

FMHL/SEC/AGM/JULY'25

July 04, 2025

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

Sub: Notice convening the 34th Annual General Meeting and Annual Report for the Financial Year 2024-25

Dear Sir/Madam,

This is to inform that the 34th Annual General Meeting (“AGM”) of the Company will be held on **Wednesday, 30th July, 2025 at 02.00 p.m. (IST)** through Video Conferencing/ Other Audio Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the **Notice of 34th AGM** and the **Annual Report** of the Company for the financial year 2024-25, which is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Share Transfer Agent (‘RTA’)/Depository Participant(s) (‘DPs’) and letter containing the Company’s weblink to access the Annual Report of FY 2024-25 is being sent through ordinary post to those Members whose email addresses are not registered with the Company/ RTA/ DPs.

A schedule of events relating to AGM is set out below: -

Event	Date	Time
Cut-off date to determine the eligibility of the shareholders to cast their votes on AGM resolutions	July 23, 2025	Not Applicable
Commencement of e-Voting	July 25, 2025	9.00 A.M (IST)
End of e-Voting	July 29, 2025	5.00 P.M (IST)
Annual General Meeting	July 30, 2025	2.00 P.M (IST)

The Annual Report and the AGM Notice is also uploaded on the Company’s website www.fortismalarhospitals.com.

This is for your information and records.

Thanking you,

Yours Sincerely,
For **Fortis Malar Hospitals Limited**

Vinti Verma
Company Secretary & Compliance Officer
ICSI M. No. A44528

Encl.: As above

FORTIS MALAR HOSPITALS LIMITED

Regd. Office: Fortis Hospital, Sector 62, Phase – VIII, Mohali – 160062 **Tel:** +91 172 5096001 **Fax:** +91 172 5096002

CIN: L85110PB1989PLC045948 **Email:** secretarial.malar@malarhospitals.in

Website: www.fortismalarhospital.com

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Email Id: secretarial.malar@malarhospitals.in **Website:** www.fortismalarhospital.com

NOTICE

Notice is hereby given that the **34th Annual General Meeting** of **Fortis Malar Hospitals Limited** will be held on **Wednesday, July 30, 2025 at 2.00 P.M.** (IST) through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") Facility to transact following business(es):

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Richa Singh Debgupta (DIN: 08891397), who retires by rotation and being eligible, offers herself for re-appointment as a Director.

SPECIAL BUSINESS

3. To Regularize the appointment of Dr. Ritu Garg (DIN: 07202866) as a Non-Executive Non-Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17 of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in terms of the Articles of Association ("AOA") of the Company and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Dr. Ritu Garg (DIN: 07202866) be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, effective from the original date of appointment i.e. May 06, 2025.

RESOLVED FURTHER THAT the Board of Directors or any Committee(s) of the Board of Directors of the Company, be and are hereby severally authorised to do all such act, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution"

4. To ratify the remuneration of Cost Auditors for the financial year ended March 31, 2025 and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Cost Records and Audit) Rules, 2014, and as per the recommendation of the Audit & Risk Management Committee and the Board of Directors, remuneration up to Rs. 75,000/- (Rupees Seventy-Five Thousand only) plus out of pocket expenses and taxes, being paid to M/s. Jitender, Navneet & Co., (Firm Registration No.: 000119), Cost Auditors, to conduct the audit of the cost records of the Company, for the Financial Year ended March 31, 2025, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To appoint and fix the remuneration of Secretarial Auditors and in this regard and to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

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from time to time read with the provisions of Section 204 of the Companies Act, 2013 & Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any amendment, modification or variation thereof for the time being in force and as per the recommendation of the Audit & Risk Management Committee and the Board of Directors, M/s Mukesh Agarwal & Co., Practicing Company Secretaries (C.P. No. 3851), who is a peer reviewed Company Secretary in practice and submitted his consent to act as Secretarial Auditors of the Company, be and are hereby appointed as the Secretarial Auditors of the Company, for a term of five consecutive years commencing from Financial Year April 1, 2025 to March 31, 2030, at such remuneration as specified in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company."

By **the Order of the Board**
For Fortis Malar Hospitals Limited

Sd/-

Vinti Verma

Date: May 15, 2025

Company Secretary

Place: Gurugram

Membership No.: A44528

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out all material facts concerning the special business under Item Nos. 3, 4 & 5 of the accompanying Notice of the 34th Annual General Meeting ("Notice"), is annexed hereto and forms part of this Notice. The Board of Directors of the Company at its meeting held on **May 15, 2025** considered that the special business under Item Nos. 3, 4 & 5 being considered unavoidable, be transacted at the 34th Annual General Meeting (**34th AGM**) of the Company through Video Conferencing/ Other **Audio-Visual Means ("VC/ OAVM")**.

2. General instructions for accessing and participating in the 34th AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

- a. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 ("**MCA Circulars**"), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025.

In compliance with the provisions of the Companies Act, 2013 read with the Securities and Exchange Board of India ("SEBI") circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 ("**SEBI Circular**") has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations") along with the relevant Circulars, accordingly the 34th AGM of the Company is being conducted through VC/ OAVM facility, without the physical presence of members at a common venue. The deemed venue for the 34th AGM shall be the Registered Office of the Company.

- b. As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 12th December, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- c. In line with the MCA Circulars and SEBI Circulars, the Notice of 34th AGM will be available on the website of the Company at www.fortismalarhospital.com on the website of BSE Limited at www.bseindia.com and also on the website of NSDL at www.evoting.nsdl.com.

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- d. NSDL will be providing facility for voting through remote e-Voting for participation at 34th AGM through VC/OAVM Facility and e-Voting during 34th AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as an authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- e. Members may join 34th AGM through VC/OAVM Facility by following the procedure as mentioned in the notice, which shall be kept open for the Members from 13:30 p.m. (IST) i.e. 30 minutes before the time scheduled to start the 34th AGM.
- f. Members may note that the VC/OAVM Facility, provided by NSDL, allows participation of upto 2,500 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Auditors, Directors, Key Managerial Personnel, the Chairpersons of the Audit & Risk Management Committee, the Nomination & Remuneration Committee and the Stakeholders Relationship Committee etc. can attend 34th AGM without any restriction on account of first-come-first-served principle.
- g. Attendance of the Members participating in 34th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- h. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read

with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at 34th AGM and facility for those Members participating in 34th AGM to cast vote through e-Voting system during 34th AGM.

3. The instructions for members for remote e-voting and joining AGM are as under: -

The remote e-voting period begins on Friday, July 25, 2025 at 9:00 A.M. (IST) and ends on Tuesday, July 29, 2025 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, July 23, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Wednesday, July 23, 2025 and the person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store   Google Play 

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Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user, your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

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3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below: -

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- a. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- c. Now you are ready for e-Voting as the Voting page opens.
- d. Cast your vote by selecting appropriate options i.e. assent/for or dissent/against, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- e. Upon confirmation, the message "Vote cast successfully" will be displayed.
- f. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- h. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to magarwalandco@gmail.com with a copy marked to evoting@nsdl.co.in & secretarial.malar@malarhospitals.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.co.in

4. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:

- a. In case shares are held in physical mode, members are requested to provide duly filled and signed form ISR-1, Folio No., scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial.malar@malarhospitals.in.
- b. In case shares are held in Demat mode, members are requested to register/ update their email address with their respective DPs.
- c. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by the Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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5. THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. In case of any query and/ or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and e-Voting user manual available at the download section of www.evoting.nsdl.com or call on 022-4886 7000 or send an e-mail to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com.

6. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b. Members are encouraged to join the Meeting through Laptops for better experience.
- c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e. Members can submit questions in advance with regard to the financial statements or any other matters, from their registered email address by mentioning their name, DP ID-Client ID, folio number and mobile number, on the Company's email address secretarial.malar@malarhospitals.in. Members can submit their questions from Friday, July 25, 2025 to Monday, July 28, 2025.
- f. Members who would like to express their views or ask questions during the AGM may get registered themselves by sending an e-mail from their registered e-mail id at secretarial.malar@malarhospitals.in by mentioning their name, folio no./ DP ID & Client ID, shareholding and mobile no. The speaker registration will be open from Friday, July 25, 2025 to Monday, July 28, 2025. Only those members who are registered as speakers will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers depending upon availability of time as appropriate for smooth conduct of the AGM.
- g. Shareholders who will participate in the AGM through VC/OAVM can also pose question/feedback through question box option. Such questions by the Members shall be taken up during the meeting or shall be replied suitably, after the meeting by the Company.
- h. Institutional Investors who are Members of the Company, are encouraged to attend and vote in the 34th AGM through VC/OAVM Facility.

7. Other Guidelines for Members:

- a. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut- off date of **Wednesday, July 23, 2025**.
- b. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the

NOTICE (Contd.)

Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. **Wednesday, July 23, 2025**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **Wednesday, July 23, 2025** may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by depositories as on the Cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the Meeting and the person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- d. Mr. Mukesh Agarwal, Company Secretary in Whole time Practice (C.P. No. 3851), has been appointed as the Scrutinizer to scrutinize remote e-Voting process and casting vote through e-Voting system during the Meeting in a fair and transparent manner.
- e. During 34th AGM, the Chairman shall, after response to questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-Voting system. After the Members participating through VC/OAVM Facility, eligible and interested to cast votes, have cast the votes, the e-Voting as well as AGM will be closed.
- f. The Scrutinizer shall after the conclusion of e-Voting at the 34th AGM, first download votes cast at the AGM and thereafter unblock votes cast through remote

e-Voting and shall make a consolidated scrutinizer's report of total votes cast in favor or against, invalid votes, if any, and whether resolution(s) has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within two working days from the conclusion of 34th AGM, who shall then countersign and declare the result of voting forthwith.

- g. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.fortismalarhospital.com and on the website of NSDL at www.evoting.nsdl.com immediately after declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited also.
8. Pursuant to the MCA Circulars and SEBI Circulars, the Notice of 34th AGM along with the Annual Report for the year 2024-25 is being sent by electronic mode to those Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs), Additionally, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

The shareholders whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of 34th AGM and Annual Report for the year 2024-25 and all other communication sent by the Company, and to participate in the AGM / procuring User ID & password for voting in the AGM, can get their email address registered by following the steps as given below:

- a. In case shares are held in physical mode, members are requested to provide duly filled and signed form ISR-1, Folio No., scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial.malar@malarhospitals.in.

NOTICE (Contd.)

- b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
9. Notice of 34th AGM and Annual Report for the year 2024-25 including therein the Audited Financial Statements for the year, will be available on the website of the Company at www.fortismalarhospital.com and the website of Stock Exchange at BSE Limited at www.bseindia.com. The Notice of 34th AGM will also be available on the website of NSDL at www.evoting.nsdl.com.
10. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from concerned Depository Participant and holdings should be verified from time to time.
11. (a) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- (b) In compliance of SEBI Circular dated June 10, 2024, read with SEBI Master Circular for RTA dated May 07, 2024, the security holders holding securities in physical form are hereby advised to update/ register their PAN, Contact Details (i.e. postal address with PIN and mobile no.), Bank Account Details and Specimen Signatures. Further, any grievances/ services request shall be entertained by RTA/ Company only after furnishing PAN and KYC Details. Further, any payment including dividends, interest (if any) in respect of folios, where PAN or KYC details are not updated, shall be made only through electronic mode.
- (c) Online Dispute Resolution (ODR) Portal is introduced by SEBI vide its Master Circular SEBI/ HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.
12. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
- Electronic copy of all documents referred to in the accompanying Notice of 34th AGM and Explanatory Statement shall be available for inspection in the Investor Section of website of Company www.fortismalarhospital.com
13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice and Annual Report will be available for inspection electronically by the members of the Company during the AGM. All other documents referred to in the Notice and Annual Report will also be available for electronic inspection without payment of any fee by the members from the date of circulation of this notice up to the date of AGM i.e. July 30, 2025. Members seeking to inspect such documents can send an email on secretarial.malar@malarhospitals.in.
14. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the AGM, are detailed in Annexure-I of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment. In terms of the provisions of Section 152 of the Act, Ms. Richa Singh Debgupta, retire by rotation at this Meeting, offered herself for re-appointment. The Board of Directors of the Company recommended her re-appointment. Ms. Richa Singh Debgupta is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to her re-appointment. The relatives of Ms. Richa Singh Debgupta, Director may be deemed to be interested in the resolution set out at Item Nos. 2 of this Notice to the extent of her shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key

NOTICE (Contd.)

Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item No. 2 of this Notice.

15. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in the Corporate Governance' by allowing paperless compliance by companies. Also, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permits companies to send soft copies of Annual Report to all those shareholders who have registered their email address for the said purpose. Members are requested to support this Green Initiatives by registering / updating their e-mail address for receiving electronic communications. The Notice for Annual General Meeting along with the Annual Report of the Company will be made available on the Company's website – www.fortismalarhospital.com
16. The results on resolutions shall be declared on or before closing business hours i.e. 06:00 p.m. on Friday, August 1, 2025 at 3rd Floor, Tower A, Unitech Business Park, Block - F, South City 1, Sector – 41, Gurgaon, Haryana – 122001 and the same along with scrutinizer's report shall also be available on the website of the Company and on the website of NSDL and that of BSE. The resolutions will be deemed to be passed on the Annual General Meeting date subject to receipt of the requisite number of votes in favor of the resolutions.

NOTICE (Contd.)

EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 read with SEBI (listing Obligations and disclosure requirements) regulation, 2015)

Item No. 3

The members are informed that based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association ("AOA") of the Company, had appointed Dr. Ritu Garg (DIN: 07202866) as an Additional Non-Executive Non-Independent Director of the Company w.e.f. May 06, 2025 liable to retire by rotation subject to the approval of the members, in terms of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 17(1C) of Listing Regulations, Dr. Ritu Garg shall hold office until the date of next General Meeting or for a period of three months from the date of her appointment, whichever is earlier. Accordingly, the Board of Directors has recommended to regularize the appointment of Dr. Garg as Non-Executive Non-Independent Director of the Company.

In line of Above, the details of Dr. Ritu Garg are provided in the "Annexure- I" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Further, pursuant to provisions of Section 160 of the Act, the Company has received notice in writing from a member proposing the candidature of Dr. Ritu Garg.

Except Dr. Ritu Garg and her relatives, being the appointee, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way financially or otherwise, concerned or interested, in the said resolution, except to the extent of their shareholding, if any.

The Board of Directors of the Company recommends the resolution set out in Item No. 3 in the accompanying Notice for approval by the Members as an Ordinary Resolution.

Item No. 4

The Board, on the recommendation of the Audit & Risk Management Committee, has approved the appointment and remuneration of the M/s. Jitender, Navneet & Co, Cost Accountants as the Cost Auditors to conduct the audit of the

cost records of the Company, for the financial year ended on March 31, 2025 as per the following details:

Name of the Cost Audit Firm	Amount (In Rs.)
M/s. Jitender, Navneet & Co, Cost Accountants	Upto 75,000/- (plus out of pocket expenses and taxes)

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit & Risk Management Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended March 31, 2025.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except to the extent of their respective shareholding, (if any).

The Board recommends the Ordinary Resolution set out in the accompanying this Notice for approval by the Members.

Item No. 5

In terms of the provisions of Section 204 and other applicable provisions, if any, of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Regulation 24A and other applicable provisions, if any, of the SEBI Listing Regulations, the Company is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditors who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five (5) consecutive years.

Accordingly, after evaluating and considering various factors such as industry experience, competence of the audit team efficiency in conduct of audit, independence, etc., the Board of Directors of the Company has, based on the recommendation of the Audit & Risk Management Committee, at its meeting held on May 15, 2025, recommended the appointment of M/s

NOTICE (Contd.)

Mukesh Agarwal & Co., Practicing Company Secretaries (C.P. No. 3851) as Secretarial Auditors of the Company subject to the approval of members of the company.

Term of Appointment: Appointment for a term of 5 (Five) consecutive years from Financial Year April 1, 2025 to March 31, 2030. The proposed fees payable to the Secretarial Auditors is upto Rs. 55,000/- (Rupees fifty-five thousand only) per year plus out of pocket expenses for the first year and for subsequent years, the same is subject to revision, if any, as mutually agreed between the Board and the Auditors. Since, M/s Mukesh Agarwal had conducted the secretarial audit in the previous financial year (i.e. 2023-2024) accordingly there is no material change in the fees payable to such auditor in the current financial year.

Brief Profile: M/s Mukesh Agarwal & Co. is first of its kind, a mega-firm of Company Secretaries in Practice a Peer Reviewed Company Secretary Firm having wide expertise in the legal, secretarial and financial arena. The firm has been created by several highly experienced practicing professionals having wide range of domain expertise with an aim of providing its clientele multi-disciplinary, multi-geographic, high quality, legal, financial & secretarial services in a cost effective and simplified manner.

Considering the profile of the firm and practicing professionals associated with the firm, it has been recommended to appoint M/s Mukesh Agarwal & Co. as the Secretarial Auditors of the Company. The Board of Directors in its meeting held on May 15, 2025 have proposed to approve the appointment by way of passing an Ordinary Resolution.

M/s Mukesh Agarwal & Co. , had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in clause (a) of Regulation 24A(1A) of SEBI Listing Regulations including the test of independence and have further confirmed that they have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice except to the extent of their respective shareholding, (if any).

The Board recommends the Ordinary Resolution set out in the accompanying Notice for approval by the Members.

**By the Order of the Board
For Fortis Malar Hospitals Limited**

Date: May 15, 2025
Place: Gurugram

Sd/-
Vinti Verma
Company Secretary
Membership No.: A44528

NOTICE (Contd.)

ANNEXURE- I

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard-2]

SR. No.	Particulars	Ms. Richa Singh Debgupta	Dr. Ritu Garg
1)	Age	49	46
2)	Qualification	M.B.A., Healthcare & Hospital Management, Indian Institute of Health Management Research, Jaipur B.Sc. ASR (Audiology & Speech Rehabilitation), Bombay University, Mumbai	- Bachelor of Surgery (MBBS) and Master of Surgery (MS) ENT – Lady Harding Medical College. - Post Graduate Programme in Business Management – Indian School of Business, Hyderabad
3)	Brief Profile/resume, Nature of Expertise in specific functional areas and Capabilities for the Role	Ms. Richa Singh Debgupta, a seasoned healthcare professional has more than 25 years of industry experience spanning operations, marketing, strategy, commissioning of hospitals and post-merger & acquisition integration in healthcare Industry. She has been associated with Fortis Group for last 15 years in senior leadership position. Currently she holds the position of Chief of Strategy & Operations with the group. Before joining Fortis, Ms. Richa has worked with some of the best healthcare brands in Indian Healthcare Industry, wherein she was working on designing and commissioning various healthcare delivery formats starting from primary healthcare chains to single speciality and quaternary care hospitals. Ms. Richa started her career as a Rehabilitation professional before moving on to complete a stint in hospital management and then transiting successfully into hospital and healthcare management in year 2000. She holds a bachelor's degree in Rehabilitation field and master's in hospital and healthcare management from Indian Institute of Healthcare Management, a WHO collaborating Institute. Ms. Richa has been very passionate about sustainability and in 2013 was awarded by the President of India for running the most energy-efficient hospital in India. She was also recognized as Best Women Healthcare Leader by ABP News in 2015. She has been conferred as "Women of Impact" 2023 by FICCI (Federation of Indian Chambers of Commerce & Industries) ladies wing.	Dr. Ritu Garg, aged 46, is an accomplished healthcare leader with over a decade of experience at Fortis group, one of India's leading hospital chains. With a strong background in strategy, operations, and managing complex healthcare environments, she has successfully led business turnarounds, developed world-class medical programs and collaborated closely with top clinicians across the country. Dr. Garg is an ENT surgeon with a management degree from ISB Hyderabad and has a keen interest in digital health. She played a pivotal role in leading the Fortis Memorial Research Institute, the flagship hospital of the Fortis network, driving substantial growth and transformation. Passionate about innovation, people and value-driven healthcare, Dr. Garg continues to make meaningful contributions to the evolving healthcare landscape
4)	Experience	29 years	20 years
5)	Directorships held in other listed companies* (excluding Private Limited Companies, Section 8 Companies, Foreign Companies & LLP's) as well as other Indian Companies	- Fortis Hospitals Limited - Fortis Health Management Limited - Association of Hospitals of Eastern India - Artistry Properties Private Limited - Escorts Heart and Super Speciality Hospital Limited	- Escorts Heart and Super Speciality Hospital Limited - Adayu Mindfulness Limited - Fortis Hospotel Limited

NOTICE (Contd.)

SR. No.	Particulars	Ms. Richa Singh Debgupta	Dr. Ritu Garg
6)	Memberships/ Chairmanships of committees of as on date (includes only Audit & Risk Management Committee and Stakeholders Relationship Committee) [along with listed entities from which the person has resigned in the past three years]	None	None
7)	shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	As on the date of this notice, the director who is seeking appointment do not hold any shares in the Company.	As on the date of this notice, the director who is seeking appointment do not hold any shares in the Company.
8)	Disclosure of Relationship with Directors inter-se and KMP's	There is no inter-se relationship between the director who is seeking appointment vide this postal ballot and other Directors / KMP's of the Company.	There is no inter-se relationship between the director who is seeking appointment vide this postal ballot and other Directors / KMP's of the Company.
9)	Date of Appointment (Original)	October 10, 2023	May 06, 2025
10)	Terms and Conditions of Appointment	Ms. Richa Singh Debgupta and Dr. Ritu Garg have been appointed in terms of the provisions of Act and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force. In addition, they are also responsible to undertake the roles and responsibilities assigned by the Board from time to time.	
11)	Details of proposed remuneration and the remuneration last drawn, if any	NA since neither any remuneration has been drawn from the company in the past nor any remuneration is proposed for upcoming years.	
12)	No. of Board Meetings Attended in FY 2024-25*	6	-



ANNUAL REPORT
2024-25

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BSE code: 523696

AGM date: July 30, 2025

AGM mode: Video Conferencing ("VC") /
Other AudioVisual Means ("OAVM")

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CORPORATE INFORMATION

Board of Directors

Mr Daljit Singh, Chairman
Mr Chandrasekar Ramaswamy
Ms Shailaja Chandra
Ms Suvalaxmi Chakraborty
Ms Richa Singh Debgupta
Dr Ritu Garg

Company Secretary and Compliance Officer

Ms Vinti Verma

Chief Financial Officer

Mr Pradeep Kumar Malhotra

Statutory Auditors

B S R & Co. LLP
Chartered Accountants
Building No. 10, 12th Floor,
Tower-C, DLF Cyber City, Phase-II,
Gurugram-122002, India
Tel: +91 124 719 1000
Fax: +91 124 2358613

Registered Office

Fortis Hospital, Sector 62, Phase VIII,
Mohali, Punjab, India-160062
Ph.: +91-172-5096001
Fax: +91-172-5096002
Email Id: secretarial.malar@malarhospitals.in
Website: www.fortismalarhospital.com

Registrar and Transfer Agent

KFin Technologies Limited
Selenium Building, Tower B,
Plot No. 31-32, Gachibowli,
Financial District, Nanakramguda,
Hyderabad, Telangana - 500032
Phone No. - +91 40 6716 2222
E-mail: einward.ris@kfintech.com
Website: www.kfintech.com



BOARD OF DIRECTORS



Mr Daljit Singh

Non-Executive Non-Independent
Director and Chairman



Ms Suvalaxmi Chakraborty

Independent Director



Mr Chandrasekar Ramaswamy

Whole-time Director



Ms Shailaja Chandra

Independent Director



Dr Ritu Garg

Non-Executive
Non-Independent Director



Ms Richa Singh Debgupta

Non-Executive
Non-Independent Director

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting their 34th Annual Report of Fortis Malar Hospitals Limited (“the Company”) along with Audited Standalone and Consolidated Financial Statements and Auditors’ Report thereon for the Year ended March 31, 2025.

FINANCIAL RESULTS

The highlights of Consolidated Financial Performance of your Company are as follows:

(₹ in Lakhs)

Particulars	Consolidated	
	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from Operations	0.00	5,900.88
Other Income	271.72	695.08
Total Income	271.72	6,595.96
Total Expenses	213.89	6,021.15
Profit before Finance Charges, Taxes, Depreciation & Amortisation (EBITDA)	57.83	574.81
Less: Finance Charges, Depreciation & Amortisation	1.02	1,366.47
Profit / (Loss) before exceptional item and tax	56.81	(791.66)
Exceptional items	0.00	5,792.63
Profit / (Loss) before tax	56.81	5,000.97
Less: Tax Expenses	17.61	468.49
Profit / (Loss) for the year	39.20	4,532.48
Other Comprehensive Income (Net of Taxes)	0.00	(2.77)
Total Comprehensive Income/ (Loss) for the year	39.20	4,529.71

The highlights of Standalone financial Performance of your Company are as follows:

(₹ in Lakhs)

Particulars	Standalone	
	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from Operations	0.00	5,900.88
Other Income	271.72	887.42
Total Income	212.11	6,788.30
Total Expenses	212.10	6,019.88
Profit before Finance Charges, Taxes, Depreciation & Amortisation (EBITDA)	59.61	768.42
Less: Finance Charges, Depreciation & Amortisation	1.02	1366.47
Profit / (Loss) before exceptional item and tax	58.59	(598.05)
Exceptional items	0.00	5,792.63
Profit / (Loss) before tax	58.59	5,194.58
Less: Tax Expenses	17.59	466.90
Profit / (Loss) for the year	41.00	4,727.68
Other Comprehensive Income (Net of Taxes)	0.00	(2.77)
Total Comprehensive Income/ (Loss) for the year	41.00	4,724.91

BOARD'S REPORT (Contd.)

STATE OF COMPANY'S AFFAIR, OPERATING RESULTS AND PROFITS

Your Company achieved a consolidated total income of ₹ 2.72 Crores during the current year as against ₹ 65.96 Crores in the corresponding financial year ended March 31, 2024. EBITDA for the year stood at ₹ 0.58 Crores compared to ₹ 5.75 Crores for the previous corresponding year. The Profit after exceptional item and before tax for the period stood at ₹ 0.57 Crores as against ₹ 50.01 Crores during the corresponding year. Profit for the year stood at ₹ 0.39 Crores in the current financial year compared to ₹ 45.32 Crores in the previous year.

Post the slump sale transaction, the Company ceases to have any business operations. Currently, the management of the Company has no visibility of commencing any new business operations in the future and the Company's management and Board of Directors, in consultation with its legal advisors/ merchant bankers, is evaluating various corporate restructuring options for the future possible course of actions for the Company and is progressing with the finalisation of plan.

SIGNIFICANT MATTERS DURING THE YEAR UNDER REVIEW

OPEN OFFER

Pursuant to execution of Share Subscription Agreement dated July 13, 2018 ("SSA"), Northern TK Venture Pte Limited ("NTK" or the "Acquirer"), a wholly owned subsidiary of IHH Healthcare Berhad ("IHH"), subscribed to 235,294,117 new equity shares of Fortis Healthcare Limited ("FHL") with a face value of ₹ 10 each ("Subscription Shares"), constituting approximately 31.1% of the total voting equity share capital of FHL on a fully diluted basis ("Expanded Voting Share Capital") for a total consideration of ₹ 4,000 Crores and FHL issued and allotted Subscription Shares by way of preferential allotment in accordance with the terms of SSA ("Subscription"). As a consequence of Subscription, the Acquirer together with IHH and Parkway Pantai Limited ("PPL"), collectively made a mandatory open offer, by filing a public announcement dated July 13, 2018 to carry out the following:

A. A mandatory open offer for acquisition of up to 197,025,660 equity shares of face value of ₹ 10 each in FHL, representing additional 26% the Expanded Voting Share Capital of FHL, at a price of not less than ₹ 170 per share ("Fortis Open Offer") or such higher price as required under the Securities and Exchange Board of India ("SEBI") (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations"); and

B. In light of the acquisition of the controlling stake of FHL, a mandatory open offer for acquisition of up to 4,894,308 fully paid up equity shares of face value of ₹ 10 each in Fortis Malar Hospitals Limited ("Malar"), representing 26% of the paid-up equity shares of Malar at a price of ₹ 60.10 per share ("Malar Open Offer"). Malar Open Offer is subject to the completion of the Fortis Open Offer. In the FY 2024-25, Malar has declared & paid interim dividend of ₹ 40 per equity share and final dividend of ₹ 2.50 per equity share to its shareholders. Pursuant to such declaration and in terms of Regulation 8(9) of the SEBI (SAST) Regulations, Acquirer and Persons Acting in Concert ("PACs") have decided to adjust Malar Open Offer price from ₹ 60.10 per equity share to ₹ 17.6 per equity share.

The Hon'ble Supreme Court of India had on December 14, 2018, passed an order ("Status Quo Order") directing "status quo with regard to sale of the controlling stake in Fortis Healthcare to Malaysian IHH Healthcare Berhad be maintained". In light of the Status Quo Order, Fortis Open Offer and Fortis Malar Open Offer were put on hold until further order(s)/ clarification(s)/ direction(s) issued by the Hon'ble Supreme Court of India. Vide its order dated November 15, 2019, the Hon'ble Supreme Court had issued suo-moto contempt notice to, among others, FHL and directed its Registry to register a contempt petition regarding alleged violation of the Status Quo Order ("**Contempt Petition**").

