

**Fortis Healthcare Limited**

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

Tel : 0124 492 1033

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**Emergency : 105010**

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

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

FHL/SEC/2023-24

September 8, 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 August 4, 2023, following resolutions have been approved with requisite majority through e-voting: -

1. To authorize initiation of an initial public offer process by way of an ‘offer for sale’ by Agilus Diagnostics Limited (“Agilus”), a material subsidiary of the Company.
2. To amend the existing Shareholders Agreement between Agilus Diagnostics Limited (“Agilus”) and International Finance Corporation, Nylim Jacob Ballas India Fund III LLC, Resurgence PE Investments Limited (together, the “PE Investors”) and Fortis Healthcare Limited (“the Company”) as well as the Articles of Association of Agilus, and the execution, amendment and/or termination of any other agreements in furtherance of the proposed initial public offer of Agilus’s equity shares.

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

Ref. No.

Dated.....

## 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 resolutions contained in the postal ballot notice dated August 4, 2023 ("Notice") issued in accordance with various Circular Nos.14/2020, 17/2020, 20/2020, 21/2021 and 10/2022 dated 8April, 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 12May, 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 September 7, 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, August 4, 2023 ("Record Date"). The Company has completed dispatch of postal ballot notice electronically to its members on August 8, 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 countrywide circulation on August 9, 2023 and Punjabi Daily (being vernacular language of Punjab) "Rozana Spokesman" having wide circulation in Punjab on August 9, 2023.
3. The Members of the Company holding shares as on August 4, 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 September 7, 2023 through e-voting facility.
4. The Members of the Company holding shares as on August 4, 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 September 7, 2023 at 05:09 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 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 authorize initiation of an initial public offer process by way of an 'offer for sale' by Agilus Diagnostics Limited ("Agilus"), a material subsidiary of the Company.**

| Special Resolution |                       |               |                  |            |
|--------------------|-----------------------|---------------|------------------|------------|
| Particulars        | Number of Valid Votes |               |                  | Percentage |
|                    | e-Votes               | Postal Ballot | Total            |            |
| Assent             | 616623738             |               | 616623738        | 99.9981    |
| Dissent            | 11674                 |               | 11674            | 0.0019     |
| <b>Total</b>       | <b>616635412</b>      | -             | <b>616635412</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 amend the existing Shareholders Agreement between Agilus Diagnostics Limited (“Agilus”) and International Finance Corporation, Nylim Jacob Ballas India Fund III LLC, Resurgence PE Investments Limited (together, the “PE Investors”) and Fortis Healthcare Limited (“the Company”) as well as the Articles of Association of Agilus, and the execution, amendment and/or termination of any other agreements in furtherance of the proposed initial public offer of Agilus’s equity shares.

| Special Resolution |                       |               |                  |            |
|--------------------|-----------------------|---------------|------------------|------------|
| Particulars        | Number of Valid Votes |               |                  | Percentage |
|                    | e-Votes               | Postal Ballot | Total            |            |
| Assent             | 616306493             | -             | 616306493        | 99.9979    |
| Dissent            | 12678                 | -             | 12678            | 0.0021     |
| <b>Total</b>       | <b>616319171</b>      | <b>-</b>      | <b>616319171</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 Special Resolution, as the case maybe, 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. There solution shall be deemed to have been passed on September 7, 2023, being the last date of casting vote.

**Thanking You**  
**Yours’ Truly**

MUKESH  
KUMAR  
AGARWAL

Digitally signed by  
MUKESH KUMAR  
AGARWAL  
Date: 2023.09.08  
15:46:33 +05'30'

**CS Mukesh Kumar Agarwal**  
**M.No.F-5991;C.P.No.:3851**  
**Proprietor–Mukesh Agarwal & co**  
**Practicing Company Secretaries**  
**Date: 08/09/2023**  
**Place:New Delhi**  
**UDIN: F005991E000972825**

**Countersigned By**

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

**Date: 08/09/2023**  
**Place: Gurugram**

## Annexure-A

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

| Resol<br>ution | Mode         | Ballots<br>Received | Total<br>Shares  | Favour     |                  | Against   |              | Invalid     |          | Abstain   |             | Less<br>Voted |
|----------------|--------------|---------------------|------------------|------------|------------------|-----------|--------------|-------------|----------|-----------|-------------|---------------|
|                |              |                     |                  | Ballots    | Votes            | Ballots   | Votes        | Ball<br>ots | Votes    | Ballots   | Votes       |               |
| 1              | ELE          | 979                 | 616637756        | 886        | 616623738        | 77        | 11674        | 0           | 0        | *16       | 2275        | #69           |
|                | PHY          | 0                   | 0                | 0          | 0                | 0         | 0            | 0           | 0        | 0         | 0           | 0             |
|                | I POLL       | 0                   | 0                | 0          | 0                | 0         | 0            | 0           | 0        | 0         | 0           | 0             |
|                | <b>TOTAL</b> | <b>979</b>          | <b>616637756</b> | <b>886</b> | <b>616623738</b> | <b>77</b> | <b>11674</b> | <b>0</b>    | <b>0</b> | <b>16</b> | <b>2275</b> | <b>69</b>     |

\*There were 16(Sixteen) shareholders holding 2275 (Two Thousand Two Hundred and Seventy Five) Equity Shares who abstained from voting hence, not considered for above resolution.

