

MUKESH MANGLIK
Company Secretary
Membership No: FCS: 938

The Chairman,
Fortis Healthcare Limited
Escorts Heart Institute and Research Centre
Okhla Road
New Delhi - 110025

SCRUTINIZER'S REPORT

Dear Sir,

The Board of Directors of the Company at its meeting held on Thursday 13th November 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 variation in terms of appointment including remuneration of Mr. Malvinder Mohan Singh, Executive Chairman.

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 Friday 28th November, 2014 to its Members whose name(s) appeared on the Register of Members as on Friday, November 14, 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, November 14, 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 Saturday, 27 December, 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 462,788,914 Equity Shares of Rs 10 each amounting to Rs 462,78,89,140 as on 14th November, 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 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 399848882 votes (99.9993% of total valid polled votes)
Number of votes polled in favour of the Resolution No 2 is 380401039 votes (95.1355% of total valid polled votes)
Number of votes polled in favour of the Resolution No 3 is 379373054 votes (94.8784% of total valid polled votes)



Number of votes polled in favour of the Resolution No 4 is 384250058 votes (96.4575% of total valid polled votes)

Number of votes polled in favour of the Resolution No 5 is 69506417 votes (98.9276% of total valid polled votes)

Number of votes polled in favour of the Resolution No 6 is 386278296 votes (96.6055% 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: December 29, 2014




MUKESH MANGLIK
SCRUTINIZER
C.P. NO: 8476

**SUMMARY OF VOTING RESULTS FOR POSTAL BALLOT OF FORTIS HEALTHCARE LIMITED
NOVEMBER - DECEMBER 2014**

[A] Under E - Voting mode

Resolution No 1 - AMENDMENTS TO OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

Particulars	No. of		Paid up Value of Equity shares [Rs]	%age to Total Paid Up Value of net valid votes
	Shareholders	Equity Shares		
[a] Total no. of e-voters/votes	160	374035221	3740352210	
[b] Less: Abstain	4	485	4850	
[c] Net Valid votes	156	374034736	3740347360	100.0000
[d] Votes with Assent	146	374032386	3740323860	99.9994
[e] Votes with Dissent	12	2346	23460	0.0006

NOTE: Two shareholders have voted partially as assent and also partially as dissent
: One shareholder voted for 4 shares less

Resolution No 2 - ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

Particulars	No. of		Paid up Value of Equity shares [Rs]	%age to Total Paid Up Value of net valid votes
	Shareholders	Equity Shares		
[a] Total no. of e-voters/votes	160	374035221	3740352210	
[b] Less: Abstain	3	335	3350	
[c] Net Valid votes	157	374034886	3740348860	100.0000
[d] Votes with Assent	104	354584926	3545849260	94.8000
[e] Votes with Dissent	53	19449954	194499540	5.2000

NOTE: One shareholder voted for 6 shares less

Resolution No 3 - MAKING OF LOANS AND INVESTMENTS

Particulars	No. of		Paid up Value of Equity shares [Rs]	%age to Total Paid Up Value of net valid votes
	Shareholders	Equity Shares		
[a] Total no. of e-voters/votes	160	374035221	3740352210	
[b] Less: Abstain	3	335	3350	
[c] Net Valid votes	157	374034886	3740348860	100.0000
[d] Votes with Assent	90	353565776	3535657760	94.5275
[e] Votes with Dissent	68	20469105	204691050	5.4725

NOTE: One shareholder has voted partially as assent and also partially as dissent
: One shareholder voted for 5 shares less



Resolution No 4 - SELLING WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING

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	160	374035221	3740352210	
[b] Less: Abstain	9	1490021	14900210	
[c] Net Valid votes	151	372545200	3725452000	100.0000
[d] Votes with Assent	85	358441746	3584417460	96.2143
[e] Votes with Dissent	67	14103451	141034510	3.7857

NOTE: One shareholder has voted partially as assent and also partially as dissent
: One shareholder voted for 3 shares less

Resolution No 5 - APPROVE ENTERING INTO RELATED PARTY TRANSACTIONS

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	160	374035221	3740352210	
[b] Less: Abstain	9	329592164	3295921640	
[c] Net Valid votes	151	44443057	444430570	100.0000
[d] Votes with Assent	132	43698012	436980120	98.3236
[e] Votes with Dissent	21	745043	7450430	1.6764

NOTE: Two shareholders have voted partially as assent and also partially as dissent
: One shareholder voted for 2 shares less

