

**FMHL/SE/JUNE'20**

**June 13, 2020**

The General Manager  
Department of Corporate Services  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001  
Scrip Code: 523696

Dear Sir(s),

**Sub: Proceedings and Voting Result under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

With reference to the Postal Ballot Notice dated May 7, 2020, following resolutions have been approved with requisite majority by way of postal ballot as well as through e-voting: -

1. Approval for entering into the material related party transaction under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Ordinary Resolution).
2. Approval for entering into the material contract with related party under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (Special Resolution).
3. Approval for appointment of Mr. Ravi Rajagopal as Non-Executive Independent Director (Ordinary Resolution).
4. Approval for waive off service fee payable to BT Entity as described herein below and amendment in any of the terms and conditions of Hospital and Medical Services Agreement (HMSA), including termination thereof (Special Resolution).

Please find enclosed result of postal ballot in prescribed format along with Scrutinizer's Report as '**Annexure 1**'.

This is for your information and records please.

Thanking you,

Yours faithfully,

For **Fortis Malar Hospitals Limited**

Mayank Jain  
Digitally signed  
by Mayank Jain  
Date: 2020.06.13  
13:44:08 +05'30'

**(Mayank Jain)**  
**Company Secretary**  
**Membership No.: 26620**

# RAMIT RASTOGI & ASSOCIATES

## COMPANY SECRETARIES

110/S-2, Saraswati Block, D-6, Vasant Kunj, New Delhi – 110070

Tel. (O) 011-49046997, Mob. +91 8800199345

e-mail : rastogiassociates7@gmail.com

### Scrutinizer Report

To,  
The Chairman  
**FORTIS MALAR HOSPITALS LIMITED**  
CIN: L85110PB1989PLC045948  
Fortis Hospital, Sector-62, Phase-VIII,  
Mohali, Punjab 160062

Dear Sir,

In terms of the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “Act”) read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings / conducting postal ballot process vide General Circular No. 14/2020 dated April 8, 2020 and General Circular No. 17/2020 dated April 13, 2020 on account of COVID-19 (“MCA Circulars”), Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard–2 on “General Meetings” issued by the Institute of the Company Secretaries of India (‘SS-2’) and approved by the Central Government and other applicable laws and regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), I was appointed as Scrutinizer by the Board of Directors of **Fortis Malar Hospitals Limited** (“the Company”) at their meeting held on April 03, 2020 to conduct the Postal Ballot/e-voting process in a fair and transparent manner in respect of the following resolution as mentioned in the Postal Ballot notice dated May 07, 2020:

S. No.	Type of Resolution	Particulars
1.	<b>Ordinary Resolution</b>	Approval for entering into the material related party transaction under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2.	<b>Special Resolution</b>	Approval for entering into the material contract with related party under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
3.	<b>Ordinary Resolution</b>	Approval for appointment of Mr. Ravi Rajagopal as Non-Executive Independent Director.
4.	<b>Special Resolution</b>	Approval for waive off service fee payable to BT entity as described herein below and amendment in any of the terms and conditions of Hospital and Medical Services Agreement (HMSA), including termination thereof.

**I submit my report as under:**

1. The Company completed dispatch of Postal Ballot Notice(s) along with all requisite documents on May 12, 2020 to its Members, whose names appeared in the Register of Members as on May 01, 2020 ('cut-off date') in the following manner:
  - a. through e-mail to the Members whose e-mail Ids were registered with the Company/ the Depositories; and
  - b. through physical mode, along with a self-addressed postage prepaid business reply envelope to the other Members (whose e-mail addresses were not registered with the Company/ the Depositories). However, due to non-availability of postal and courier services in some part of country and worldwide, on account of threat posed by COVID-19 pandemic situation, the Company made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the General Circular No. 17/2020 issued by Ministry of Corporate Affairs dated April 13, 2020, to facilitate its shareholders to receive notice and cast their vote electronically.
2. The Company published an advertisement regarding dispatch of Postal Ballot form(s), notices etc., in an English Daily "Business Standard" having countrywide circulation on May 13, 2020 and Punjabi language Daily (being vernacular language of Punjab) "Rozana Spokesman" having wide circulation in Mohali, the district where the registered office of the Company is situated, on May 13, 2020.
3. The Members of the Company holding shares on May 01, 2020 had an option to vote either through Postal Ballot form(s) or through e-voting facility. However, Members opted for e-voting facility only and have casted their votes on e-voting platform provided by KFin Technologies Private Limited (Formerly known as Karvy Fintech Private Limited) ('KFin') at <https://evoting.karvy.com>
4. The e-voting was maintained by KFin in electronic registry. Such electronic voting process was monitored by me through the scrutinizer's secured link provided by KFin on its designated website i.e. <https://evoting.karvy.com>.
5. The e-votes were unblocked on June 12, 2020 at 05.00 P.M. in the presence of two witnesses, who are not in the employment of the Company.