Petitions before the Hon'ble Supreme Court including Contempt Petition have been disposed of vide judgement dated September 22, 2022 ("Judgement"). No finding of contempt has been made against FHL or its independent directors. Based on legal advice, FHL is of the clear view that the Status Quo Order dated December 14, 2018, no longer exists. IHH/ NTK is simultaneously seeking legal counsel for pursuing and securing the Open Offer.

In the Judgement, Hon'ble Supreme Court has passed certain directions, inter-alia, that the Hon'ble High Court of Delhi may consider issuing appropriate process and appointing forensic auditor(s) to analyze the transactions entered into between FHL and RHT and other related transactions. The stated position of FHL is that these transactions were done in compliance with applicable laws, post requisite corporate and regulatory approvals and necessary disclosures/ announcements. Currently, it is vehemently opposing the application filed by Daiichi before the High court for appointment of forensic auditor.

BOARD'S REPORT (Contd.)

DIVIDEND AND TRANSFER TO RESERVES

During the financial year the Company has not transferred any amount to General Reserves.

Post divestment the Company doesn't have any business operations and the proceeds of the sale consideration would be distributed among the shareholders of the Company in such forms and manners, in compliance with the applicable laws as may be amended from time to time, as the Board will consider necessary and in the best interest of the shareholders of the Company. In view of the above during the financial year under review, the Board has declared & paid an interim dividend of ₹ 40 per equity share on the fully paid up 1,87,41,759 equity shares amounting to ₹ 74,96,70,360 (Rupees Seventy Four Crores Ninety Six Lakhs Seventy Thousand Three Hundred and Sixty Only) in the meeting of Board of Directors held on April 12, 2024 (adjourned from April 8, 2024).

Further, the Members in the Annual General Meeting held on July 31, 2024 had approved the final dividend of ₹ 2.50 per equity share on the fully paid up 1,87,41,759 equity shares amounting to ₹ 4,68,54,397.50 (Rupees Four Crore Sixty Eight Lakhs Fifty Four Thousand Three Hundred Ninety Seven and Fifty Paise), the same has been paid within stipulated timelines.

Thereafter, upon the payment of this final dividend, the Company has exhausted its free reserves for the purposes of distribution to the shareholders and shall be utilising the remaining funds to meet its ongoing expenses in relation to the running of the Company as well as for contingencies, if any.

No final dividend has been considered for the Financial Year 2024-25.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of your Company which have occurred between the end of FY 2024-25 and date of this report.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintained an internal control system designed to commensurate with the nature of business and complexity of operations. It was monitored by the management to provide reasonable assurance on the achievement of objectives, effectiveness and efficiency of operations, reliability of financial reporting and compliance with applicable laws and regulations.

DETAILS OF SUBSIDIARY

During the year under review, your Company has only one subsidiary Company i.e. Malar Stars Medicare Limited, which has initiated the process to convert itself to Section 8 company as per the provisions of the Companies Act, 2013. The application for conversion was submitted subsequent to the current financial year ended on March 31, 2025.

The Board of Directors has adopted a policy for determining "material subsidiary" pursuant to Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy is available at <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

Basis the Consolidated Audited Financial Statements of the Company for FY 2024-25, your Company has no "material subsidiary" in terms of the said policy and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, no subsidiary/Joint venture/ Associate Companies has been added or ceased during the period under review.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY COMPANY

The Consolidated financial statements of your Company and its subsidiary, prepared in accordance with applicable Indian Accounting Standards as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013, forms part of the Annual Report. In terms of Section 136 of the Companies Act, 2013, financial statements of the subsidiary company will be provided to any shareholder of the Company who asks for it and said financial statements will also be kept open for inspection at the registered office of the Company and that of subsidiary. The Performance and financial position along with contribution of the subsidiary to the overall performance of your Company which is also included in the Consolidated Financial Statements of the Company is enclosed herewith as "Annexure-I" in the prescribed format in Form AOC-1.

LOANS / ADVANCES / INVESTMENTS / GUARANTEES

Particulars of loans / advances / investments / guarantees given and outstanding during FY 2024-25 are mentioned in notes to financial statements.

PUBLIC DEPOSITS

During the year under review, your Company has not invited or accepted any deposits from the public pursuant to the

BOARD'S REPORT (Contd.)

provisions of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014.

AUDITORS

1. STATUTORY AUDITORS

The Board of Directors, considering the size and requirement of the Company, approved the re-appointment of M/s B S R & Co. LLP, Chartered Accountants (Registration No. 101248W/W-100022), upon recommendations of Audit and Risk Management Committee, for a second term of four years to conduct statutory audit of the Company for the Financial Years commencing from April 1, 2024 to March 31, 2028. The said appointment was approved by the shareholders at their 33rd Annual General Meeting, accordingly they hold the office of statutory auditor from the conclusion of 33rd Annual General Meeting until the conclusion of 37th Annual General Meeting to be held in year 2028.

The Notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark. However, Emphasis of matter is drawn to Note 2 (a) (ii) to the standalone financial statements which explains that consequent to sale of business operations through a slump sale transaction, the Company ceases to have any business operations. Currently, the management of the Company has no visibility of commencing any new business operations in the future, and the Company's management and Board of Directors, in consultation with its legal advisors/ merchant bankers, is evaluating various corporate restructuring options for the future possible course of actions for the Company and is progressing with the finalisation of plan. However, the Company believes that it has sufficient cash and cash equivalent balance to settle its obligations as and when they fall due and the Company believes that it would be able to meet its financial obligations for the foreseeable future based on the current cash position and projected cash flows. Accordingly, these standalone financial statements have been prepared on a going concern basis.

Further, as per the requirement of Companies Auditor Report Order (CARO) Rules, 2016, no fraud has been reported or noticed during the period under review.

2. COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with the relevant rules made thereunder or any

amendments thereof, the Company is required to maintain cost records and accordingly such accounts and records are made and maintained by the Company in respect of its hospital activity and the same is also required to be audited. Your Board had, upon the recommendation of the Audit & Risk Management Committee, appointed M/s Jitender, Navneet & Co., Cost Accountants to audit the cost accounts of the Company for FY 2024-2025 at a remuneration up to ₹ 75,000 (Rupees Seventy-Five Thousand) plus taxes and out-of-pocket expenses. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the members in a general meeting for ratification. Accordingly, a resolution seeking member's ratification for the remuneration payable to M/s Jitender, Navneet & Co., Cost Auditors is included in Notice convening ensuing Annual General Meeting.

The Report of the Cost Auditors for the FY 2023-24 does not contain any qualifications, reservations or adverse remarks and the comments given by the Cost Auditors are self-explanatory and hence do not call for any further explanations or comments.

3. SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Mukesh Agarwal & Co., Practicing Company Secretary to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor for the FY 2024-25 does not contain any qualification, reservation or adverse remark and it is annexed herewith as "**Annexure-II**".

Further pursuant to recent amendments in Regulations 24A of SEBI (Listing Obligations and Disclosure Requirement), 2015, the appointment of Secretarial Auditor of the Company is required to be approved by the members of the Company. The Board of Directors at the Board meeting held on May 15, 2025, has recommended the appointment of M/s Mukesh Agarwal & Co., Practicing Company Secretary as Secretarial Auditor of the Company for a term of 5 (Five) consecutive years from Financial Year commencing from April 1, 2025 to March 31, 2030, to the shareholders. Accordingly, a resolution seeking appointment and fixation of remuneration of Secretarial Auditors of the Company is included in Notice convening the ensuing Annual General Meeting.

BOARD'S REPORT (Contd.)

The Company has received the written consent and a certificate that M/s Mukesh Agarwal & Co., Practicing Company Secretary satisfy the criteria for appointment as Secretarial Auditor and the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder.

4. INTERNAL AUDITORS

The Company has a well-established, independent and in-house Internal Audit function that is responsible for providing assurance on compliance with operating systems, internal policies and legal requirements, as well as suggesting improvements to systems and processes. The Internal Audit function monitors and evaluates the efficacy and adequacy of internal control systems in the Company and reports on operational deficiencies and key process risks to management and the Audit & Risk Management Committee.

For FY 25, Internal Audit(s) were performed in accordance with the Internal Audit plan approved by the Audit & Risk Management Committee.

COMPLIANCE OF SECRETARIAL STANDARD

During the period under review, your Company has complied with the applicable provisions of Secretarial Standards issued by the Institute of Company Secretaries of India.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During FY 2024-25, there was no significant material order passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

CHANGE IN THE NATURE OF BUSINESS

Consequent to the sale of its business operations in the FY 2024-25, the Company has ceased all business activities and is no longer carrying on any trade or business.

STOCK OPTIONS AND CAPITAL STRUCTURE

During the year under review, the Company has not granted any options under "Malar Employees Stock Option Plan, 2008" ("ESOP Scheme").

Further, pursuant to the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI (SBEBS) Regulations"), as amended from time to time, the Nomination & Remuneration Committee of the Company, inter-alia, administers and monitors the ESOP Scheme of the Company.

As on March 31, 2025 Company does not have any outstanding stock options as the same has already been unexercised and thereafter, lapsed in earlier financial years.

Pursuant to the provisions of the SEBI (SBEBS) Regulations, the details of stock options as on March 31, 2025 under the "Malar Employees Stock Option Plan 2008" is available at the website of the Company at <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>.

The certificate from the Secretarial Auditors of the Company stating that the Schemes have been implemented in accordance with the SEBI (SBEBS) Regulations would be kept during the Annual General Meeting for inspection by members. The details pertaining to shares in suspense account are specified in the report of Corporate Governance forming part of the Board Report.

The Company has not made any provision of money for purchase of, or subscription for, its own shares or of its holding Company.

During the FY 2024-25, there was no change in capital structure of the Company.

ANNUAL RETURN

The Annual Return of the Company in Form MGT- 7 in accordance with Section 92(3) of the Companies Act, 2013 is available on the website of the Company at <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/annual-general-meeting-2025>

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

Particulars required under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, regarding Conservation of Energy, Technology Absorption and Foreign Exchange is given in "Annexure III", forming part of this Board's Report.

CORPORATE SOCIAL RESPONSIBILITY

During the year under review, your Company did not have any obligation to make CSR contribution, hence, no initiatives have been taken during the year. Further, the disclosure as required under Section 134(3)(o) of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014 is not applicable.

BOARD'S REPORT (Contd.)

The policy as approved by the Board is available on the Company's website at <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>.

DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Ms. Richa Singh Debgupta, Director is liable to retire by rotation at the ensuing Annual General Meeting and has offered herself for re-appointment. On the recommendation from Nomination & Remuneration Committee, the Board has recommended her re-appointment as a director liable to retire by rotation. As required under Regulation 36 of SEBI LODR and Secretarial Standards information or details of Ms. Richa Singh Debgupta are provided in the Notice convening the ensuing Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and the SEBI (Listing Agreement and Disclosure Requirements) Regulations, 2015. Further, no director of the Company was disqualified to become/continue as Director of the Company, in terms of the provisions of the Companies Act, 2013 and the rules made thereunder.

Further, during the financial year 2024–25, following changes occurred in the composition of the Board of Directors:

- Mr. Ramesh Lakshman Adige, who was serving as an Independent Director, was re-designated as a Non-Executive, Non-Independent Director w.e.f. May 06, 2024;
- Mr. Ravi Rajagopal was re-appointed as an Independent Director of the Company for a period of five (5) years effective from October 23, 2024, however, he has resigned from the Board w.e.f. September 30, 2024 and;
- Ms. Suvalaxmi Chakraborty was appointed as an Additional Non-Executive-Independent Director w.e.f. October 1, 2024 and her appointment was regularized by the members of the Company through Postal Ballot.
- Mr. Chandrasekar Ramaswamy was re-appointed as a "Whole-time Director" of the Company for a period of three years w.e.f. January 11, 2025.

There is no inter-se relationship between the Board Members.

Further, post closure of financial year under review, following changes took place :

- (a) Tenure of Mr. Ramesh Lakshman Adige as a Non-Executive Non-Independent Director of the Company expired on May 5, 2025;
- (b) Dr. Ritu Garg was appointed as an Additional Non-Executive Non-Independent Director of the Company w.e.f. May 6, 2025 in the place of Mr. Ramesh Lakshman Adige.

Further, the proposal with respect to the regularization of Dr. Ritu Garg shall be forming part of the Notice of the ensuing Annual General Meeting for shareholders' approval.

During the year under review, the following changes occurred in the Key Managerial Personnel (KMP) of the Company:

- Ms. Srishty resigned from the position of Company Secretary & Compliance Officer w.e.f. August 08, 2024.
- Mr. Yogendra Kumar Kabra resigned from the position of Chief Financial Officer (CFO) w.e.f. August 23, 2024.
- Ms. Vinti Verma was appointed as the Company Secretary & Compliance Officer w.e.f. November 05, 2024.
- Mr. Pradeep Kumar Malhotra was appointed as the Chief Financial Officer (CFO) w.e.f. November 05, 2024.

During the year under review, 6 (Six) meetings were held by the Board of Directors. Details of Board/ Committee meetings held and attendance of Directors are provided in the Corporate Governance Report forming part of the Annual Report.

Disclosures regarding the following are also mentioned in report on Corporate Governance:

1. Composition of committee(s) of the Board of Directors and other details;
2. Details of establishment of Vigil Mechanism;
3. Details of remuneration paid to all the directors including stock options; and
4. Commission received by Whole-time Director, if any.

In the Opinion of the Board, the Independent Directors of the Company are the persons of integrity, expertise and possess the relevant experience/ proficiency. Further, the Independent Directors, fulfill the conditions as per the applicable laws & are independent of the management of the company.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board and its respective committees are required to carry out performance evaluation of the Board as a body, the Directors individually, Chairman as well as that of its Committees.

BOARD'S REPORT (Contd.)

In view of the aforementioned provisions, an evaluation process, covering various aspects of the functioning of the board including Independent Directors and its committees, adequacy of the constitution and composition of the Board and its committees, matters addressed in the Board, processes followed at the meeting, frequency of meetings of the Board and its committees, long range strategic thinking and planning etc., is in place.

Accordingly, the Board members completed the process for evaluating the entire board including Independent Directors, respective committees of which they are members and of their peer Board members, including Chairman of the Board.

Thereafter, the same was duly placed before the Board of Directors for noting.

MANAGERIAL REMUNERATION

Disclosures pursuant to Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under: -

a) Comparison and ratio of the remuneration of each director to the median remuneration of the employees of the Company for FY 2024-25

(Amount in ₹)

Name of the Director	Remuneration of Director	Median Remuneration of employees	Ratio
Mr. Chandrasekar Ramaswamy (remuneration up to May 31, 2024)	14,85,850	NA	NA

b) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, during the financial year under review

Name of Director / KMP	Designation	% increase in Remuneration
Mr. Chandrasekar Ramaswamy	Whole Time Director	-
Mr. Daljit Singh	Non-Executive Non-Independent Director	-
Ms. Shailaja Chandra	Independent Director	-
Ms. Suvalaxmi Chakraborty	Independent Director	-
Ms. Richa Singh Debgupta	Non-Executive Non-Independent Director	-
¹ Mr. Ramesh Lakshman Adige	Non-Executive Non-Independent Director	-
² Mr. Ravi Rajagopal	Independent Director	-
³ Mr. Yogendra Kumar Kabra	Chief Financial Officer	-
⁴ Ms. Srishty	Company Secretary & Compliance Officer	-
⁵ Ms. Vinti Verma	Company Secretary & Compliance Officer	-
⁶ Mr. Pradeep Kumar Malhotra	Chief Financial Officer	-

¹Tenure expired on May 5, 2025

²Resigned w.e.f. September 30, 2024.

³Resigned w.e.f. August 23, 2024.

⁴Resigned w.e.f. August 8, 2024.

^{5&6}Appointed w.e.f. November 5, 2024.

c) The percentage increase in the median remuneration of employees in FY 25

Not applicable, there was no employee as on March 31, 2025

d) The number of permanent employees on the roll of Company is "Nil" as on March 31, 2025.

BOARD'S REPORT (Contd.)

- e) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration**

Not applicable, there was no employee as on March 31, 2025.

- f) **Salary details along with the variable component and other benefits of the remuneration being paid to directors are detailed below:**

(Amount in ₹)

Name of the Director*	Salary, Allowances & Perquisites	Performance Incentives	Retiral Benefits	Service Contract (As Whole Time Director)	
				Tenure	Notice Period
Mr. Chandrasekar Ramaswamy (Remuneration up to May 31, 2024)	8,52,250	6,33,600	3,600	3 years w.e.f. January 11, 2025	3 Months

*None of the other Directors was paid any remuneration, except sitting fees and the fees paid for services rendered in the professional capacity.

- g) **Remuneration has been paid to Directors and KMPs as per Board Governance Document / the Remuneration Policy of the Company.**

Remuneration Policy:

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a remuneration policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes, independence of a Director etc. and the same is also available on the website of the Company at the link <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Board Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office and / or Corporate Office of the Company during business hours between 10.00 am to 12.00 noon on working days (Except Saturday) of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

RELATED PARTY TRANSACTIONS

Disclosures as required under Section 134(3)(h) read with Rule 8(2) of the Companies (Accounts) Rules, 2014, are given in **"Annexure IV"** in Form AOC-2 as specified under the Companies Act, 2013.

All Related Party Transactions were placed before the Audit & Risk Management Committee for approval as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Prior omnibus approval of the Audit & Risk Management Committee was obtained for the transactions which were of foreseeable and repetitive nature. The transactions entered into pursuant to such omnibus approval so granted are audited and a statement giving details of all related party transactions was placed before the Audit & Risk Management Committee on a quarterly basis.

The Company has formulated a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website and the same is available at the link: <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

None of the Directors has any pecuniary relationship or transaction vis-à-vis the Company, except to the extent of sitting fees and the fees paid for services rendered in the professional capacity and remuneration approved by the Board of Directors and as disclosed in this Annual Report.

BOARD'S REPORT (Contd.)

Your Company has complied with the disclosure requirement in compliance with the Accounting Standards on "Related Party Disclosures". Further, your Directors wish to draw attention of the members to note 24 in the notes to accounts in the standalone financial statement and to note 23 in the notes to accounts in the consolidated financial statement which sets out related party disclosures.

APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE AND DISCLOSURE ON ONE-TIME SETTLEMENT

As on the date of the Report no application is pending under the Insolvency and Bankruptcy Code, 2016 and the Company did not file any application under ('IBC') during the FY 2024-25. Further, the Company has not made any one-time settlement

RISK MANAGEMENT FRAMEWORK

The Company has designed a risk management framework for risk identification, assessment, mitigation plan development and monitoring of action to mitigate the risks. This framework enables the management to develop and sustain a risk-conscious culture, wherein, there is a high degree of organisation-wide awareness and understanding of external and internal risks associated with the business. The framework promotes risk ownership, accountability and continuous improvement to minimise adverse impact on achievement of business objectives and enhance the Company's competitive advantage.

POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT

Your Company has adopted a policy for Prevention, Prohibition and Redressal of sexual harassment. During the financial year under review, no complaints were received under the said policy. Further there were no employees in the company as on March 31, 2025 accordingly the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is not applicable.

DISCLOSURE REQUIREMENTS

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Corporate Governance Report with Auditors' certificate thereon are attached, which forms part of this report. Further, pursuant to the provisions of Section 143(12) of the Companies Act 2013, neither the Statutory Auditors nor the Secretarial Auditors & Cost Auditors have reported any incident of Fraud to the Audit & Risk Management Committee or the board during the period under review.

CODE OF CONDUCT

Declaration by Mr. Chandrasekar Ramaswamy, Whole-time Director, confirming compliance with the 'Code of Conduct' is enclosed with Corporate Governance Report.

REPORT ON CORPORATE GOVERNANCE

Your Company continues to place greatest emphasis on managing its affairs with diligence, transparency, responsibility and accountability. Your Company is committed to adopting and adhering to the best Corporate Governance practices recognised globally. Your Company understands and respects its fiduciary role and responsibility towards stakeholders and the society at large and strives hard to serve their interests, resulting in creation of value and wealth for all stakeholders at all times.

The report of Board of Directors of the Company on Corporate Governance is given in the section titled "Report on Corporate Governance" forming part of this Annual Report.

Certificate of M/s. Mukesh Agarwal & Co., Company Secretary in Whole-time Practice, regarding compliance with the Corporate Governance requirements as stipulated in Clause E, Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with the Corporate Governance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- in the preparation of the annual accounts for the year ended March 31, 2025, the applicable accounting standards has been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for financial year ended March 31, 2025 and of the loss / profit of the Company for the said period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be

**BOARD'S REPORT (Contd.)**

followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

Your Directors place on record their gratitude to the Central Government, State Governments and all other Government agencies for the assistance, co-operation and encouragement they have extended to the Company.

Your Directors also greatly appreciate the commitment and dedication of all the employees at all levels. Your Directors also thank all the strategic partners, business associates, Banks,

financial institutions and our shareholders for their assistance, co-operation and encouragement to the Company during the year.

By the Order of the Board
For **Fortis Malar Hospitals Limited**

Sd/-

Daljit Singh

Chairman

DIN-00135414

Date: May 15, 2025

Place: Gurugram

ANNEXURE-I

FORM NO. AOC – 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of the Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries or associate companies or joint ventures

Part A: Subsidiaries

(₹ in Lakhs)

S. No.	Particulars	Year ended March 31, 2025
1	Name of the subsidiary	Malar Stars Medicare Limited
2	The date since when subsidiary was acquired	It is a Wholly Owned subsidiary incorporated on July 07, 2009
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting period same as Holding Company
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
5	Share Capital	5.00
6	Reserves & Surplus	24.50
7	Total Assets	30.75
8	Total Liabilities	1.25
9	Investments	0.00
10	Turnover	0
11	Profit before Taxation	(1.78)
12	Provision for Taxation	0.02
13	Profit after Taxation	(1.80)
14	Proposed Dividend (interim)	0.00
15	Extent of Shareholding (in percentage)	100%

Notes:

1. Name of subsidiaries which are yet to commence operation – None
2. Name of subsidiaries which have been liquidated or sold during the year – None

Part B: Associates and Joint Ventures

As on March 31, 2025, the Company does not have any associate Company and / or Joint Venture.

For and on behalf of the Board of Directors of
Fortis Malar Hospitals Limited

Sd/-
Richa Singh Debgupta
Director
DIN : 08891397

Sd/-
Vinti Verma
Company Secretary
Membership No.: ACS 44528

Sd/-
Chandrasekar R
Whole Time Director
DIN : 09414564

Sd/-
Pradeep Kumar Malhotra
Chief Financial Officer

Date: May 15, 2025
Place : Gurugram

ANNEXURE II

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Fortis Malar Hospitals Limited

Fortis Hospital Sector-62 Phase-VIII,

Mohali-160062

We, **M/s Mukesh Agarwal & Co.**, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Fortis Malar Hospitals Limited** (hereinafter referred to as the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Fortis Malar Hospitals Limited** for the financial year ended on 31st March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2011;
- e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. **(Not Applicable to the Company during the Audit Period)**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021. **(Not Applicable to the Company during the Audit Period)**
- h. The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018. **(Not Applicable to the Company during the Audit Period)**

We have also examined compliance with the applicable Clauses/Regulations of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) Listing Agreements entered into by the Company with Bombay Stock Exchange Limited (where the shares of the Companies are listed) and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

ANNEXURE II (Contd.)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Secretarial Standards etc. mentioned above.

We further report that

The Board of Director of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors which took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent to the Directors at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee(s) of the Board, as the case may be.

We further report that based on the information received and records maintained by the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has:

- (i) Re-appointed Mr. Chandrasekar Ramaswamy as Whole Time Director & Key Managerial Personnel (KMP) of the Company w.e.f January 11, 2025.
- (ii) Re-appointed Mr. Ravi Rajagopal as an Independent Director of the Company w.e.f October 23, 2024.
- (iii) Resigned Mr. Ravi Rajagopal as an Independent Director of the Company w.e.f September 30, 2024.
- (iv) Appointed Mr. Ramesh Lakshman Adige as a Non-Executive Non-Independent Director of the Company w.e.f May 01, 2024.
- (v) Appointed Ms. Srishty Company Secretary (CS) & Key Managerial Personnel (KMP) of the Company w.e.f May 17, 2024.
- (vi) Resigned Ms. Srishty Company Secretary & Key Managerial Personnel (KMP) of the Company w.e.f August 08, 2024.
- (vii) Appointed Ms. Vinti Verma Company Secretary (CS) & Key Managerial Personnel (KMP) of the Company w.e.f November 05, 2024
- (viii) Appointed Mr. Pradeep Kumar Malhotra Chief Financial Officer (CFO) & Key Managerial Personnel (KMP) of the Company w.e.f November 05, 2024
- (ix) Resigned Mr. Yogendra Kumar Kabra Chief Financial Officer & Key Managerial Personnel of the Company (KMP) of the Company w.e.f August 23, 2024.

For **Mukesh Agarwal & Company**

Sd/-

Mukesh Kumar Agarwal

M No-F5991

C.P. No.3851

UDIN : FO05991GOO0322604

Place: Delhi

Date: May 15, 2025

Note: This report is to be read with our letter of even date which is annexed as **"Annexure-A"** and forms an integral part of this report.



ANNEXURE-A

To,

The Members,

Fortis Malar Hospitals Limited

Fortis Hospital Sector-62 Phase-VIII,

Mohali-160062

The Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Mukesh Agarwal & Company**

Sd/-

Mukesh Kumar Agarwal

M No-F5991

C.P. No.3851

UDIN: FO05991GOO0322604

Place: Delhi

Date: May 15, 2025

ANNEXURE – III

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as per Section 134(3)(m) read with Companies (Accounts) Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2025 is as given below:

A. Conservation of Energy: Nil

B. Technology Absorption: Nil

C. Foreign Exchange Earnings and Outgo

- a) Activities relating to exports: Initiatives taken to increase exports, development of new export markets for products and services and export plans: Nil.
- b) Total foreign exchange earned and used:
 - (i) Earnings: NIL
 - (ii) Expenditure: CIF Value of Imports: Nil Others ₹ 4.49 Lakhs

By the Order of the Board
For **Fortis Malar Hospitals Limited**

Sd/-
Daljit Singh
Chairman
DIN-00135414

Date: May 15, 2025
Place: Gurugram



ANNEXURE IV

AOC-2

PARTICULARS OF CONTRACT / ARRANGEMENT MADE WITH RELATED PARTIES

[pursuant to Clause (h) of Sub Section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

This form pertains to the disclosure of particulars of contracts / arrangement entered into by the Company with related parties referred to in Section 188(1) of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

Details of contracts or arrangements or transaction not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2025, which are not at arm's length basis.

Details of material contracts or arrangements or transaction at arm's length basis

There were no material contracts or arrangements or transactions entered into during the year ended March 31, 2025, which are at arm's length basis.

Name of Related Party	Nature of Relationship	Nature of Contract/ arrangement/ transaction	Duration of the Contract/ arrangement/ transaction	Salient terms of the Contract/arrangement / transaction including the value, if any	Date of approval by the Board / Committee, if any	Amount paid in advance
NIL						

By the Order of the Board
For **Fortis Malar Hospitals Limited**

Sd/-
Daljit Singh
Chairman
DIN-00135414

Date: May 15, 2025
Place: Gurugram

MANAGEMENT DISCUSSION & ANALYSIS (FY 2025)

SECTION I

Indian Healthcare Sector

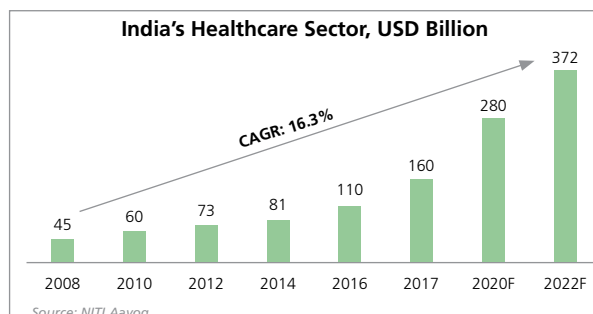
A. Overview

The Indian healthcare sector has been a key contributor to the country's economic development, driving substantial growth in both revenue and employment. The industry plays a pivotal role in the nation's economic framework, contributing significantly to growth and employment across diverse sectors, including hospitals, medical devices, clinical trials, telemedicine, medical tourism, health insurance, and medical equipment.

The healthcare sector has undergone significant transformations in recent years, fuelled by technological advancements, policy reforms, and increased investments. This growth has been further driven by expanded coverage, improved service quality, and substantial contributions from both public and private sectors. Government initiatives to boost healthcare spending and enhance infrastructure have also played a crucial role in accelerating the industry's momentum, positioning it for continued progress in the years ahead.