Resolution No 6 - APPROVE VARIATION IN TERMS OF APPOINTMENT OF MR MALVINDER MOHAN SINGH

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	160	374035221	3740352210	
[b] Less: Abstain	4	635	6350	
[c] Net Valid votes	156	374034586	3740345860	100.0000
[d] Votes with Assent	91	360471251	3604712510	96.3738
[e] Votes with Dissent	65	13563334	135633340	3.6262

NOTE: One shareholder voted for 1 share less



[B] Under Physical mode**Resolution No 1 - AMENDMENTS TO OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION**

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	123	25817040	258170400	
[b] Less: Abstain	0	0	0	
[c] Net Valid votes	123	25817040	258170400	100.0000%
[d] Votes with Assent	118	25816496	258164960	99.9979%
[e] Votes with Dissent	5	544	5440	0.0021%

Resolution No 2 - ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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	123	25817040	258170400	
[b] Less: Abstain	2	183	1830	
[c] Net Valid votes	121	25816857	258168570	100.0000%
[d] Votes with Assent	115	25816113	258161130	99.9971%
[e] Votes with Dissent	6	744	7440	0.0029%

Resolution No 3 - MAKING OF LOANS AND INVESTMENTS

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	123	25817040	258170400	
[b] Less: Abstain	2	183	1830	
[c] Net Valid votes	121	25816857	258168570	100.0000%
[d] Votes with Assent	105	25807278	258072780	99.9629%
[e] Votes with Dissent	16	9579	95790	0.0371%



Resolution No 4 - SELLING WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING

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	123	25817040	258170400	
[b] Less: Abstain	2	183	1830	
[c] Net Valid votes	121	25816857	258168570	100.00000%
[d] Votes with Assent	109	25808312	258083120	99.96669%
[e] Votes with Dissent	12	8545	85450	0.0331%

Resolution No 5 - APPROVE ENTERING INTO RELATED PARTY TRANSACTIONS

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	123	25817040	258170400	
[b] Less: Abstain	2	183	1830	
[c] Net Valid votes	121	25816857	258168570	100.00000%
[d] Votes with Assent	107	25808405	258084050	99.9673%
[e] Votes with Dissent	14	8452	84520	0.0327%

Resolution No 6 - APPROVE VARIATION IN TERMS OF APPOINTMENT OF MR MALVINDER MOHAN SINGH

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	123	25817040	258170400	
[b] Less: Abstain	3	233	2330	
[c] Net Valid votes	120	25816807	258168070	100.00000%
[d] Votes with Assent	99	25807045	258070450	99.9622%
[e] Votes with Dissent	21	9762	97620	0.0378%



[C] Consolidated voting results [e-voting + physical mode]**Resolution No 1 - AMENDMENTS TO OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION**

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	283	399852261	3998522610	
[b] Less: Abstain	4	485	4850	
[c] Net Valid votes	279	399851776	3998517760	100.0000
[d] Votes with assent	264	399848882	3998488820	99.9993
[e] Votes with dissent	17	2890	28900	0.0007

NOTE: Two shareholders have voted partially as assent and also partially as dissent

: One shareholder voted for 4 shares less

Resolution No 2 - ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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	283	399852261	3998522610	
[b] Less: Abstain	5	518	5180	
[c] Net Valid votes	278	399851743	3998517430	100.0000
[d] Votes with assent	219	380401039	3804010390	95.1355
[e] Votes with dissent	59	19450698	194506980	4.8645

Note: One shareholder voted for 6 shares less

Resolution No 3 - MAKING OF LOANS AND INVESTMENTS

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	283	399852261	3998522610	
[b] Less: Abstain	5	518	5180	
[c] Net Valid votes	278	399851743	3998517430	100.0000
[d] Votes with assent	195	379373054	3793730540	94.8784
[e] Votes with dissent	84	20478684	204786840	5.1216

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

: One shareholder voted for 5 shares less



Resolution No 4 - SELLING WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING

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	283	399852261	3998522610	
[b] Less: Abstain	11	1490204	14902040	
[c] Net Valid votes	272	398362057	3983620570	100.0000
[d] Votes with assent	194	384250058	3842500580	96.4575
[e] Votes with dissent	79	14111996	141119960	3.5425

NOTE: One shareholder has voted partially as assent and also partially as dissent
: One shareholder voted for 3 shares less

