



Fortis Malar Hospitals

52, First Main Road, Gandhi Nagar, Adyar,
Chennai, Tamil Nadu – 600 020

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Email : secretarial.malar@malarhospitals.in

Website: www.fortismalar.com

FMHL/SE/ JAN'24

January 4, 2024

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001
Scrip Code: 523696

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

Dear Madam / Sir,

With reference to the Postal Ballot Notice dated November 30, 2023, following resolutions have been approved with requisite majority through e-voting/Postal Ballot:

- a) The sale/disposal/transfer of business operations of the Company pertaining to Fortis Malar hospital.
- b) Appointment of Ms. Richa Singh Debgupta (DIN: 08891397) as a Non-Executive Director of the Company.

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

This is for your information and record.

Thanking You,

Yours Sincerely,

For Fortis Malar Hospitals Limited

Sandeep Singh
Company Secretary & Compliance Officer
Membership No. F9877

Enclosed: a/a

FORTIS MALAR HOSPITALS LIMITED

Regd. Office: Fortis Hospital, Sector 62, Phase – VIII, Mohali – 160062

Tel: +91 172 5096001 **Fax:** +91 172 5096002 **CIN:** L85110PB1989PLC045948

MUKESH AGARWAL & CO.

(COMPANY SECRETARIES)

3029, Sant Nagar, Rani Bagh, Opp. M2K Pitampura, Delhi-110034
Tel. No. : 011-42458279, 47060535 Email : magarwalandco@gmail.com

Scrutinizer Report

To,

The Chairman

FORTIS MALAR HOSPITALS LIMITED

CIN: L85110PB1989PLC045948

Fortis Hospital, Sector-62, Phase-VIII, Mohali, Punjab 160062

Dear Sir,

I, Mukesh Kumar Agarwal, Practicing Company Secretary (M. No. 5991 and COP No. 3851), have been appointed as Scrutinizer by the Board of Directors of Fortis Malar Hospitals Limited ("the Company") for the purpose of scrutinizing the Postal Ballot/e-voting process in a fair and transparent manner on the resolutions contained in the postal ballot notice dated November 30, 2023 ("Notice") issued in accordance with various Circular Nos. 14/2020, 17/2020, 20/2020, 21/2021 and 10/2022 dated 8 April, 2020, 13 April, 2020, 5 May, 2020, 14 December, 2021, 28 December 2022 and 25 September 2023, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated 12 May, 2020, 15 January, 2021 and 5 January, 2023 respectively issued by the Securities and Exchange Board of India ("SEBI Circulars").

The said appointment as Scrutinizer is under the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules").

Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolution contained in the Notice. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Notice. My report is based on duly completed and signed postal ballot received via registered email id magarwalandco@gmail.com and verification of data and reports generated from the voting system provided by KFin Technologies Limited ("KFinTech") (Formerly known as KFin Technologies Private Limited), the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 5 p.m. on January 3, 2024.

I submit my report as under:

1. In compliance with the provisions of the Act, LODR and MCA Circulars and SEBI Circulars, the Company has sent the Postal Ballot Notice in electronic form only by way of an e-mail to all the members, whose e-

mail ID was registered with the Company or with the Depositories and whose name appeared in the register of members/ list of beneficial owners as received from the Depositories as on Friday, December 1, 2023 ("Record Date").

The Company has completed dispatch of postal ballot notice electronically to its members on Monday, December 4, 2023. However, to facilitate the shareholders to receive the notice electronically and cast their vote electronically, the Company made the arrangement with KFin Tech, Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.

2. The Company published an advertisement regarding electronic transmission of Postal Ballot notice, form(s) etc. in English Daily "Business Standard" having countrywide circulation on December 5, 2023 and Punjabi Daily (being vernacular language of Punjab) "Rozana Spokesman" having wide circulation in Punjab on December 5, 2023.
3. The Members of the Company holding shares as on December 1, 2023 had an option to vote either through Postal Ballot form(s) by returning the duly completed and signed postal ballot via registered email ids as to reach the Scrutinizer via email at magarwalandco@gmail.com or electronically through e-voting facility on or before 05.00 P.M. on January 3, 2024.
4. The Members of the Company holding shares as on December 1, 2023 casted their vote on e-voting platform provided by KFin Tech at <https://evoting.kfintech.com/> and the e-voting was maintained by KFin Tech in electronic registry and through signed postal ballot form via email at magarwalandco@gmail.com.
5. The e-votes were unblocked on January 3, 2024 at 06:45 P.M. in the presence of two witnesses who are not in the employment of the Company.
6. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolutions were generated from the remote e-voting website of KFinTech, i.e., <https://evoting.kfintech.com>. Based on the report generated by KFinTech and relied upon by me, data regarding the remote e-voting was scrutinized on a test check basis.
7. For the purpose of this report, details of shareholding as on cut-off date have been considered. In the 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.
8. I submit herewith the Scrutinizer's Report on the results of the postal ballot, based on the report generated by KFinTech, scrutinized on test-check basis, and relied upon by me as under:

Resolution 1:

The sale/disposal/transfer of business operations of the Company pertaining to Fortis Malar hospital.