B. Current Landscape and Key Highlights

Healthcare has become one of India's largest sectors, both in terms of revenue and employment. The industry is growing at a tremendous pace owing to its strengthening coverage, service and increasing expenditure by public as well private players. The surge in healthcare demand is propelled by a blend of economic and demographic dynamics.



The Indian Healthcare industry continued its healthy growth and the overall size of the industry is estimated to reach US\$ 372 Bn with a CAGR of 22% (FY 2016 – FY 2022). The Indian healthcare market, which was valued at US\$ 110 Bn in 2016 is now projected to reach US\$ 638 Bn by FY 2025 (Source: Niti Aayog, IBEF). India's healthcare industry comprises hospitals, medical devices and equipment, pharmaceuticals, health insurance,

clinical trials, telemedicine and medical tourism. The key highlights include: Expansion of Telemedicine Services, Advancements in Health Tech, Focus on Mental Health, Rise in Health Insurance Coverage, Expansion of Healthcare Infrastructure, Healthcare Digitisation Initiatives and Medical Tourism.

C. Government Policies and Key Initiatives

The government continues to play a crucial role in the sector with its focus on the creation of facilities in rural India for primary healthcare, ensuring the availability of diagnostics, funding medical insurance for the low-income population and senior citizens through initiatives like Ayushman Bharat. These efforts are pivotal in addressing the healthcare challenges in India, especially amidst growing demands for better medical services and infrastructure. The government allocated ₹ 37,227 Crores to the National Health Mission (NHM), constituting 37% of the budget, with the aim of achieving universal access to equitable, affordable, and quality healthcare services that are accountable and responsive to people's needs.

D. Key Growth Drivers of the Indian Healthcare Industry

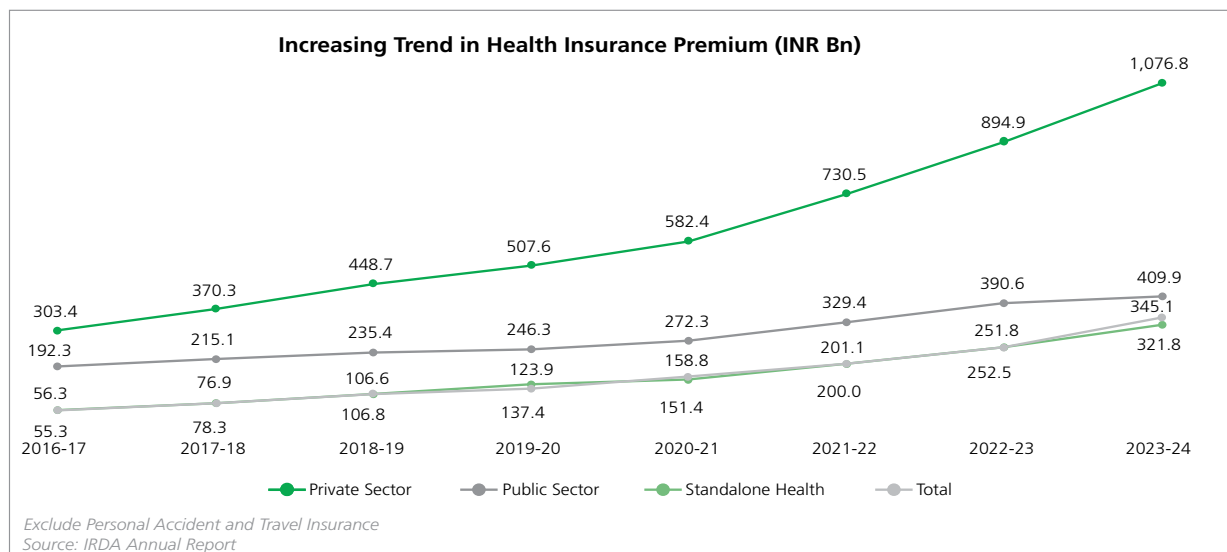
India's healthcare industry is expected to sustain strong demand, driven by an ageing population, improved affordability facilitating access to quality medical care, government policy reforms, and medical tourism.

Key Growth Drivers

- Government Reforms to enhance Healthcare Coverage:** The focus of the government has shifted from curative aspect to preventive health and well-being under the ambit of holistic healthcare. This had led to increase in healthcare initiatives and budget allocated to the overall sector.
- Persistent Gap in Demand and Supply for Quality Healthcare Services and Infrastructure:** India currently has 1.5 hospital beds per 1,000 people. There is also a shortage of skilled healthcare workers, with 0.7 physicians and 1.7 nursing personnel per 1,000 people, compared to the global median of 1.7 physicians and 3.8 nursing personnel per 1,000 people.
- Significant opportunity from medical tourism:** In FY 2024, India's medical tourism market was valued at US\$ 7.7 Bn and is projected to grow to US\$ 14.3 Bn by FY 2029. The country is rapidly emerging as a leading destination, with an estimated ~7.3 Mn visitors in FY 2024, drawn by its affordable, high-quality healthcare services and advanced medical technology.

Management Discussion & Analysis (FY 2025) (Contd.)

- d. Growing Health Insurance Penetration:** Low health-insurance penetration is one of the major impediments to the growth of the healthcare industry in India, as affordability of quality healthcare facilities by the lower-income groups continues to be a challenge. As per the Insurance Regulatory and Development Authority, nearly 573 Mn people have health insurance coverage in India (as of Fiscal 2024), as against 288 Mn (in Fiscal 2015), but despite this robust growth, the penetration in Fiscal 2023 stood at ~41%. The penetration is expected to increase to 45-50% by Fiscal 2026.



- e. Demographics:** During FY 2015-20, as per World Bank estimates, Elderly population (65 years +) was the fastest growing population segment in India with 2.6% growth while overall population growth was at 1%. The elderly population is expected to rise the fastest, followed by Adult (20-65 years), followed by the Young (< 20 years). As of FY 2011, nearly 8% of the Indian population was of 60 years or more, and this is expected to surge to 12.5% by FY 2026 which is likely to increase the demand for the sector in the coming years.

E. Digital Transformation



Information Technology in Healthcare:

Developments in information technology have helped create systems that ensure faster and more reliable services. For example, Electronic Health Records are designed to manage detailed medical profiles and histories of patients, while Clinical Decision Support Systems are software supported by large databases to assist doctors in making decisions related to the diagnosis of patients. Additionally, mobile-based applications assist both doctors and patients.



Remote health and virtual care becoming mainstream:

The rise of telemedicine has revolutionized healthcare delivery by allowing patients to consult with doctors remotely. This trend has been accelerated by the COVID-19 pandemic and continues to grow, offering convenience, and expanding access to healthcare, especially in rural or underserved areas.



Growth Of AI/ML:

Hospitals are looking at opportunities to deploy AI and advanced analytics to improve their efficiency and minimize human error. For example, A large hospital chain has partnered with Microsoft to create disease risk score application programme interface for assigning risk score to patients.

Management Discussion & Analysis (FY 2025) (Contd.)



Robotics in healthcare:

Robotic surgery or robot-assisted surgery have started gaining recognition and enhances operational efficiency by reducing human error and improving precision.



Leveraging Blockchain:

Blockchain technology is being explored to enhance data security, interoperability, and patient privacy. By creating secure, immutable records, blockchain ensures that medical records are not tampered with and can be easily accessed by authorized parties, improving the accuracy and efficiency of care.



Cloud Technology and Big Data Analytics:

The shift to cloud computing is enabling healthcare organizations to store and access massive amounts of data in real time. Big data analytics is being used to identify patterns in patient data, predict trends, and inform public health decisions, while cloud-based systems allow for easier collaboration across healthcare providers.



Wearables and sensors :

With awareness on healthcare increasing, people have started adopting wearables and sensors that keep a track of the vitals of the user. Wearables and sensors also store data related to the user's historical health records and sends out alerts in case of any irregularities.

G. Future Outlook

In the coming years, healthcare sector in India is expected to be primarily shaped by technological advancements and the growing adoption of digital health solutions by both providers and patients. This transformation will be fuelled by shifts in mindset, advancements in technology, infrastructure development, government initiatives, and more. Key government programs, such as the Ayushman Bharat Digital Mission (ABDM) and e-Sanjeevani, are laying the groundwork for a digitised healthcare ecosystem. At the same time, private sector players are exploring digital technologies like robotics, telehealth, AI, and 5G to offer technology-driven care to their patients.

SECTION II

A. About Fortis Malar Hospitals Limited

a. About the Company

As declared in the previously published annual report of FY 2024 and the note 26 forming part of the Consolidated Financial Statements for the period ended March 31, 2025, the Company had divested its business operations to MGM Healthcare Private Limited on February 1, 2024 via a Business Transfer Agreement (BTA).

Post the slump sale transaction, the Company ceases to have any business operations. Currently, the

management of the Company has no visibility of commencing any new business operations in the future and the Company's management and Board of Directors, in consultation with its legal advisors/ merchant bankers, is evaluating various corporate restructuring options for the future possible course of actions for the Company and is progressing with the finalisation of plan.

From a financial perspective, post declaration of dividends totalling ₹ 42.5 per share, comprising ₹ 40 per share declared on April 12, 2024 and ₹ 2.5 per share declared on 17th May 2024, the Company's cash and cash equivalent and other bank balances are sufficient to settle its obligations as and when they fall due. Based on the current cash position and projected cash flows, the Company believes that it would be able to meet its financial obligations for the foreseeable future such as ongoing expenses for running the Company, resolving medico legal cases, VAT appeals, GST appeal and Income tax appeal which are being contested and managing any warranties/indemnities claim associated with the sale of the Company's business operations. The key financial ratios and their variance thereof have been tabled in the note 38 forming part of financial statements for the year ended March 31, 2025. The aforesaid details should not be construed in any manner as admission of any liability or breach as any such financial exposure in respect of the



Management Discussion & Analysis (FY 2025) (Contd.)

above aspects and those associated with the sale of the Company's business operations are currently estimated and assessed by management as remote.

b. Human Resource

The Company divested its business operations on 1st February 2024, and as such the employees were also transferred to MGM Healthcare. There was no employee on the payroll of the Company as on March 31, 2025.

c. Internal Control Systems and Their Adequacy

The Company has maintained internal controls framework comprising a set of procedures and systems and instrumental in reducing risks and costs. The financial controls are evaluated for operating effectiveness through management's ongoing monitoring and review process. The internal audit program is managed by an Internal Audit function directly reporting to the Audit & Risk Management Committee of the Board.

Forward Looking Statement

Except for the historical information contained herein, statements in this discussion which contain words or phrases such as 'will', 'would', 'indicating', 'expected to' etc., and similar expressions or variations of such expressions may constitute 'forward-looking statements'. These forward-looking statements involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. The Company undertakes no obligation to update forward looking statements to reflect events or circumstances after the date thereof.

References

- Investment Opportunities in India's Healthcare Sector, NITI Aayog
- IBEF report on Healthcare Sector, November 2024
- IRDA Annual Report - 2023-24
- CRISIL Report, August 2024
- Market Research, Equity and Other Reports, Web Articles, Press & Media Reports and Others

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE / CODE OF GOVERNANCE

Your Company believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing long-term shareholder value while safeguarding the interest of all stakeholders. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. It is this conviction that has led the Company to make strong corporate governance values intrinsic in all its operations. The Company is led by distinguished Board, which includes Independent Directors. The Board provides a strong oversight and strategic counsel.

Our corporate governance reflects our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our corporate governance practices to ensure that we gain

and retain the trust of our stakeholders at all times. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability in the management's higher echelons. The core values of your Company's governance process include independence, integrity, accountability, transparency, responsibility and fairness. Its business policies are based on ethical conduct, health, safety and a commitment to build long term sustainable relationship with all stakeholders.

The Company is in compliance with the mandatory requirements stipulated under Regulation 17 to 27 read with para C, D and E of Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS

A) Composition of the Board

The Board of Directors ("the Board") of the Company consists of an optimal combination of Executive, Non-Executive, Women and Independent Directors, representing a judicious mix of professionalism through knowledge and experience. Directors have in-depth knowledge of business in addition to the expertise in their respective areas of specialisation. The Board brings in strategic guidance, leadership and an independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that management adheres to high standards of ethics, transparency and disclosure.

As on March 31, 2025, the Board comprises of 6 (six) directors, of whom, 1 (One) is an Executive Director and 5 (five) are Non-Executive Directors (including Three Women Directors). Amongst the Non-Executive Directors, 2 (two) are Independent Directors. Non-Executive Directors bring an external and wider perspective in Board's deliberations and decisions. Size and composition of the Board conforms to the requirements of Regulation 17 of SEBI LODR, as on March 31, 2025. Details relating to the directors during the period under review are as follows:

S. No.	Name of Director	Position held in the Company	Directorships in other companies as on March 31, 2025 ¹	Committees Membership in Other Companies as on March 31, 2025 ²	Chairmanship in committees of other Companies as on March 31, 2025 ²	Names of the listed entities where the person is a director and the category of directorship as on March 31, 2025
1	Mr. Daljit Singh DIN – 00135414	Chairman and Non-Executive Non- Independent Director	1	0	0	-
2	*Mr. Ramesh Lakshman Adige DIN – 00101276	Non-Executive Non-Independent Director	2 [^]	2	0	LIC Housing Finance Limited (Independent Director)

REPORT ON CORPORATE GOVERNANCE (Contd.)

S. No.	Name of Director	Position held in the Company	Directorships in other companies as on March 31, 2025 ¹	Committees Membership in Other Companies as on March 31, 2025 ²	Chairmanship in committees of other Companies as on March 31, 2025 ²	Names of the listed entities where the person is a director and the category of directorship as on March 31, 2025
3	Mr. Chandrasekar Ramaswamy DIN-09414564	Whole Time Director	0	0	0	-
4	**Mr. Ravi Rajagopal DIN – 00067073	Non-Executive Independent Director	-	-	-	-
5	Ms. Shailaja Chandra DIN-03320688	Non-Executive Independent Director	3	2	1	Fortis Healthcare Limited (Independent Director)
6	Ms. Richa Singh Debgupta DIN-08891397	Non-Executive Non-Independent Director	5	0	0	-
7	#Ms. Suvalaxmi Chakraborty DIN- 00106054	Non-Executive Independent Director	4	2	1	Fortis Healthcare Limited (Independent Director)

*Mr. Ramesh Lakshman Adige was an Independent Director upto May 05, 2024, w.e.f. May 06, 2024 he was appointed as a Non- Executive Non-Independent Director.

**Mr. Ravi Rajagopal, had resigned w.e.f. September 30, 2024.

#Ms. Suvalaxmi Chakraborty was appointed w.e.f. October 01, 2024.

^Directorship in Premier Limited has not been counted as the company is under Corporate Insolvency Resolution Process.

¹The Directorships held by Directors as mentioned above, do not include directorships in Foreign Companies, Limited Liability Partnership, Companies registered under Section 8 of the Companies Act, 2013.

²Represents Memberships / Chairmanships of only Audit Committee and Stakeholders' Relationship Committee in all Public Limited Companies (excluding Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013).

None of the Directors on Board of the Company is a member in more than 10 (Ten) Committees and / or act as a Chairman /Chairperson of more than 5 (Five) Committees across all the Companies in which he / she is a Director. Further, no independent director serves in more than 7 (seven) listed companies and none of the person who is serving as whole time director in the Company is serving as an independent director in more than 3 (Three) listed companies. Further, none of the Directors hold directorship in more than twenty (20) Indian Companies, with not more than ten (10) Public Limited Companies. All the Independent Directors (IDs) of the Company have been appointed as per the provisions of the Companies Act, 2013, (The Act) and the Listing Regulations. The Chairman of the Company is a Non-Executive Director (NED) and is not related to the Managing Director (MD) and Chief Executive Director (CEO) of the Company.

Further, there are no inter-se relationship amongst the directors. None of the other director(s) are related to any other director on the Board.

Further, the details of matrix, setting out the skills / expertise / competence of the board of directors, as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the board, should be identified. Accordingly during the period under review, following are the desirable requirements and shall be considered on "best fit combination" basis across the board members: -

REPORT ON CORPORATE GOVERNANCE (Contd.)

Core skills/ Expertise / Competence	Mr. Daljit Singh	*Mr. Ramesh Lakshman Adige	Mr. Chandrasekar Ramaswamy	**Mr. Ravi Rajagopal	Ms. Shailaja Chandra	Ms. Richa Singh Debgupta	#Ms. Suvalaxmi Chakraborty
Educational Qualifications in respective functional domain.	✓	✓	✓	✓	✓	✓	✓
Understanding of the corporate governance and stakeholder management frameworks.	✓	✓	✓	✓	✓	✓	✓
Strong Financial Acumen and understanding of financial controls	✓	✓	✓	✓	✓	✓	✓
Able to provide prudent insights on issues of strategy, performance, risk management & standards of conduct.	✓	✓	✓	✓	✓	✓	✓
Experience / Exposure / association with healthcare industry.	✓	✓	✓	-	✓	✓	-
Understanding of a multi- faceted business operation.	✓	✓	✓	✓	✓	✓	✓
Is well networked in the industry / Functional domain	✓	✓	✓	✓	✓	✓	✓

*Mr. Ramesh Lakshman Adige was an Independent Director upto May 05, 2024, w.e.f. May 06, 2024 he was appointed as a Non- Executive Non-Independent Director.

**Mr. Ravi Rajagopal, had resigned w.e.f. September 30, 2024.

#Ms. Suvalaxmi Chakraborty was appointed w.e.f. October 01, 2024.

B) Independent Directors

Independent Directors fulfil all the conditions for being Independent to the Company, as stipulated under Regulation 16(1) (b) of SEBI LODR and the Companies Act, 2013 and further, they are independent of the management of the company. The maximum tenure of Independent Directors is determined in accordance with the Companies Act, 2013 and Regulation 25(2) of SEBI LODR. The Company has issued formal letters of appointment to Independent Directors in the manner as provided in the Companies Act, 2013 and the terms and conditions of such appointment are disclosed on the website of the Company viz.

<http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

Further, in compliance with Regulation 25(7) of SEBI LODR, the Company has made familiarisation programmes to familiarise Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The detail of such familiarisation programme is available at

<http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

REPORT ON CORPORATE GOVERNANCE (Contd.)

Based on declaration received from independent directors, the Board is of the opinion that independent directors fulfil the conditions specified in these regulations and are independent of the management.

C) Disclosure regarding appointment or re-appointment of Directors

Pursuant to the provisions of Section 149 of the Companies Act, 2013, all the Independent Directors hold office for tenure of five consecutive years and are not liable to retire by rotation. Every appointment made to the Board is recommended by the Nomination and Remuneration Committee after considering various factors such as qualification, positive attributes, area of expertise and other criteria as laid down in the "Board of Directors Governance Standards". The same is further taken for shareholders' approval, as and when required, under the provisions of applicable laws.

As per the provisions of the Companies Act, 2013, Ms. Richa Singh Debgupta is liable to retire by rotation at the ensuing Annual General Meeting and offered herself for re-appointment.

During the year under review Mr. Ravi Rajagopal (DIN: 00067073) was re-appointed as an Independent Director of the Company for a period of five (5) years effective from October 23, 2024, however, he has resigned from the Board w.e.f. September 30, 2024 due to his expanded board commitments. Further, there were no other material reasons for his resignation except provided above. Mr. Ramesh Lakshman Adige, who was serving as an Independent Director was re-designated as a Non-Executive, Non-Independent Director w.e.f. May 06, 2024 and post closure of the financial year, tenure of Mr. Ramesh Lakshman Adige as a Non-Executive Non-Independent Director of the Company expired on May 5, 2025.

Ms. Suvalaxmi Chakraborty was appointed as an Additional Non-Executive-Independent Director w.e.f. October 1, 2024 and her appointment was regularized by the members of the Company through Postal Ballot. Further, during the year under review, Mr. Chandrasekar Ramaswamy was re-appointed

as a "Whole-time Director" of the Company for a period of three years w.e.f. January 11, 2025.

Further, post closure of financial year under review, Dr. Ritu Garg (DIN: 07202866) was appointed as an Additional Non-Executive Non-Independent Director of the Company w.e.f. May 6, 2025 in the place of Mr. Ramesh Lakshman Adige.

Further, the proposal with respect to the regularization of Dr. Ritu Garg shall be forming part of the Notice of the ensuing Annual General Meeting for shareholders' approval.

As required under Regulation 36 of SEBI LODR, the information or details pertaining to the Directors seeking appointment/ re-appointment in the ensuing Annual General Meeting are provided in the Notice convening the ensuing Annual General Meeting.

Board Functioning & Procedure

The Board plays a pivotal role in ensuring good governance. In accordance with Companies Act, 2013 and Regulation 17(2) of SEBI LODR, the Board meets at least 4 (four) times a year, with a maximum time gap of one hundred and twenty days between any two consecutive meetings and whenever necessary, additional meetings were held. The agenda for each Board Meeting is drafted in consultation with the Chairman and Whole-time Director and circulated in advance to the Board Members to facilitate meaningful discussion at the meeting.

The provisions and procedures relating to Performance Evaluation of the Directors and Familiarisations Program forms part of the Annual Report.

During the year ended March 31, 2025, 6 (six) Board Meetings were held on

- (i) April 08, 2024 (adjourned for April 12, 2024)
- (ii) April 12, 2024
- (iii) May 17, 2024
- (iv) July 22, 2024
- (v) November 05, 2024 and
- (vi) February 03, 2025.

The gap between two meetings did not exceed one hundred and twenty days.

Previous Annual General Meeting of the Company was held on July 31, 2024. Attendance of each Director at the Board Meetings held during the year

REPORT ON CORPORATE GOVERNANCE (Contd.)

ended March 31, 2025 and at the Previous Annual General Meeting (AGM) is as under: -

Name of Directors	No. of Board Meetings attended	Attendance at last AGM
Mr. Daljit Singh	6	Yes
Mr. Chandrasekar Ramaswamy	6	Yes
Mr. Ramesh Lakshman Adige	6	Yes
¹ Mr. Ravi Rajagopal	4	Yes
Ms. Shailaja Chandra	6	Yes
Ms. Richa Singh Debgupta	6	Yes
² Ms. Suvalaxmi Chakraborty	2	NA

¹ Mr. Ravi Rajagopal has resigned w.e.f. September 30, 2024

²Ms. Suvalaxmi Chakraborty was appointed w.e.f. October 01, 2024

Save as elsewhere provided in this report, the information/documents as required under SEBI LODR, to the extent applicable, are placed before the Board.

Statutory Compliances

The Board periodically reviews the mechanism put in place by the Management to ensure compliances with Laws and Regulations as may be applicable to the Company as well as steps taken by the Company to rectify the instances of non- compliances, if any.

Code of Conduct

The Board has prescribed a Code of Conduct for all employees of the Company including Senior Management and Board Members which covers transparency, behavioural conduct, gender friendly work-place, legal compliance and protection of the Company's property and information.

Further, in terms of Schedule IV of the Companies Act, 2013, the Company has adopted a separate Code of Conduct for Independent Directors. In terms of Regulation 26 of SEBI LODR, Senior Management and Board Members have confirmed compliance with the Codes for FY 25. The aforesaid codes are also hosted on the website of the Company.

A declaration to this effect signed by the Whole-time Director of the Company, forms part of this Report.

3. COMMITTEES OF THE BOARD

In terms of the provisions of SEBI LODR read with the Companies Act, 2013, the Board has formed four Committees viz. Audit & Risk Management Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee (dissolved w.e.f May 4, 2024).

Keeping in view of the requirement of the Companies Act, 2013 as well as SEBI LODR, the Board decides the terms of reference of these Committees and assignments of members of various Committees. The recommendation, if any, of these Committees are submitted to the Board for approval.

A) AUDIT & RISK MANAGEMENT COMMITTEE

Composition of the Committee

As on March 31, 2025, Audit & Risk Management Committee ("Audit Committee") comprised of the following members, namely:

S. No.	Name of Members	Designation	Category
1	Ms. Suvalaxmi Chakraborty	Chairperson	Non-Executive Independent Director
2	Mr. Ramesh Lakshman Adige	Member	Non-Executive Non-Independent Director
3	Ms. Shailaja Chandra	Member	Non-Executive Independent Director

During the year under review, the Company, through a circular resolution, approved the reconstitution of the Audit Committee effective May 04, 2024. As part of this reconstitution:

- Mr. Ravi Rajagopal, who has been a member of the Committee since October 30, 2019, was designated as the Chairperson of the Committee.
- Mr. Ramesh Lakshman Adige, who previously served as the Chairperson, ceased to hold that position but continued as a member of the Committee.
- Mr. Daljit Singh ceased to be a member of the Committee.

Subsequently, on September 30, 2024, Mr. Ravi Rajagopal resigned as a member of the Audit

REPORT ON CORPORATE GOVERNANCE (Contd.)

Committee. Following his resignation, Ms. Suvalaxmi Chakraborty was appointed as a Chairperson of the Audit Committee with effect from October 01, 2024.

Members of the Committee are financially literate and also have requisite accounting and financial management expertise. Company Secretary of the Company acts as Secretary of the Committee.

The salient roles and responsibilities associated with the Audit & Risk Management Committee include, but are not limited to the following:

- Oversight of the financial reporting process and the disclosure of the financial information to ensure that the financial statement is correct, sufficient and credible;
- To recommend the appointment, remuneration and terms of appointment of auditors of the Company;
- To approve the payment to statutory auditors for any other services rendered by the statutory auditors;
- To review with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - ii) Changes, if any, in accounting policies and practices and reasons for the same.
 - iii) Major accounting entries involving estimates based on the exercise of judgment by management.
 - iv) Significant adjustments made in the financial statements arising out of audit findings.
 - v) Compliance with listing and other legal requirements relating to financial statements.
 - vi) Disclosure of any related party transactions.
 - vii) Modified opinion(s) in the draft audit report.
- To review with the management, the quarterly financial statements before submission to the board for approval;
- To review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutions placement, and making appropriate recommendations to the Board to take up steps in this matter;
- To review and monitor the auditor's independence and performance, and effectiveness of audit process;
- To approve fresh or any subsequent modification of transactions of the Company with related parties;
- To scrutinise inter-corporate loans and investments;
- To do valuation of undertakings or assets of the Company, wherever it is necessary;
- To do evaluation of internal financial controls and risk management systems;
- To review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- To discuss with internal auditors for any significant findings and follow up there on;
- To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post- audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture

REPORT ON CORPORATE GOVERNANCE (Contd.)

- holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
 - To approve appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
 - To review utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including existing loan/advances/investments existing as on date of coming into force of this provision; and
 - To consider and comment on rationale, cost benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
 - The committee shall also review the following information:
 - a) management discussion and analysis of financial condition and results of operations;
 - b) management letters / letters of internal control weaknesses issued by the statutory auditors;
 - c) internal audit reports relating to internal control weaknesses; and
 - d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
 - e) statement of deviations;
 - f) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
 - g) annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

The above said roles, accountabilities and responsibilities reflect salient terms of reference of the Audit and Risk Management Committee. However, the detailed and exhaustive mandate / terms of reference of the Audit and Risk Management

Committee are also available on the website of the Company at <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

Meetings and Attendance during the year

During the financial year ended March 31, 2025, 4 (Four) meetings of Audit & Risk Management Committee ("Audit Committee") were held on:

- i. May 17, 2024
- ii. July 22, 2024
- iii. November 05, 2024
- iv. February 03, 2025

The attendance at the Audit and Risk Management Committee Meetings held during the year under review are as under:

S. No.	Name of Members	No. of Meetings attended
1	Ms. Suvalaxmi Chakraborty*, Chairperson	2
2	Mr. Ramesh Lakshman Adige	4
3	Mr. Ravi Rajagopal*	2
4	Ms. Shailaja Chandra	4

*Mr. Ravi Rajagopal resigned as a Member of the Audit Committee w.e.f. September 30, 2024, subsequently, Ms. Suvalaxmi Chakraborty was appointed as a Chairperson of the Audit Committee w.e.f. October 1, 2024.

B) NOMINATION & REMUNERATION COMMITTEE

Composition of the Committee

As on March 31, 2025, the Nomination and Remuneration Committee comprised of the following members: -

S. No.	Name of Members	Designation	Category
1	Ms. Shailaja Chandra	Chairperson	Non-Executive Independent Director
2	Mr. Daljit Singh	Member	Non-Executive Non-Independent Director
3	Ms. Suvalaxmi Chakraborty	Member	Non-Executive Independent Director

REPORT ON CORPORATE GOVERNANCE (Contd.)

During the year under review, the Company, through a circular resolution, approved the reconstitution of the Nomination and Remuneration Committee effective May 4, 2024. As part of this reconstitution:

- Mr. Ramesh Lakshman Adige ceased to be both the Chairperson and a Member of the Committee.
- Ms. Shailaja Chandra has been appointed as Chairperson of the Committee.

On September 30, 2024, Mr. Ravi Rajagopal resigned as a member of the Nomination and Remuneration Committee. Following his resignation, Ms. Suvalaxmi Chakraborty was appointed as a member of the Committee with effect from October 01, 2024.

