

**Fortis Healthcare Limited**

Tower-A, Unitech Business Park, Block-F,  
South City 1, Sector – 41, Gurgaon,  
Haryana – 122 001 (India)

Tel : 0124 492 1033

Fax : 0124 492 1041

**Emergency : 105010**

Email : [secretarial@fortishealthcare.com](mailto:secretarial@fortishealthcare.com)

Website : [www.fortishealthcare.com](http://www.fortishealthcare.com)

FHL/SEC/2023-24

June 30, 2023

**The National Stock Exchange of India Ltd.**  
**Scrip Symbol: FORTIS**

**BSE Limited**  
**Scrip Code:532843**

**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 May 23, 2023, following resolutions have been approved with requisite majority through e-voting: -

1. To consider appointment of Mr. Lim Tsin Lin (DIN: 10118906) as a Non-Executive Director of the Company.
2. To consider and approve entering into a Composite Scheme of Arrangement between International Hospital Limited, Fortis Hospitals Limited and Fortis Hospotel Limited (collectively referred as wholly-owned subsidiaries) and their respective shareholders and creditors.

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 Healthcare Limited**

**Murlee Manohar Jain**  
**Company Secretary**  
**Membership No. F9598**

Encl: a/a

# MUKESH AGARWAL & CO.

(COMPANY SECRETARIES)

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

Dated... 30/06/2023

Ref. No.

## Scrutinizer Report

To,  
The Chairman  
**FORTIS HEALTHCARE LIMITED**  
CIN: L85110PB1996PLC045933  
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 Healthcare Limited ("the Company") for the purpose of scrutinizing the Postal Ballot/e-voting process in a fair and transparent manner on the resolution contained in the postal ballot notice dated May 23, 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, 14th December, 2021 and 28th December 2022 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](mailto: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 June 29, 2023.

### **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, May 26, 2023 ("Record Date"). The Company has completed dispatch of postal ballot notice electronically to its members on May 30, 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 "Financial Express" having country wide circulation on May 31, 2023 and Punjabi Daily (being vernacular language of Punjab) "Rozana Spokesman" having wide circulation in Punjab on May 31, 2023.
3. The Members of the Company holding shares as on May 26, 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](mailto:magarwalandco@gmail.com) or electronically through e-voting facility on or before 05.00 P.M. on June 29, 2023 through e-voting facility.
4. The Members of the Company holding shares as on May 26, 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. None of the member opted for voting by returning the Postal Ballot form(s) via email.
5. The e-votes were unblocked on June 29, 2023 at 05:10 P.M. in the presence of two witnesses who are not in the employment of the Company. They have signed below for the confirmation of the same.

  
Ruchi Singh

  
Firdaus

6. Thereafter, the details containing, inter alia, the list of Members who voted "in favour" or "against" on the resolution 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 test check basis.
7. For the purpose of this report, details of shareholding as on cut-off date have 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.
8. I submit herewith the Scrutinizer's Report on the results of the remote e-voting for postal ballot, based on the report generated by KFinTech, scrutinized on test-check basis, and relied upon by me as under:

**Resolution 1:**

**To consider appointment of Mr. Lim Tsin Lin (DIN: 10118906) as a Non-Executive Director of the Company.**

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	580171580		580171580	95.7960
Dissent	25460744		25460744	4.2040
<b>Total</b>	<b>605632324</b>	<b>-</b>	<b>605632324</b>	<b>100</b>

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



**Resolution 2:**

**To consider and approve entering into a Composite Scheme of Arrangement between International Hospital Limited, Fortis Hospitals Limited and Fortis Hospotel Limited.**

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	e-Votes	Postal Ballot	Total	
Assent	604947634	-	604947634	99.8869
Dissent	685041	-	685041	0.1131
<b>Total</b>	<b>605632675</b>	<b>-</b>	<b>605632675</b>	<b>100</b>

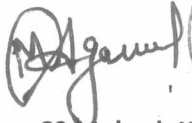
Detailed breakup of voting in respect of the above Resolution is attached to this report and marked as 'Annexure-B'.

**Notes: -**

- i. Aforesaid resolutions contained in the Notice were passed as Ordinary Resolution or Special Resolution, 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. Murlee Manohar Jain, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.

9. The resolution shall be deemed to have been passed on June 29, 2023, being the last date of casting vote.

Thanking You  
Yours' Truly



CS Mukesh Kumar Agarwal  
M. No. F-5991; C.P.No.:3851  
Proprietor-Mukesh Agarwal & co  
Practicing Company Secretaries  
Date: 30/06/2023  
Place: New Delhi  
UDIN: F005991E000525721

Counter signed By

Murlee Manohar Jain  
(Company Secretary)  
M. No. F -9598

Date: 30/06/2023  
Place: Gurugram

**Annexure-A**

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

Resol ution	Mode	Ballots Received	Total Shares	Favour		Against		Invalid		Abstain		Less Voted
				Ballots	Votes	Ballots	Votes	Ball ots	Votes	Ballots	Votes	Votes
1	ELE	^ 684	605634247	582	580171580	92	25460744	0	0	*13	1921	#2
	PHY	0	0	0	0	0	0	0	0	0	0	0
	IPOLL	0	0	0	0	0	0	0	0	0	0	0
	<b>TOTAL</b>	684	605634247	582	580171580	92	25460744	0	0	13	1921	2

\*There were 13 (Thirteen) shareholders holding 1921 (One Thousand Nine Hundred and Twenty One) Equity Shares who abstained from voting hence, not considered for above resolution.

