



# FORTIS HEALTHCARE (INDIA) 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 the Resolution by Postal Ballot) Rules, 2011)

Dear Shareholder,

Fortis Healthcare (India) Limited (the "**Company**") was incorporated on 28<sup>th</sup> February, 1996, as "Rancare Limited" under the Companies Act, 1956 ("**Companies Act**"). Subsequently, on 20<sup>th</sup> June, 1996, the name of the Company was changed to "Fortis Healthcare Limited" in order to accurately reflect its then proposed business activity. Thereafter, on 7<sup>th</sup> March, 2011, the name of the Company was changed to "Fortis Healthcare (India) Limited."

During the decade gone by, the Company has demonstrated high growth in scaling its operations from a single hospital in 2001 to a network of 68 hospitals with over 10,000 bed capacity, 192 path labs and 23 imaging labs across India in December, 2011.

In furtherance of the strategic intent to consolidate Fortis Group's healthcare services business across Asia Pacific Region and increase integration amongst various entities existing in the key geographical focus areas for greater operational and administrative efficiencies, the Board of Directors of the Company (the "**Board**") had, at its meeting held on 19<sup>th</sup> September, 2011, subject to necessary regulatory approvals, granted in-principle approval to consolidate Fortis Healthcare International Pte. Limited ("Fortis Healthcare International") with the Company ("**Consolidation**"), to form one of the largest healthcare delivery networks in the Asia-Pacific region.

Fortis Healthcare International is the fastest growing integrated healthcare delivery network in Asia Pacific with multi vertical presence including primary healthcare, speciality day care healthcare, hospitals and diagnostics.

Further, subsequent to the securing of necessary regulatory approvals, Fortis Healthcare International was consolidated with the Company - Fortis Healthcare (India) Limited w.e.f. 11<sup>th</sup> January, 2012 at a valuation of USD 665 Million, thereby combining the Indian and overseas operations of the Fortis Group under one umbrella. It may kindly be noted that after taking into account the outstanding liabilities of Fortis Healthcare International as at 30<sup>th</sup> December, 2011, which amount to an aggregate of USD 403 Million, the aggregate consideration for acquiring the stake in Fortis Healthcare International shall be USD 262 Million.

In view of the above, it is thought pertinent to change the name of the Company from "Fortis Healthcare (India) Limited" to "Fortis Healthcare Limited".

Further, consequent upon the aforesaid consolidation, the Management Structure of the combined entity is aligned to manage the global business of the Company, including in India. Accordingly, Mr. Malvinder Mohan Singh, presently Non-Executive Chairman of the Company, is appointed as a Whole-time Director of the Company and designated as an "Executive Chairman" of the Company w.e.f. 11<sup>th</sup> January, 2012. Additionally, Mr. Balinder Singh Dhillon, presently a Non-Executive Director of the Company, is appointed as a Whole-Time Director of the Company and designated an "Executive Director" w.e.f. 11<sup>th</sup> January, 2012. Both, Mr. Malvinder Mohan Singh and Mr. Balinder Singh Dhillon will focus on the global operations of the Company in their respective areas of specialization.

Also, the Board of Directors of the Company re-designated Mr. Shivinder Mohan Singh as the Executive Vice Chairman of the Company w.e.f. 11<sup>th</sup> January, 2012. The other terms and conditions of his appointment remain the same.

Pursuant to the provisions of Section 192A of the Companies Act, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the consent of the shareholders of the Company may be obtained by way of postal ballot.

Accordingly, your approval by way of postal ballot is sought for the proposals contained in the draft resolutions set out in this notice. The Explanatory Statement under Section 173(2) of the Companies Act pertaining to such resolutions, setting out the material facts and the reasons therefor, as well as the nature of any concern or interest of any director of the Company, 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 (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 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 Saturday, 18<sup>th</sup> February, 2012.

The Scrutinizer will submit his final report as soon as possible after the last date for receipt of the Forms but not later than Thursday, 23<sup>rd</sup> February, 2012. The results of the postal ballot will be announced by the Executive Chairman or any Director of the Company on Thursday, 23<sup>rd</sup> February, 2012 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 of the Company and communicated to the Stock Exchanges on which the Company's shares are listed.

