

FH(I)L/SEC/S-2/AR/2011-12
September 20, 2011

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra – Kurla Complex,
Bandra (East),
Mumbai - 400051

Sub: Proceedings of 15th Annual General Meeting

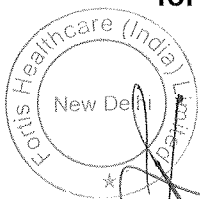
Dear Sirs,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed the proceedings of the 15th Annual General Meeting of the Company, held on 19th September, 2011, at NCUI Convention Centre, 3, Khel Gaon Marg, New Delhi - 110016.

This is for your information and records please.

Thanking you,

Yours faithfully,
for Fortis Healthcare (India) Limited



Ruchi Mahajan
Ruchi Mahajan
Company Secretary

Encl: As above



Proceedings of the 15th Annual General Meeting of Fortis Healthcare (India) Limited, held on Monday, 19th September, 2011 at 11.00 A.M at NCUI Convention Centre, 3, Khel Gaon Marg, New Delhi-110016

MEMBERS PRESENT:

MEMBERS (as per Attendance Slips received) : **3984**

PROXIES (as per Proxy Register) : **123**

DIRECTORS PRESENT:

Mr. Malvinder Mohan Singh
Mr. Shivinder Mohan Singh
Mr. Balinder Singh Dhillon
Dr. Brian Tempest
Mr. Harpal Singh
Dr. P S Joshi
Justice S.S. Sodhi
Mr. Sunil Godhwani
Lt. Gen. T S Shergill

Following registers/documents were placed before the meeting:

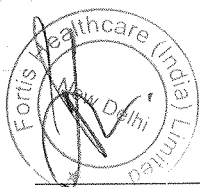
1. Register of Directors' shareholding;
2. Proxy Register; and
3. Statutory Auditors' Certificate dated September 2, 2011 to the effect that the Employees Stock Option Scheme of the Company has been implemented in accordance with Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999.

CHAIRMAN

The Chairman welcomed the members to the 15th Annual General Meeting of the Company. The Chairman declared that the necessary quorum was present and called the meeting to order. The Chairman further informed the Members that 123 valid Proxies representing 1,95,68,028 Equity Shares had been received by the Company.

The Chairman delivered the speech highlighting the current year performance and future plans of the Company.

With the permission of members present, the Notice of the 15th Annual General Meeting dated 12th August, 2011 was taken as read.



Thereafter, on the advice of the Chairman, the Company Secretary read out the Auditors' Report before the Members present.

Thereafter, the Chairman took up the Agenda Items as per the Notice of the Annual General Meeting in seriatim.

1. Adoption of Annual Accounts

Before putting the resolution to vote, the Chairman invited queries from the members. The queries raised by the members were satisfactorily replied to by the Chairman.

Mr. Bhupender Singh Reen (DP/CL Id – IN302349/10046339) proposed and Mr. Inderjeet Singh (DP/CL Id – IN300888/13234665) seconded the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Balance Sheet of the Company as on 31st March, 2011 and the Profit & Loss Account for the year ended on that date, alongwith the Schedules and Notes to Accounts, together with Reports of Directors and Auditors thereon, be and are hereby adopted.”

The resolution was put to vote on show of hands and was carried unanimously.

2. Re-appointment of Dr. P.S. Joshi as Director retiring by rotation

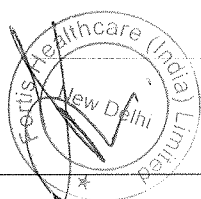
Mr. Arun Kumar (DP/CL Id - 1201910101175819) proposed and Mr. Sunil Kumar Jain (DP/CL Id – 1201910101806440) seconded the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT Dr. P.S. Joshi, who retires by rotation in accordance with Article 152 of the Articles of Association of the Company and is eligible for appointment, be and is hereby re-appointed as a Director of the Company.”

The resolution was put to vote on show of hands and was carried unanimously.

3. Re-appointment of Lt. General T.S. Shergill as Director retiring by rotation

Mr. Tilak Raj Bhalla (DP/CL Id – IN301549) proposed and Mr. Ashok Kumar Jain (DP/CL Id - IN300118/10242590) seconded the following Resolution as an **Ordinary Resolution**:



"RESOLVED THAT Lt. General T.S. Shergill, who retires by rotation in accordance with Article 152 of the Articles of Association of the Company and is eligible for appointment, be and is hereby re-appointed as a Director of the Company."