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	12016271	1252317	13268588	92.3005
Dissent	1106835	-	1106835	7.6995
Total	13123106	1252317	14375423	100

Further, pursuant to Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the special resolution passed by the members for sale/disposal/transfer of business operations of the Company shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceeds the votes cast by such public shareholders against the resolution. Accordingly, based on the reports generated from the e-voting portal of KFinTech.

I hereby submit the voting results of the votes cast by the public equity shareholders of the Company through e-voting / postal ballot on the resolution as set out in Item No.1 of postal ballot Notice as under:

Votes Cast by public shareholders

Requisite majority				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	263869	1252317	1516186	57.8030
Dissent	1106835	-	1106835	42.1970
Total	1370704	1252317	2623021	100

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

Resolution 2:

Appointment of Ms. Richa Singh Debgupta (DIN: 08891397) as a Non-Executive Director of the Company

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	11973263	1252317	13225580	92.3194
Dissent	1100309	-	1100309	7.6806
Total	13073572	1252317	14325889	100

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

Notes:-

- i. Aforesaid resolutions contained in the Notice were passed with requisite majority, as the case may be, by the Members of the Company as specified under the Act and LODR.
- ii. The figures in percentage have been rounded off to 4 decimal points.
- iii. The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Mr. Sandeep Singh, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

9. The resolutions shall be deemed to have been passed on January 3, 2024, being the last date of casting vote.

**Thanking You
Yours' Truly**

**MUKESH
KUMAR
AGARWAL** Digitally signed by
MUKESH KUMAR
AGARWAL
Date: 2024.01.04
15:50:05 +05'30'

**CS Mukesh Kumar Agarwal
M.No.F-5991; C.P.No.:3851
Proprietor–Mukesh Agarwal & co
Practicing Company Secretaries
Date: 04/01/2024
Place: New Delhi
UDIN: F005991E003113788**

Countersigned By

**SANDEE
P SINGH** Digitally signed
by SANDEEP
SINGH
Date: 2024.01.04
16:13:05 +05'30'

**Sandeep Singh
(Company Secretary)
M.No.F-9877**

**Date: 04/01/2024
Place: Gurugram**

Annexure-A

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

Resolutio n	Mode	Ballots Received	Total Shares	Favour		Against		Invalid		Abstain		Less Voted
				Ballots	Votes	Ballots	Votes	Ballo ts	Votes	Ballots	Votes	Votes
1	ELE	111	13128918	65	12016271	42	1106835	0	0	4	5812	0
	PHY	10	1252317	10	1252317	0	0	0	0	0	0	0
	IPOLL	0	0	0	0	0	0	0	0	0	0	0
	TOTAL	121	14381235	75	13268588	42	1106835	0	0	4	5812	0

*There were 4 (Four) shareholders holding 5812 (Five Thousand Eight Hundred and Twelve) Equity Shares who abstained from voting hence, not considered for above resolution.

Annexure-B

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

Resolutio n	Mode	Ballots Received	Total Shares	Favour		Against		Invalid		Abstain		Less Voted
				Ballots	Votes	Ballots	Votes	Ballo ts	Votes	Ballots	Votes	Votes
2		111	13128918	66	11973263	41	1100309	0	0	4	55346	0
	ELE											
	PHY	10	1252317	10	1252317	0	0	0	0	0	0	0
	IPOLL	0	0	0	0	0	0	0	0	0	0	0
	TOTAL	121	14381235	76	13225580	41	1100309	0	0	4	55346	0

*There were 4 (Four) shareholders holding 55346 (Fifty Five Thousand Three Hundred and Forty Six) Equity Shares who abstained from voting hence, not considered for above resolution.

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General information about company

Scrip code	523696
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
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)	03-01-2024
Start time of the meeting	
End time of the meeting	

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Scrutinizer Details

Name of the Scrutinizer	Mr. Mukesh Agarwal
Firms Name	M/s Mukesh Agarwal & Co.
Qualification	CS
Membership Number	F5991
Date of Board Meeting in which appointed	30-11-2023
Date of Issuance of Report to the company	04-01-2024

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Voting results	
Record date	01-12-2023
Total number of shareholders on record date	14872
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				The sale/disposal/transfer of business operations of the Company pertaining to Fortis Malar hospital.				
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	11752402	11752402	100.0000	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
	Total		11752402	11752402	100.0000	11752402	0	100.0000
Public- Institutions	E-Voting	13500	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
	Total		13500	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	6975857	1370704	19.6493	263869	1106835	19.2506	80.7494
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1252317	17.9522	1252317	0	100.0000	0.0000
	Total		6975857	2623021	37.6014	1516186	1106835	57.8030
Total		18741759	14375423	76.7026	13268588	1106835	92.3005	7.6995
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* 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 (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Richa Singh Debgupta (DIN: 08891397) as a Non-Executive Director of the Company				
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	11752402	11752402	100.0000	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
	Total		11752402	11752402	100.0000	11752402	0	100.0000
Public- Institutions	E-Voting	13500	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
	Total		13500	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	6975857	1321170	18.9392	220861	1100309	16.7171	83.2829
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		1252317	17.9522	1252317	0	100.0000	0.0000
	Total		6975857	2573487	36.8913	1473178	1100309	57.2444
Total		18741759	14325889	76.4383	13225580	1100309	92.3194	7.6806
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

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