



## 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 Member(s),**

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that the Company is seeking the shareholders' consent to the enclosed Special Resolutions, proposed to be passed by Postal Ballot.

The Board of Directors of the Company had, at its meeting held on 30th June, 2008, in the circumstances of urgent necessity, unanimously approved the issuance of Corporate Guarantees in favour of YES Bank Limited and IndusInd Bank Limited in respect of Term Loans to be availed of by the Company / its subsidiaries, from the said Banks, more particularly detailed in the enclosed Resolutions and the Explanatory Statement thereto.

In terms of the provisions of Section 372A of the Companies Act, 1956, for confirmation and ratification of the resolution(s) passed by the Board of Directors as above, the Company is desirous of seeking your consent for such proposal as contained in the Special Resolutions enclosed herewith.

As per Section 192A of the Companies Act, 1956, read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the shareholders for the above purpose is required to be obtained by means of a postal ballot.

Pursuant to Section 173(2) of the Companies Act, 1956, an Explanatory Statement pertaining to the aforesaid Special Resolution(s), setting out all material facts, is also annexed herewith and accordingly, the Special Resolutions and the Explanatory Statement thereto are being sent to you alongwith Postal Ballot Form and postage prepaid self-addressed envelope for your consideration.

The Company has appointed Mr. Satyender Kumar as Scrutinizer for conducting the postal ballot process. Mr. Satyender Kumar is a Practicing Company Secretary.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form (no other Form or photocopy thereof is permitted) duly completed, in the attached postage pre-paid self-addressed envelope, so as to reach the Scrutinizer at the address given on the self-addressed envelope, not later than Tuesday, 16th September, 2008.

The Scrutinizer will submit his report addressed to the Chairman of the Company, after completion of the scrutiny in a fair and transparent manner. The result of the Postal Ballot will be announced by the Chairman of the Company at the ensuing Annual General Meeting of the Company scheduled to be held on Saturday, 20th September, 2008.

To consider and, if thought fit, to give assent/dissent to the following resolutions:

**AS SPECIAL RESOLUTIONS:**

**1. CORPORATE GUARANTEE IN FAVOUR OF YES BANK LIMITED**

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (Including any rule(s), regulation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with relevant provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and/or permissions as may be necessary, the Resolution passed by the Board of Directors at its Meeting held on 30th June, 2008, for providing a Corporate Guarantee in favour of YES Bank Limited, New Delhi ("Bank"), in respect of Term Loan of Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) sanctioned by the Bank to Escorts Heart And Super Speciality Institute Limited, be and is hereby confirmed and ratified."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to the aforesaid resolution."

**2. CORPORATE GUARANTEE IN FAVOUR OF INDUSIND BANK LIMITED**

"RESOLVED THAT pursuant to the provisions of Section 372A and other applicable provisions, if any, of the Companies Act, 1956 (Including any rule(s), regulation(s) or re-enactment(s) thereof, for the time being in force) and in accordance with relevant provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and/or permissions as may be necessary, the Resolution passed by the Board of Directors at its Meeting held on 30th June, 2008, for providing a Corporate Guarantee in favour of IndusInd Bank Limited, New Delhi ("Bank"), in respect of Credit Facilities of Rs.100,00,00,000/- (Rupees One Hundred Crores Only) sanctioned by the Bank to the Company and some of its subsidiaries, as mentioned in the explanatory statement hereto, be and is hereby confirmed and ratified."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to the aforesaid resolution."

By Order of the Board  
for Fortis Healthcare Limited

Sd/-

**Sanjeev Vashishta**  
**Director - Growth & Business Planning**  
**cum Company Secretary**

Dated : 30th July, 2008

Place : New Delhi

## NOTES

1. An Explanatory Statement pursuant to Sections 173 and 192A of the Companies Act, 1956, is appended hereto.
2. All the documents relevant to the resolutions specified in the Notice are open for inspection by the members of the Company at the Registered Office of the Company between 11.00 A.M. and 01.00 P.M. on all the working days upto 16th September, 2008.