Resolution No 5 - APPROVE ENTERING INTO RELATED PARTY TRANSACTIONS

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	283	399852261	3998522610	
[b] Less: Abstain	11	329592347	3295923470	
[c] Net Valid votes	272	70259914	702599140	100.0000
[d] Votes with assent	239	69506417	695064170	98.9276
[e] Votes with dissent	35	753495	7534950	1.0724

NOTE: Two shareholders have voted partially as assent and also partially as dissent
: One shareholder voted for 2 shares less

Resolution No 6 - APPROVE VARIATION IN TERMS OF APPOINTMENT OF MR MALVINDER MOHAN SINGH

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	283	399852261	3998522610	
[b] Less: Abstain	7	868	8680	
[c] Net Valid votes	276	399851393	3998513930	100.0000
[d] Votes with assent	190	386278296	3862782960	96.6055
[e] Votes with dissent	86	13573096	135730960	3.3945

NOTE: One shareholder voted for 1 share less



Details as per clause 35A of the Listing Agreement

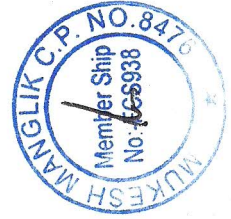
Resolution No 1 - AMENDMENTS TO OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION

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	330153948	330073545	99.9756	330073545	0	100.0000	0
[b] Public - Institutional	34500796	27252608	78.9912	27252608	0	100.0000	0
[c] Public - Others	98134170	42525619	43.3342	42522729	2890	99.9932	0.0068
[d] Total	462788914	399851772	86.4005	399848882	2890	99.9993	0.0007
RESULT -%age		99.9993	IN FAVOUR				
		0.0007	AGAINST				
		100.0000					

Resolution No 2 - ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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	330153948	330073545	99.9756	330073545	0	100.0000	0
[b] Public - Institutional	34500796	27252608	78.9912	7805032	19447576	28.6396	71.3604
[c] Public - Others	98134170	42525584	43.3341	42522462	3122	99.9927	0.0073
[d] Total	462788914	399851737	86.4005	380401039	19450698	95.1355	4.8645
RESULT -%age		95.1355	IN FAVOUR				
		4.8645	AGAINST				
		100.0000					





Resolution No 3 - MAKING OF LOANS AND INVESTMENTS

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	330153948	330073545	99.9756	330073545	0	100.0000	0
[b] Public - Institutional	34500796	27252608	78.9912	6788028	20464580	24.9078	75.0922
[c] Public - Others	98134170	42525585	43.3341	42511481	14104	99.9668	0.0332
[d] Total	462788914	399851738	86.4005	379373054	20478684	94.8784	5.1216

RESULT -%age

94.8784 IN FAVOUR
5.1216 AGAINST
100.0000

Resolution No 4 - SELLING WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING

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	330153948	330073545	99.9756	330073545	0	100.0000	0
[b] Public - Institutional	34500796	25763322	74.6746	11663110	14100212	45.2702	54.7298
[c] Public - Others	98134170	42525187	43.3337	42513403	11784	99.9723	0.0277
[d] Total	462788914	398362054	86.0786	384250058	14111996	96.4575	3.5425

RESULT -%age

96.4575 IN FAVOUR
3.5425 AGAINST
100.0000



Resolution No 5 - APPROVE ENTERING INTO RELATED PARTY TRANSACTIONS									
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	330153948	0	0	0	0	0	0		
[b] Public - Institutional	34500796	27252608	78.9912	26510561	742047	97.2772	2.7228		
[c] Public - Others	98134170	43007304	43.8250	42995856	11448	99.9734	0.0266		
[d] Total	462788914	70259912	15.1818	69506417	753495	98.9276	1.0724		
RESULT -%age		98.9276 IN FAVOUR							
		1.0724 AGAINST							
		100.0000							
Resolution No 6 - APPROVE VARIATION IN TERMS OF APPOINTMENT OF MR MALVINDER MOHAN SINGH									
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	330153948	330073545	99.9756	330073545	0	100.0000	0		
[b] Public - Institutional	34500796	27252608	78.9912	13696209	13556399	50.2565	49.7435		
[c] Public - Others	98134170	42525239	43.3338	42508542	16697	99.9607	0.0393		
[d] Total	462788914	399851392	86.4004	386278296	13573096	96.6055	3.3945		
RESULT -%age		96.6055 IN FAVOUR							
		3.3945 AGAINST							
		100.0000							