The salient roles and responsibilities associated with the Nomination and Remuneration Committee include, but are not limited to, the following:

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - a. use the services of an external agencies, if required;
 - b. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - c. consider the time commitments of the candidates.
- To formulate criteria for evaluation of performance of Independent Directors and the Board of Directors;

- To devise a policy on diversity of Board of Directors;
- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- Whether to extend or continue the term of appointment of Independent Directors on the basis of the report of performance evaluation of Independent Directors; and
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

The above said roles, accountabilities and responsibilities reflect salient terms of reference of the Nomination and Remuneration Committee. However, the detailed and exhaustive mandate / terms of reference of the said Committee are also available on the website of the Company at <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

Meetings and Attendance

During the financial year ended March 31, 2025, 2 (Two) meetings of the Nomination & Remuneration Committee were held on:

- i) May 17, 2024; and
- ii) November 05, 2024.

Attendance at the Nomination & Remuneration Committee Meetings held during the year under review is as under: -

Sr. No.	Name of Members	No. of Meetings attended
1	Mr. Daljit Singh	2
2	Mr. Ravi Rajagopal*	1
3.	Ms. Shailaja Chandra	2
4.	Ms. Suvalaxmi Chakraborty*	1

*Mr. Ravi Rajagopal resigned as a Member of the Audit Committee w.e.f. September 30, 2024, subsequently, Ms. Suvalaxmi Chakraborty was appointed as a Chairperson of the Audit Committee w.e.f. October 1, 2024.

Company Secretary of the Company acts as Secretary of the Committee.

REPORT ON CORPORATE GOVERNANCE (Contd.)

Remuneration policy and criteria of making payments to Executive and Non-Executive Directors

Remuneration policy of the Company is aimed at rewarding the performance, based on review of achievements on regular basis and is in consonance with the existing industry practice.

Directors' remuneration policy of your Company confirms to the provisions of the Companies Act, 2013 and this policy forms part of "Board Governance document" which is available at Company website on <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>.

Remuneration paid / payable to the Executive Director i.e. Whole-time Director is recommended by the Nomination and Remuneration Committee, decided by the Board and approved by the Shareholders.

Presently, the non-executive directors are being paid sitting fees for attending the meetings of Board of Directors and various Committees of the Board viz. Audit & Risk Management Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Corporate Social Responsibility Committee (Dissolved w.e.f May 4, 2024). Independent Directors are also being paid sitting fees for their separate meeting.

Remuneration to Directors / Executive Director(s)

The details of remuneration paid to Executive Directors during the financial year ended March 31, 2025 are as under: -

Name of the Director	Salary, Allowances & Perquisites (₹)	Performance Incentives (₹)	Retiral Benefits (₹)	Service Contract	
				Tenure	Notice Period
Mr. Chandrasekar Ramaswamy (Remuneration up to May 31, 2024)	8,52,250	6,33,600	3,600	3 years w.e.f. January 11, 2025	3 Months

Notes:

- As on March 31, 2025 Mr. Chandrasekar Ramaswamy did not hold any equity shares in the Company.
- No Stock options of the Company was granted to Mr. Chandrasekar Ramaswamy Further, he was not paid any commission from the Company or its Holding / Subsidiary Company during the year.

Non – Executive Directors

Except the sitting fees being paid to Non-Executive Directors and the fees for services rendered in the professional capacity, there is no other pecuniary relationship or transaction between such Directors and the Company.

Details of sitting fees paid to the Non-executive Directors for the financial year ended March 31, 2025 and their shareholding as on that date is as follows: -

Particulars of Director	Sitting Fee (Amount in ₹)	Shareholding in the Company as on March 31, 2025
Mr. Daljit Singh	5,50,000	Nil
Ms. Shailaja Chandra	7,50,000	Nil
Ms. Suvalaxmi Chakraborty	2,50,000	Nil
Mr. Ramesh Lakshman Adige	4,50,000	Nil
*Mr. Ravi Rajagopal	3,00,000	NA
Ms. Richa Singh Debgupta	0	Nil

*Mr. Ravi Rajagopal, had resigned w.e.f. September 30, 2024.

Except as stated above and as disclosed in this Annual Report including notes to Financial Statements, there was no other pecuniary relationship or transaction of the non-executive director(s) vis-à-vis the Company, during the year under review. Further, none of the non-executive directors are holding any convertible instrument of the Company.

REPORT ON CORPORATE GOVERNANCE (Contd.)

Performance evaluation criteria for independent directors

The performance evaluation criteria for independent directors is mentioned in the Board's Report.

C) STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition of the Committee

As on March 31, 2025, Stakeholders Relationship Committee comprised of the following members, namely:

S. No.	Name of Members	Designation	Category
1	Ms. Shailaja Chandra	Chairperson	Non-Executive - Independent Director
2	Mr. Daljit Singh	Member	Non-Executive Non-Independent Director
3	Mr. Chandrasekar Ramaswamy	Member	Executive Director

During the year under review, the Company, through a circular resolution, approved the reconstitution of the Stakeholders Relationship Committee effective May 4, 2024. As part of this reconstitution:

- Mr. Ramesh Lakshman Adige ceased to be both the Chairperson and a Member of the Committee.
- Ms. Shailaja Chandra had been appointed as a member & Chairperson of the Committee.

Company Secretary of the Company acts as Secretary of the Committee.

Salient roles and responsibilities associated with Stakeholders Relationship Committee include, but are not limited to the following:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various

services being rendered by the Registrar & Share Transfer Agent; and

- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

The above said roles, accountabilities and responsibilities reflect salient terms of reference of the Stakeholders Relationship Committee. However, the detailed and exhaustive mandate / terms of reference of the said Committee are also available on the website of the Company at <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

Meeting and Attendance

Stakeholders Relationship Committee meets as and when required. During the year under review, 4 (four) meetings were held on:

- May 17, 2024;
- July 22, 2024;
- November 05, 2024; and
- February 03, 2025

Attendance of the members of Stakeholders Relationship Committee at the said meetings were as follows:

S. No.	Names of the Members	No. of Meetings attended
1	Ms. Shailaja Chandra	4
2	Mr. Daljit Singh	4
3	Mr. Chandrasekar Ramaswamy	4

Status of Shareholders' Complaints during Financial Year 2024-25

Number of complaints pending from last year: Nil

Number of shareholders' complaints received during the year: 39

Number of complaints resolved to the satisfaction of shareholders: 39

Number of pending complaints as on March 31, 2025: Nil

REPORT ON CORPORATE GOVERNANCE (Contd.)

D) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

As per Section 135 of the Companies Act, 2013 every Company having net worth of ₹ 500 Crores or more, or turnover of ₹ 1,000 Crores or more or a net profit of ₹ 5 Crores or more during any financial year, shall constitute a Corporate Social Responsibility Committee of the Board. Further, sub-section (9) of Section 135 also exempts the Companies having an CSR spent upto ₹ 50 Lakhs from the requirement of constitution of CSR Committee.

Since the Company have already disposed of its operations and it does not meet the requirements as specified above and the exemption provided under Section 135(9), Board of Directors of the Company has passed the resolution by circulation on May 04, 2024 to dissolve the Corporate Social Responsibility Committee.

E) INDEPENDENT DIRECTORS MEETING

Independent Directors meets as and when required. During the year under review, 1 (one) meeting was held on March 11, 2025.

Salient roles and responsibilities associated with the Independent Directors Meeting include, but are not limited to, the following:

- Review the performance of non-independent directors and the board of directors as a whole;
- Review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors;
- Assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.

4. PARTICULARS OF SENIOR MANAGEMENT:

Sr. No.	Name	Designation
1.	Mr. Chandrasekar Ramaswamy	Whole-Time Director
2.	¹ Ms. Srishty	Company Secretary & Compliance Officer
3.	² Mr. Yogendra Kumar Kabra	Chief Financial Officer

Sr. No.	Name	Designation
4.	³ Mr. Sanjay Baweja	Chief Internal Auditor
5.	⁴ Ms. Vinti Verma	Company Secretary & Compliance Officer
6.	⁴ Mr. Pradeep Kumar Malhotra	Chief Financial Officer

¹Ms. Srishty resigned from the post of Company Secretary & Compliance Officer of the Company w.e.f. August 8, 2024.

²Mr. Yogendra Kumar Kabra resigned from the post of Chief Financial Officer of the Company w.e.f. August 23, 2024.

³Mr. Sanjay Baweja was appointed as a Chief Internal Auditor of the Company w.e.f. May 17, 2024.

⁴Ms. Vinti Verma and Mr. Pradeep Kumar Malhotra are appointed as a Company Secretary & Compliance Officer and Chief Financial Officer of the Company w.e.f. November 05, 2024, respectively.

5. SUBSIDIARY COMPANY

During the Financial Year under review, your Company has one unlisted subsidiary Company i.e. Malar Stars Medicare Limited. Audit & Risk Management Committee of your Company reviews financial statements and investments made by Malar Stars Medicare Limited. Minutes of the Board Meetings as well as statements of significant transactions and arrangements entered into by Malar Stars Medicare Limited were placed before the Board of Directors of the Company.

The Company has also formulated a policy for determining 'material' subsidiaries and such policy has also been disclosed on the Company's website and the web link of the same is

<http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

Basis the Consolidated Audited Annual Accounts of the Company for FY 25, the Company has no "material subsidiary" in terms of the provisions of SEBI LODR.

Note: Malar Stars Medicare Limited, the subsidiary company, has initiated the process to convert itself to Section 8 company as per the provisions of the Companies Act, 2013. The application for conversion was submitted subsequent to the current financial year ended on March 31, 2025.



REPORT ON CORPORATE GOVERNANCE (Contd.)

6. WHOLE TIME DIRECTOR / CHIEF FINANCIAL OFFICER CERTIFICATION

Certificates of Whole-time Director and Chief Financial Officer as stipulated in Regulation 17(8) of SEBI LODR was placed before the Board along with financial statements for the year ended March 31, 2025. The Board reviewed and took the same on record. The said certificate forms part of the Annual Report.

7. GENERAL BODY MEETINGS

The location and time of the General Meetings held during the preceding three years are as under: -

Financial Year	Date	Time	Address	Special resolution passed
2023-24	July 31, 2024	2.00 P.M.	Through Video Conferencing / Other Audio - Visual Means	- Re-appointment of Mr. Ravi Rajagopal as an Independent Director. - Re-appointment of Mr. Chandrasekar Ramaswamy as Whole-time Director.
2022-23	July 31, 2023	2:00 P.M.	Through Video Conferencing / Other Audio - Visual Means	NIL
2021-22	July 27, 2022	2:00 P.M.	Through Video Conferencing / Other Audio - Visual Means	NIL

Details of resolution passed by way of Postal Ballot

Pursuant to Regulation 44 of SEBI LODR and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder, the members of the Company have during the year under review, approved the following resolutions by way of postal ballot.

a) Appointment of Ms. Suvalaxmi Chakraborty (DIN: 00106054), as an Independent Director of the Company (Special Resolution).

For conducting the aforementioned postal ballot/electronic voting exercise, M/s Mukesh Agarwal & Co., Company Secretaries (C.P. No. 3851), was appointed as the Scrutiniser.

Summary of the results of aforementioned Postal Ballot/electronic voting process announced by the Company Secretary of the Company on January 14, 2025:

Item	Net Valid Votes Polled (No. of Equity Shares)	Votes with assent for the Resolution (No. of Equity Shares and % of net valid votes)	Votes with dissent for the Resolution (No. of Equity Shares and % of net valid votes)
Appointment of Ms. Suvalaxmi Chakraborty (DIN: 00106054), as an Independent Director of the Company.	11823356	11812261 (99.9062 %)	11095 (0.0938 %)

Procedure for E-voting

In compliance with Regulation 44 of Listing Regulations and Section 108, 110 and other applicable provisions of Companies Act, 2013 read with Rules made thereunder, the Company provides e-voting Facility to the Members. The Notice of Postal Ballot along with the Explanatory Statement pertaining to the Resolution(s) explaining in detail, the material facts are sent to all the members, whose name appear on the register of members as on the cut-off date. The members were given option to vote either through the Postal Ballot Forms or through e-voting facility. The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Companies Act, 2013.

The members are required to carefully read the instructions printed in the Postal Ballot Form, fill up the Form, give their assent or dissent on the resolution(s) at the end of the Form and return the duly completed and signed postal ballot form via registered email id so as to reach the scrutiniser before the close of working hours of the last date fixed for the purpose or post their assent or dissent through e-voting module. Postal Ballot Form received after this date, is strictly treated as if the Form has not been received from the member.

REPORT ON CORPORATE GOVERNANCE (Contd.)

Voting rights are reckoned on the basis of number of shares and paid-up value of shares registered in the name of the shareholders on the specified date. A resolution is deemed to have been passed as special resolution if the votes cast in favor are at least three times than the votes cast against and in case of ordinary resolution, the resolution is deemed to have been passed, if the votes cast in favor are more than the votes cast against.

For the members who opted for e-voting facility, they casted their votes via E-voting portal of Depositories (NSDL or CDSL) or through KFintech e-voting system of KFIN Technologies Limited (KFIN) as detailed in Notice of Postal Ballot.

The scrutiniser appointed for the purpose scrutinises the postal ballots and e-votes received and submit his consolidated report to the Company. The results are displayed on the website of the Company- <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/general-meeting-postal-ballot> and the last date for voting is deemed to be the date of passing the resolution(s).

8. DISCLOSURES

Related party transactions

Details of transactions with related parties, as prescribed in SEBI LODR, are placed before the Audit & Risk Management Committee periodically. Further, details of all material transactions, if any, with related parties are also disclosed quarterly along with the compliance report on Corporate Governance. The Company has adopted a Policy on 'Materiality on Related Party Transactions' and the weblink for the same is <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

During the period under review, no material Related Party Transaction(s) were entered with related parties of the Company.

Accounting Treatment

While in the preparation of financial statements, the treatment that has been prescribed in the Accounting Standards, has been followed to represent the facts in the financial statements in a true and fair manner.

Compliances by the Company

The Company has complied with the requirements of the Stock Exchange(s), Securities and Exchange Board of

India or other authorities on any matter related to Capital Market during the last 3 (three) years, except, as disclosed from time to time.

During the year under review, there was no non-compliance of requirements of Corporate Governance Report of Sub para 2 to 10 of Clause C of Schedule V of SEBI LODR.

Management

During the year under review, no material financial and commercial transaction has been entered by Senior Management Personnel, where they have any personal interest that may have potential conflict with the Company at large. The Company has obtained requisite declarations from all Senior Management Personnel in this regard and the same were placed before the Board of Directors on periodic basis.

Code of Conduct and Prevention of Insider Trading

Code of Conduct for Prevention of Insider Trading of Fortis Malar Hospitals Limited, as approved by the Board of Directors, inter- alia, prohibits purchase or sale of securities of the Company by Directors and employees while in possession of unpublished price sensitive information in relation to the Company. The said Code is available on the Company's website: <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

Whistle Blower Policy / Vigil Mechanism

The Company strongly supports and strives to provide a structured platform via Whistle Blower Policy / Vigil Mechanism for reporting of instances of alleged wrongful conduct or gross waste or misappropriation of funds including instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.

Through this Policy, the Company seeks to provide a procedure for all the employees, directors and other stakeholders of the Company to report their concerns about unethical and improper practice taking place in the Company and provide for adequate safeguards against victimisation of director(s) / employee(s) / stakeholder(s) who avail of the mechanism and also provide for direct access to the Chairman of the Audit & Risk Management Committee, in exceptional cases. It protects employees, officers, directors and stakeholders who in good faith raise a concern about irregularities within the Company. It is hereby confirmed that no personnel were denied access to the Audit & Risk Management Committee.

REPORT ON CORPORATE GOVERNANCE (Contd.)

The Company has adopted a Whistle Blower Policy in line with the requirements laid down under the Companies Act, 2013 and SEBI LODR. The same is available at the weblink: <http://www.fortismalarhospital.com/investor-relations/investorcatdetails/corporate-governance/policies-and-other-documents>

9. MEANS OF COMMUNICATION

- i) **Results:** The financial results are generally published in Business Standard/Financial Express (English - all editions across the Country) and Rozana Spokesman (Punjabi – Regional Editions).
- ii) **Website:** The financial results hosted on the Company's website viz. <http://www.fortismalarhospital.com>.
- iii) **News Release, Presentations:** The press releases/ official news, detailed presentation made to media, analysts, institutional investors etc., if any, are displayed on the Company's website. Official Media Releases, if any, are also sent to the stock exchange before dissemination to the media.
- iv) **Intimation to the Stock Exchange:** The Company also intimates the Stock Exchange all price sensitive information or such other matters, if any, which in its opinion are material and of relevance to the Shareholders and are statutorily required to be informed.
- v) **BSE Corporate Compliance and the Listing Centre:** BSE Listing Centre is a web-based application designed by BSE for corporates. All periodical compliance filings, inter-alia, Shareholding Pattern, Corporate Governance Report, corporate announcements, amongst others in accordance with SEBI LODR are filed electronically.
- vi) **SEBI Complaints Redress System (SCORES 2.0) and Online Dispute Resolution (ODR):** Investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.

The Company submits ATR on timely basis with respect to the complaints received from SCORES. The Members can access the SCORES portal at <https://scores.sebi.gov.in/>. In case any Member is still not

satisfied with the outcome of the resolution, they can initiate dispute resolution through the ODR Portal at [https:// smartodr.in/login](https://smartodr.in/login).

The ODR Portal has the necessary features and facilities to, inter alia, enroll the Member to file the complaint/dispute. Your Company has done necessary enrolment on the ODR Portal of the stock exchanges.

- vii) **Designated Exclusive email-id:** The Company has designated the following email-id for investor servicing:

secretarial.secretarial.malar@malarhospitals.in. Investors can also mail their queries to Registrar and Transfer Agent at einward.ris@kfintech.com.

10. GENERAL SHAREHOLDER INFORMATION

- a) **Annual General Meeting: Wednesday, July 30, 2025 at 2.00 P.M. (IST) through OAVM/VC.**
- b) **The Financial Year of the Company - April 01 to March 31**

Financial Calendar 2025-26 (tentative & subject to change)

S. No.	Tentative Schedule	Tentative Date (On or before)
1.	Financial Reporting for the quarter ending June 30, 2025	August 14, 2025
2.	Financial Reporting for the quarter ending September 30, 2025	November 14, 2025
3.	Financial Reporting for the quarter ending December 31, 2025	February 14, 2026
4.	Financial Reporting for the quarter ending March 31, 2026	May 30, 2026
5.	Annual General Meeting for the year ending March 31, 2026	On or before September 30, 2026

- c) **Listing on Stock Exchanges**

The Equity shares of the Company are listed on BSE Limited (BSE), Phiroze Jeejeebhoy Tower, Dalal, Street, Mumbai – 400001.

The Company has paid the listing fee of BSE Limited for FY 2024-25.

REPORT ON CORPORATE GOVERNANCE (Contd.)

d) **Details of commodity price risk or foreign exchange risk and hedging activities (commodity or otherwise), as applicable, during financial year under review** - Details of commodity price, risk on foreign exchange risk & hedging activity (commodity or otherwise), as applicable, during the financial year under review are provided in notes to accounts which forms part of the Annual Report. It is hereby confirmed that the Company is not involved in commodity and / or derivative market.

(h) **Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)** – Not Applicable

(i) **The Company is in receipt of a certificate from M/s Mukesh Agarwal & Co., Practicing Company Secretaries certifying that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority. The said certificate is enclosed with this report.**

(j) **It is confirmed that there was no instance during FY 2024-25 when the Board had not accepted any recommendation of any committee of the Board.**

(k) **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is given below:**

Particular of Services	Name of Auditor	(Amount in ₹)
Statutory Audit Fees	B S R & Co. LLP	6,32,000
Other Services Limited Review / OPE & GST	B S R & Co. LLP	9,45,902
TOTAL		15,77,902

o) **Distribution of Shareholding as on March 31, 2025**

S. no	Category	No. of Cases	% of Cases	Amount	% of Amount
1	1-5000	30,499	95.31	1,90,71,250.00	10.18
2	5001- 10000	851	2.66	70,08,420.00	3.74
3	10001- 20000	376	1.18	55,80,790.00	2.98

(l) **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013:**

- number of complaints filed during the financial year – Nil
- number of complaints disposed of during the financial year – Nil
- number of complaints pending as on end of the financial year – Nil

m) **Registrar and Transfer Agent**

KFin Technologies Limited

Selenium Building, Tower B, Plot No. 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad, Telangana - 500032

Phone No. - +91 40 6716 2222

E-mail: einward.ris@kfintech.com

Website: www.kfintech.com

n) **Share Transfer System**

The Board has delegated the authority for approving transposition, transmission, etc. of the Company's securities to the Whole- time Director and/or Company Secretary. A summary of transposition/ transmission of securities of the Company so approved by the Whole-time Director / Company Secretary was placed at every Board meeting / Stakeholders' Relationship Committee.

The Company has obtained annual certificate of compliance from the Compliance Officer and the authorised representative of Registrar and share transfer Agent pertaining to compliance with share transfer formalities as required under SEBI LODR.

REPORT ON CORPORATE GOVERNANCE (Contd.)

S. no	Category	No. of Cases	% of Cases	Amount	% of Amount
4	20001- 30000	104	0.33	26,28,860.00	1.40
5	30001- 40000	47	0.15	16,96,910.00	0.91
6	40001- 50000	36	0.11	17,01,240.00	0.91
7	50001- 100000	52	0.16	40,53,860.00	2.16
8	100001& Above	36	0.11	14,56,76,260.00	77.73
	Total:	32,001	100.00	18,74,17,590.00	100.00

p) Shareholding Pattern of Equity Shares as on March 31, 2025

S. no	Description	No. of Cases	Total Shares	% Equity
1	EMPLOYEES	6	60,850	0.32
2	H U F	208	96,992	0.52
3	I E P F	1	9,36,556	5.00
4	BODIES CORPORATES	58	1,42,521	0.76
5	MUTUAL FUNDS	1	13,500	0.07
6	NON RESIDENT INDIANS	79	2,35,983	1.26
7	NON RESIDENT INDIAN NON REPATRIABLE	79	28,447	0.15
8	PROMOTERS BODIES CORPORATE	1	1,17,52,402	62.71
9	RESIDENT INDIVIDUALS	31,567	54,74,408	29.21
10	TRUSTS	1	100	0.00
	Total:	32,001	1,87,41,759	100.00

q) Dematerialisation of Shares and Liquidity

Requests for dematerialisation of shares are processed by RTA expeditiously and confirmation in respect of dematerialisation is entered by RTA in depository system of respective depositories, by way of electronic entries for dematerialisation of shares generally on weekly basis. In case of rejections, documents are returned under objection to Depository Participant with a copy to the shareholder and electronic entry for rejection is made by RTA in the Depository System.

As on March 31, 2025, 1,82,81,645 Equity shares representing 97.54% of the paid-up Equity Capital of the Company had been dematerialised.

The Company's Equity shares have been allotted ISIN (INE842B01015) by depositories namely National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

Shareholders holding shares in physical form are requested to get their shares dematerialised at the earliest, as the Company's Shares are required to be compulsorily traded at Stock Exchange in dematerialised form only. Further, w.e.f. April 1, 2019, as per the circular issued by SEBI, no transfer can be effected in physical form.

The Company's equity shares are actively traded on BSE Limited. Further, the relevant data for the average daily turnover for FY 2024-25 is given below:

Particulars		BSE
Average Shares Traded	Share (Nos.)	44,998
Average Daily Turnover	Value (In Crores)	0.32

Source: This information is compiled from the data available from the website of BSE.

REPORT ON CORPORATE GOVERNANCE (Contd.)

- r) **As on March 31, 2025, the Company has not issued any GDRs, ADRs, FCCBs, Warrants or any other convertible instruments.**

s) **Hospital Location**

Since the Company has sold its business operations to MGM Healthcare therefore the Company doesn't have any hospital locations as at the end of the financial year on March 31, 2025.

t) **Lock-in of Equity shares**

As on March 31, 2025 none of the shares of the Company are under Lock-in.

u) **Address for Correspondence**

The Company understands the significance of two-way communication with the shareholders. The Company's website is constantly updated with the latest disclosures / information as the shareholders may require from time to time. In compliance with Regulation 46 of SEBI LODR a separate dedicated section under 'Investors' on the Company's website gives information on various announcements made by the Company, Annual Report, Quarterly / Annual financial results along with the applicable policies/ codes of the Company.

For share transfer / dematerialisation of shares, payment of dividend and any other query relating to shares, the shareholders may contact at the below address:

KFin Technologies Limited

Selenium Building, Tower B, Plot No. 31-32,
Gachibowli, Financial District, Nanakramguda,
Hyderabad, Telangana - 500032

Phone No. - +91 40 6716 2222

E-mail: einward.ris@kfintech.com

Website: www.kfintech.com

For Investor Assistance

Secretarial Department

Fortis Malar Hospitals Limited,

3rd Floor, Tower A, Unitech Business Park, Block – F, South City 1, Sector – 41, Gurgaon, Haryana 122001, India

Tel: +91 124 4921083

E-Mail: - secretarial.malar@malarhospitals.in

- v) **It is confirmed that the Company has not obtained any credit rating during the year under review, for any debt instruments or fixed deposit programme or any scheme or proposal of the Company involving mobilisation of funds, whether in India or abroad.**

w) **Nomination Facility**

Shareholders who hold shares in the physical form and wish to make any nomination / change nomination made earlier in respect of their shareholding in the Company, should submit the nomination Form SH-13 of the Companies (Share Capital and Debentures) Rules, 2014, available with the Company's RTA. Those holding shares in dematerialised form may contact their respective Depository Participant (DP) to avail the nomination facility. The shareholders may refer below link to detailed procedure in this regard http://www.fortismalarhospital.com/investor-services_nomination/investor-services-nomination

Further, SEBI vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN (Aadhar seeded) or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024, upon furnishing all the aforesaid details in entirety. Therefore, the Company has also sent an intimation in this regard to the shareholders of the Company.

x) **Elimination of Duplicate Mailing**

The shareholders who are holding Shares in more than one folio in identical name or in joint holders' name in similar order may send the share certificate(s) along with request for consolidation of holding in one folio to avoid mailing of multiple Annual Reports.

y) **Reconciliation of Share Capital Audit**

The Reconciliation of Share Capital Audit Report as stipulated under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018 was carried

REPORT ON CORPORATE GOVERNANCE (Contd.)

out by a Practicing Company Secretary in each of the quarter in FY 2024-25, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and total issued and listed capital. The Reconciliation of Share Capital Audit Report confirm that the total issued/paid up capital agrees with the total number of shares in physical form and the total number of dematerialised shares held with the depositories. The Reconciliation of Share Capital Audit Reports for each quarter of the Financial Year ended March 31, 2025 has been filed with the Stock Exchange within 30 days from the end of the respective quarter.

z) Demat Suspense Account

The Company has opened a Demat Suspense Account - "Fortis Malar Hospitals Limited - Unclaimed Shares Demat Suspense Account" and other information as required under SEBI LODR is as follows:

- Aggregate Number of the Shareholders and the outstanding lying in the Unclaimed Suspense Account at the beginning of the year (April 01, 2024): 24 Shareholders and 19,600 shares.
- Number of shareholders who approached issuer for transfer of shares from suspense account during the year: Nil
- Number of shareholders to whom shares were transferred from suspense account during the year: Nil
- Aggregate number of Shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. March 31, 2025: 24 Shareholders and 19,600 shares.

The voting rights of these shares shall remain frozen till the rightful owners claims such shares.

aa) During the period under review, the securities of the Company have not been suspended from trading.

ab) Dividend payment date: Not applicable

ac) Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;
Not Applicable

ad) Adoption of Mandatory and Non-Mandatory Requirements

Apart from complying with all the mandatory requirements, the Company has adopted following non-mandatory requirements as specified in Regulation 27(1) of SEBI LODR:

A. Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit & Risk Management Committee.

B. Un-modified opinion(s) in audit report

For the Financial Year ended March 31, 2025, your Company published financial statements with unmodified audit opinion.

ae) GO GREEN INITIATIVE

- The shareholders having shares in physical form are requested to register their e-mail IDs with us or our Registrar, at the address given elsewhere in this report, to enable us to serve any document, notice, communication annual report, etc. through e-mail.
- The shareholders holding shares in Demat form are requested to register their e-mail id with their respective Depository Participant for the above purpose.

af) The Company and its subsidiary has not granted any loans and advances in the nature of loans to firms/companies in which directors are interested.

ag) The Company has no material subsidiary therefore the requirement as specified Para 10(n) of Part B of Schedule V is not applicable on the Company

- ah) Disclosure of certain types of agreements binding listed entities (1) Information disclosed under clause 5A of paragraph A of Part A of Schedule III of these regulations. Not applicable
- ai) M/s Mukesh Agarwal & Co., Practicing Company Secretaries has audited the conditions of the Corporate Governance and after being satisfied with the compliance of the same, a certificate on compliance of the same has been issued to the Company, which forms part of this report.

aj) Declaration as required under Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

All Directors and Senior Management personnel of the Company have affirmed compliance with the provisions of the Code of Conduct of the Company for the financial year ended March 31, 2025.

