

**MUKESH MANGLIK**

*Company Secretary*

*Membership No: FCS: 938*

The Chairman,  
Fortis Malar Hospitals Limited  
No. 52, First Main Road,  
Gandhi Nagar, Adyar,  
Chennai - 600 020

**SCRUTINIZER'S REPORT**

Dear Sir,

The Board of Directors of the Company at its meeting held on Friday, 5<sup>th</sup> September 2014, had appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following Special Resolutions:

- No 1: To consider and approve amendments to the Memorandum of Association of the Company.
- No 2: To consider and adopt new set of Articles of Association of the Company.
- No 3: To consider and approve making of Loans or Investments under Section 186 of the Companies Act 2013.
- No 4: To consider and approve selling of whole or substantially the whole of the undertaking of the Company.
- No 5: To consider and approve entering into Related Party transactions under Section 188 of the Companies Act 2013.
- No 6: To consider and approve shifting of Registered Office of the Company from the state of Tamil Nadu to National Capital Territory of Delhi.

I submit my report as under:

1. The Company confirmed completion of the dispatch of postal ballot notices; forms and postage prepaid business reply envelopes on Saturday, September 20, 2014 to its Members whose name(s) appeared on the Register of Members as on Friday, September 12, 2014.
2. The shareholders of the Company had an option to either vote through the postal ballot forms in physical mode or through the e-voting facility. Shareholders opting for e-voting facility casted their votes on the designated website <https://evoting.karvy.com> of Karvy Computershare Private Limited [KCPL]



3. The process of electronic voting was monitored through the scrutinizer's secured link provided by KCPL.
4. The particulars of all postal ballot forms received from the Members in physical form have been entered in a separate Register maintained for the purpose.
5. The postal ballot forms were kept under my safe custody before commencing and during the scrutiny of such postal ballot forms.
6. The postal ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company as on Friday, September 12, 2014. If any shareholder voted for lesser number of shares than those held by him, the shares for which he voted only were considered for this report.
7. All postal ballot forms received up to the close of working hours i.e. 5.30 P.M. IST on Monday, October 20, 2014, being the last date and time fixed by the Company for receipt of the forms were considered, and NONE of the envelopes containing postal ballot forms received after this date and time, were considered for the purpose of this report.
8. No defaced or mutilated ballot paper was found.
9. The paid up Equity Share Capital of the Company was 18,594,259 Equity Shares of Rs 10 each amounting to Rs 185,942,590 as on 12<sup>th</sup> September, 2014.
10. A summary of the voting results in e-voting and physical mode for the resolutions and details of the voting results as per clause 35A of the Listing Agreement are given in the attached annexures which form an integral part of this report.
11. As resolution no 5 was approval of Related Party transaction, the Promoter Group Company abstained from exercising its voting rights.
12. I have on reckoning the voting rights of the shareholders on the basis of the paid up value of the equity shares registered in their names, found that total percentage of assent of total votes in respect of the resolutions is as under:

Number of votes polled in favour of the Resolution No 1 is 12699171 votes (99.9987% of total valid polled votes)

Number of votes polled in favour of the Resolution No 2 is 12697595 votes (99.9863% of total valid polled votes)

Number of votes polled in favour of the Resolution No 3 is 12686236 votes (99.8968% of total valid polled votes)

Number of votes polled in favour of the Resolution No 4 is 12679656 votes (99.8450% of total valid polled votes)



Number of votes polled in favour of the Resolution No 5 is 32227 votes (77.5396% of total valid polled votes)

Number of votes polled in favour of the Resolution No 6 is 12686629 votes (99.8983% of total valid polled votes)

Accordingly, the above-mentioned resolutions can be deemed to have been passed by requisite majority.

13. I will hand over the postal ballot forms and the related register for safe custody of the Company after signing of the minutes by the Chairman.

14. You may accordingly declare the results of the voting by Postal Ballot.

Place: NOIDA

Date: October 21, 2014



  
MUKESH MANGLIK  
SCRUTINIZER  
C.P. NO: 8476



SUMMARY OF VOTING RESULTS FOR POSTAL BALLOT OF FORTIS MALAR HOSPITALS LIMITED  
SEPTEMBER - OCTOBER 2014

**[A] Under E - Voting mode**

**Resolution No 1**

Particulars	No. of	No. of	Paid up Value	%age to Total Paid Up
	Shareholders	Equity Shares	of Equity shares [Rs]	Value of net valid votes
[a] Total no. of e-voters/votes	20	12683586	126835860	
[b] Less: Invalid /Abstain	1	205	2050	
[c] Net Valid votes	19	12683381	126833810	100.0000
[d] Votes with Assent	18	12683311	126833110	99.9994
[e] Votes with Dissent	1	70	700	0.0006