6. The particulars of e-voting report generated from electronic registry of KFin have been entered in a separate Register maintained for that purpose.
7. All e-votes cast up to 05:00 P.M. on June 12, 2020, were considered for the purpose of this report. No Postal Ballot form was received till 5.00 P.M. on June 12, 2020.
8. For the purpose of this report, detail of shareholding as on cut-off date has been considered. In case of shareholders who have voted for lesser number of shares as compared to their entitlement, the number of shares for which votes have been cast, have been considered.
9. All votes cast through e-voting mode on or before 05:00 P.M. on June 12, 2020 were matched with the Register of Members as on cut-off date maintained by the Registrar and Share Transfer Agent ('RTA') of the Company.
10. The total issued and paid up Equity Share Capital of the Company as on cut-off date was Rs. 18,74,17,590 (Rupees Eighteen Crore Seventy Four Lakh Seventeen Thousand Five Hundred Ninety Only) divided into 1,87,41,759 (One Crore Eighty Seven Lakh Forty One Thousand Seven Hundred Fifty Nine) Equity Shares of Rs. 10/- (Rupees Ten) each.
11. A consolidated summary of the e-voting is as under:

**Resolution 1: Approval for entering into the Material Related Party Transaction under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	173987	0	1,73,987	97.82
Dissent	3882	0	3,882	2.18
Total	177869	0	1,77,869	100

**Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.**

Detailed break up of voting in respect of the above Resolution is attached to this report and marked as '**Annexure-A**'.

**Resolution 2: Approval for entering into the Material Contract with Related Party under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	1,19,26,389	0	1,19,26,389	99.97
Dissent	3,882	0	3,882	0.03
Total	1,19,30,271	0	1,19,30,271	100

**Therefore, the above-mentioned Special Resolution has been passed with requisite majority.**

Detailed break up of voting in respect of the above Resolution is attached to this report and marked as '**Annexure-B**'

**Resolution 3: Approval for appointment of Mr. Ravi Rajagopal as Non-Executive Independent Director**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	1,19,25,814	0	1,19,25,814	99.96
Dissent	4,457	0	4,457	0.04
Total	1,19,30,271	0	1,19,30,271	100

**Therefore, the above-mentioned Ordinary Resolution has been passed with requisite majority.**

Detailed break up of voting in respect of the above Resolution is attached to this report and marked as '**Annexure-C**'

**Resolution 4: Approval for waive off service fee payable to BT entity as described herein below and amendment in any of the terms and conditions of Hospital And Medical Services Agreement (HMSA), Including termination thereof.**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	1,19,26,388	0	1,19,26,388	99.97
Dissent	3,883	0	3,883	0.03
Total	1,19,30,271	0	1,19,30,271	100

**Therefore, the above-mentioned Special Resolution has been passed with requisite majority.**

Detailed break up of voting in respect of the above Resolution is attached to this report and marked as ‘Annexure-D’

12. The resolutions shall be deemed to have been passed on June 12, 2020, being the last date of receipt of Postal Ballot form(s) / cast vote through e-voting mode.
13. I will hand over the postal ballot process related papers/registers and records to the Company after signing of minutes by the Chairman of the Company.
14. You may accordingly declare the result of the voting by e-voting / Postal Ballot process.

Thanking You,  
Yours' truly,

RAMIT  
RASTOGI

Digitally signed by  
RAMIT RASTOGI  
Date: 2020.06.13  
13:13:52 +05'30'

**CS Ramit Rastogi**  
**M.No. F-6952; C.P. No.:18465**  
**Proprietor – Ramit Rastogi & Associates**  
**Practising Company Secretaries**  
**UDIN: F006952B000339339**

Date : 13/06/2020  
Place : New Delhi

**COUNTERSIGNED BY**

Mayank  
Jain

Digitally signed by  
Mayank Jain  
Date: 2020.06.13  
13:47:15 +05'30'

**Mayank Jain**  
**Company Secretary**  
**M.No.: A26620**

Date: 13/06/2020  
Place: New Delhi

A detailed summary of the e-voting / Postal Ballot result is given herein below:

(Clause 11 of the Report may be referred)

<b>VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes cast	77	1,77,869	17,78,690
b) Less: Invalid votes	0	0	0
c) Net Valid votes	77	1,77,869	17,78,690
d) Votes with assent	15	1,73,987	17,39,870
e) Votes with dissent	62	3,882	38,820

***Note: Since there was no shareholder, who opted for voting through physical postal ballot, hence, no disclosure has been made in respect of the same***