For **Fortis Malar Hospitals Limited**

Sd/-

Daljit Singh

Chairman
DIN-00135414

Date: May 15, 2025

Place: Gurugram

**REPORT ON CORPORATE GOVERNANCE (Contd.)****Declaration on Compliance with Code of Conduct**

To,

The Members of Fortis Malar Hospitals Limited

Sub: Declaration by the Whole-time Director under Para-D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, Chandrasekar Ramaswamy, Whole-time Director of the Company, to the best of my knowledge and belief, declare that all the members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended March 31, 2025.

For **Fortis Malar Hospitals Limited**

Sd/-

Chandrasekar Ramaswamy

Whole-time Director

DIN: 09414564

Date: May 15, 2025

Place: Bengaluru

COMPLIANCE CERTIFICATE

[For Financial Year ended on March 31, 2025]

[Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015]

To

The Members

Audit & Risk Management Committee / Board of Directors

Fortis Malar Hospitals Limited

Dear Sir(s) / Madam(s),

We, Chandrasekar Ramaswamy, Whole-Time Director and Pradeep Kumar Malhotra, Chief Financial Officer, of the Company, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended March 31, 2025 and that to the best of our knowledge and belief:
 - (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems

of the Company pertaining to financial reporting and have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or propose to take to rectify these deficiencies.

- D. We have indicated to the auditors and the Audit & Risk Management Committee that:
 - (1) There have been no significant changes in internal control over financial reporting during the year under review;
 - (2) There has been no significant changes in accounting policies during the year except to the extent already disclosed in the notes to the financial statement(s); and
 - (3) There are no instances of significant fraud of which we are aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Fortis Malar Hospitals Limited**

Sd/-

Chandrasekar Ramaswamy

Whole Time Director

DIN: 09414564

Place: Bengaluru

Date: May 15, 2025

Sd/-

Pradeep Kumar Malhotra

Chief Financial Officer

Place: Gurugram

Date: May 15, 2025



CORPORATE GOVERNANCE CERTIFICATE

To

The Members

Fortis Malar Hospitals Limited

Fortis Hospital, Sector-62, Phase-VIII,

Mohali-160062

We, M/s **Mukesh Agarwal & Co.**, have examined the compliance of conditions of Corporate Governance by Fortis Malar Hospitals Limited ("the Company") for the year ended March 31, 2025, as stipulated under regulations 17 to 27 and clauses (b) to (i) and (t) of regulation 46(2) and para C, D, and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of above-referred conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under Regulations 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and Para C, D and E of Schedule V to the Listing Regulations.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Mukesh Agarwal & Co.**

Sd/-

Mukesh Kumar Agarwal

Proprietor

C.P. No. 3851

UDIN: F005991G000322681

Place: New Delhi

Date: May 15, 2025

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members

Fortis Malar Hospitals Limited ("the Company")

Fortis Hospital, Sector-62, Phase-VIII,

Mohali -160062

We, M/s Mukesh Agarwal & Co., have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Fortis Malar Hospitals Limited, having CIN L85110PB1989PLC045948 and having registered office at Fortis Hospital, Sector-62, Phase-VIII, Mohali -160062, (hereinafter referred to as "**the Company**"), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (**including Directors Identification Number (DIN) status at the portal www.mca.gov.in**) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Ramesh Lakshman Adige	00101276	February 19, 2008
2.	Mr. Daljit Singh	00135414	December 24, 2014
3.	Mr. Chandrasekar Ramaswamy	09414564	January 11, 2025
4.	Ms. Shailaja Chandra	03320688	March 10, 2021
5.	Ms. Richa Singh Debgupta	08891397	October 10, 2023
6.	Ms. Suvalaxmi Chakraborty	00106054	October 1, 2024

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Mukesh Agarwal & Co.**

Sd/-

Mukesh Kumar Agarwal

Proprietor

C.P. No. 3851

UDIN : F005991G000322725

Place: New Delhi

Date: May 15, 2025

INDEPENDENT AUDITOR'S REPORT

To the Members of Fortis Malar Hospitals Limited

Report on the Audit of the Standalone Financial Statements

OPINION

We have audited the standalone financial statements of Fortis Malar Hospitals Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

EMPHASIS OF MATTER

- a. We draw attention to Note 2(a)(ii) to the standalone financial statements which explains that consequent to sale of business operations through a slump sale transaction,

the Company ceases to have any business operations. While there is no visibility of commencing any new business operations in the future, the Company's management and Board of Directors is currently evaluating various corporate restructuring options for the future possible course of actions for the Company and is progressing with the finalisation of plan. However, the Company believes that it has sufficient cash and cash equivalent and other bank balances to settle its obligations as and when they fall due, and it believes that it would be able to meet its financial requirements for the foreseeable future based on the current cash position and projected cash flows. Accordingly, these standalone financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

KEY AUDIT MATTER

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

OTHER INFORMATION

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report (Contd.)

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from

fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions

Independent Auditor's Report (Contd.)

may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. The matter described in the Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - f. On the basis of the written representations received from the directors as on 01 April 2025 taken on record by the Board of Directors, none of the directors are disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - g. the modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A)(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - h. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

Independent Auditor's Report (Contd.)

- a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 26 to the standalone financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d(i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 39(v) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 39(vi) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
 - e. The interim and final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
 - f. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with. Additionally, except to the extent audit trail was not enabled for the previous year, the audit trail has been preserved by the Company as per the statutory requirements for record retention.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248WW-100022

Rajesh Arora

Partner

Place: Gurugram

Membership No.: 076124

Date: 15 May 2025

ICAI UDIN:25076124BMRJV4209

Independent Auditor's Report (Contd.)

ANNEXURE A to the Independent Auditor's Report on the Standalone Financial Statements of Fortis Malar Hospitals Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company does not have property, plant and equipment and intangible assets. Accordingly, clause 3(i) (a) to (d) of the Order is not applicable to the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company currently does not have any operations in the current year. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of services provided by it and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities, though there have been slight delays in a few cases of Provident Fund (PF), Goods and Service Tax (GST) and Tax Deducted at Source (TDS).

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Independent Auditor's Report (Contd.)

Name of the statute	Nature of the dues	Amount (Rupees in lacs)	Amount Paid under Protest (Rupees in lacs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax and interest thereon	154.65	154.65	AY 2020-21	Commissioner of Income Tax (Appeals)
Income Tax Act, 1961	Income Tax and interest thereon	150.61	-	AY 2018-19	Commissioner of Income Tax (Appeals)
Tamil Nadu Value Added Tax Act, 2006	Value Added Tax	254.93	-	FY 2008-09 to FY 2011-12	Honourable High Court of Madras
The Tamil Nadu Goods and Services Tax Act, 2017	GST and interest thereon	4.82	-	FY 2017-18-	GST Appellate Authority

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, the Company has not obtained any term loans during the year and the term loans obtained in the previous periods were fully utilised in the respective periods. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the

standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

Independent Auditor's Report (Contd.)

- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations provided to us, there is no core investment company within the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016). Accordingly, clause 3(xvi)(d) of the Order is not applicable. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) We draw attention to Note 2(a)(ii) to the standalone financial statements, which indicates that consequent to sale of business operations through a slump sale transaction, the Company ceases to have any business operations and it is currently evaluating various corporate restructuring options for the future possible course of actions for the Company and is progressing with the finalisation of plan. However, the Company believes that it has sufficient cash and cash equivalent to settle its obligations as and when they fall due, and it believes that it would be able to meet its financial obligations in the foreseeable future.

On the basis of the above and according to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence

Independent Auditor's Report (Contd.)

supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) The requirements as stipulated by the provisions of Section 135 are not applicable to the Company. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248WW-100022

Rajesh Arora
Partner
Place: Gurugram
Date: 15 May 2025
Membership No.: 076124
ICAI UDIN:25076124BMRJVV4209

Independent Auditor's Report (Contd.)

ANNEXURE B to the Independent Auditor's Report on the standalone financial statements of Fortis Malar Hospitals Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

OPINION

We have audited the internal financial controls with reference to financial statements of Fortis Malar Hospitals Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1)

Independent Auditor's Report (Contd.)

pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls,

material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

Rajesh Arora

Partner

Place: Gurugram

Date: 15 May 2025

Membership No.: 076124

ICAI UDIN:25076124BMRJVV4209

STANDALONE BALANCE SHEET AS AT MARCH 31, 2025

Particulars	Notes	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
ASSETS			
A. Non-current assets			
(a) Property, plant and equipment	5(a)	-	-
(b) Right of use assets	30	-	-
(c) Other Intangible assets	5(b)	-	-
(d) Financial assets			
(i) Investment in subsidiary	6	5.00	5.00
(e) Deferred tax assets (net)	33	-	-
(f) Other tax assets (net)	7	250.73	236.57
Total non-current assets (A)		255.73	241.57
B. Current assets			
(a) Financial assets			
(i) Cash and cash equivalents	8	10.80	10,528.78
(ii) Bank balances other than above	9	1,759.23	81.74
(iii) Other financial assets	10	1,631.54	327.82
(b) Other tax assets (net)	7	-	358.77
(c) Other current assets	11	0.15	-
Total current assets (B)		3,401.72	11,297.11
Total assets (A+B)		3,657.45	11,538.68
EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	12(a)	1,875.70	1,875.70
(b) Other equity		1,120.71	9,044.95
Total equity(A)		2,996.41	10,920.65
Liabilities			
B. Current liabilities			
(a) Financial liabilities			
(i) Trade payables	13		
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of other than micro enterprises and small enterprises		433.64	519.06
(ii) Other financial liabilities	14	219.56	42.67
(b) Provisions	15	-	3.23
(c) Other current liabilities	16	7.84	53.07
Total current liabilities (B)		661.04	618.03
Total liabilities (B)		661.04	618.03
Total equity and liabilities (A+B)		3,657.45	11,538.68
See accompanying notes forming part of the standalone financial statements	1-43		

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

RAJESH ARORA
Partner
Membership Number: 076124

Place : Gurugram
Date : May 15, 2025

For and on behalf of the Board of Directors
Fortis Malar Hospitals Limited
CIN: L85110PB1989PLC045948

RICHA SINGH DEBGUPTA
Director
DIN : 08891397
Place : Kolkata
VINTI VERMA
Company Secretary
Membership No.: ACS 44528

Place : Gurugram
Date : May 15, 2025

CHANDRASEKAR R
Whole Time Director
DIN : 09414564
Place : Bengaluru

PRADEEP KUMAR MALHOTRA
Chief Financial Officer
Place : Gurugram

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Notes	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
I Revenue from operations	17	-	5,900.88
II Other income	18	271.72	887.42
III Total income (I+II)		271.72	6,788.30
IV Expenses			
i) Purchases of medical consumable and drugs		-	870.24
ii) Changes in inventories of medical consumable and drugs	19	-	6.70
iii) Employee benefits expense	20	40.76	1,510.71
iv) Finance costs	21	1.02	430.46
v) Depreciation and amortisation expense	22	-	936.01
vi) Other expenses	23	171.35	3,632.23
Total expenses (IV)		213.13	7,386.35
V Profit/(Loss) before exceptional item and tax		58.59	(598.05)
VI Exceptional item	37	-	5,792.63
VII Profit before tax		58.59	5,194.58
VIII Tax expense:	33		
i) Current tax		3.59	466.90
ii) Earlier year income tax		14.00	-
iii) Deferred tax		-	-
Total tax expense(VIII)		17.59	466.90
IX Profit for the year		41.00	4,727.68
Other comprehensive income/ (loss)			
i) Items that will not be reclassified subsequently to profit or loss			
a) Remeasurements of the defined benefit liability		-	(2.77)
b) Income tax relating to items that will not be reclassified to profit or loss		-	-
X Total Other comprehensive loss for the year (net of tax)		-	(2.77)
XI Total comprehensive income for the year (IX + X)		41.00	4,724.91
Earnings per equity share of ₹ 10 each	34		
i) Basic (in ₹)		0.22	25.23
ii) Diluted (in ₹)		0.22	25.23
See accompanying notes forming part of the standalone financial statements	1-43		

In terms of our report attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration Number: 101248W/W-100022

For and on behalf of the Board of Directors

Fortis Malar Hospitals Limited

CIN: L85110PB1989PLC045948

RAJESH ARORA

Partner

Membership Number: 076124

RICHA SINGH DEBGUPTA

Director

DIN : 08891397

Place : Kolkata

CHANDRASEKAR R

Whole Time Director

DIN : 09414564

Place : Bengaluru

VINTI VERMA

Company Secretary

Membership No.: ACS 44528

PRADEEP KUMAR MALHOTRA

Chief Financial Officer

Place : Gurugram

Place : Gurugram

Date : May 15, 2025

Place : Gurugram

Date : May 15, 2025

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Notes	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Cash flows from operating activities			
Profit before tax		58.59	5,194.58
Adjustments for:			
Exceptional item		-	(5,792.63)
Interest income		(250.04)	(551.71)
Dividend income		-	(200.00)
Depreciation and amortisation expense		-	936.01
Interest expense on lease liability		-	406.20
Allowance for credit losses (including bad debts written off)		-	(47.25)
Liabilities/ provisions no longer required written back		(21.68)	(88.46)
		(213.13)	(143.26)
Working capital adjustments:			
(Increase)/decrease in other assets and other financial assets		(1.49)	88.40
Decrease in trade and other receivables		-	29.69
Decrease in inventories		-	6.70
(Decrease)/increase in Provisions		(3.23)	60.72
Decrease in trade payables		(63.74)	(269.10)
Increase in other liabilities and other financial liabilities		131.65	5.92
Cash used in operations		(149.94)	(220.93)
Income taxes refund/(paid) (Net)		327.02	(500.44)
Net cash generated from/(used in) operating activities		177.08	(721.37)
Cash flows from investing activities			
Payments for purchase of property, plant and equipment, intangible assets		-	(229.93)
Inter-corporate deposits repaid by related parties		-	6,800.00
Purchase consideration received from sale of business		145.58	4,426.00
Dividend from equity investment		180.00	-
Investment in bank deposits (net)		(1,627.95)	-
Bank balances not considered as cash and cash equivalents		(1,677.49)	275.91
Interest received		250.04	690.39
Net cash (used in)/generated from investing activities		(2,729.82)	11,962.37
Cash flows from financing activities (refer note 12(b))			
Repayment of lease liabilities including interest thereon		-	(1,085.19)
Dividend payment		(7,965.24)	-
Net cash used in financing activities		(7,965.24)	(1,085.19)
Net (decrease)/increase in cash and cash equivalent		(10,517.98)	10,155.81
Cash and cash equivalents at the beginning of the year		10,528.78	372.97
Cash and cash equivalents at the end of the year	8	10.80	10,528.78

Notes:

- The standalone statement of cash flows has been prepared in accordance with "Indirect Method" as set out on Indian Accounting Standard -7 on "Statement of Cash flows".
- The Company has not made any payment towards Corporate Social Responsibility (CSR) expenditure for the year ended March 31, 2025 and March 31, 2024 (refer note no 36).

See accompanying notes forming part of the standalone financial statements 1-43

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

For and on behalf of the Board of Directors
Fortis Malar Hospitals Limited
CIN: L85110PB1989PLC045948

RAJESH ARORA
Partner
Membership Number: 076124

RICHA SINGH DEBGUPTA
Director
DIN : 08891397
Place : Kolkata

CHANDRASEKAR R
Whole Time Director
DIN : 09414564
Place : Bengaluru

VINTI VERMA
Company Secretary
Membership No.: ACS 44528

PRADEEP KUMAR MALHOTRA
Chief Financial Officer
Place : Gurugram

Place : Gurugram
Date : May 15, 2025

Place : Gurugram
Date : May 15, 2025

STANDALONE STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

A EQUITY SHARE CAPITAL

Particulars	No. in Lakhs	₹ in Lakhs
Equity shares of ₹ 10 each issued , subscribed and fully paid *		
As at April 01, 2023	187.42	1,875.70
Issue of share capital	-	-
As at March 31, 2024	187.42	1,875.70
Issue of share capital	-	-
As at March 31, 2025	187.42	1,875.70

*Includes amount received on forfeited shares amounting to ₹ 1.53 Lakhs

B OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and surplus		Total
	Securities Premium (Refer Note1)	Retained Earnings	
Balance as at April 01, 2023	957.23	3,362.81	4,320.04
Profit for the year	-	4,727.68	4,727.68
Other comprehensive loss for the year, (net of income tax)	-	(2.77)	(2.77)
Total comprehensive income for the year	-	4,724.91	4,724.91
Balance as at March 31, 2024	957.23	8,087.72	9,044.95
Profit for the year	-	41.00	41.00
Other comprehensive income for the year, (net of income tax)	-	-	-
Total comprehensive income for the year	-	41.00	41.00
Dividends paid to shareholders	-	(7,965.24)	(7,965.24)
Balance as at March 31, 2025	957.23	163.48	1,120.71

Notes:

- The utilised accumulated excess of issue price over face value on issue of shares. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.

See accompanying notes forming part of the standalone financial statements

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In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

For and on behalf of the Board of Directors
Fortis Malar Hospitals Limited
CIN: L85110PB1989PLC045948

RAJESH ARORA
Partner
Membership Number: 076124

RICHA SINGH DEBGUPTA
Director
DIN : 08891397
Place : Kolkata

VINTI VERMA
Company Secretary
Membership No.: ACS 44528

CHANDRASEKAR R
Whole Time Director
DIN : 09414564
Place : Bengaluru

PRADEEP KUMAR MALHOTRA
Chief Financial Officer
Place : Gurugram

Place : Gurugram
Date : May 15, 2025

Place : Gurugram
Date : May 15, 2025

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

1. CORPORATE INFORMATION

Fortis Malar Hospitals Limited (the 'Company') (CIN: L85110PB1989PLC045948), was incorporated in the year 1989 to set up, manage and operate a multi-speciality hospital and the Company is a subsidiary of Fortis Hospitals Limited and Fortis Healthcare Limited is the Intermediate Holding Company and its equity shares are listed on the Bombay Stock Exchange (BSE) in India. The Company operated its state of the art Hospital facility in Chennai. The Hospital building was owned by a fellow subsidiary, Fortis Health Management Limited ("FHML").

During the previous year, the Company had sold its business operations pertaining to Malar Hospital, on a slump sale basis on February 01, 2024. Post this sale, the Company ceases to have any business operations. (also refer note 27).

2. MATERIAL ACCOUNTING POLICIES

This note provides a list of the material accounting policies adopted in the preparation of these standalone financial statements ('financial statements'). The accounting policies adopted are consistent with those of the previous financial year.

(a) Basis of preparation

(i) Statement of compliance

These Standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, notified under Section 133 of Companies Act, 2013, ("the Act") and other relevant provisions of the Act. All the amounts included in the financial statements are reported in Lakhs of Indian Rupees and are rounded off to two decimals, except per share data.

The financial statements have been authorised for issue by the Company's Board of Directors on May 15, 2025.

(ii) Going concern assumptions

During the previous year, the Company has sold its business operations pertaining to Malar Hospital, on a slump sale basis on February 01, 2024 (also refer note 27). Post this sale, the Company ceases to have any business operations. Currently, the management

of the Company has no visibility of commencing any new business operations in the future, and the Company's management and Board of Directors, in consultation with its legal advisors/ merchant bankers, is evaluating various corporate restructuring options for the future possible course of actions for the Company and is progressing with the finalisation of plan.

Further, the Company has sufficient cash and cash equivalent balance to settle its obligations as and when they fall due and the Company believes that it would be able to meet its financial obligations for the foreseeable future based on the current cash position and projected cash flows. Accordingly, these standalone financial statements have been prepared on a going concern basis..

(iii) Functional and presentation currency

These financial statements are presented in Indian Rupees, which is also the Company's functional currency.

(iv) Basis of Measurement

The standalone financial statements have been prepared under historical cost convention on accrual basis.

(b) Current versus non-current classification

Based on the time involved between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

(c) Measurement of fair values

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(d) Financial instrument

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e. the date that the Company commits to purchase or sell the asset.

Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortised cost of the financial liability. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR recognised is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt instrument at FVOCI

A 'debt instrument' is classified as at the FVOCI if the objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and the asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in OCI

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

is reclassified to the Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for recognised as at amortised cost or as FVOCI, is classified as at FVTPL. In addition, at initial recognition, the Company may irrevocably elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Equity investments

Equity investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in such entities, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

All other equity investments which are in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments in scope of Ind AS 109, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss to retained earnings.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Dividend income from investments is recognised in statement of profit and loss on the date that the right to receive payment is established.

Impairment of financial assets

The Company recognises loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the Statement of Profit and Loss.

Credit-impaired financial assets

At each reporting date, the Company assesses whether financial assets carried at amortised cost and debt securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial recognised; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognised an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Write off of financial assets

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company expects no significant recovery from the amount written off.

However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains

and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

Derecognition of financial liabilities

A financial liability is recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the Standalone Balance Sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(e) Inventories

Inventories are valued at lower of cost and net recognised value except scrap, which is valued at net estimated recognised value.

The Company uses weighted average method to determine cost for all categories of inventories except for goods in transit which is valued at specifically identified purchase cost and other direct costs incurred. Cost includes all costs of purchase, and other costs incurred in bringing the inventories to their present location and condition inclusive of non-refundable (adjustable) taxes wherever applicable.

Net recognised value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale. The comparison of cost and net recognised value is made on an item-by-item basis.

(f) Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks and other short-term highly liquid

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

investments with original maturities of three months or less.

For the purpose of cash flow statement, cash and cash equivalent includes cash in hand, in banks, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less, net of outstanding bank overdrafts that are repayable on demand and are considered part of the cash management system.

(g) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the standalone financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities and commitments are reviewed by the management at each balance sheet date.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

(h) Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The amount recognised as a provision is the best estimate of the consideration required to settle the present

obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognised any impairment loss on the assets associated with that contract.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

(i) Revenue recognition

Revenue in the previous year primarily comprises fees charged under contract for inpatient and outpatient hospital services and also includes sale of products comprising medical and non-medical items and Management fees from hospitals. Hospital services include charges for accommodation, medical professional services, equipment, radiology, laboratory and pharmaceutical goods used in treatments given to patients.

Contracts with customers could include promises to transfer multiple services/ products to a customer. The Company assesses the product/ services promised in a contract and identifies distinct performance obligation in the contract. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered and goods sold is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract including claims. Further, the Company also determines whether the performance obligation is satisfied at a point in time or over a period of time. These judgements and estimations are based on various factors including contractual terms and historical experience.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

Revenue from in patient hospital services is recognised over the period of time, as and when services are performed. Revenue from outpatient hospital services is recognised at a point in time when patient has actually received the service. Revenue from sale of products is recognised at the point in time upon transfer of control of products to customers at the time of delivery of goods to the customers.

Revenue includes only those sales for which the Company has acted as a principal in the transaction, takes title to the products, and has the risks and rewards of ownership, including the risk of loss for collection, delivery and returns. Any revenue transaction for which the Company has acted as an agent or broker without assuming the risks and rewards of ownership have been reported on a net basis.

Excess of revenue earned over billings on contracts is recognised as unbilled revenue. Unbilled revenue is classified as Trade receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue ("contract liability") is recognised as other current liability when there is billings in excess of revenues.

Other operating revenue in the previous year comprises revenue from various ancillary revenue generating activities is recognised over the period of time, in accordance with the terms of the relevant agreements, as and when services are performed.

(j) Employee benefits

Short-term employee benefits

All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly. Short term employee benefits are measured on an undiscounted basis.

Post-employment benefits

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

a) Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The liability in respect of gratuity is recognised in the books of account based on actuarial valuation by an independent actuary.

b) Provident fund

The Company makes contribution to Regional Provident Fund Commissioner for its employees. This is treated as defined contribution plan.

The Company's contribution to the provident fund is charged to statement of profit and loss.

Other long-term employee benefits:

As per the Company's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be recognised during the service, or encashed. Encashment can be made during service, on early retirement, on withdrawal of scheme, at resignation and upon death of the employee. Accumulated compensated absences are treated as other long-term employee benefits.

Termination benefits are recognised as an expense when, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Actuarial valuation

The liability in respect of all defined benefit plans and other long-term benefits is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

Remeasurement gains and losses on other long-term benefits are recognised in the statement of profit and loss in the year in which they arise. Remeasurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are recognised immediately in the Statement of Changes in Equity with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Any differential between the plan assets (for a funded defined benefit plan) and the defined benefit obligation as per actuarial valuation is recognised as a liability if it is a deficit or as an asset if it is a surplus (to the extent of the lower of present value of any economic benefits available in the form of refunds from the plan or reduction in future contribution to the plan).

Past service cost is recognised as an expense in the statement of profit and loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, the past service cost is recognised immediately in the statement of profit and loss. Past service cost may be either positive (where benefits are introduced or improved) or negative (where existing benefits are reduced).

(k) Income tax

Income tax comprises current and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI. Interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets

Current taxes

Current tax comprises the best estimate of expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable

in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred taxes

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that
 - is not a business combination; and
 - at the time of transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give rise to equal taxable and deductible temporary differences
- temporary differences related to investments in subsidiaries, associates or joint arrangements, to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(I) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Company has the right to obtain substantially all of the economic benefits from use of the asset through the period of use; and
- the Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases, where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:
 - the Company has the right to operate the asset; or
 - the Company designed the asset in a way that predetermines how and for what purpose it will be used

An entity shall reassess whether a contract is, or contains, a lease only if the terms and conditions of the contract are changed.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for

the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Company determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

As a lessee

The Company accounts for assets taken under lease arrangement in the following manner:

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentive received.

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The estimated useful lives of right-of-use are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Company has elected not to recognise right-of use assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(m) Borrowing costs

Finance costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense on lease liability. Finance cost also includes exchange differences to the extent regarded as an adjustment to the finance costs. General and specific borrowing costs that are directly attributable to the construction or production or development of a qualifying asset are capitalised as part of the cost of that asset. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other finance costs are expensed in the period in which they occur.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the finance costs eligible for capitalisation. Ancillary costs incurred in connection with the arrangement of borrowings are amortised over the period of such borrowings.

(n) Statement of Cash flow

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated. The Company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

(o) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit/ (loss) attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(p) Exceptional items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly, disclosed in the standalone financial statements.

3. CRITICAL ESTIMATES AND JUDGEMENTS

The preparation of standalone financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025**Assumptions and estimation uncertainties**

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment is included in the following notes:

- Recognition and measurement of contingency: Key assumption about the likelihood and magnitude of an outflow of resources – Note 26
- Recognition and estimation of tax expense including deferred tax– Note 33

4. RECENT PRONOUNCEMENTS

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under

Companies (Indian Accounting Standards) Rules as issued from time to time. On May 07, 2025, MCA issued the Companies (Indian Accounting Standards) Amendment Rules, 2025, which made certain amendments to Ind AS 21 The Effects of Changes in Foreign Exchange Rates, effective from April 01, 2025. These amendments define currency exchangeability and include guidance on estimating spot exchange rates when a currency is not exchangeable. The Company does not expect this amendment to have any significant impact in its financial statements

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

5 (a) PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Plant and machinery	Medical equipments	Furniture and fittings	Computers	Office equipments	Total
Gross carrying value						
As at April 01, 2023	194.33	3,009.91	232.08	239.80	73.35	3,749.47
Additions	-	224.31	1.35	1.22	3.73	230.61
Disposals/transfers *	(194.33)	(3,234.22)	(233.43)	(241.02)	(77.08)	(3,980.06)
As at March 31, 2024	-	-	-	-	-	-
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at March 31, 2025	-	-	-	-	-	-
Accumulated depreciation						
As at April 01, 2023	132.96	2,052.88	169.52	183.20	63.43	2,601.99
Depreciation	10.95	173.74	15.17	29.31	2.82	231.99
Disposals/transfers	(143.91)	(2,226.62)	(184.69)	(212.51)	(66.25)	(2,833.98)
As at March 31, 2024	-	-	-	-	-	-
Depreciation	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at March 31, 2025	-	-	-	-	-	-
Net carrying value						
As at March 31, 2024	-	-	-	-	-	-
As at March 31, 2025	-	-	-	-	-	-

*Refer note 27 for Property, plant and equipment transferred on sale of business.