**Resolution No 2**

Particulars	No. of	No. of	Paid up Value	%age to Total Paid Up
	Shareholders	Equity Shares	of Equity shares [Rs]	Value of net valid votes
[a] Total no. of e-voters/votes	20	12683586	126835860	
[b] Less: Invalid /Abstain	2	206	2060	
[c] Net Valid votes	18	12683380	126833800	100.0000
[d] Votes with Assent	16	12681735	126817350	99.9870
[e] Votes with Dissent	3	1645	16450	0.0130

NOTE: One shareholder has voted partially as assent and also partially as dissent

**Resolution No 3**

Particulars	No. of	No. of	Paid up Value	%age to Total Paid Up
	Shareholders	Equity Shares	of Equity shares [Rs]	Value of net valid votes
[a] Total no. of e-voters/votes	20	12683586	126835860	
[b] Less: Invalid /Abstain	1	205	2050	
[c] Net Valid votes	19	12683381	126833810	100.0000
[d] Votes with Assent	15	12670576	126705760	99.8990
[e] Votes with Dissent	5	12805	128050	0.1010

NOTE: One shareholder has voted partially as assent and also partially as dissent



**Resolution No 4**

Particulars	No. of	No. of	Paid up Value	%age to Total Paid Up
	Shareholders	Equity Shares	of Equity shares [Rs]	Value of net valid votes
[a] Total no. of e-voters/votes	20	12683586	126835860	
[b] Less: Invalid /Abstain	1	205	2050	
[c] Net Valid votes	19	12683381	126833810	100.0000
[d] Votes with Assent	15	12670476	126704760	99.8983
[e] Votes with Dissent	5	12905	129050	0.1017

NOTE: One shareholder has voted partially as assent and also partially as dissent

**Resolution No 5**

Particulars	No. of	No. of	Paid up Value	%age to Total Paid Up
	Shareholders	Equity Shares	of Equity shares [Rs]	Value of net valid votes
[a] Total no. of e-voters/votes	20	12683586	126835860	
[b] Less: Invalid /Abstain	3	12657984	126579840	
[c] Net Valid votes	17	25602	256020	100.0000
[d] Votes with Assent	14	22757	227570	88.8876
[e] Votes with Dissent	4	2845	28450	11.1124

NOTE: One shareholder has voted partially as assent and also partially as dissent

**Resolution No 6**

Particulars	No. of	No. of	Paid up Value	%age to Total Paid Up
	Shareholders	Equity Shares	of Equity shares [Rs]	Value of net valid votes
[a] Total no. of e-voters/votes	20	12683586	126835860	
[b] Less: Invalid /Abstain	0	0	0	
[c] Net Valid votes	20	12683586	126835860	100.0000
[d] Votes with Assent	15	12673249	126732490	99.9185
[e] Votes with Dissent	6	10337	103370	0.0815

NOTE: One shareholder has voted partially as assent and also partially as dissent









		Page 4			
<b>Resolution No 4</b>		No. of Shareholders	No. of Equity Shares	Paid up Value of Equity shares [Rs]	%age to Total Paid Up Value of net valid votes
Particulars					
[a]	Total Postal Ballots received	39	17361	173610	
[b]	Less: Invalid /Abstain	5	1401	14010	
[c]	Net Valid votes	34	15960	159600	100.0000
[d]	Votes with Assent	28	9180	91800	57.5188
[e]	Votes with Dissent	6	6780	67800	42.4812
<b>Resolution No 5</b>					
Particulars		No. of Shareholders	No. of Equity Shares	Paid up Value of Equity shares [Rs]	%age to Total Paid Up Value of net valid votes
[a]	Total Postal Ballots received	39	17361	173610	
[b]	Less: Invalid /Abstain	5	1401	14010	
[c]	Net Valid votes	34	15960	159600	100.0000
[d]	Votes with Assent	31	9470	94700	59.3358
[e]	Votes with Dissent	3	6490	64900	40.6642
<b>Resolution No 6</b>					
Particulars		No. of Shareholders	No. of Equity Shares	Paid up Value of Equity shares [Rs]	%age to Total Paid Up Value of net valid votes
[a]	Total Postal Ballots received	39	17361	173610	
[b]	Less: Invalid /Abstain	5	1401	14010	
[c]	Net Valid votes	34	15960	159600	100.0000
[d]	Votes with Assent	27	13380	133800	83.8346
[e]	Votes with Dissent	7	2580	25800	16.1654