### 1. CHANGE OF NAME OF THE COMPANY FROM "FORTIS HEALTHCARE (INDIA) LIMITED" TO "FORTIS HEALTHCARE 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, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Government of India and subject to all such other approvals, consents, permissions, as may be required, the name of the Company be and is hereby changed from "Fortis Healthcare (India) Limited" to "Fortis Healthcare Limited" which has been made available for registration by the Registrar of Companies, NCT of Delhi & Haryana, New Delhi.

**RESOLVED FURTHER THAT** pursuant to Section 16, 21, 31 and other applicable provisions of the Companies Act, 1956, if any, (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of the Government of India and subject to all such other approvals, consents, permissions, as may be required, the name clause appearing in the Memorandum of Association and the Articles of Association of the Company be and is hereby suitably altered to reflect the new name of the Company viz., "Fortis Healthcare Limited".

**RESOLVED FURTHER THAT** subject to the approval of the Central Government and subject to all such other approvals, consents, permissions, as may be required, the name "Fortis Healthcare (India) 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 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 of Directors, or any director/officer authorized by the Board of Director or any committee thereof for this purpose) be and is hereby authorised to do all such acts and deeds, and to 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 or desirable, to give effect to the foregoing resolution."

**2. APPOINTMENT OF MR. MALVINDER MOHAN SINGH AS AN "EXECUTIVE CHAIRMAN" OF THE COMPANY**

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

**"RESOLVED THAT** subject to the approval of the Central Government and in accordance with the provisions of Section 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, if any, (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, and further subject to applicable regulatory and other approvals, consents and permissions as may be necessary in this regard, and subject to such conditions as may be imposed by any authority while granting such approval(s), consent(s) and permission(s) and as may be agreed to by 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 of Directors of the Company, or any director/officer authorized by the Board of Directors/Committee for this purpose), approval of the Company be and is hereby accorded to the appointment of Mr. Malvinder Mohan Singh as a Whole-Time Director of the Company, designated as an "Executive Chairman", for a period of 5 (five) years with effect from 11<sup>th</sup> January, 2012.

**RESOLVED FURTHER THAT** Mr. Malvinder Mohan Singh shall not draw any remuneration from the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and the Company Secretary be and are hereby severally authorised to take appropriate action to apply for the approval of the Central Government as regards the aforementioned appointment and to do all such acts, deeds and things as it may consider necessary, expedient or desirable to give effect to this resolution."

**3. APPOINTMENT OF MR. BALINDER SINGH DHILLON AS AN "EXECUTIVE DIRECTOR" OF THE COMPANY**

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

**"RESOLVED THAT** subject to the approval of the Central Government and in accordance with the provisions of Sections 198, 269, 309 and 310 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, if any, (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, and further subject to applicable regulatory and other approvals, consents and permissions as may be necessary in this regard, and subject to such conditions as may be imposed by any authority while granting such approval(s), consent(s) and permission(s) and as may be agreed to by 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 of Directors of the Company, or any director/officer authorized by the Board of Directors/Committee for this purpose), approval of the Company be and is hereby accorded to the appointment of Mr. Balinder Singh Dhillon as a Whole-Time Director of the Company, designated as an "Executive Director", for a period of 5 (five) years with effect from 11<sup>th</sup> January, 2012.

**RESOLVED FURTHER THAT** Mr. Balinder Singh Dhillon shall not draw any remuneration from the Company.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorised to take appropriate action to apply for the approval of the Central Government as regards the aforementioned appointment and to do all such acts, deeds and things as it may consider necessary, expedient or desirable to give effect to this resolution."