A detailed summary of the e-voting result is given herein below:

(Clause 11 of the Report may be referred)

<b>VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes cast	78	1,19,30,271	11,93,02,710
b) Less: Invalid votes	0	0	0
c) Net Valid votes	78	1,19,30,271	11,93,02,710
d) Votes with assent	16	1,19,26,389	11,92,63,890
e) Votes with dissent	62	3882	38,820

***Note: Since there was no shareholder, who opted for voting through physical postal ballot, hence, no disclosure has been made in respect of the same***



A detailed summary of the e-voting result is given herein below:

(Clause 11 of the Report may be referred)

<b>VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes cast	78	1,19,30,271	11,93,02,710
b) Less: Invalid votes	0	0	0
c) Net Valid votes	78	1,19,30,271	11,93,02,710
d) Votes with assent	14	1,19,25,814	11,92,58,140
e) Votes with dissent	64	4,457	44,570

***Note: Since there was no shareholder, who opted for voting through physical postal ballot, hence, no disclosure has been made in respect of the same***

A detailed summary of the e-voting result is given herein below:

(Clause 11 of the Report may be referred)

<b>VOTING THROUGH E-VOTING:</b>			
<b>Particulars</b>	<b>No. of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>
a) Total votes cast	78	1,19,30,271	11,93,02,710
b) Less: Invalid votes	0	0	0
c) Net Valid votes	78	1,19,30,271	11,93,02,710
d) Votes with assent	15	1,19,26,388	11,92,63,880
e) Votes with dissent	63	3,883	38,830

***Note: Since there was no shareholder, who opted for voting through physical postal ballot, hence, no disclosure has been made in respect of the same***

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### General information about company

Scrip code	523696
NSE Symbol	
MSEI Symbol	
ISIN	INE842B01015
Name of the company	Fortis Malar Hospitals Limited
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-06-2020
Start time of the meeting	
End time of the meeting	

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### Scrutinizer Details

Name of the Scrutinizer	Ramit Rastogi
Firms Name	Ramit Rastogi & Associates
Qualification	CS
Membership Number	6952
Date of Board Meeting in which appointed	03-04-2020
Date of Issuance of Report to the company	13-06-2020

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Voting results	
Record date	01-05-2020
Total number of shareholders on record date	23120
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of shareholders attended the meeting through video conferencing</b>	
a) Promoters and Promoter group	
b) Public	
<b>No. of resolution passed in the meeting</b>	<b>4</b>
Disclosure of notes on voting results	<a href="#">Add Notes</a>

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for entering into the material related party transaction under SEBI (Listing obligations and disclosure requirements) Regulations, 2015				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11752902	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		11752902	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	36000	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		36000	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	6952857	177869	2.5582	173987	3882	97.8175	2.1825
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		6952857	177869	2.5582	173987	3882	97.8175
<b>Total</b>		18741759	177869	0.9491	173987	3882	97.8175	2.1825
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Description of resolution considered

Approval for entering in to the material related party transaction under SEBI (Substantial acquisition of shares and takeovers) Regulations, 2011

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11752902	11752402	99.9957	11752402	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		11752902	11752402	99.9957	11752402	0	100.0000
Public-Institutions	E-Voting	36000	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		36000	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	6952857	177869	2.5582	173987	3882	97.8175	2.1825
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		6952857	177869	2.5582	173987	3882	97.8175
<b>Total</b>		18741759	11930271	63.6561	11926389	3882	99.9675	0.0325
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

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Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

No

Description of resolution considered

Approval for appointment of Mr. Ravi Rajagopal as Non-Executive Independent Director.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11752902	11752402	99.9957	11752402	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		11752902	11752402	99.9957	11752402	0	100.0000
Public- Institutions	E-Voting	36000	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		36000	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	6952857	177869	2.5582	173412	4457	97.4942	2.5058
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		6952857	177869	2.5582	173412	4457	97.4942
<b>Total</b>		18741759	11930271	63.6561	11925814	4457	99.9626	0.0374
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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Resolution required: (Ordinary / Special)

Special

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Description of resolution considered

Approval for waive on service fee payable to BT entity as described herein below and amendment in any of the terms and conditions of Hospital and Medical Services Agreement (HMSA), including termination thereof

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11752902	11752402	99.9957	11752402	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		11752902	11752402	99.9957	11752402	0	100.0000
Public-Institutions	E-Voting	36000	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		36000	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	6952857	177869	2.5582	173986	3883	97.8169	2.1831
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		6952857	177869	2.5582	173986	3883	97.8169
<b>Total</b>		18741759	11930271	63.6561	11926388	3883	99.9675	0.0325
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

**Details of Invalid Votes**

Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	