Page 5					
<b>[C] Consolidated voting results [e-voting + physical mode]</b>					
<b>Resolution No 1</b>					
Particulars	No. of Shareholders	No. of Equity Shares	Paid up Value of Equity shares [Rs]	%age to Total Paid Up Value of net valid votes	
[a] Total voters/votes	59	12700947	127009470		
[b] Less: Invalid /Abstain	6	1606	16060		
[c] Net Valid votes	53	12699341	126993410	100.0000	
[d] Votes with assent	51	12699171	126991710	99.9987	
[e] Votes with dissent	2	170	1700	0.0013	
<b>Resolution No 2</b>					
Particulars	No. of Shareholders	No. of Equity Shares	Paid up Value of Equity shares [Rs]	%age to Total Paid Up Value of net valid votes	
[a] Total voters/votes	59	12700947	127009470		
[b] Less: Invalid /Abstain	7	1607	16070		
[c] Net Valid votes	52	12699340	126993400	100.0000	
[d] Votes with assent	49	12697595	126975950	99.9863	
[e] Votes with dissent	4	1745	17450	0.0137	
NOTE: One shareholder has voted partially as assent and also partially as dissent					
<b>Resolution No 3</b>					
Particulars	No. of Shareholders	No. of Equity Shares	Paid up Value of Equity shares [Rs]	%age to Total Paid Up Value of net valid votes	
[a] Total voters/votes	59	12700947	127009470		
[b] Less: Invalid /Abstain	6	1606	16060		
[c] Net Valid votes	53	12699341	126993410	100.0000	
[d] Votes with assent	46	12686236	126862360	99.8968	
[e] Votes with dissent	8	13105	131050	0.1032	
NOTE: One shareholder has voted partially as assent and also partially as dissent					



**Resolution No 4**

	Particulars	No. of	No. of	Paid up Value	%age to Total Paid Up
		Shareholders	Equity Shares	of Equity shares [Rs]	Value of net valid votes
[a]	Total voters/votes	59	12700947	127009470	
[b]	Less: Invalid /Abstain	6	1606	16060	
[c]	Net Valid votes	53	12699341	126993410	100.0000
[d]	Votes with assent	43	12679656	126796560	99.8450
[e]	Votes with dissent	11	19685	196850	0.1550

NOTE: One shareholder has voted partially as assent and also partially as dissent

**Resolution No 5**

	Particulars	No. of	No. of	Paid up Value	%age to Total Paid Up
		Shareholders	Equity Shares	of Equity shares [Rs]	Value of net valid votes
[a]	Total voters/votes	59	12700947	127009470	
[b]	Less Invalid/Abstain	8	12659385	126593850	
[c]	Net Valid votes	51	41562	415620	100.0000
[d]	Votes with assent	45	32227	322270	77.5396
[e]	Votes with dissent	7	9335	93350	22.4604

NOTE: One shareholder has voted partially as assent and also partially as dissent

**Resolution No 6**

	Particulars	No. of	No. of	Paid up Value	%age to Total Paid Up
		Shareholders	Equity Shares	of Equity shares [Rs]	Value of net valid votes
[a]	Total voters/votes	59	12700947	127009470	
[b]	Less: Invalid /Abstain	5	1401	14010	
[c]	Net Valid votes	54	12699546	126995460	100.0000
[d]	Votes with assent	42	12686629	126866290	99.8983
[e]	Votes with dissent	13	12917	129170	0.1017

NOTE: One shareholder has voted partially as assent and also partially as dissent





				Page 7							
<b>Details as per clause 35A of the Listing Agreement</b>											
<b>Resolution No 1</b>											
Promoter/Public		No. of shares held	No. of valid votes polled	%age of votes polled to total shares held	No of votes in favour	No. of votes against	%age of votes in favour to total votes polled	%age of votes against to total votes polled			
[a]	Promoter/Promoter Group	1	2	3 [2/1*100]	4	5 [2-4]	6 [4/2*100]	7 [5/2*100]			
[b]	Public - Institutional	11752402	11752402	100.0000	11752402	nil	100.0000	nil			
[c]	Public - Others	897063	nil	nil	nil	nil	nil	nil			
[d]	Total	5944794	946939	15.9289	946769	170	99.9820	0.0180			
	<b>RESULT -%age</b>	18594259	12699341		12699171	170	99.9987	0.0013			
			99.9987	<b>IN FAVOUR</b>							
			0.0013	<b>AGAINST</b>							
			<b>100.0000</b>								
<b>Resolution No 2</b>											
Promoter/Public		No. of shares held	No. of valid votes polled	%age of votes polled to total shares held	No of votes in favour	No. of votes against	%age of votes in favour to total votes polled	%age of votes against to total votes polled			
[a]	Promoter/Promoter Group	1	2	3 [2/1*100]	4	5 [2-4]	6 [4/2*100]	7 [5/2*100]			
[b]	Public - Institutional	11752402	11752402	100.0000	11752402	nil	100.0000	nil			
[c]	Public - Others	897063	nil	nil	nil	nil	nil	nil			
[d]	Total	5944794	946938	15.9289	945193	1745	99.8157	0.1843			
	<b>RESULT -%age</b>	18594259	12699340		12697595	1745	99.9863	0.0137			
			99.9863	<b>IN FAVOUR</b>							
			0.0137	<b>AGAINST</b>							
			<b>100.0000</b>								