By Order of the Board of Directors  
For **Fortis Healthcare (India) Limited**

Sd/-  
**Ruchi Mahajan**  
Company Secretary

Date : January 11, 2012  
Place : New Delhi

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956 (the "Companies Act")**

**Item No. 1**

The Board of Directors of the Company had, at its Meeting held on 19<sup>th</sup> September, 2011, subject to necessary regulatory approvals, granted *in-principle* approval to the acquisition of Fortis Healthcare International Pte. Limited ("Fortis Healthcare International") by Fortis Asia Healthcare Pte. Ltd. from RHC Financial Services (Mauritius) Ltd., a Company owned by the Promoters of the Company.

Fortis Healthcare International is a Singapore based leading integrated healthcare delivery company with multi-vertical presence including in primary healthcare, speciality day care, hospitals and diagnostics, with a presence in nine countries viz., Hong Kong, Australia, New Zealand, Singapore, Sri Lanka, Dubai, Vietnam, Mauritius and Canada.

Further, subsequent to the securing of necessary regulatory approvals, Fortis Healthcare International was consolidated with the Company - Fortis Healthcare (India) Limited w.e.f. 11<sup>th</sup> January, 2012 at a valuation of USD 665 Million. It may kindly be noted that that after taking into account the outstanding liabilities of Fortis Healthcare International as at 30<sup>th</sup> December, 2011, which amount to an aggregate of USD 403 Million, the aggregate consideration for acquiring the stake in Fortis Healthcare International shall be USD 262 Million.

Through this consolidation, the combined entity will benefit from size and scale while at the same time leverage its network spread across various countries with wider service delivery capabilities. Its large pool of experienced clinical and managerial talent, under the guidance of a strong global management team, will help to cross-pollinate knowledge and capabilities across the entire platform.

In view of the aforesaid consolidation of Fortis Healthcare International with the Company, thereby combining the Indian and overseas operations of the Fortis group under one umbrella, the Board of Directors of the Company had, at its Meeting held on 19<sup>th</sup> September, 2011, subject to the consent of the shareholders and the Central Government, also approved the change of the name of the Company from "Fortis Healthcare (India) Limited" to "Fortis Healthcare Limited".

Section 21 of the Companies Act provides that for a Company to change its name, consent of its shareholders is required

by way of a special resolution, subject to the approval of the Central Government (Registrar of Companies/Ministry of Corporate Affairs).

The Registrar of Companies, NCT of Delhi & Haryana, New Delhi has, vide its letter dated 8<sup>th</sup> December, 2011, approved and made available the proposed new name "Fortis Healthcare Limited" for registration.

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

A copy of the Memorandum and Articles of Association and the draft amendment are available for inspection by any member at the registered office of the Company on any working day (i.e., except Saturdays, Sundays and public holidays) between 11:00 a.m. and 4:00 p.m. till the last date for receiving the postal ballot form.

Your consent is sought by voting through postal ballot in terms of the provisions of Section 192A of the Companies Act, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors of the Company is concerned or interested in the said resolution.

#### **Item Nos. 2 & 3**

Consequent upon the aforesaid consolidation, the management structure of the combined entity is required to be aligned to manage the global business of the Company, including in India.

Accordingly, the Board of Directors of the Company had, vide its resolution dated 11<sup>th</sup> January, 2012, granted approval for the appointment of Mr. Malvinder Mohan Singh, presently Non-Executive Chairman of the Company, as a Whole-Time Director, designated as an "Executive Chairman" of the Company w.e.f. 11<sup>th</sup> January, 2012.

Under the provisions of Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions of the Companies Act, if any, consent of the shareholders is required for the appointment of Mr. Malvinder Mohan Singh as an "Executive Chairman" of the Company for a period of 5 (five) years with effect from 11<sup>th</sup> January, 2012. He will not draw any remuneration from the Company.

Since Mr. Malvinder Mohan Singh is a non-resident Indian, his appointment is subject to the approval of the Central Government in terms of Part I (e) of Schedule XIII to the Companies Act. The necessary application in this regard will be made accordingly.