The resolution was put to vote on show of hands and was carried unanimously.

4. **Retirement of Director retiring by rotation – Mr. Rajan Kashyap**

Mr. Narender Singh Chauhan (DP/CL Id - 1201410000008655) proposed and Mr. Bhupender Singh Reen (DP/CL Id – IN302349/10046339) seconded the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Rajan Kashyap, Director of the Company, who retires by rotation and who has not offered himself for re-appointment due to his pre-occupation, be and is hereby not re-appointed as Director of the Company."

The resolution was put to vote on show of hands and was carried unanimously.

5. **Re-appointment of Statutory Auditors**

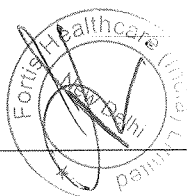
Mr. Ashok Kumar Jain (DP/CL Id - IN300118/10242590) proposed and Mr. Arun Kumar (DP/CL Id - 1201910101175819) seconded the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s S.R. Batliboi & Co., Chartered Accountants, the retiring Auditors of the Company, who have confirmed that their appointment, if made, would be within the limits specified under section 224(1B) of the Companies Act, 1956, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting, at such remuneration as may be fixed by the Board of Directors of the Company."

The resolution was put to vote on show of hands and was carried unanimously.

6. **Not filling the Vacancy caused by the retirement by rotation of Mr. Rajan Kashyap**

Mr. Jai Kumar Sharma (DP/CL Id - 1202060000049802) proposed and Mr. S C Saluja (DP/CL Id – IN300118/10421746) seconded the following Resolution as an **Ordinary Resolution**:



"RESOLVED THAT the vacancy caused by the retirement of Mr. Rajan Kashyap, by rotation, who has not offered himself for re-appointment, be not filled by the Company."

The resolution was put to vote on show of hands and was carried unanimously.

7. **Appointment of Dr. Brian William Tempest as a Director retires by rotation**

Mr. Manish Kapur (DP/CL Id - IN301143/10127679) proposed and Mr. Ramesh Uppal (DP/CL Id - IN301055/10398430) seconded the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT Dr. Brian William Tempest who was appointed as an additional director of the Company w.e.f. August 02, 2011 and who holds the office pursuant to Section 260 of the Companies Act, 1956 (hereinafter referred to as "the Act") upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Act, in writing, proposing his candidature for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

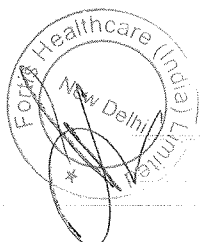
"RESOLVED FURTHER THAT the Directors of the Company and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be deemed necessary, to give effect to the foregoing resolution."

The resolution was put to vote on show of hands and was carried unanimously.

8. **Payment of Remuneration to Non-Executive Directors**

Mr. Ashok Kumar Jain (DP/CL Id - IN300118/10242590) proposed and Mr. Kishore Balani (DP/CL Id - IN302269/10038695) seconded the following Resolution as an **Special Resolution**:

"RESOLVED THAT in conformity with the provision of Article 145 of the Articles of Association of the Company and pursuant to the provisions of Section 309(4) and such other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "the Act") (including any statutory amendment, modification or re-enactment to the Act for the time being in force) and subject further to the approval of the Central Government and such other authority(ies) as may be necessary, the consent of the Company be and is hereby accorded for payment of an all inclusive Honorarium to each of the



Non-Executive Directors of the Company (present or future) for an amount of Rs.7,50,000 (Rupees Seven Lacs Fifty Thousand Only) per annum for a period of 5 years, commencing from 1st April, 2011."

"RESOLVED FURTHER THAT an additional Honorarium of Rs. 2,50,000 (Rupees Two Lacs Fifty Thousand Only) per annum, shall be paid to each such Non-Executive Director who is also a Chairman of any Committee(s) of the Board or may become so in future for a period of 5 years, commencing from 1st April, 2011."

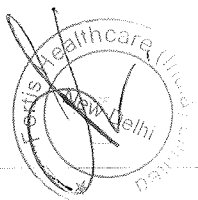
"RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to take all such steps including filing of necessary application with Central Government, Ministry of Corporate Affairs and to do all such acts, deeds and things as may be necessary and incidental for giving effect to the foregoing resolution."

The resolution was put to vote on show of hands and was carried unanimously.