5 (b) OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Software
Gross carrying value	
As at April 01, 2023	625.39
Additions	-
Disposals/adjustments	(625.39)
As at March 31, 2024	-
Additions	-
Disposals	-
As at March 31, 2025	-
Accumulated amortisation	
As at April 01, 2023	608.14
Amortisation	17.25
Disposals/adjustments	(625.39)
As at March 31, 2024	-
Amortisation	-
Disposals	-
As at March 31, 2025	-
Net carrying value	
As at March 31, 2024	-
As at March 31, 2025	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

6 INVESTMENTS IN SUBSIDIARY - NON-CURRENT

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Unquoted investments (fully paid)		
Investments in equity instruments- at cost		
Malar Stars Medicare Limited [50,000 (March 31, 2024: 50,000) equity shares of ₹ 10 each]	5.00	5.00
Total	5.00	5.00
Aggregate value of unquoted investments	5.00	5.00

7 TAX ASSETS

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Income tax assets		
Non-current		
Advance income tax (net of provision for taxation)	250.73	236.57
Total	250.73	236.57
Current		
Advance income tax (net of provision for taxation)	-	358.77
Total	-	358.77

8 CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Balances with banks:		
- On current accounts	10.80	66.69
- Deposits with original maturity of less than three months*	-	10,456.62
Demand drafts on hand	-	5.47
Total	10.80	10,528.78

*Includes interest accrued on deposits amounting to ₹ Nil Lakhs (March 31, 2024 - ₹ 86.61 Lakhs)

9 BANK BALANCES OTHER THAN ABOVE

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Unpaid dividend accounts	185.00	-
Deposits with original maturity of more than 3 months but less than 12 months*	1,574.23	81.74
Total	1,759.23	81.74

*Includes interest accrued on deposits amounting to ₹ 46.23 Lakhs (March 31, 2024 - ₹ 0.33 Lakhs)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

10 OTHER FINANCIAL ASSETS - CURRENT

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Unsecured, considered good		
Security deposits	3.59	-
Deposit with bank with maturity of less than 12 months from the reporting date	1,627.95	-
Advances to related parties (refer note 24)	-	2.24
Dividend receivable (refer note 24)	-	180.00
Consideration receivable in relation to sale of business (refer note 27)	-	145.58
Total	1,631.54	327.82

*Includes interest accrued on deposits amounting to ₹ 14.44 Lakhs (March 31, 2024 - Nil)

11 OTHER FINANCIAL ASSETS - CURRENT

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Unsecured, considered good		
Prepaid expenses	0.15	-
Total	0.15	-

12 (a) EQUITY SHARE CAPITAL

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Authorised		
30,000,000 (March 31, 2024: 30,000,000) equity shares of ₹ 10 each	3,000.00	3,000.00
	3,000.00	3,000.00
Issued		
18,772,259 (March 31, 2024: 18,772,259) equity shares of ₹ 10 each	1,874.17	1,874.17
	1,874.17	1,874.17
Subscribed and Paid Up		
18,741,759 (March 31, 2024: 18,741,759) equity shares of ₹ 10 each fully paid up*	1,875.70	1,875.70
	1,875.70	1,875.70

*Includes amount received on forfeited shares amounting to ₹ 1.53 Lakhs

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

12 (a) EQUITY SHARE CAPITAL (Contd.)

Notes :

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Number	Amount (₹ in Lakhs)	Number	Amount (₹ in Lakhs)
At the beginning of the year	1,87,41,759	1,875.70	1,87,41,759	1,875.70
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,87,41,759	1,875.70	1,87,41,759	1,875.70

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by the holding/ ultimate holding company and/or their subsidiaries

Equity shares

Equity shares	As at March 31, 2025		As at March 31, 2024	
	Number	Amount (₹ in Lakhs)	Number	Amount (₹ in Lakhs)
Fortis Hospitals Limited, (the Holding Company) (Equity Shares of ₹ 10 each)	1,17,52,402	1,175.24	1,17,52,402	1,175.24

(d) Details of shares held by each shareholder holding more than 5% shares:

Equity Shares

Equity shares	As at March 31, 2025		As at March 31, 2024		% Change during the year
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	
Fortis Hospitals Limited, (the Holding Company)	1,17,52,402	62.71%	1,17,52,402	62.71%	-

(e) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

For the period of five years immediately preceding the date of the balance sheet, there were no share allotment made for consideration other than cash and also no bonus shares were issued. Further, there has been no buyback of shares during the period of five years preceding the date of balance sheet.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

12 (a) EQUITY SHARE CAPITAL (Contd.)

(f) Details of shares held by promoters

As at March 31, 2025:

Promoter name	Class of Shares	At the end of the year		At the beginning of the year		% Change during the year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
Fortis Hospitals Limited, (the Holding Company)	Equity shares of ₹ 10 each fully paid up	1,17,52,402	62.71%	1,17,52,402	62.71%	-

As at March 31, 2024:

Promoter name	Class of Shares	At the end of the year		At the beginning of the year		% Change during the year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
Fortis Hospitals Limited, (the Holding Company)	Equity shares of ₹ 10 each fully paid up	1,17,52,402	62.71%	1,17,52,402	62.71%	-

12(b) Changes in liabilities arising from financing activities

(₹ in Lakhs)

Particulars	Lease liabilities
As at April 01, 2023	4,639.76
Lease liabilities paid	(1,085.19)
Finance costs	406.20
Termination of lease	(3,960.77)
As at March 31, 2024	-
Lease liabilities paid	-
Finance costs	-
As at March 31, 2025	-

13 TRADE PAYABLES

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Current		
Total outstanding dues of micro enterprises and small enterprises (refer note 41)	-	-
Total outstanding dues of other than micro enterprises and small enterprises*	433.64	519.06
Total	433.64	519.06
*Includes payable to related parties (refer note 24)	-	0.17

Ageing Schedule

As at March 31, 2025

(₹ in Lakhs)

Particulars	Unbilled	Not due	Outstanding for following period from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	428.21	-	-	-	0.85	4.58	433.64

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

13 TRADE PAYABLES (Contd.)

(₹ in Lakhs)

Particulars	Unbilled	Not due	Outstanding for following period from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	428.21	-	-	-	0.85	4.58	433.64

As at March 31, 2024

(₹ in Lakhs)

Particulars	Unbilled	Not due	Outstanding for following period from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	504.65	-	5.41	1.34	3.79	3.87	519.06
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	504.65	-	5.41	1.34	3.79	3.87	519.06

14 OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Current		
Unpaid equity dividend	185.00	-
Capital creditors*	-	1.22
Payable to related parties (refer note 24)	1.69	-
Others	32.87	41.45
Total	219.56	42.67

*Includes outstanding dues of micro enterprises and small enterprises of ₹ Nil (March 31, 2024 - ₹ Nil)

15 PROVISIONS

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Current		
Provision for gratuity	-	1.61
Provision for compensated absences	-	1.62
Total	-	3.23

16 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Statutory dues payables	7.84	46.73
Other payables	-	6.34
Total	7.84	53.07

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

17 REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
(a) Sale of services (refer notes below)		
In-Patient	-	4,894.45
Out-Patient	-	990.82
Total revenue from contracts with customers (a)	-	5,885.27

Notes:

Discounts and deductions amounting to ₹ Nil (March 31, 2024 - ₹ 110.52 Lakhs) are netted against Sale of In-Patient and Out-Patient services.

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Timing of revenue recognition		
Services transferred over time	-	4,894.45
Services transferred at point in time	-	990.82
	-	5,885.27
(b) Other operating revenues (b)		
Others	-	15.61
	-	15.61
Total revenue from operations (a+b)	-	5,900.88

18 OTHER INCOME

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
(a) Interest income		
Interest on Bank deposits	250.04	213.45
Interest on Inter-corporate deposits (refer note 24)	-	312.39
Interest on income tax refund	-	15.45
Others	-	10.42
(b) Other non-operating income		
Dividend Income (refer note 24)	-	200.00
Liabilities/provisions no longer required written back	21.68	135.71
Total other income (a+b)	271.72	887.42

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

19 CHANGE IN INVENTORIES OF MEDICAL CONSUMABLES AND DRUGS

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Inventory at the beginning of the year	-	110.34
Less: Inventory transferred on sale of business (refer note 27)	-	(103.64)
Less: Inventory at the end of the year	-	-
Changes in inventories	-	6.70

20 EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Salaries, wages and bonus	16.79	1,279.22
Contribution to provident and other funds (refer note 29)	0.04	136.17
Staff welfare expenses	23.93	95.32
Total	40.76	1,510.71

21 FINANCE COSTS

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Interest expense on:		
- lease liabilities (refer note 30)	-	406.20
- on statutory liabilities	0.96	-
Other borrowing cost	0.06	24.26
Total	1.02	430.46

22 DEPRECIATION AND AMORTISATION EXPENSE

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Depreciation of property, plant and equipment (refer note 5(a))	-	231.99
Depreciation of right of use assets (refer note 30)	-	686.77
Amortisation of other intangible assets (refer note 5(b))	-	17.25
Total	-	936.01

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

23 OTHER EXPENSES

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Contractual manpower	-	85.70
Power, fuel and water		246.57
Housekeeping expenses including consumables	-	31.71
Patient food and beverages	-	64.63
Pathology laboratory expenses (refer note 24)	-	240.96
Consultation fees to doctors	-	938.71
Professional charges to doctors	-	848.96
Clinical establishment fee (refer note 23.2 below)	-	445.28
Repairs and maintenance		
- Building	-	19.55
- Plant and machinery	-	205.86
- Others	0.38	89.83
Rent		
- Equipments	-	33.07
- Offices	23.16	-
Legal and professional fee	98.87	158.19
Subscription fee	0.17	0.65
Travel and conveyance	0.39	37.48
Rates and taxes	0.03	0.26
Printing and stationery	0.39	41.81
Communication expenses	0.16	11.96
Directors' sitting fees	27.14	47.79
Insurance	0.04	22.77
Marketing and business promotion	6.35	27.31
Advances written off	-	16.24
Auditors' remuneration (refer note 23.1 below)	14.27	14.84
Miscellaneous expenses	-	2.10
Total	171.35	3,632.23

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

23 OTHER EXPENSES (Contd.)

23.1 Payments to auditors

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
As auditor		
Statutory audit	5.27	5.25
Tax audit	-	0.58
Limited review of quarterly results	4.71	4.73
GST on professional services	2.18	2.26
Reimbursement of expenses	2.11	2.02
Total	14.27	14.84

23.2 Clinical establishment fees:

Represents amount paid towards various services such as providing, maintaining and operating the Clinical Establishment (including infrastructure, fixtures and fittings etc.), out-patient department services, radio diagnostic services and other ancillary services provided by Fortis Health Management Limited to the Company in accordance with their agreement. Also refer note 24 and 27.

24 RELATED PARTY DISCLOSURES

Names of related parties and related party relationship

Description of Relationship	Name of related parties
Ultimate Holding Company	IHH Healthcare Berhad, Malaysia
Intermediate Holding Company	Integrated Healthcare Holdings Limited, Malaysia
	Parkway Pantai Limited, Singapore
	Northern TK Venture Pte Ltd, Singapore
	Fortis Healthcare Limited, India
Holding Company	Fortis Hospitals Limited, India
Subsidiary Company	Malar Stars Medicare Limited, India
Fellow Subsidiary or Entities Under Common Control (parties with whom transactions have taken place)	Agilus Diagnostics Limited, India (formerly known as SRL Limited)
	Escorts Heart Institute and Research Centre Limited, India
	Fortis Hospotel Limited, India
	Mitsui & Co India Pvt Limited, India
Key Management Personnel	Mr. Daljit Singh (Non-Executive Director)
	Mr. Chandrasekar R (Whole-time Director)
	Ms. Shailaja Chandra (Independent Director)
	Mrs. Nithya Ramamurthy (Non-Executive Director till July 20, 2023)
	Mr. Ramesh L Adige (Independent Director till May 05, 2024 and Non-executive Director from May 06, 2024)
	Mr. Ravi Rajagopal (Independent Director up to September 30, 2024)
	Ms. Suvalaxmi Chakraborty (Independent Director from October 01, 2024)
	Ms. Richa Singh Debgupta (Non-Executive Director from October 10, 2023)
	Mr. Sandeep Singh (Company Secretary till February 29, 2024)

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

24 RELATED PARTY DISCLOSURES

Description of Relationship	Name of related parties
	Mr. Yogendra Kumar Kabra (Chief Financial Officer till August 23, 2024)
	Mr. Pradeep Kumar Malhotra (Chief Financial Officer from November 05, 2024)
	Ms. Srishty (Company Secretary from May 17, 2024 to August 8, 2024)
	Ms. Vinti Verma (Company Secretary from November 05, 2024)
Relatives of Key Management Personnel (parties with whom transactions have taken place)	Dr. Radhi Malar (till July 20, 2023)
	Dr. M. Anand (till July 20, 2023)

The schedule of related party transactions:

(₹ in Lakhs)

Particulars	Name of the related party	Year ended March 31, 2025	Year ended March 31, 2024
Income			
Sale of Service	Mitsui & Co India Pvt Limited	-	0.98
Interest income on Inter-corporate deposits	Fortis Healthcare Limited	-	312.39
Interim dividend	Malar Stars Medicare Limited	-	200.00
Expenses			
Clinical establishment fee	Fortis Health Management Limited	-	445.28
Interest expense on lease liabilities	Fortis Health Management Limited	-	390.38
Contractual manpower	Agilus Diagnostics Limited (formerly SRL Limited)	-	11.39
Pathology laboratory expenses	Agilus Diagnostics Limited (formerly SRL Limited)	-	228.38
Professional charges to doctors	Malar Stars Medicare Limited	-	6.52
	Mrs. Nithya Ramamurthy	-	49.21
	Dr. Radhi Malar	-	5.64
	Dr. M. Anand	-	17.11
Reimbursement of expenses incurred by other companies on behalf of the Company	Fortis Healthcare Limited	2.30	-
	Fortis Hospotel Limited	0.62	-
	Fortis Health Management Limited	-	240.49
Mediclaime reimbursement and transfer of accumulated balance in retirement benefits	Fortis Health Management Limited	-	0.03
	Fortis Hospitals Limited	3.23	0.01
Reimbursement of Expenses incurred by Other Companies on behalf of the Company (Refund of advance received from patients)	Fortis Hospitals Limited	-	2.79
Dividend paid (Gross of TDS)	Fortis Hospitals Limited	4,994.77	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

24 RELATED PARTY DISCLOSURES (Contd.)

(₹ in Lakhs)

Particulars	Name of the related party	Year ended March 31, 2025	Year ended March 31, 2024
Inter Corporate Loan repaid	Fortis Healthcare Limited	-	6,800
Managerial remuneration - Director sitting fees	Mr. Ramesh L Adige	4.50	12.00
	Mrs. Nithya Ramamurthy	-	2.00
	Mr. Daljit Singh	5.50	11.50
	Mr. Ravi Rajagopal	3.00	7.00
	Ms. Shailaja Chandra	7.50	8.00
	Ms. Suvalaxmi Chakraborty	2.50	-
Managerial remuneration - Short-term employee benefits	Mr. Chandrasekar R	14.86	47.33

The schedule of year end balances of related parties:

(₹ in Lakhs)

Particulars	Name of the related party	Year ended March 31, 2025	Year ended March 31, 2024
Trade payables/Other financial liabilities-current	Fortis Hospitals Limited	-	0.17
	Fortis Hospotel Limited	0.36	-
	Fortis Healthcare Limited	1.33	-
Other financial assets - current	Escorts Heart Institute and Research Centre Limited	-	2.24
	Malar Stars Medicare Limited	-	180.00

Notes: All transactions with these related parties are priced on an arm's length basis and all financial assets and liabilities are to be settled in cash within credit period from the reporting date. None of the balances are secured.

25 COMMITMENTS

- The Company does not have any long-term commitments / contracts including derivative contracts for which there will be any material foreseeable losses.
- The Company does not have any commitments on account of capital item purchases.
- There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

26 CONTINGENT LIABILITIES AND OTHER CLAIMS

A. Contingent liabilities

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Claims against the Company not acknowledged as debts (in respect of compensation claims by the patients / their relatives). (refer note 2 below)	649.40	670.99
Sales tax related matters (refer note 1 below)	254.93	254.93
Income tax	150.61	-
Goods and Service Tax (GST)	4.82	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

26 CONTINGENT LIABILITIES (Contd.)**Note:**

1. On May 28, 2020, the High Court of Judicature at Madras ("High Court") has pronounced a common order on the liability to pay Value Added Tax (VAT) under the provisions of Tamil Nadu Value Added Tax Act, 2006 on the stents, valve, x-ray etc. (except medicine) used while treating their in-house patients. High Court directed reply to be filed to notice, on the other hand has concluded on VAT applicability on prosthetics and implants. The said order pronounced disposes the writ petitions filed by the Company in 2012 against notices for proposal of revising the assessment order for assessment years from 2008-09 to 2011-12 issued by the Assistant Commissioner (CT) wherein an amount of ₹ 254.93 Lakhs (₹ 73.37 Lakhs pertaining to implants) has been proposed to be demanded on January 31, 2012. Against the said order, the Company has filed Writ Appeals with the Division Bench of the Madras High Court on October 16, 2020. The Company, based on legal advice, believes that the possibility of negative outcome is remote and accordingly, no adjustments are made in the standalone financial statements.
2. These claims are pending with various Consumer Disputes Redressal Commissions and the Company has been advised by the legal counsel that there may not be any likely liability in respect of these matters and accordingly no provision has been recognised in these standalone financial statements.

B. Claims not assessed as contingent liabilities, unless otherwise stated:

1. The Company has given certain warranties/ indemnities pursuant to Business Transfer Agreement ("BTA") entered with MGM Healthcare Private Limited ("MGM") for Sale of business (also refer note 27) wherein all the claim against such warranties/indemnities under BTA shall not exceed 100% of the final purchase consideration. As at March 31, 2025, the Company has not received any claim against such warranties/indemnities from MGM. Management believes that it has fulfilled all the obligations and accordingly there are no claims against such warranties/indemnities from MGM in relation to the BTA as on the date of signing of these financial statements.
2. In earlier year, Supreme Court vide their judgement dated February 28, 2019 on Provident fund has interpreted that basic wages would include certain allowances. The Company has evaluated implications arising out of the Supreme Court judgement. Based on legal advice, the Company believes that retrospective application of the above judgement by PF authorities is remote. Accordingly, no provision has been recorded in the standalone financial statements. The Company would continue to evaluate the provision required in the books based on further clarifications from the authorities.
3. During current year, the Company has received show cause notices totaling to ₹ 22,535.42 Lakhs from GST authority for the period July, 2017 to March, 2024, wherein they had proposed to levy GST on various items including depreciation, employee salaries, exempt healthcare services, interest expenses, trade payables, etc., on which either GST is not leviable or on which GST had already been paid and also GST authority had proposed to disallow GST input tax credit, which had never been claimed by the Company. Subsequent to issuance of show cause notice, Company has received adjudication order against show cause notice for the period July, 2017 to March, 2018, whereby as against proposed demand of ₹ 3054.91 Lakhs, demand has been raised for ₹ 4.82 Lakhs. The Company has preferred an appeal against the order.

Regarding the show cause notices for the balance period, the Company believes that based on management assessment, view of leading tax consultant and adjudication order of the period July, 2017 to March, 2018, the said show cause notices are not tenable and have been issued without giving any basis thereto and should not sustain. The Company has strongly objected to the said show cause notices and has filed appropriate replies thereto. Accordingly, any exposure on account of these matters is considered remote.

27 BUSINESS SALE TRANSACTION

The Company operated its healthcare business from Fortis Malar Hospital situated at Adyar Chennai ("Malar Hospital / undertaking"). It had "Hospital and Medical Services Agreement" ("HMSA") with Fortis Health Management Limited ("FHML") w.r.t. rendering of certain medical and healthcare services in the hospital premises (including right to use of the hospital building). The hospital building owned by FHML has certain ongoing litigations and issues pertaining to regularisation. These legacy issues gave rise to certain challenges for the Company and constrained further investments into the facility. The circumstances accentuated the need to divest the undertaking as a viable and prudent option in the interest of stakeholders.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

27 BUSINESS SALE TRANSACTION (Contd.)

Accordingly, during the previous year, the Company had entered into Business Transfer Agreement ("BTA") with MGM Healthcare Private Limited ("MGM") for the sale of its business operations pertaining to Malar Hospital, as a going concern, on a slump sale basis, for a sale consideration of ₹ 4,571.58 Lakhs, on such terms and conditions as contained in BTA ("slump sale transaction"). The transaction was an all-cash deal.

As per BTA, the undertaking along with all related assets and liabilities (refer table below) stands transferred and vested in MGM from February 01, 2024. Further, the HMSA with FHML was automatically terminated post this transaction. Accordingly, the Company is no longer associated with the hospital building and related uncertainties such as pending regularisation and ongoing litigations related thereto.

Malar hospital which used to provide healthcare services was the only cash generating units (CGU) for the Company and it did not qualify as a component of the Company as per Ind AS 105, and therefore it was not been classified as a discontinued operation on disposal.

The Company had recorded net gain of ₹ 4,721.54 Lakhs in the previous year, which was shown as an exceptional item in the Statement of Profit and Loss for the year ended March 31, 2024.

Following assets and liabilities were transferred as part of the business sale transaction:

Particulars	Amount (₹ in Lakhs)
Assets:	
Property, plant and equipment	1,146.10
Other financial assets	69.74
Inventories	103.64
Trade receivables (net of allowance for expected credit loss of ₹ 12.08 Lakhs)	336.00
Other current assets	22.68
Total assets (A)	1,678.16
Liabilities:	
Provisions	528.17
Trade payables	1,451.20
Other current liabilities	150.37
Total liabilities (B)	2,129.74
Net assets/ (liabilities) transferred (C = A-B)	(451.58)
Consideration received/ receivable (D)	4,571.58
Gross gain on business sale transaction (E=D-C)	5,023.16
Less: Expenses in nature of 'Legal and professional fee' in relation to business sale transaction (F)	(301.62)
Net gain on business sale transaction presented under 'Exceptional items' (refer note 37) (G = F-E)	4,721.54

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

28 The Board of Directors of the Company in its meeting held on April 12, 2024 declared an interim dividend of Rupees 40 per equity share (400% of face value of Rupees 10 per share) for the previous year. The dividend was paid to members, whose names appear in the register of members of the Company and as beneficial owner in the depositories, as on the record date fixed for the purpose i.e., April 23, 2024. This resulted in net cash outflow of Rupees 7,496.70 lacs (including tax deducted at source).

Further, the Board of Directors of the Company at its meeting held on May 17, 2024, recommended a final dividend of Rupees 2.50 per equity share (25% of face value of Rupees 10 per share) of the Company for the previous year. Subsequently, the proposed dividend has been approved by the shareholders of the Company in the Annual General Meeting (AGM) of the Company held on July 31, 2024. The dividend was paid to members whose names appear in the register of members of the Company and as beneficial owners in the depositories, as on the record date fixed for the purpose i.e., July 24, 2024. This resulted in net cash outflow of Rupees 468.54 lacs (including tax deducted at source)

29 EMPLOYEE BENEFITS

(I) Defined contribution plan

The Company's contribution towards its Provident Fund Scheme and Employee State Insurance Scheme are defined contribution retirement plan for qualifying employees. The Company's contribution to the Employees Provident Fund is deposited with Provident Fund Commissioner which is recognised by the Income Tax authorities.

The Company recognised ₹ 0.04 Lakhs (Previous year ₹ 73.19 Lakhs) for Provident Fund and Employee State Insurance Contribution in the Statement of Profit and Loss. The Contribution payable to the plan by the Company is at the rate specified in rules to the scheme.

(II) Defined benefit plans

The Company has a defined benefit gratuity plan, where under employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn basic salary) for each completed year of service and is not subjected to limit in terms of the provisions of Payment of Gratuity Act, 1972. Vesting occurs upon completion of 5 years of service. The Company does not have any employee on its payroll as at March 31, 2025. Accordingly, the Company does not have any defined benefits obligation as at March 31, 2025.

(a) Amount recognised in the standalone statement of profit and loss in respect of the defined benefit plan are as follows

(₹ in Lakhs)		
Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Amounts recognised in Standalone Statement of Profit and Loss in respect of these defined benefit plans are as follows:		
Service cost		
- Current service cost	-	35.99
Net interest expense	-	26.99
Components of defined benefit costs recognised in profit or loss	-	62.98
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding amount included in net interest expense)	-	10.01
Actuarial gains and loss arising from changes in financial assumptions	-	0.04
Actuarial gains and loss arising from experience adjustments	-	(7.28)
Components of defined benefit costs recognised in other comprehensive income	-	2.77
Total	-	65.75

Note: The remeasurement of the net defined benefit liability is included in other comprehensive income.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025
29 EMPLOYEE BENEFITS (Contd.)

- (b) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows :

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024"
(Net Asset)/Liability recognised in the Balance Sheet		
Present value of defined benefit obligation as at end of the year	-	1.61
Fair value of plan assets as at end of the year	-	-
Deficit	-	1.61
Current portion of the above	-	1.61
Non current portion of the above	-	-

- (c) Movement in the present value of the defined benefit obligation are as follows :

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Change in the obligation during the year ended		
Present value of defined benefit obligation at the beginning of the year	1.61	486.89
Expenses Recognised in Standalone Statement of Profit and Loss:		
- Current Service Cost	-	35.99
- Interest Expense / (Income)	-	33.90
Recognised in Other Comprehensive Income:		
Remeasurement gains / (losses)		
- Actuarial Gain (Loss) arising from:		
i. Financial Assumptions	-	0.04
ii. Experience Adjustments	-	(7.28)
Benefit payments (including directly paid by the Company)	-	(38.74)
Transferred out to related party (refer note 24)	(1.61)	-
Transferred out (refer note 27 for provision transferred on sale of business)	-	(509.19)
Present value of defined benefit obligation at the end of the year	-	1.61

- (d) Movement in fair value of plan assets are as follows :

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024"
Change in fair value of assets during the year ended 31 March		
Fair value of plan assets at the beginning of the year	-	109.52
Expenses Recognised in Statement of Profit and Loss:		
- Expected return on plan assets	-	6.91
Recognised in Other Comprehensive Income:		

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

29 EMPLOYEE BENEFITS (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024"
Remeasurement gains / (losses)		
- Return on plan assets (excluding amount included in net interest expense)	-	(10.01)
Transferred out (refer note 27 for provision transferred on sale of business)	-	(78.60)
Contributions by employer	-	1.93
Benefit payments	-	(29.75)
Fair value of plan assets at the end of the year	-	-

(e) The principal assumptions used for the purpose of actuarial valuation were as follows :

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024"
Discount rate	Not applicable	7.00%
Expected rate of salary increase		7.50%
Withdrawal Rate		
Ages From 20 - 30		18.00%
Ages From 31 - 44		6.00%
Ages From 45 - 58		2.00%
Expected average remaining working life *		9 years
Mortality		IALM 2006-08(Ult)

*Based on India's standard mortality table with modification to reflect the expected changes in mortality / others

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Significant actuarial assumption for the determination of the defined obligation are discount rate, expected salary escalation rate and withdrawal rate. The sensitivity analyses below have been determined by the actuarial based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

(₹ in Lakhs)

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	Increase	Decrease	Increase	Decrease
Change in discount rate by 0.50%	Not applicable	Not applicable	(0.08)	0.08
Change in salary escalation rate by 1%	Not applicable	Not applicable	0.16	(0.15)
Change in withdrawal rate by 5%	Not applicable	Not applicable	(0.10)	0.24

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

30 LEASES

30.1 As lessee

The leased assets of the Company include hospital building , nurse hostel building and medical equipments which are taken on lease for providing healthcare services to the patients.

The summary of the movement of right-of-use assets for the year is given below:

(₹ in Lakhs)

	Building	Medical equipments	Total
Right-of-use assets			
Balance as at April 01, 2023	3,575.54	0.91	3,576.45
Less: Depreciation charge for the year	(685.86)	(0.91)	(686.77)
Less: Derecognition*	(2,889.68)	-	(2,889.68)
Balance as at March 31, 2024	-	-	-
Right-of-use			
Balance as at April 01, 2024	-	-	-
Balance as at March 31, 2025	-	-	-

The following is the movement in lease liabilities during the year:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Balance at beginning of the year	-	4,639.76
Finance cost accrued during the year	-	406.20
Payment of lease liabilities	-	(1,085.19)
Derecognition of lease liabilities*	-	(3,960.77)
Balance at the end of the year	-	-

*Consequent to the business sale transaction (refer note 27) in the previous year , the HMSA with FHML was deemed to be terminated. Also, the lease agreement for nurse hostel had terminated. Accordingly, Company had recognised net gain on derecognition of such leases amounting to ₹ 1,071.09 Lakhs (derecognition of right of use assets amounting to ₹ 2,889.68 Lakhs and derecognition of lease liabilities amounting to ₹ 3,960.77 Lakhs) as 'Exceptional item' (refer note 37) in the previous year ended March 31, 2024.

There are no lease payments to be paid after the reporting date.

Amount of recognised in standalone statement of profit and loss:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Gain on derecognition of leases presented under 'Exceptional items' (refer note 37)	-	1,071.09
Interest expense on lease liabilities	-	406.20
Depreciation expense on right of use assets	-	686.77
Expenses relating to short-term leases	23.16	33.07
Expenses relating to leases of low-value assets	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

31 FINANCIAL INSTRUMENTS

(I) Capital management

The capital structure of the Company consists of total equity of the Company.