The Board of Directors recommends Resolution No. 2 for the consent of the shareholders. Your consent is sought by voting through postal ballot in terms of the provisions of Section 192A of the Companies Act, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors, except Mr. Shivinder Mohan Singh and Mr. Harpal Singh (being related to Mr. Malvinder Mohan Singh) and Mr. Malvinder Mohan Singh himself, is interested in the proposed resolution. This explanatory statement may also be treated as an abstract referred to in Section 302 of the Companies Act, 1956

Further, the Board of Directors of the Company had, vide its resolution dated 11<sup>th</sup> January, 2012, granted its approval to the appointment of Mr. Balinder Singh Dhillon, presently, a Non-Executive Director, as a Whole-Time Director, designated as an "Executive Director" of the Company.

Since Mr. Dhillon is a non-resident Indian, his appointment is subject to the approval of the Central Government in terms of Part I (e) of Schedule XIII to the Companies Act. The necessary application in this regard will be made accordingly.

Under the provisions of Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions of the Companies Act, if any, consent of the shareholders is required for the appointment of Mr. Balinder Singh Dhillon as the 'Executive Director' of the Company for a period of 5 (five) years with effect from 11<sup>th</sup> January, 2012. He will not draw any remuneration from the Company.

To reap the benefits of the considerable experience possessed by Mr. Dhillon, the Board of Directors of the Company recommends Resolution No. 3 for the consent of the shareholders. Your approval is sought by voting through postal ballot in terms of the provisions of Section 192A of the Companies Act, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.

None of the Directors, except Mr. Balinder Singh Dhillon himself, is interested in the proposed resolution. This explanatory statement may also be treated as an abstract referred to in Section 302 of the Companies Act, 1956. Mr. Balinder Singh Dhillon is not related to any Director of the Company.

#### **In terms of Clause 49 of the Listing Agreement, the information or details pertaining to appointment of Directors of the Company, are furnished herein below:**

In terms of Clause 49 of the Listing Agreement, brief Profile of Directors seeking appointment by way of these Resolutions:

##### **(a) Mr. Malvinder Mohan Singh**

Mr. Malvinder Mohan Singh, a graduate in Economics, has earned his MBA from the Fuqua School of Business, Duke University, USA. He has significant business interests in the healthcare, financial services and insurance sectors. He is spearheading the creation of the first integrated pan-Asian healthcare delivery model. Previously, he was Chairman, MD and CEO of Ranbaxy Laboratories. He was instrumental in the coming together of Ranbaxy and Daiichi Sankyo, to create the fifteenth largest pharmaceutical company in the world – a move seen as a game-changer by industry experts. As on date, Mr. Malvinder Mohan Singh is holding 11,508 Equity Shares in the Company.

Presently, Mr. Malvinder Mohan Singh, is a Director, and member of Committees of Board of the following other companies:

<b>Sr. No.</b>	<b>Name of the Companies and Designation</b>
<b>(A)</b>	<b>Indian Companies</b>
1	Dion Global Solutions Limited – Chairman
2	Oscar Investments Limited – Director
3	Super Religare Laboratories Limited - Director
4	Fortis Healthcare Holdings Limited – Director
5	Fortis Clinical Research Limited – Director
6	Religare Voyages Limited – Director
7	RHC Holding Private Limited – Chairman
8	Malav Holdings Private Limited – Director
9	Luxury Farms Private Limited – Director
10	Chetak Pharmaceuticals Private Limited - Director

11	A-1 Book Company Private Limited – Director
12	Vistas Realtors Private Limited – Director
13	Vistas Complexes Private Limited – Director
14	RHC Finance Private Limited – Director
15	Maple Leaf Buildcon Private Limited - Director
<b>(B)</b>	<b>Foreign Companies</b>
1	Fortis Healthcare International Pte. Limited - Director
2	Fortis Global Healthcare (Mauritius) Limited - Director
3	Fortis Asia Healthcare Pte Ltd. - Director
4	Dental Corporation Holdings Limited - Director
5	RHC Holding Pte Ltd. - Director
6	Fortis Healthcare Global Pte Ltd. - Director
7	Fortis Healthcare India Holdings Pte Ltd. -Director
8	Fortis Healthcare Singapore Pte. Ltd. - Director
9	The Lanka Hospitals Corporation PLC - Director

