhardt Hospitals Limited, pursuant to which the Company acquired 10 hospitals (including two under construction) on a going concern basis, the Company is continuously exploring various other opportunities for its all round growth.

In order to address various growth opportunities, the Company would need to raise funds, from time to time, by way of debt or issue of securities or a combination thereof. For this purpose, the Company proposes to evaluate options including issue of equity shares and/or other securities partially/optionally or fully convertible into equity shares including by way of Qualified Institutional Placements (QIPs) and /or Global Depository Receipts (GDRs), Foreign Currency Convertible Bonds (FCCBs), American Depository Receipts (ADRs), with our without detachable warrants with a rights exercisable by the warrant holders to convert or subscribe to the equity shares and /or other mechanism (hereinafter referred to as "Securities") for an aggregate amount not exceeding Rs.1,250 crore (Rupees one thousand two hundred fifty crore) or equivalent thereof in any foreign currency, in near future to meet its funding requirements. The Securities may be listed on one or more Indian and/ or foreign stock exchanges.

The Board, at its meeting held on 10th February, 2010, has approved in principle the raising of funds by the Company through the issue of Securities, subject to shareholders' approval and such other approvals as may be required under applicable laws.

In terms of Section 81(1A) of the Companies Act, 1956, as amended, read with the listing agreements with each of the stock exchanges where the Company's equity shares are listed, any issue of Securities to persons who may not be the members of the Company, will require the consent of the shareholders by way of a special resolution.

Accordingly, the Board seeks the consent of the shareholders by passing a special resolution for issuing Securities for an aggregate amount not exceeding Rs.1,250 crore (Rupees one thousand two hundred fifty crore) or equivalent thereof in any foreign currency. The terms of offer would be finalised at the time of issue of the Securities and the proposed issue of Securities would be made in one or more forms and in one or more tranches.

The approval of the shareholders of the Company is being sought under Section 81(1A) and other applicable provisions of the Companies Act, 1956, as amended, to enable the Board to raise funds with adequate flexibility and discretion to the Board, as will enable the Board to issue Securities in one or more tranches as and when any favourable terms can be obtained from domestic and/or foreign investors.

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

You are requested to communicate your assent or dissent in writing in the postal ballot form sent herewith in accordance with the instructions set out therein.

The Board accordingly recommends the resolution as set out in item no. 1 of the accompanying notice for the approval of the shareholders by way of a special resolution.

All the documents relevant to the resolution specified in item no. 1 of the notice are open for inspection by the shareholders of the Company at the registered office of the Company between 11.00 A.M. until 1.00 P.M. on all the working days until 17th March, 2010.

None of the Directors of the Company is, in any way, concerned or interested in the aforesaid resolution except to the extent of securities that may be subscribed to by the Companies/institutions, in which they are Directors or members.

ITEM NO. 2

The shareholders of the Company have in the extraordinary general meeting of the Company held on 29th August, 2005 authorised the Board to borrow money up to Rs.1,500 crore (Rupees fifteen hundred crore). Such limit is likely to be exhausted upon the issue of any bonds or other such debt securities as stipulated in the resolution set out at item no.1 of the notice and/or other borrowings as may be required from time to time for the business operations of the Company.

The Board, at its meeting held on 10th February, 2010, has approved in principle the increase in the borrowing powers of the Company, subject to shareholders' approval.

Under the provisions of Section 293(1)(d) of the Companies Act, 1956, as amended, the consent of the shareholders is required to authorize the Board to borrow money (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of its paid-up capital and free reserves.

The resolution as set out at item no. 2 of the notice is placed for your approval for enhancing the limits of borrowings by the Board up to an amount not exceeding Rs.3,000 crore (Rupees three thousand crore) or equivalent thereof in any foreign currency(ies).

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

You are requested to communicate your assent or dissent in writing in the postal ballot form sent herewith in accordance with the instructions set out therein.

The Board accordingly recommends the resolution as set out in item no. 2 of the accompanying notice for the approval of the shareholders by way of an ordinary resolution.

All the documents relevant to the resolution specified in item no. 2 of the notice are open for inspection by the shareholders of the Company at the registered office of the Company between 11.00 A.M. until 1.00 P.M. on all the working days until 17th March, 2010.

None of the Directors of the Company is, in any way, concerned or interested in the aforesaid resolution.

ITEM NO. 3

To enable the Company to raise additional funds by way of borrowings or to avail loan/finance facilities from Indian/ foreign banks, institutions, institutional investors, mutual funds, companies, other corporate bodies, resident/non-resident Indians, foreign nationals and other eligible investors as may be decided by the Board (hereinafter referred to as "Investors"), whether or not such Investors are members, promoters, directors or their relatives / associates of the Company, through prospectus, offering letter, circular to the general public and/or through any other mode, the Company may be required to mortgage, create charge on or hypothecate its property(ies), both movable and immovable, to secure such borrowings.

The Board, at its meeting held on 10th February, 2010, has approved in principle the creation of charges, mortgages and hypothecations on the movable/immovable properties of the Company, subject to shareholders' approval.

The mortgage, charge and hypothecation by the Company on its movable and immovable properties may result in the disposal of the whole or substantially the whole of the Company's undertaking(s). Accordingly, the creation of any mortgage, charge or hypothecation requires the consent of the shareholders by way of an ordinary resolution in terms of the provisions of Section 293(1)(a) of the Companies Act, 1956, as amended.

Under Section 192A of the Companies Act, 1956, as amended, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, as amended, consent of the shareholders of the Company under Section 293(1)(a) of the Companies Act, 1956, as amended, is required to be obtained by way of a postal ballot.

You are requested to communicate your assent or dissent in writing in the postal ballot form sent herewith in accordance with the instructions set out therein.

The Board accordingly recommends the resolution as set out in item no. 3 of the accompanying notice for the approval of the shareholders by way of an ordinary resolution.

All the documents relevant to the resolution specified in item no. 3 of the notice are open for inspection by the shareholders of the Company at the registered office of the Company between 11.00 A.M. until 1.00 P.M. on all the working days until 17th March, 2010.

None of the Directors of the Company is, in any way, concerned or interested in the aforesaid resolution.

By Order of the Board
for Fortis Healthcare Limited

sd/-

Ruchi Mahajan
Company Secretary

Date : 10th February, 2010
Place : New Delhi