The Company is not subject to any externally imposed capital requirements.

The Company's Board reviews the capital structure of the Company on need basis. As part of this review, the Board considers the cost of capital and the risks associated with each class of capital.

Amongst other things, the Company's objective for capital management is to ensure that it maintains stable capital management.

(II) Financial Risk management framework

The Company's Corporate Treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks including market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Board of Directors manages the financial risk of the Company through internal risk reports which analyse exposure by magnitude of risk.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and loans and advances .

The carrying amounts of financial assets represent the maximum credit risk exposure.

Refer note 8 of the financial statements for carrying amount and maximum credit risk exposure for cash and cash equivalents.

Cash & cash equivalents and other bank balances

The Company holds cash and bank balances as disclosed in note 8 and 9. The cash and cash equivalents and other bank balances are held with banks, which have high credit ratings assigned by credit-rating agencies.

The Company considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

The Company uses a similar approach for assessment of ECLs for cash and cash equivalents to those used for debt securities.

Market Risk

The Company is not exposed to market risk.

Interest rate risk management

The Company is not exposed to interest rate risk.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, however the Company does not have significant funding requirement as the Company currently does not have any revenue generating activities. The Company believes that it has sufficient cash and bank balances to settle its financial obligations as and when they fall due.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

31 FINANCIAL INSTRUMENTS (Contd.)

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

(₹ in Lakhs)

Particulars	With in 1 Year	More than 1 Years	Total	Carrying Amount
As at March 31, 2025				
- Trade Payables	433.64	-	433.64	433.64
- Other financial liabilities	219.56	-	219.56	219.56
Total	653.20	-	653.20	653.20
As at March 31, 2024				
- Trade Payables	519.06	-	519.06	519.06
- Other financial liabilities	42.67	-	42.67	42.67
Total	561.73	-	561.73	561.73

32 FAIR VALUE MEASUREMENT

Financial assets measured at amortised cost

March 31, 2025

(₹ in Lakhs)

Particulars	Note	Carrying value*		
		Fair value through profit and loss (FVTPL)	Amortised cost	Total
Financial assets				
Cash and bank balances	(a)	-	10.80	10.80
Bank balances other than cash and cash equivalents	(a)	-	1,759.23	1,759.23
Other financial assets	(a)	-	1,631.54	1,631.54
Financial liabilities				
Trade payables	(a)	-	433.64	433.64
Other financial liabilities	(a)	-	219.56	219.56

March 31, 2024

(₹ in Lakhs)

Particulars	Note	Carrying value*		
		Fair value through profit and loss (FVTPL)	Amortised cost	Total
Financial assets				
Cash and bank balances	(a)	-	10,528.78	10,528.78
Bank balances other than cash and cash equivalents	(a)	-	81.74	81.74
Other financial assets	(a)	-	327.82	327.82
Financial liabilities				
Trade payables	(a)	-	519.06	519.06
Other financial liabilities	(a)	-	42.67	42.67

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

32 FAIR VALUE MEASUREMENT (Contd.)

The following assumptions / methods were used to estimate the fair value:

- (a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short-term maturities of these instruments.

There are no transfers between Level 1, Level 2 and Level 3 during the year ended March 31, 2025 and March 31, 2024.

*excludes investment in subsidiaries of ₹ 5.00 Lakhs (Previous year ₹ 5.00 Lakhs) which are shown at carrying value in balance sheet as per Ind AS 27 "Separate Financial Statements".

Financial instruments measured at amortised cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Company does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

33 CURRENT TAX AND DEFERRED TAX

(i) Income tax expense

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current tax:		
Current income tax charge	3.59	466.90
Income tax relating to earlier years	14.00	-
Total	17.59	466.90
Deferred tax		
Deferred tax expense	-	-
Total	-	-
Total tax expense recognised in standalone statement of profit and loss	17.59	466.90

(ii) The income tax expense for the year can be reconciled to the accounting loss as follows:

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	Amount	Tax Amount	Amount	Tax Amount
Profit before tax from operations	58.59		5,194.58	
Income tax using the Company's domestic tax rate at 25.17% (March 31, 2024 : 25.17%)		14.75		1,307.37
Tax effect of :				
Dividend income exempt under section 80M of Income Tax Act, 1961		-		(50.34)
Long-term capital gain on sale of business		-		(172.89)
Changes in estimates relating to previous years		-		(617.24)
Effect of tax in relation to previous year		14.00		-
Effect of expenses that are not considered in determining taxable profit		(1.79)		-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

33 CURRENT TAX AND DEFERRED TAX

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	Amount	Tax Amount	Amount	Tax Amount
Utilisation of deferred tax asset not recognised earlier		(9.37)		-
Total tax expense		17.59		466.90

(iii) Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profits will be available against which the Company can use the benefits therefrom:

Particulars	As at March 31, 2025 (₹ in Lakhs)		As at March 31, 2024 (₹ in Lakhs)	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Deductible temporary differences	86.04	21.66	123.29	31.03
Tax losses	860.64	216.60	860.64	216.60
Total	946.68	238.26	983.93	247.63

Tax losses carried forward

Particulars	As at March 31, 2025 (₹ in Lakhs)		As at March 31, 2024 (₹ in Lakhs)	
	Amount	Expiry date	Amount	Expiry date
Business losses	860.64	2028-32	860.64	2028-32

34 EARNINGS PER SHARE

Particulars	(₹ in Lakhs)	
	Year ended March 31, 2025	Year ended March 31, 2024
Profit after tax (₹ in Lakhs)	41.00	4,727.68
Weighted average number of equity shares outstanding	1,87,41,759	1,87,41,759
Earnings Per Share - in ₹		
- Basic - in ₹	0.22	25.23
- Diluted - in ₹	0.22	25.23
Face value per share - in ₹	10.00	10.00

35 DETAILS OF LOANS GIVEN TO SUBSIDIARIES AND ASSOCIATES AND FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED

The particulars of loans given as required to be disclosed by Section 186 (4) of Companies Act 2013 are as below:

Name of the party	Rate of Interest	Due date for Interest	Secured/ unsecured	(₹ in Lakhs)	
				As at March 31, 2025	As at March 31, 2024
Fortis Healthcare Limited	10.50%	Quarterly	Unsecured	-	-
Fortis Healthcare Limited	6.50%	Quarterly	Unsecured	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

35 DETAILS OF LOANS GIVEN TO SUBSIDIARIES AND ASSOCIATES AND FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED (Contd.)

Particulars	Relation	Maximum amount outstanding during the year	
		March 31, 2025	March 31, 2024
Fortis Healthcare Limited*	Intermediate Holding	-	6,800.00

*There were two inter corporate deposits placed with Fortis Healthcare Limited:

- ₹ 2,800 Lakhs was given for meeting its working capital/ general corporate requirements. This loan was repayable on or before July 08, 2023 and the Company has an option to recall this loan at any time after six months from drawdown, i.e. any time after February 09, 2021. This loan was repaid on July 10, 2023.
- ₹ 4,000 Lakhs was given for meeting its working capital / corporate requirement . This loan was repayable on or before 2 years from the date of drawdown i.e., February 22, 2024 and the Company has option to recall this loan post disbursement after giving one month prior written notice to the borrower. This loan was repaid on February 22, 2024.

36 CORPORATE SOCIAL RESPONSIBILITY

As per section 135 of the Companies Act, 2013 and rules therein, the Company is required to spend at least 2% of average net profit of preceding three years towards Corporate Social Responsibility (CSR). However the Company doesn't meet the threshold defined under the section 135 of the Companies Act, 2013.

37 EXCEPTIONAL ITEMS

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Net gain on business sale transaction (refer note 27)	-	4,721.54
Net gain on derecognition of leases (refer note 30)	-	1,071.09
Total	-	5,792.63

38 RATIO ANALYSIS AND ITS ELEMENTS

(₹ in Lakhs)

S. No.	Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	Change	Reason for variance
1	Current Ratio (times)	Total Current Assets	Total Current Liabilities	5.15	18.28	-71.85%	The Current ratio has decreased in the current year due to decrease in the current assets . The current asset decrease is majorly due to decrease in cash and cash equivalent on account of payment of dividend to shareholders
2	Debt Service Coverage Ratio (times)	Earning for debt service = Net loss after taxes + Non-cash operating expenses + Interest + Other non-cash adjustments	Debt service = Interest and Lease Payments + Principal Repayments	NA	5.51	NA	There is no debt in the current year. Therefore, this ratio is not applicable in current year.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

38 RATIO ANALYSIS AND ITS ELEMENTS (Contd.)

(₹ in Lakhs)

S. No.	Particulars	Numerator	Denominator	March 31, 2025	March 31, 2024	Change	Reason for variance
3	Net Profit Ratio (%)	Profit / loss for the year	Revenue from operations	NA	80.12%	NA	Subsequent to sale of business operations, there is no revenue from operation during the current year. Therefore, this ratio is not applicable in current year.
4	Return on Equity Ratio (%)	Profit / loss for the year	Average Equity	1.37%	43.29%	-96.84%	The ratios in the previous year were higher on account of the higher net profits due to the gain on the business sale transaction.
5	Return on Capital employed (%)	Profit / loss before taxes and finance costs	Capital employed = Net worth + Lease liabilities + Deferred tax liabilities	1.99%	51.51%	-96.14%	
6	Return on Investment (%)	Income generated from invested funds	Average invested funds in treasury investments	3.64%	5.85%	-37.75%	
7	Trade Receivables turnover ratio (times)	Revenue from operations	Average trade receivables	NA	37.06	NA	Subsequent to sale of business operations during the previous year, there is no revenue from operation, purchase, trade receivable, trade payable and inventory during the current year. Therefore, these ratios are not applicable for the current year.
8	Inventory turnover ratio (times)	Cost of goods sold	Average Inventory	NA	15.90	NA	
9	Trade payables turnover ratio (times)	Net purchases	Average Trade Payables	NA	0.68	NA	
10	Net capital turnover ratio (times)	Revenue from operations	Average working capital (i.e., Total Current assets less Total current liabilities)	NA	0.74	NA	

The above analysis includes ratios which can be computed in the current or previous year basis operation of the Company

39 ADDITIONAL REGULATORY INFORMATION

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any transactions with companies struck off.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

- (vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- (x) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

40 In light of the acquisition of the controlling stake of FHL by Northern TK Venture Pte Limited ("NTK") a wholly owned subsidiary of IHH Healthcare Berhad, Malaysia, a mandatory open offer got triggered for acquisition by NTK of up to 4,894,308 fully paid up equity shares of face value of ₹ 10 each in the Company, representing 26% of the paid-up equity shares of the Company at a price of ₹ 60.10 per share ("Malar Open Offer") in December 2018. However, in view of order dated December 14, 2018 passed by Hon'ble Supreme Court wherein it was specified that status quo with regard to sale of the controlling stake in Fortis Healthcare Limited to IHH Healthcare Berhad, Malaysia be maintained, the Mandatory Open offer was kept in abeyance. The Hon'ble Supreme Court has disposed of the petitions with certain directions to the Hon'ble High Court of Delhi. Malar Open offer continues to be in abeyance on date. From publicly available information, it is learnt that SEBI had advised NTK to proceed with the Fortis Open Offer and the Malar Open Offer after obtaining an appropriate order from the Hon'ble High Court of Delhi.

During the current year, the Company has declared an interim dividend of ₹ 40 per equity share (400% on face value of ₹ 10 per share) on 12 April 2024 and final dividend of Rs. 2.50 per equity share (25% of face value of INR 10 per share) on July 31, 2024. Pursuant to such declaration of interim and final dividend and in terms of Regulation 8(9) of the SEBI (SAST) Regulations, NTK and Persons Acting in Concert (PACs) have decided to adjust the Malar Open offer price from ₹ 60.1 to ₹ 17.60 per share ("Adjusted Malar offer price").

41 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS PER MSMED ACT, 2006

As per the requirement of the MSMED Act, 2006, the following disclosure have been provided below. The disclosure in respect of the amounts payable to such enterprises as at March 31, 2025 has been made in the financial statements based on information received and available with the Company.

Particulars	(₹ in Lakhs)	
	As at March 31, 2025	As at March 31, 2024
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:	-	-
-Principal amount due to micro and small enterprises including amount due to capital creditors	-	-
-Interest due on above	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

42 SEGMENT REPORTING

The Company has been primarily engaged in only one business namely in the health care services. Accordingly, the Company does not have multiple segments and these standalone financial statements are reflective of the information required by the Ind AS 108. The Company's operations are entirely domiciled in India and as such all its non-current assets are located in India. Also refer note 27 for the slump sale of business during the previous year.

43 SUBSEQUENT EVENTS

Malar Star Medicare Limited, the subsidiary company, has initiated the process to convert itself into a Section 8 company as per the provisions of the Companies Act, 2013. The application for conversion was submitted subsequent to the current financial year ended on March 31, 2025. This strategic move aims to align the Company's operations with its objectives of promoting research and development. The conversion process is being carried out in compliance with the relevant rules and regulations, including the provisions of Rule 21 and 22 of the Companies (Incorporation) Rules, 2014. The application is pending for approval before Ministry of Corporate Affairs.

In terms of our report attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration Number: 101248W/W-100022

For and on behalf of the Board of Directors

Fortis Malar Hospitals Limited

CIN: L85110PB1989PLC045948

RAJESH ARORA

Partner

Membership Number: 076124

RICHA SINGH DEBGUPTA

Director

DIN : 08891397

Place : Kolkata

VINTI VERMA

Company Secretary

Membership No.: ACS 44528

CHANDRASEKAR R

Whole Time Director

DIN : 09414564

Place : Bengaluru

PRADEEP KUMAR MALHOTRA

Chief Financial Officer

Place : Gurugram

Place : Gurugram

Date : May 15, 2025

Place : Gurugram

Date : May 15, 2025

INDEPENDENT AUDITOR'S REPORT

To the Members of Fortis Malar Hospitals Limited

Report on the Audit of the Consolidated Financial Statements

OPINION

We have audited the consolidated financial statements of Fortis Malar Hospitals Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended 31 March 2025, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2025, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

EMPHASIS OF MATTER

- a. We draw attention to Note 2(a)(ii) to the consolidated financial statements which explains that consequent

to sale of business operations through a slump sale transaction, the Holding Company ceases to have any business operations. While there is no visibility of commencing any new business operations in the future, the Holding Company's management and Board of Directors is currently evaluating various corporate restructuring options for the future possible course of actions for the Holding Company and is progressing with the finalisation of plan. However, the Holding Company believes that it has sufficient cash and cash equivalent and other bank balances to settle its obligations as and when they fall due, and it believes that it would be able to meet its financial requirements for the foreseeable future based on the current cash position and projected cash flows. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

Our opinion is not modified in respect of this matter.

KEY AUDIT MATTER

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

OTHER INFORMATION

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Independent Auditor's Report (Contd.)

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from

material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our

Independent Auditor's Report (Contd.)

conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

- 2 A. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books except for the matter stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. The matter described in the Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Holding Company.
- f. On the basis of the written representations received from the directors of the Holding Company as on 01 April 2025 taken on record by the Board of Directors of the Holding Company and its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- g. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

Independent Auditor's Report (Contd.)

- h. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group. Refer Note 25 to the consolidated financial statements.
 - b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.
 - c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary company incorporated in India during the year ended 31 March 2025.
 - d. (i) The management of the Holding Company has represented that, to the best of their knowledge and belief, as disclosed in the Note 37(v) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management of the Holding Company has represented that, to the best of their knowledge and belief, as disclosed in the Note 37(vi) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
 - e. The interim and final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend paid by the subsidiary company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.
 - f. Based on our examination which included test checks, the Holding Company have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being

Independent Auditor's Report (Contd.)

tampered with. Additionally, except to the extent audit trail was not enabled for the previous year, the audit trail has been preserved by the Holding Company as per the statutory requirements for record retention.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company, to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company, is not in excess of the limit laid down under

Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248WW-100022

Rajesh Arora

Partner

Place: Gurugram

Membership No.: 076124

Date: 15 May 2025

ICAI UDIN:25076124BMRJVW2296

Independent Auditor's Report (Contd.)

ANNEXURE A to the Independent Auditor's Report on the Consolidated Financial Statements of Fortis Malar Hospitals Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks given by its auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary	Clause number of the CARO report which is unfavourable
1	Fortis Malar Hospitals Limited	L85110PB1989PLC0459 48	Holding Company	3(vii)(a), 3(vii)(b)
2	Malar Stars Medicare Limited	U93000TN2009PLC0722 09	Subsidiary	3(xvii)

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248WW-100022

Rajesh Arora

Partner

Membership No.: 076124

ICAI UDIN:25076124BMRJVW2296

Place: Gurugram

Date: 15 May 2025

Independent Auditor's Report (Contd.)

ANNEXURE B to the Independent Auditor's Report on the consolidated financial statements of Fortis Malar Hospitals Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(h) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

OPINION

In conjunction with our audit of the consolidated financial statements of Fortis Malar Hospitals Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such company incorporated in India under the Act which is its subsidiary company, as of that date.

In our opinion, the Holding Company and such company incorporated in India which is its subsidiary company, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR INTERNAL FINANCIAL CONTROLS

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

Independent Auditor's Report (Contd.)

transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not

be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For **B S R & Co. LLP**
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Rajesh Arora
Partner
Place: Gurugram
Date: 15 May 2025
Membership No.: 076124
ICAI UDIN:25076124BMRJVV2296

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2025

Particulars	Notes	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
ASSETS			
A. Non-current assets			
(a) Property, plant and equipment	5(a)	-	-
(b) Right of use assets	29	-	-
(c) Other Intangible assets	5(b)	-	-
(d) Financial assets			
(e) Deferred tax assets (net)	32	-	-
(f) Other tax assets (net)	6	272.04	258.39
Total non-current assets (A)		272.04	258.39
B. Current assets			
(a) Financial assets			
(i) Cash and cash equivalents	7	20.24	10,740.88
(ii) Bank balances other than above	8	1,759.23	81.74
(iii) Other financial assets	9	1,631.54	147.82
(b) Other tax assets (net)	6	-	358.77
(c) Other current assets	10	0.15	-
Total current assets (B)		3,411.16	11,329.21
Total assets (A+B)		3,683.20	11,587.60
EQUITY AND LIABILITIES			
A. Equity			
(a) Equity share capital	11(a)	1,875.70	1,875.70
(b) Other equity		1,145.21	9,071.25
Total equity(A)		3,020.91	10,946.95
Liabilities			
B. Current liabilities			
(a) Financial liabilities			
(i) Trade payables	12		
- Total outstanding dues of micro enterprises and small enterprises		-	-
- Total outstanding dues of other than micro enterprises and small enterprises		434.80	520.29
(ii) Other financial liabilities	13	219.56	42.67
(b) Provisions	14	-	3.23
(c) Other current liabilities	15	7.93	74.46
Total current liabilities (B)		662.29	640.65
Total liabilities (B)		662.29	640.65
Total equity and liabilities (A+B)		3,683.20	11,587.60

See accompanying notes forming part of the consolidated financial statements 1-42

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

RAJESH ARORA
Partner
Membership Number: 076124

Place: Gurugram
Date: May 15, 2025

For and on behalf of the Board of Directors
Fortis Malar Hospitals Limited
CIN: L85110PB1989PLC045948

RICHA SINGH DEBGUPTA
Director
DIN: 08891397
Place: Kolkata

VINTI VERMA
Company Secretary
Membership No.: ACS 44528

Place: Gurugram
Date: May 15, 2025

CHANDRASEKAR R
Whole Time Director
DIN: 09414564
Place: Bengaluru

PRADEEP KUMAR MALHOTRA
Chief Financial Officer
Place: Gurugram

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Notes	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
I Revenue from operations	16	-	5,900.88
II Other income	17	271.72	695.08
III Total income (I+II)		271.72	6,595.96
IV Expenses			
i) Purchases of medical consumable and drugs		-	870.24
ii) Changes in inventories of medical consumable and drugs	18	-	6.70
iii) Employee benefits expense	19	40.76	1,516.27
iv) Finance costs	20	1.02	430.46
v) Depreciation and amortisation expense	21	-	936.01
vi) Other expenses	22	173.13	3,627.94
Total expenses (IV)		214.91	7,387.62
V Profit/(Loss) before exceptional item and tax		56.81	(791.66)
VI Exceptional item	36	-	5,792.63
VII Profit before tax		56.81	5,000.97
VIII Tax expense:	32		
i) Current tax		3.59	468.00
ii) Earlier year income tax		14.02	-
iii) Deferred tax		-	0.49
Total tax expense(VIII)		17.61	468.49
IX Profit for the year		39.20	4,532.48
Other comprehensive income/ (loss)			
i) Items that will not be reclassified subsequently to profit or loss			
a) Remeasurements of the defined benefit liability		-	(2.77)
b) Income tax relating to items that will not be reclassified to profit or loss		-	-
X Total Other comprehensive loss for the year (net of tax)		-	(2.77)
XI Total comprehensive income for the year (IX + X)		39.20	4,529.71
Earnings per equity share of ₹ 10 each	33		
i) Basic (in ₹)		0.21	24.18
ii) Diluted (in ₹)		0.21	24.18

See accompanying notes forming part of the consolidated financial statements 1-42

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

For and on behalf of the Board of Directors
Fortis Malar Hospitals Limited
CIN: L85110PB1989PLC045948

RAJESH ARORA
Partner
Membership Number: 076124

RICHA SINGH DEBGUPTA
Director
DIN: 08891397
Place: Kolkata

VINTI VERMA
Company Secretary
Membership No.: ACS 44528

CHANDRASEKAR R
Whole Time Director
DIN: 09414564
Place: Bengaluru

PRADEEP KUMAR MALHOTRA
Chief Financial Officer
Place: Gurugram

Place: Gurugram
Date: May 15, 2025

Place: Gurugram
Date: May 15, 2025

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2025

Particulars	Notes	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Cash flows from operating activities			
Profit before tax		56.81	5,000.97
Adjustments for:			
Exceptional item		-	(5,792.63)
Interest income		(250.04)	(559.37)
Advance income tax (TDS) written off		0.06	-
Depreciation and amortisation expense		-	936.01
Interest expense on lease liability		-	406.20
Allowance for credit losses (including bad debts written off)		-	(47.25)
Liabilities/ provisions no longer required written back		(21.68)	(88.46)
		(214.85)	(144.53)
Working capital adjustments:			
(Increase)/decrease in other assets and other financial assets		(1.49)	90.36
Decrease in trade and other receivables		-	29.69
Decrease in inventories		-	6.70
(Decrease)/increase in Provisions		(3.23)	58.77
Decrease in trade payables		(63.81)	(270.85)
Increase in other liabilities and other financial liabilities		110.35	2.01
Cash used in operations		(173.03)	(227.85)
Income taxes refund/(paid) (Net)		327.45	(502.44)
Net cash generated from/(used in) operating activities		154.42	(730.29)
Cash flows from investing activities			
Payments for purchase of property, plant and equipment, intangible assets		-	(229.93)
Inter-corporate deposits repaid by related parties		-	6,800.00
Purchase consideration received from sale of business		145.58	4,426.00
Investment in bank deposits (net)		(1,627.95)	-
Bank balances not considered as cash and cash equivalents		(1,677.49)	275.91
Interest received		250.04	698.31
Net cash (used in)/generated from investing activities		(2,909.82)	11,970.29
Cash flows from financing activities (refer note 11(b))			
Repayment of lease liabilities including interest thereon		-	(1,085.19)
Dividend payment		(7,965.24)	-
Net cash used in financing activities		(7,965.24)	(1,085.19)
Net (decrease)/increase in cash and cash equivalent		(10,720.64)	10,154.81
Cash and cash equivalents at the beginning of the year		10,740.88	586.07
Cash and cash equivalents at the end of the year	7	20.24	10,740.88

Notes:

- The Consolidated statement of cash flows has been prepared in accordance with "Indirect Method" as set out on Indian Accounting Standard -7 on "Statement of Cash flows".
- The Group has not made any payment towards Corporate Social Responsibility (CSR) expenditure for the year ended March 31, 2025 and March 31, 2024 (refer note no 35).

See accompanying notes forming part of the consolidated financial statements 1-42

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

For and on behalf of the Board of Directors
Fortis Malar Hospitals Limited
CIN: L85110PB1989PLC045948

RAJESH ARORA
Partner
Membership Number: 076124

RICHA SINGH DEBGUPTA
Director
DIN: 08891397
Place: Kolkata

CHANDRASEKAR R
Whole Time Director
DIN: 09414564
Place: Bengaluru

VINTI VERMA
Company Secretary
Membership No.: ACS 44528

PRADEEP KUMAR MALHOTRA
Chief Financial Officer
Place: Gurugram

Place: Gurugram
Date: May 15, 2025

Place: Gurugram
Date: May 15, 2025

CONSOLIDATED STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2025

A EQUITY SHARE CAPITAL

Particulars	No. in Lakhs	₹ in Lakhs
Equity shares of ₹ 10 each issued , subscribed and fully paid *		
As at April 01, 2023	187.42	1,875.70
Issue of share capital	-	-
As at March 31, 2024	187.42	1,875.70
Issue of share capital	-	-
As at March 31, 2025	187.42	1,875.70

*Includes amount received on forfeited shares amounting to ₹ 1.53 Lakhs

B OTHER EQUITY

(₹ in Lakhs)

Particulars	Reserves and surplus		Total
	Securities Premium (Refer Note 1)	Retained Earnings	
Balance as at April 01, 2023	957.23	3,584.31	4,541.54
Profit for the year	-	4,532.48	4,532.48
Other comprehensive loss for the year, (net of income tax)	-	(2.77)	(2.77)
Total comprehensive income for the year	-	4,529.71	4,529.71
Balance as at March 31, 2024	957.23	8,114.02	9,071.25
Profit for the year	-	39.20	39.20
Other comprehensive income for the year, (net of income tax)	-	-	-
Total comprehensive income for the year	-	39.20	39.20
Dividends paid to shareholders	-	(7,965.24)	(7,965.24)
Balance as at March 31, 2025	957.23	187.98	1,145.21

Notes:

- The utilised accumulated excess of issue price over face value on issue of shares. This reserve is utilised in accordance with the provisions of the Companies Act, 2013.

See accompanying notes forming part of the consolidated financial statements 1-42

In terms of our report attached

For **B S R & Co. LLP**
Chartered Accountants
Firm Registration Number: 101248W/W-100022

For and on behalf of the Board of Directors
Fortis Malar Hospitals Limited
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Chief Financial Officer
Place: Gurugram

Place: Gurugram
Date: May 15, 2025

Place: Gurugram
Date: May 15, 2025

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

1. CORPORATE INFORMATION

Fortis Malar Hospitals Limited (the 'Company' or the 'Parent Company') (CIN: L85110PB1989PLC045948), was incorporated in the year 1989 to set up, manage and operate a multi-speciality hospital and the Company is a subsidiary of Fortis Hospitals Limited and Fortis Healthcare Limited is the Intermediate Holding Company and its equity shares are listed on the Bombay Stock Exchange (BSE) in India. The Company operated its state of the art Hospital facility in Chennai. The Hospital building was owned by a fellow subsidiary, Fortis Health Management Limited ("FHML").

The Parent Company has one wholly owned subsidiary company, Malar Stars Medicare Limited ('Malar Stars' or 'the subsidiary'), which was incorporated on July 07, 2009 in Chennai and is engaged in providing medical and surgical and consultancy services to the Parent Company. The Parent Company and the subsidiary are hereinafter collectively referred to as "the Group".

During the previous year, the Company had sold its business operations pertaining to Malar Hospital, on a slump sale basis on February 01, 2024. Post this sale, the Company ceases to have any business operations. (also refer note 26).

2. MATERIAL ACCOUNTING POLICIES

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements ('financial statements'). The accounting policies adopted are consistent with those of the previous financial year.

(a) Basis of preparation

(i) Statement of compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, notified under Section 133 of Companies Act, 2013, ("the Act") and other relevant provisions of the Act. All the amounts included in the financial statements are reported in Lakhs of Indian Rupees and are rounded off to two decimals, except per share data.

The financial statements have been authorised for issue by the Company's Board of Directors on May 15, 2025.

(ii) Going concern assumptions

During the previous year, the Parent Company has sold its business operations pertaining to Malar Hospital, on a slump sale basis on February 01, 2024 (also refer note 26). Post this sale, the Parent Company ceases to have any business operations. Currently, the management of the Parent Company has no visibility of commencing any new business operations in the future, and the Parent Company's management and Board of Directors, in consultation with its legal advisors/ merchant bankers, is evaluating various corporate restructuring options for the future possible course of actions for the Parent Company and is progressing with the finalisation of plan.

Further, the Parent Company has sufficient cash and cash equivalent balance to settle its obligations as and when they fall due and the Parent Company believes that it would be able to meet its financial obligations for the foreseeable future based on the current cash position and projected cash flows. Accordingly, these consolidated financial statements have been prepared on a going concern basis.