Name of the Company	Committee Membership and Chairmanship
Oscar Investments Limited	Audit Committee - Member Shareholders/Investors Grievance & Share Transfer Committee – Member Nomination Committee – Member
Dion Global Solutions Limited	Audit Committee - Member

(b) **Mr. Balinder Singh Dhillon**

Mr. Dhillon, having worked as counsel in practice and with corporate houses such as Hindustan Unilever Limited and INTRIA Items Inc., (a wholly owned subsidiary of CIBC Bank, Canada), has more than 20 years of experience in corporate law, governance, risk management, and strategic planning and implementation. Mr. Dhillon graduated from the Punjab University and is a member of the Institute of Company Secretaries of India and the Bar Council of India. He holds a Master of Laws degree from McGill University, Canada. As a member of the Law Society of Upper Canada, he completed his accreditation under a Certificate of Qualification equivalent to a Graduate of Law through the Law Faculty, University of Toronto, Canada. As on date, Mr. Balinder Singh Dhillon is holding 22,000 Equity Shares in the Company.

Presently, Mr. Balinder Singh Dhillon, is a Director on the Boards of the following other companies:

Sr. No.	Name of the Companies and Designation
<b>(A)</b>	<b>Indian Companies – NIL</b>
<b>(B)</b>	<b>Foreign Companies</b>
1	Portex Limited - Director
2	Fortis Healthcare Hong Kong Limited - Director
3	Quality Healthcare Medical Services Limited - Director
4	Quality Healthcare Services Limited - Director
5	GlobalRx Limited - Director
6	Healthcare Opportunities Limited - Director
7	Marvellous Way Limited - Director
8	Quality Healthcare Chinese Medicine Limited - Director
9	Quality Healthcare Hong Kong Limited - Director
10	Quality Healthcare Nursing Agency Limited - Director
11	Quality Healthcare Physiotherapy Services Limited - Director
12	Quality Healthcare Professional Services Limited - Director
13	Quality Healthcare Psychological Services Limited - Director
14	SmartLab Limited - Director
15	Fortis Hospitals Hong Kong Limited - Director
16	TCM Products Limited - Director
17	Universal Lane Limited - Director
18	Fortis Healthcare Singapore Pte. Ltd. - Director
19	Fortis Healthcare Global Pte. Limited - Director
20	Fortis Healthcare India Holdings Pte. Ltd. - Director
21	Fortis Healthcare International Pte Ltd. - Director
22	Fortis Asia Healthcare Pte Ltd. - Director
23	Fortis Healthcare Australia Pty Ltd. - Director
24	VOF Holding Limited - Director
25	Swindon Limited - Director
26	The Lanka Hospitals Corporation PLC –Alternate Director

Mr. Balinder Singh Dhillon is not a Member of any Committee of any other Company.

By Order of the Board of Directors  
For **Fortis Healthcare (India) Limited**

Sd/-  
**Ruchi Mahajan**  
Company Secretary

Date : January 11, 2012  
Place : New Delhi



# FORTIS HEALTHCARE (INDIA) 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 Resolutions 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 resolutions 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, if any, for the Change of name of the Company from “Fortis Healthcare (India) Limited” to “Fortis Healthcare Limited”			
Ordinary Resolution under Section 269 and other applicable provisions of the Companies Act, 1956, if any, for the Appointment of Mr. Malvinder Mohan Singh as an “Executive Chairman” of the Company			
Ordinary Resolution under Section 269 and other applicable provisions of the Companies Act, 1956, if any, for the Appointment of Mr. Balinder Singh Dhillon as an “Executive Director” of the Company			

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 enclosed 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 Executive Vice Chairman, Chief Financial Officer 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 **Saturday, 18<sup>th</sup> February, 2012**. 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 Friday, 13<sup>th</sup> January, 2012.
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 resolutions, 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 Resolutions.
12. The Executive Chairman or any Director of the Company shall announce the result of the Postal Ballot on **Thursday, 23<sup>rd</sup> February, 2012** at the registered office of the Company at **4.00 P.M.**