Resolution No 3								
Promoter/Public	No. of shares held	No. of valid votes polled	%age of votes polled to total shares held	No of votes in favour	No. of votes against	%age of votes in favour to total votes polled	%age of votes against to total votes polled	
	1	2	3 [2/1*100]	4	5 [2-4]	6 [4/2*100]	7 [5/2*100]	
[a] Promoter/Promoter Group	11752402	11752402	100.0000	11752402	nil	100.0000	nil	
[b] Public - Institutional	897063	nil	nil	nil	nil	nil	nil	
[c] Public - Others	5944794	946939	15.9289	933834	13105	98.6161	1.3839	
[d] Total	18594259	12699341		12686236	13105	99.8968	0.1032	
<b>RESULT -%age</b>		<b>99.8968</b>	<b>IN FAVOUR</b>					
		<b>0.1032</b>	<b>AGAINST</b>					
		<b>100.0000</b>						
Resolution No 4								
Promoter/Public	No. of shares held	No. of valid votes polled	%age of votes polled to total shares held	No of votes in favour	No. of votes against	%age of votes in favour to total votes polled	%age of votes against to total votes polled	
	1	2	3 [2/1*100]	4	5 [2-4]	6 [4/2*100]	7 [5/2*100]	
[a] Promoter/Promoter Group	11752402	11752402	100.0000	11752402	nil	100.0000	nil	
[b] Public - Institutional	897063	nil	nil	nil	nil	nil	nil	
[c] Public - Others	5944794	946939	15.9289	927254	19685	97.9212	2.0788	
[d] Total	18594259	12699341		12679656	19685	99.8450	0.1550	
<b>RESULT -%age</b>		<b>99.8450</b>	<b>IN FAVOUR</b>					
		<b>0.1550</b>	<b>AGAINST</b>					
		<b>100.0000</b>						





		Page 9							
<b>Resolution No 5</b>		No. of shares held	No. of valid votes polled	%age of votes polled to total shares held	No of votes in favour	No. of votes against	%age of votes in favour to total votes polled	%age of votes against to total votes polled	
		1	2	3 [2/1*100]	4	5 [2-4]	6 [4/2*100]	7 [5/2*100]	
[a]	Promoter/Promoter Group	11752402	nil	nil	nil	nil	nil	nil	
[b]	Public - Institutional	897063	nil	nil	nil	nil	nil	nil	
[c]	Public - Others	5944794	41562	0.6991	32227	9335	77.5396	22.4604	
[d]	Total	18594259	41562	0.2235	32227	9335	77.5396	22.4604	
	<b>RESULT -%age</b>		<b>77.5396 IN FAVOUR</b>						
			<b>22.4604 AGAINST</b>						
			<b>100.0000</b>						
<b>Resolution No 6</b>		No. of shares held	No. of valid votes polled	%age of votes polled to total shares held	No of votes in favour	No. of votes against	%age of votes in favour to total votes polled	%age of votes against to total votes polled	
		1	2	3 [2/1*100]	4	5 [2-4]	6 [4/2*100]	7 [5/2*100]	
[a]	Promoter/Promoter Group	11752402	11752402	100.0000	11752402	nil	100.0000	nil	
[b]	Public - Institutional	897063	nil	nil	nil	nil	nil	nil	
[c]	Public - Others	5944794	947144	15.9323	934227	12917	98.6362	1.3638	
[d]	Total	18594259	12699546		12686629	12917	99.8983	0.1017	
	<b>RESULT -%age</b>		<b>99.8983 IN FAVOUR</b>						
			<b>0.1017 AGAINST</b>						
			<b>100.0000</b>						