9. Issue of Shares under new "Employees Stock Option Scheme – 2011" to the Employees/ Directors of the Company

Mr. Kapil Sharma (DP/CL Id - IN301565/10017239) proposed and Mr. Pradip Kumar Sen (DP/CL Id - 1204470006487678) seconded the following Resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 (hereinafter referred to as "the Act"), the provisions contained in the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme Guidelines, 1999 ("the Guidelines") (including any statutory amendment, modification or re-enactment to the Act or the Guidelines for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions, sanctions and any conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to the proposed "Employee Stock Option Plan – 2011" and to create, offer, issue and allot in one or more tranches under the said "Employee Stock Option Plan – 2011" at any time to or for the benefit of employees and Directors of the Company for such number of stock options /equity shares and / or equity linked instruments including any other instruments or securities which could give rise to the issue of equity shares (hereinafter collectively referred to as "Securities") of the Company, not exceeding 3% (three per cent) of the paid up equity share capital of the



Company as on August 12, 2011, i.e., 12,154,825 Stock Options in aggregate, at such price and on such terms and conditions as may be fixed or determined by the Board of Directors (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee including Human Resources & Remuneration Committee of the Board and/or any persons authorised by the Board or such Committees in this regard) in accordance with the Guidelines or other applicable provisions of any law as may be prevailing at that time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect a New ESOP Scheme (hereinafter referred to as "Employee Stock Option Plan – 2011") on such terms and conditions as contained in the relevant Explanatory Statement to this Notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the Scheme from time to time including but not limited to vesting period, exercise price, eligibility criteria, vesting schedule or to suspend, withdraw or revive the Employee Stock Option Plan – 2011."

"RESOLVED FURTHER THAT the new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank pari passu in all respects with the then existing Equity Shares of the Company."

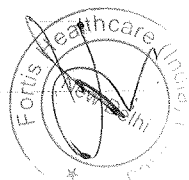
"RESOLVED FURTHER THAT the Board of Directors and the Company Secretary be and are hereby severally authorised to take necessary steps for listing of the securities allotted under the Employee Stock Option Plan – 2011 on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the members of the Company in this regard."

The resolution was put to vote on show of hands and was carried unanimously.

10. Issue of Shares under new "Employees Stock Option Scheme – 2011" to the Employees / Directors of the Subsidiary or Holding Companies

Mr. Surjit Pal Singh (DP/CL Id - IN300644/10073687) proposed and Mr. Sanjeev Gupta (DP/CL Id - IN300206/10492363) seconded the following Resolution as an **Special Resolution**:



"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 (hereinafter referred to as "the Act"), the provisions contained in the Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 ("the Guidelines") (including any statutory amendment, modification or re-enactment to the Act or the Guidelines for the time being in force) and the Articles of Association of the Company and subject to such approvals, permissions, sanctions and any conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, consent of the Company be and is hereby accorded to extend the benefits of said Employee Stock Option Plan – 2011 to the employees and Directors of the Holding or Subsidiary Companies and / or to such other persons, as may from time to time be allowed under prevailing laws, rules and regulations, and / or amendments thereto from time to time on such terms and conditions as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board" which terms shall be deemed to include any Committee including Human Resources & Remuneration Committee of the Board and/or any persons authorised by the Board or such Committee in this regard)."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard at any stage including at the time of listing of securities without requiring the Board to secure any further consent or approval of the members of the Company in this regard."

The resolution was put to vote on show of hands and was carried unanimously.

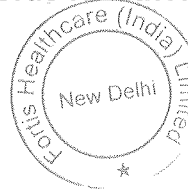
The Chairman apprised the Shareholders that the Board of Directors of the Company had, in its meeting held in the same morning, approved the integration of Fortis Healthcare (India) Limited with Fortis Healthcare International Pte Limited, based at Singapore, to create one of the largest integrated healthcare delivery networks in Asia Pacific. Bringing the two entities together will help get us access to many new verticals and offer growth opportunities to our clinical and administrative talent. The Shareholders applauded the same.

The Chairman introduced Mr. Aditya Vij, Chief Executive Officer, to the Shareholders of the Company. The Shareholders welcomed Mr. Vij and wished him the best for his future endeavours.



Thereafter, the Chairman invited queries from the Shareholders of the Company and responded them at length to the satisfaction of the Shareholders.

For Fortis Healthcare (India) Limited



Ruchi Mahajan
Ruchi Mahajan
Company Secretary