### **Explanatory Statement pursuant to Section 173 of the Companies Act, 1956**

#### **ITEM NO. 1**

Escorts Heart And Super Speciality Institute Limited (EHSSIL), is a subsidiary (not wholly-owned) of Escorts Heart Institute And Research Centre Limited, which in turn, is a 90% subsidiary of the Company.

The Board of Directors of the Company had, at its meeting held on 30th June, 2008, on the request of EHSSIL and in the circumstances of urgent necessity, unanimously approved the issuance of a Corporate Guarantee in favour of YES Bank Limited, New Delhi (the Bank), in respect of Term Loan of Rs. 25 Crores availed of by EHSSIL, from the Bank, subject to the approval of the Shareholders of the Company. The Term Loan was required by EHSSIL to re-finance its then existing term loans. The Corporate Guarantee being a non-fund based facility, the same has been approved by the Board of Directors and put up for shareholders' approval.

In terms of the provisions of Section 372A of the Companies Act, 1956, the approval of shareholders is sought for confirmation and ratification of the resolution passed by the Board of Directors as above.

As required under Section 192A of the Act read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the Board Resolution for extending the Corporate Guarantee pursuant to Section 372A of the Act is required to be confirmed and ratified by the shareholders by way of Postal Ballot. Accordingly, the Notice of the proposed Special Resolution is being sent to the shareholders for their consideration and approval by way of Postal Ballot. The result of the Postal Ballot will be announced by the Chairman of the Company at the ensuing Annual General Meeting of the Company scheduled to be held on Saturday, 20th September, 2008.

The Board of Directors of your Company recommend the passing of the Special Resolution as contained at Item No. 1 of Notice of Postal Ballot.

None of the Directors of the Company except Dr. Preetinder Singh Joshi, being director on the Board of Directors of Escorts Heart And Super Speciality Institute Limited, is concerned or deemed to be interested in the proposed Resolution.

#### **ITEM NO. 2**

IndusInd Bank Limited (the Bank) had, for the purpose of meeting the working capital requirements, temporary cash flow mismatches and other general corporate purposes, sanctioned a Credit Facility of Rs. 100 Crores to the Company and some of its subsidiaries viz., Escorts Heart Institute and Research Centre Limited, Escorts Hospital And Research Centre Limited, Escorts Heart And Super Speciality Institute Limited, Escorts Heart And Super Speciality Hospital Limited and International Hospital Limited ("the subsidiary Companies").

The Board of Directors of the Company had, at its meeting held on 30th June, 2008, in the circumstances of urgent necessity, unanimously approved the issuance of a Corporate Guarantee in favour of the Bank, in respect of the aforesaid Credit Facilities, subject to the approval of the Shareholders of the Company. The Corporate Guarantee being a non-fund based facility, the same has been approved by the Board of Directors and put up for shareholders' approval.

In terms of the provisions of Section 372A of the Companies Act, 1956, the approval of shareholders is sought for confirmation and ratification of the resolution passed by the Board of Directors as above.

As required under Section 192A of the Act read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the Board Resolution for extending the Corporate Guarantee pursuant to Section 372A of the Act is required to be confirmed and ratified by the shareholders by way of Postal Ballot. Accordingly, the Notice of the proposed Special Resolution is being sent to the shareholders for their consideration and approval by way of Postal Ballot. The result of the Postal Ballot will be announced by the Chairman of the Company at the ensuing Annual General Meeting of the Company scheduled to be held on Saturday, 20th September, 2008.

The Board of Directors of your Company recommend the passing of the Special Resolution as contained at Item No. 2 of Notice of Postal Ballot.

Mr. Shivinder M Singh, Mr. Malvinder M Singh, Mr. Harpal Singh, Dr. Preetinder Singh Joshi and Mr. V M Bhutani, being directors on the Board of Directors of one or more of the aforesaid subsidiary Companies, are concerned or deemed to be interested in the proposed Resolution as set out in the Notice pursuant to Section 192A of the Companies Act, 1956.

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

Sd/-

**Sanjeev Vashishta**  
**Director - Growth & Business Planning**  
**cum Company Secretary**

Dated : 30th July, 2008

Place : New Delhi