# There was 2 (Two) shareholder holding 93 (Ninety Three) Equity shares, voted only for 24 (Twenty Four) Equity shares.

**Annexure-B**

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

| Res<br>oluti<br>on | Mode         | Ballots<br>Received | Total<br>Shares | Favour  |           | Against |       | Invalid     |       | Abstain |        | Less<br>Voted |
|--------------------|--------------|---------------------|-----------------|---------|-----------|---------|-------|-------------|-------|---------|--------|---------------|
|                    |              |                     |                 | Ballots | Votes     | Ballots | Votes | Bal<br>lots | Votes | Ballots | Votes  |               |
| 2                  | ELE          | 979                 | 616637756       | 876     | 616306493 | 82      | 12678 | 0           | 0     | *21     | 318534 | #51           |
|                    | 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> | 979                 | 616637756       | 876     | 616306493 | 82      | 12678 | 0           | 0     | 21      | 318534 | 51            |

\*There were 21 (Twenty One) shareholders holding 318534 ( Three Lacs Eighteen Thousand Five Hundred and Thirty Four) Equity Shares who abstained from voting hence, not considered for above resolution.

# There was 2 (Two) shareholder holding 93 (Ninety Three) Equity shares, voted only for 42 (Forty Two) Equity shares.

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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) | 07-09-2023                |
| Start time of the meeting                                                                   |                           |
| End time of the meeting                                                                     |                           |

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### Scrutinizer Details

|                                           |            |
|-------------------------------------------|------------|
| Name of the Scrutinizer                   | 532843     |
| Firms Name                                | FORTIS     |
| Qualification                             | CS         |
| Membership Number                         | F5991      |
| Date of Board Meeting in which appointed  | 04-08-2023 |
| Date of Issuance of Report to the company | 08-09-2023 |

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| Voting results                                                                      |                           |
|-------------------------------------------------------------------------------------|---------------------------|
| Record date                                                                         | 04-08-2023                |
| Total number of shareholders on record date                                         | 136943                    |
| <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)                                |                               |                    |                     | Special                                                                                                                                                                  |                          |                        |                                      |                                    |
| Whether promoter/promoter group are interested in the agenda/resolution? |                               |                    |                     | No                                                                                                                                                                       |                          |                        |                                      |                                    |
| Description of resolution considered                                     |                               |                    |                     | To authorize initiation of an initial public offer process by way of an 'offer for sale' by Agilus Diagnostics Limited ("Agilus"), a material subsidiary 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                      | 378811161          | 324316019           | 85.6142                                                                                                                                                                  | 324316019                | 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>                  |                    | 378811161           | 324316019                                                                                                                                                                | 85.6142                  | 324316019              | 0                                    | 100.0000                           |
| Public- Non Institutions                                                 | E-Voting                      | 140852870          | 57025276            | 40.4857                                                                                                                                                                  | 57013602                 | 11674                  | 99.9795                              | 0.0205                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                   | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                   | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | <b>Total</b>                  |                    | 140852870           | 57025276                                                                                                                                                                 | 40.4857                  | 57013602               | 11674                                | 99.9795                            |
| <b>Total</b>                                                             |                               | 754958148          | 616635412           | 81.6781                                                                                                                                                                  | 616623738                | 11674                  | 99.9981                              | 0.0019                             |
| <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 amend the existing Shareholders Agreement between Agilus Diagnostics Limited ("Agilus") and International Finance Corporation, Nylim Jacob Ballas India Fund III LLC, Resurgence PE Investments Limited (together the "PE Investors") and Fortis Healthcare Limited ("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                      | 378811161          | 323999788           | 85.5307                                                                                                                                                                                                                                                                                | 323999788                | 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>                  |                    | 378811161           | 323999788                                                                                                                                                                                                                                                                              | 85.5307                  | 323999788              | 0                                    | 100.0000                           |
| Public- Non Institutions                                                 | E-Voting                      | 140852870          | 57025266            | 40.4857                                                                                                                                                                                                                                                                                | 57012588                 | 12678                  | 99.9778                              | 0.0222                             |
|                                                                          | Poll                          |                    | 0                   | 0.0000                                                                                                                                                                                                                                                                                 | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | Postal Ballot (if applicable) |                    | 0                   | 0.0000                                                                                                                                                                                                                                                                                 | 0                        | 0                      | 0                                    | 0                                  |
|                                                                          | <b>Total</b>                  |                    | 140852870           | 57025266                                                                                                                                                                                                                                                                               | 40.4857                  | 57012588               | 12678                                | 99.9778                            |
| <b>Total</b>                                                             |                               | 754958148          | 616319171           | 81.6362                                                                                                                                                                                                                                                                                | 616306493                | 12678                  | 99.9979                              | 0.0021                             |
| <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    |              |