^There was 3 (Three) shareholder who partially voted in favour of resolution and partially against the resolution.

# There was 1 (One) shareholder holding 5 (Five) Equity shares, voted only for 3 (Three) Equity shares.



**Annexure-B**

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

Res oluti on	Mode	Ballots Received	Total Shares	Favour		Against		Invalid		Abstain		Less Voted
				Ballots	Votes	Ballots	Votes	Ballot s	Votes	Ballots	Votes	
2	ELE	^684	605634247	619	604947634	54	685041	0	0	*12	1570	#2
	PHY	0	0	0	0	0	0	0	0	0	0	0
	IPOLL	0	0	0	0	0	0	0	0	0	0	0
	<b>TOTAL</b>	684	605634247	619	604947634	54	685041	0	0	12	1570	2

\*There were 12 (Twelve) shareholders holding 1570 (One Thousand Five Hundred and Seventy) Equity Shares who abstained from voting hence, not considered for above resolution.

^There were 1 (One) shareholders who partially voted in favour of resolution and partially against the resolution.

# There was 1 (One) shareholder holding 5 (Five) Equity shares, voted only for 3 (Three) Equity shares.



XBRL Excel Utility	
1.	<a href="#">Overview</a>
2.	<a href="#">Before you begin</a>
3.	<a href="#">Index</a>
4.	<a href="#">Import XBRL file</a>
5.	<a href="#">Steps for Filing Voting Result</a>
6.	<a href="#">Fill up the data in excel utility</a>

### 1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Voting Result

XBRL filling consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website ([www.listing.bseindia.com](http://www.listing.bseindia.com)) .

### 2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

### 3. Index

1	Details of general information about company	<a href="#">General Info</a>
2	Voting Result By Companies	<a href="#">Voting Results</a>
3	Voting Result Format	<a href="#">Resolutions</a>

### 4. Import XBRL file

1. Now you can import and view previously generated XBRL files by clicking Import XBRL button on General

### 5. Steps for Filing Voting Result

**I. Fill up the data:** Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)  
 - Use paste special command to paste data from other sheet.  
 - Use "Home" button (cntrl + H) to toggle between the sheets.

**II. Validating Sheets:** Click on the "Validate " button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

**III. Validate All Sheets:** Click on the "Home" button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

**IV. Generate XML :** Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.  
 - Save the XBRL/XML file in your desired folder in local system.

**V. Generate Report :** Excel Utility will allow you to generate Report. Now click on 'Generate Report' to generate html report.  
 - Save the HTML Report file in your desired folder in local system.  
 - To view HTML Report open "Chrome Web Browser" .  
 - To print report in PDF Format, Click on print button and save as PDF.

**VI. Upload XML file to BSE Listing Center:** For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

### 6. Fill up the data in excel utility

1. Cells with red fonts indicate mandatory fields.
2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.
3. You are not allowed to enter data in the Grey Cells.
4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.
5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.
6. Select data from "Dropdown list" wherever applicable.
7. Adding Notes: Click on "Add Notes" button to add notes

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### General information about company

Scrip code	532843
NSE Symbol	FORTIS
MSEI Symbol	NOTLISTED
ISIN	INE061F01013
Name of the company	FORTIS HEALTHCARE LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-06-2023
Start time of the meeting	
End time of the meeting	

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### Scrutinizer Details

Name of the Scrutinizer	Mukesh Kumar Agarwal
Firms Name	sh Agarwal & Co.Mukesh Agarwal & Co.
Qualification	CS
Membership Number	F5991
Date of Board Meeting in which appointed	23-05-2023
Date of Issuance of Report to the company	30-06-2023

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Voting results	
Record date	26-05-2023
Total number of shareholders on record date	141032
<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>2</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?				No				
Description of resolution considered				To consider and approve the appointment of Mr. Lim Tsin Lin (DIN: 10118906) 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	235294117	235294117	100.0000	235294117	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>		235294117	235294117	100.0000	235294117	0	100.0000
Public-Institutions	E-Voting	378527271	320949210	84.7889	295491190	25458020	92.0679	7.9321
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		378527271	320949210	84.7889	295491190	25458020	92.0679
Public- Non Institutions	E-Voting	141136760	49388997	34.9937	49386273	2724	99.9945	0.0055
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		141136760	49388997	34.9937	49386273	2724	99.9945
<b>Total</b>		754958148	605632324	80.2206	580171580	25460744	95.7960	4.2040
<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 (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve entering into a Composite Scheme or Arrangement between International Hospital Limited, Fortis Hospitals Limited and Fortis Hospotel Limited (collectively referred as wholly-owned subsidiaries) and their respective shareholders and creditors.				
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	235294117	235294117	100.0000	235294117	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>		235294117	235294117	100.0000	235294117	0	100.0000
Public-Institutions	E-Voting	378527271	320949210	84.7889	320265159	684051	99.7869	0.2131
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		378527271	320949210	84.7889	320265159	684051	99.7869
Public- Non Institutions	E-Voting	141136760	49389348	34.9940	49388358	990	99.9980	0.0020
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		141136760	49389348	34.9940	49388358	990	99.9980
<b>Total</b>		754958148	605632675	80.2207	604947634	685041	99.8869	0.1131
<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	