(iii) Functional and presentation currency

These financial statements are presented in Indian Rupees, which is also the Group's functional currency.

(iv) Basis of Measurement

The consolidated financial statements have been prepared under historical cost convention on accrual basis.

(b) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Parent Company and its subsidiary. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- (i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- (ii) Exposure, or rights, to variable returns from its involvement with the investee, and
- (iii) The ability to use its power over the investee to affect its returns.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

These consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The financial statements of its subsidiary company used for the purpose of consolidation are drawn up to same reporting date as that of the parent company.

The details of the subsidiary considered in preparation of these consolidated financial statements are given below:

Name of the subsidiary	Country of incorporation and principal place of business	Relationship	Principal activity	Effective ownership as at	
				March 31, 2025	March 31, 2024
Malar Stars Medicare Limited	India	Subsidiary	Non-operational	100%	100%

(c) Consolidation procedure

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of subsidiary.
- Eliminate in full, intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 "Income Taxes" applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

(d) Current versus non-current classification

Based on the time involved between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the balance sheet.

(e) Measurement of fair values

A number of the accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are

categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Group has an established control framework with respect to the measurement of fair values. This includes a finance team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

(f) Financial instrument

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

Financial assets

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e. the date that the Group commits to purchase or sell the asset.

Initial recognition and measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVOCI)
- Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVOCI)

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if the asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. The effective interest

rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortised cost of the financial liability. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR recognised is included in other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. This category generally applies to trade and other receivables.

Debt instrument at FVOCI

A 'debt instrument' is classified as at the FVOCI if the objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and the asset's contractual cash flows represent SPPI.

Debt instruments included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified to the Statement of Profit and Loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for recognised as at amortised cost or as FVOCI, is classified as at FVTPL. In addition, at initial recognition, the Group may irrevocably elect to designate a debt instrument, which otherwise meets amortised cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Equity investments

Equity investments in subsidiaries are carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

in such entities, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

All other equity investments which are in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. For all other equity instruments in scope of Ind AS 109, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss to retained earnings.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the Statement of Profit and Loss.

Dividend income from investments is recognised in statement of profit and loss on the date that the right to receive payment is established.

Impairment of financial assets

The Group recognises loss allowance using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all financial assets with contractual cash flows other than trade receivable, ECLs are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the Statement of Profit and Loss.

Credit-impaired financial assets

At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt

securities at FVOCI are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the debtor;
- a breach of contract such as a default;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the debtor will enter bankruptcy or other financial recognised; or
- the disappearance of an active market for a security because of financial difficulties.

Presentation of allowance for ECL in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's balance sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

asset to the extent of the Group's continuing involvement. In that case, the Group also recognised an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Write off of financial assets

The gross carrying amount of a financial asset is written off when the Group has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Group expects no significant recovery from the amount written off.

However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in Statement of Profit and Loss.

Derecognition of financial liabilities

A financial liability is recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the consolidated Balance Sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(g) Inventories

Inventories are valued at lower of cost and net recognised value except scrap, which is valued at net estimated recognised value.

The Group uses weighted average method to determine cost for all categories of inventories except for goods in transit which is valued at specifically identified purchase cost and other direct costs incurred. Cost includes all costs of purchase, and other costs incurred in bringing the inventories to their present location and condition inclusive of non-refundable (adjustable) taxes wherever applicable.

Net recognised value is the estimated selling price in the ordinary course of business, less estimated costs necessary to make the sale. The comparison of cost and net recognised value is made on an item-by-item basis.

(h) Cash and cash equivalents

Cash and cash equivalents include cash in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

For the purpose of cash flow statement, cash and cash equivalent includes cash in hand, in banks, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less, net of outstanding bank overdrafts that are repayable on demand and are considered part of the cash management system.

(i) Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the consolidated financial statements unless the possibility of an outflow of resources embodying economic benefits is remote. Contingent liabilities and commitments are reviewed by the management at each balance sheet date.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

(j) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received, and the amount of the receivable can be measured reliably.

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognised any impairment loss on the assets associated with that contract.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that the outflow of resources would be required to settle the obligation, the provision is reversed.

(k) Revenue recognition

Revenue in the previous year primarily comprises fees charged under contract for inpatient and outpatient hospital services and also includes sale of products

comprising medical and non-medical items and Management fees from hospitals. Hospital services include charges for accommodation, medical professional services, equipment, radiology, laboratory and pharmaceutical goods used in treatments given to patients.

Contracts with customers could include promises to transfer multiple services/ products to a customer. The Group assesses the product/ services promised in a contract and identifies distinct performance obligation in the contract. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of services rendered and goods sold is net of variable consideration on account of various discounts and schemes offered by the Group as part of the contract including claims. Further, the Group also determines whether the performance obligation is satisfied at a point in time or over a period of time. These judgements and estimations are based on various factors including contractual terms and historical experience.

Revenue from in patient hospital services is recognised over the period of time, as and when services are performed. Revenue from outpatient hospital services is recognised at a point in time when patient has actually received the service. Revenue from sale of products is recognised at the point in time upon transfer of control of products to customers at the time of delivery of goods to the customers.

Revenue includes only those sales for which the Group has acted as a principal in the transaction, takes title to the products, and has the risks and rewards of ownership, including the risk of loss for collection, delivery and returns. Any revenue transaction for which the Group has acted as an agent or broker without assuming the risks and rewards of ownership have been reported on a net basis.

Excess of revenue earned over billings on contracts is recognised as unbilled revenue. Unbilled revenue is classified as Trade receivables when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms. Unearned and deferred revenue ("contract liability") is recognised as other current liability when there is billings in excess of revenues.

Other operating revenue in the previous year comprises revenue from various ancillary revenue generating activities

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

is recognised over the period of time, in accordance with the terms of the relevant agreements, as and when services are performed.

(I) Employee benefits

Short-term employee benefits

All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee benefits, which include benefits like salaries, wages, short term compensated absences, performance incentives, etc. and are recognised as expenses in the period in which the employee renders the related service and measured accordingly. Short term employee benefits are measured on an undiscounted basis.

Post-employment benefits

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

a) Gratuity

The Group has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. The liability in respect of gratuity is recognised in the books of account based on actuarial valuation by an independent actuary.

b) Provident fund

The Group makes contribution to Regional Provident Fund Commissioner for its employees. This is treated as defined contribution plan.

The Group's contribution to the provident fund is charged to statement of profit and loss.

Other long-term employee benefits:

As per the Group's policy, eligible leaves can be accumulated by the employees and carried forward to future periods to either be recognised during the service, or encashed. Encashment can be made during service, on early retirement, on withdrawal of scheme, at resignation and upon death of the employee. Accumulated compensated absences are treated as other long-term employee benefits.

Termination benefits are recognised as an expense when, as a result of a past event, the Group has a present obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Actuarial valuation

The liability in respect of all defined benefit plans and other long-term benefits is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans, is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Remeasurement gains and losses on other long-term benefits are recognised in the statement of profit and loss in the year in which they arise. Remeasurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are recognised immediately in the Statement of Changes in Equity with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognised when the curtailment or settlement occurs. Any differential between the plan assets (for a funded defined benefit plan) and the defined benefit obligation as per actuarial valuation is recognised as a liability if it is a deficit or as an asset if it is a surplus (to the extent of the lower of present value of any economic benefits available in the form of refunds from the plan or reduction in future contribution to the plan).

Past service cost is recognised as an expense in the statement of profit and loss on a straight-line basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, the past service cost is recognised immediately in the statement of profit and loss. Past

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

service cost may be either positive (where benefits are introduced or improved) or negative (where existing benefits are reduced).

(m) Income tax

Income tax comprises current and deferred tax. It is recognised in Statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI. Interest and penalties related to income taxes, including uncertain tax treatments, do not meet the definition of income taxes, and therefore accounted for them under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets

Current taxes

Current tax comprises the best estimate of expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received after considering uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred taxes

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that
- is not a business combination; and
- at the time of transaction (i) affects neither accounting nor taxable profit or loss and (ii) does not give rise to equal taxable and deductible temporary differences
- temporary differences related to investments in subsidiaries, associates or joint arrangements, to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is

probable that they will not reverse in the foreseeable future; and

- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Unrecognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used. Deferred tax is measured at the tax rates that are expected to be applied to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date. The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

(n) Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Group has the right to obtain substantially all of the economic benefits from use of the asset through the period of use; and
- the Group has the right to direct the use of the asset. The Group has this right when it has the decision-making rights that are most relevant to changing

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

how and for what purpose the asset is used. In rare cases, where the decision about how and for what purpose the asset is used is predetermined, the Group has the right to direct the use of the asset if either:

- the Group has the right to operate the asset; or
- the Group designed the asset in a way that predetermines how and for what purpose it will be used

An entity shall reassess whether a contract is, or contains, a lease only if the terms and conditions of the contract are changed.

At inception or on reassessment of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

As a lessee

The Group accounts for assets taken under lease arrangement in the following manner:

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right of use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentive received.

The right of use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term. The estimated useful lives of right-of-use are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Group's incremental borrowing rate.

Lease payments included in the measurement of the lease liability comprise the fixed payments, including in-substance fixed payments.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value assets

The Group has elected not to recognise right-of use assets and lease liabilities for short term leases that have a lease term of 12 months or less and leases of low value assets. The Group recognises the lease payments associated with these leases as an expense on a straight- line basis over the lease term.

(o) Borrowing costs

Finance costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense on lease liability. Finance cost also includes exchange differences to the extent regarded as an adjustment to the finance costs. General and specific borrowing costs that are directly attributable to the construction or production or development of a qualifying asset are capitalised as part of the cost of that asset. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. All other finance costs are expensed in the period in which they occur.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the finance costs eligible for capitalisation. Ancillary costs incurred in connection

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

with the arrangement of borrowings are amortised over the period of such borrowings.

(p) Statement of Cash flow

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated. The Group considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

(q) Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit/ (loss) attributable to owners of the Group
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(r) Exceptional items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group. Such income or expense is classified as an exceptional item and accordingly, disclosed in the consolidated financial statements.

3. CRITICAL ESTIMATES AND JUDGEMENTS

The preparation of consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and in any future periods affected.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment is included in the following notes:

- Recognition and measurement of contingency: Key assumption about the likelihood and magnitude of an outflow of resources – Note 25
- Recognition and estimation of tax expense including deferred tax– Note 32

4. RECENT PRONOUNCEMENTS

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On May 07, 2025, MCA issued the Companies (Indian Accounting Standards) Amendment Rules, 2025, which made certain amendments to Ind AS 21 The Effects of Changes in Foreign Exchange Rates, effective from April 01, 2025. These amendments define currency exchangeability and include guidance on estimating spot exchange rates when a currency is not exchangeable. The Group does not expect this amendment to have any significant impact in its financial statements.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

5 (a) PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

Particulars	Plant and machinery	Medical equipments	Furniture and fittings	Computers	Office equipments	Total
Gross carrying value						
As at April 01, 2023	194.33	3,009.91	232.08	239.80	73.35	3,749.47
Additions	-	224.31	1.35	1.22	3.73	230.61
Disposals/transfers *	(194.33)	(3,234.22)	(233.43)	(241.02)	(77.08)	(3,980.06)
As at March 31, 2024	-	-	-	-	-	-
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at March 31, 2025	-	-	-	-	-	-
Accumulated depreciation						
As at April 01, 2023	132.96	2,052.88	169.52	183.20	63.43	2,601.99
Depreciation	10.95	173.74	15.17	29.31	2.82	231.99
Disposals/transfers	(143.91)	(2,226.62)	(184.69)	(212.51)	(66.25)	(2,833.98)
As at March 31, 2024	-	-	-	-	-	-
Depreciation	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
As at March 31, 2025	-	-	-	-	-	-
Net carrying value						
As at March 31, 2024	-	-	-	-	-	-
As at March 31, 2025	-	-	-	-	-	-

*Refer note 26 for Property, plant and equipment transferred on sale of business.

5 (b) OTHER INTANGIBLE ASSETS

(₹ in Lakhs)

Particulars	Software
Gross carrying value	
As at April 01, 2023	625.39
Additions	-
Disposals/adjustments	(625.39)
As at March 31, 2024	-
Additions	-
Disposals	-
As at March 31, 2025	-
Accumulated amortisation	
As at April 01, 2023	608.14
Amortisation	17.25
Disposals/adjustments	(625.39)
As at March 31, 2024	-
Amortisation	-
Disposals	-
As at March 31, 2025	-
Net carrying value	
As at March 31, 2024	-
As at March 31, 2025	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
6 TAX ASSETS

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Income tax assets		
Non-current		
Advance income tax (net of provision for taxation)	272.04	258.39
Total	272.04	258.39
Current		
Advance income tax (net of provision for taxation)	-	358.77
Total	-	358.77

7 CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Balances with banks:		
- On current accounts	20.24	68.02
- Deposits with original maturity of less than three months*	-	10,667.39
Demand drafts on hand	-	5.47
Total	20.24	10,740.88

*Includes interest accrued on deposits amounting to ₹ Nil Lakhs (March 31, 2024 - ₹ 87.38 Lakhs)

8 BANK BALANCES OTHER THAN ABOVE

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Unpaid dividend accounts	185.00	-
Deposits with original maturity of more than 3 months but less than 12 months*	1,574.23	81.74
Total	1,759.23	81.74

*Includes interest accrued on deposits amounting to ₹ 46.23 Lakhs (March 31, 2024 - ₹ 0.33 Lakhs)

9 OTHER FINANCIAL ASSETS - CURRENT

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Unsecured, considered good		
Security deposits	3.59	-
Deposit with bank with maturity of less than 12 months from the reporting date	1,627.95	-
Advances to related parties (refer note 23)	-	2.24
Consideration receivable in relation to sale of business (refer note 26)	-	145.58
Total	1,631.54	147.82

*Includes interest accrued on deposits amounting to ₹ 14.44 Lakhs (March 31, 2024 - Nil)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

10 OTHER CURRENT ASSETS

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Unsecured, considered good		
Prepaid expenses	0.15	-
Total	0.15	-

11 (a) EQUITY SHARE CAPITAL

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Authorised		
30,000,000 (March 31, 2024: 30,000,000) equity shares of ₹ 10 each	3,000.00	3,000.00
	3,000.00	3,000.00
Issued		
18,772,259 (March 31, 2024: 18,772,259) equity shares of ₹ 10 each	1,874.17	1,874.17
	1,874.17	1,874.17
Subscribed and Paid Up		
18,741,759 (March 31, 2024: 18,741,759) equity shares of ₹ 10 each fully paid up*	1,875.70	1,875.70
	1,875.70	1,875.70

*Includes amount received on forfeited shares amounting to ₹ 1.53 Lakhs

Notes:

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity shares	For the year ended March 31, 2025		For the year ended March 31, 2024	
	Number	Amount (₹ in Lakhs)	Number	Amount (₹ in Lakhs)
At the beginning of the year	1,87,41,759	1,875.70	1,87,41,759	1,875.70
Issued during the year	-	-	-	-
Outstanding at the end of the year	1,87,41,759	1,875.70	1,87,41,759	1,875.70

(b) Terms/rights attached to equity shares

The Parent Company has only one class of equity shares having par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the Parent Company, the holders of equity shares will be entitled to receive remaining assets of the Parent Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Shares held by the holding/ ultimate holding company and/or their subsidiaries

Equity shares

Equity shares	As at March 31, 2025		As at March 31, 2024	
	Number	Amount (₹ in Lakhs)	Number	Amount (₹ in Lakhs)
Fortis Hospitals Limited, (the Holding Company) (Equity Shares of ₹ 10 each)	1,17,52,402	1,175.24	1,17,52,402	1,175.24

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
11 (a) EQUITY SHARE CAPITAL (Contd.)
(d) Details of shares held by each shareholder holding more than 5% shares:
Equity Shares

Equity shares	As at March 31, 2025		As at March 31, 2024	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Fortis Hospitals Limited, (the Holding Company)	1,17,52,402	62.71%	1,17,52,402	62.71%

(e) Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

For the period of five years immediately preceding the date of the balance sheet, there were no share allotment made for consideration other than cash and also no bonus shares were issued. Further, there has been no buyback of shares during the period of five years preceding the date of balance sheet.

(f) Details of shares held by promoters
As at March 31, 2025:

Promoter name	Class of Shares	At the end of the year		At the beginning of the year		% Change during the year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
Fortis Hospitals Limited, (the Holding Company)	Equity shares of ₹ 10 each fully paid up	1,17,52,402	62.71%	1,17,52,402	62.71%	-

As at March 31, 2024:

Promoter name	Class of Shares	At the end of the year		At the beginning of the year		% Change during the year
		No. of Shares	% of total shares	No. of Shares	% of total shares	
Fortis Hospitals Limited, (the Holding Company)	Equity shares of ₹ 10 each fully paid up	1,17,52,402	62.71%	1,17,52,402	62.71%	-

11(b) Changes in liabilities arising from financing activities

(₹ in Lakhs)

Particulars	Lease liabilities
As at April 01, 2023	4,639.76
Lease liabilities paid	(1,085.19)
Finance costs	406.20
Termination of lease	(3,960.77)
As at March 31, 2024	-
Lease liabilities paid	-
Finance costs	-
As at March 31, 2025	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

12 TRADE PAYABLES

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Current		
Total outstanding dues of micro enterprises and small enterprises (refer note 40)	-	-
Total outstanding dues of other than micro enterprises and small enterprises*	434.80	520.29
Total	434.80	520.29
*Includes payable to related parties (refer note 23)	-	0.17

Ageing Schedule

As at March 31, 2025

(₹ in Lakhs)

Particulars	Unbilled	Not due	Outstanding for following period from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	429.37	-	-	-	0.85	4.58	434.80
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	429.37	-	-	-	0.85	4.58	434.80

As at March 31, 2024

(₹ in Lakhs)

Particulars	Unbilled	Not due	Outstanding for following period from due date of payment				Total
			Less than 1 Year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-	-	-
(ii) Others	505.88	-	5.41	1.34	3.79	3.87	520.29
(iii) Disputed dues - MSME	-	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-	-
Total	505.88	-	5.41	1.34	3.79	3.87	520.29

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
13 OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Current		
Unpaid equity dividend	185.00	-
Capital creditors*	-	1.22
Payable to related parties (refer note 23)	1.69	-
Others	32.87	41.45
Total	219.56	42.67

*Includes outstanding dues of micro enterprises and small enterprises of ₹ Nil (March 31, 2024 - ₹ Nil)

14 PROVISIONS

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Current		
Provision for gratuity	-	1.61
Provision for compensated absences	-	1.62
Total	-	3.23

15 OTHER CURRENT LIABILITIES

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
Statutory dues payables	7.93	68.12
Other payables	-	6.34
Total	7.93	74.46

16 REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
(a) Sale of services (refer notes below)		
In-Patient	-	4,894.45
Out-Patient	-	990.82
Total revenue from contracts with customers (a)	-	5,885.27

Notes:

Discounts and deductions amounting to ₹ Nil (March 31, 2024 - ₹ 110.52 Lakhs) are netted against Sale of In-Patient and Out-Patient services.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

16 REVENUE FROM OPERATIONS (Contd.)

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Timing of revenue recognition		
Services transferred over time	-	4,894.45
Services transferred at point in time	-	990.82
	-	5,885.27
(b) Other operating revenues (b)		
Others	-	15.61
	-	15.61
Total revenue from operations (a+b)	-	5,900.88

17 OTHER INCOME

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
(a) Interest income		
Interest on Bank deposits	250.04	221.11
Interest on Inter-corporate deposits (refer note 23)	-	312.39
Interest on income tax refund	-	10.42
Others	-	15.45
(b) Other non-operating income		
Liabilities/provisions no longer required written back	21.68	135.71
Total other income (a+b)	271.72	695.08

18 CHANGE IN INVENTORIES OF MEDICAL CONSUMABLES AND DRUGS

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Inventory at the beginning of the year	-	110.34
Less: Inventory transferred on sale of business (refer note 26)	-	(103.64)
Less: Inventory at the end of the year	-	-
Changes in inventories	-	6.70

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
19 EMPLOYEE BENEFITS EXPENSE

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Salaries, wages and bonus	16.79	1,284.78
Contribution to provident and other funds (refer note 28)	0.04	136.17
Staff welfare expenses	23.93	95.32
Total	40.76	1,516.27

20 FINANCE COSTS

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Interest expense on:		
- lease liabilities (refer note 29)	-	406.20
- on statutory liabilities	0.96	-
Other borrowing cost	0.06	24.26
Total	1.02	430.46

21 DEPRECIATION AND AMORTISATION EXPENSE

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Depreciation of property, plant and equipment (refer note 5(a))	-	231.99
Depreciation of right of use assets (refer note 29)	-	686.77
Amortisation of other intangible assets (refer note 5(b))	-	17.25
Total	-	936.01

22 OTHER EXPENSES

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Contractual manpower	-	85.70
Power, fuel and water	-	246.57
Housekeeping expenses including consumables	-	31.71
Patient food and beverages	-	64.63
Pathology laboratory expenses (refer note 23)	-	240.96
Consultation fees to doctors	-	938.71
Professional charges to doctors	-	842.44
Clinical establishment fee (refer note 22.2 below)	-	445.28

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

22 OTHER EXPENSES (Contd.)

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Repairs and maintenance		
- Building	-	19.55
- Plant and machinery	-	205.86
- Others	0.38	89.83
Rent		
- Equipments	-	33.07
- Offices	23.16	-
Legal and professional fee	99.02	158.80
Subscription fee	0.17	0.65
Travel and conveyance	0.39	37.48
Rates and taxes	0.03	0.26
Printing and stationery	0.39	41.81
Communication expenses	0.16	11.96
Directors' sitting fees	27.14	47.79
Insurance	0.04	22.77
Marketing and business promotion	6.35	27.31
Advances written off	-	16.24
Advance tax written off	0.06	-
Auditors' remuneration (refer note 22.1 below)	15.78	16.40
Miscellaneous expenses	0.06	2.16
Total	173.13	3,627.94

22.1 Payments to auditors

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
As auditor		
Statutory audit	6.32	6.30
Tax audit	-	0.58
Limited review of quarterly results	4.71	4.73
GST on professional services	2.41	2.50
Reimbursement of expenses	2.34	2.29
Total	15.78	16.40

22.2 Clinical establishment fees:

Represents amount paid towards various services such as providing, maintaining and operating the Clinical Establishment (including infrastructure, fixtures and fittings etc.), out-patient department services, radio diagnostic services and other ancillary services provided by Fortis Health Management Limited to the Company in accordance with their agreement. Also refer note 23 and 26.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

23 RELATED PARTY DISCLOSURES

Names of related parties and related party relationship

Description of Relationship	Name of related parties
Ultimate Holding Company	IHH Healthcare Berhad, Malaysia
Intermediate Holding Company	Integrated Healthcare Holdings Limited, Malaysia
	Parkway Pantai Limited, Singapore
	Northern TK Venture Pte Ltd, Singapore
	Fortis Healthcare Limited, India
Holding Company	Fortis Hospitals Limited, India
Fellow Subsidiary or Entities Under Common Control (parties with whom transactions have taken place)	Agilus Diagnostics Limited, India (formerly known as SRL Limited)
	Escorts Heart Institute and Research Centre Limited, India
	Fortis Health Management Limited, India
	Fortis Hospotel Limited, India
	Mitsui & Co India Pvt Limited, India
Key Management Personnel	Mr. Daljit Singh (Non-Executive Director)
	Mr. Chandrasekar R (Whole-time Director)
	Ms. Shailaja Chandra (Independent Director)
	Mrs. Nithya Ramamurthy (Non-Executive Director till July 20, 2023)
	Mr. Ramesh L Adige (Independent Director till May 05, 2024 and Non-executive Director from May 06, 2024)
	Mr. Ravi Rajagopal (Independent Director up to September 30, 2024)
	Ms. Suvalaxmi Chakraborty (Independent Director from October 01, 2024)
	Ms. Richa Singh Debgupta (Non-Executive Director from October 10, 2023)
	Mr. Sandeep Singh (Company Secretary till February 29, 2024)
	Mr. Yogendra Kumar Kabra (Chief Financial Officer till August 23, 2024)
	Mr. Pradeep Kumar Malhotra (Chief Financial Officer from November 05, 2024)
	Ms. Srishty (Company Secretary from May 17, 2024 to August 08, 2024)
	Ms. Vinti Verma (Company Secretary from November 05, 2024)
	Mr. Ajay Maharaj (Director)
	Mr. Ranjan Bihari Pandey (Director)
Relatives of Key Management Personnel (parties with whom transactions have taken place)	Dr. Radhi Malar (till July 20, 2023)
	Dr. M. Anand (till July 20, 2023)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

23 RELATED PARTY DISCLOSURES (Contd.)

The schedule of related party transactions:

(₹ in Lakhs)

Particulars	Name of the related party	Year ended March 31, 2025	Year ended March 31, 2024
Income			
Sale of Service	Mitsui & Co India Pvt Limited	-	0.98
Interest income on Inter-corporate deposits	Fortis Healthcare Limited	-	312.39
Expenses			
Clinical establishment fee	Fortis Health Management Limited	-	445.28
Interest expense on lease liabilities	Fortis Health Management Limited	-	390.38
Contractual manpower	Agilus Diagnostics Limited (formerly SRL Limited)	-	11.39
Pathology laboratory expenses	Agilus Diagnostics Limited (formerly SRL Limited)	-	228.38
Professional charges to doctors	Mrs. Nithya Ramamurthy	-	49.21
	Dr. Radhi Malar	-	5.64
	Dr. M. Anand	-	17.11
Reimbursement of expenses incurred by other companies on behalf of the Company	Fortis Healthcare Limited	2.30	-
	Fortis Hospotel Limited	0.62	-
	Fortis Health Management Limited	-	240.49
Mediclaime reimbursement and transfer of accumulated balance in retirement benefits	Fortis Health Management Limited	-	0.03
	Fortis Hospitals Limited	3.23	0.01
Reimbursement of Expenses incurred by Other Companies on behalf of the Company (Refund of advance received from patients)	Fortis Hospitals Limited	-	2.79
Dividend paid (Gross of TDS)	Fortis Hospitals Limited	4,994.77	-
Inter Corporate Loan repaid	Fortis Healthcare Limited	-	6,800
Managerial remuneration - Director sitting fees	Mr. Ramesh L Adige	4.50	12.00
	Mrs. Nithya Ramamurthy	-	2.00
	Mr. Daljit Singh	5.50	11.50
	Mr. Ravi Rajagopal	3.00	7.00
	Ms. Shailaja Chandra	7.50	8.00
	Ms. Suvalaxmi Chakraborty	2.50	-
Managerial remuneration - Short-term employee benefits	Mr. Chandrasekar R	14.86	47.33
Trade payables/Other financial liabilities-current	Fortis Hospitals Limited	-	0.17
	Fortis Hospotel Limited	0.36	-
	Fortis Healthcare Limited	1.33	-
Other financial assets - current	Escorts Heart Institute and Research Centre Limited	-	2.24

Notes: All transactions with these related parties are priced on an arm's length basis and all financial assets and liabilities are to be settled in cash with in credit period from the reporting date. None of the balances are secured.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

24 COMMITMENTS

- The Group does not have any long-term commitments/contracts including derivative contracts for which there will be any material foreseeable losses.
- The Group does not have any commitments on account of capital item purchases.
- There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

25 CONTINGENT LIABILITIES AND OTHER CLAIMS

A. Contingent liabilities

Particulars	Year ended March 31, 2025 (₹ in Lakhs)	Year ended March 31, 2024 (₹ in Lakhs)
Claims against the Group not acknowledged as debts (in respect of compensation claims by the patients/their relatives). (refer note 2 below)	649.40	670.99
Sales tax related matters (refer note 1 below)	254.93	254.93
Income tax	150.61	-
Goods and Service Tax (GST)	4.82	-

Note:

- On May 28, 2020, the High Court of Judicature at Madras ("High Court") has pronounced a common order on the liability to pay Value Added Tax (VAT) under the provisions of Tamil Nadu Value Added Tax Act, 2006 on the stents, valve, x-ray etc. (except medicine) used while treating their in-house patients. High Court directed reply to be filed to notice, on the other hand has concluded on VAT applicability on prosthetics and implants. The said order pronounced disposes the writ petitions filed by the Parent Company in 2012 against notices for proposal of revising the assessment order for assessment years from 2008-09 to 2011-12 issued by the Assistant Commissioner (CT) wherein an amount of ₹ 254.93 Lakhs (₹ 73.37 Lakhs pertaining to implants) has been proposed to demanded on January 31, 2012. Against the said order, the Parent Company has filed Writ Appeals with the Division Bench of the Madras High Court on October 16, 2020. The Parent Company, based on legal advice, believes that the possibility of negative outcome is remote and accordingly, no adjustments are made in the consolidated financial statements.
- These claims are pending with various Consumer Disputes Redressal Commissions and the Parent Company has been advised by the legal counsel that there may not be any likely liability in respect of these matters and accordingly no provision has been recognized in these consolidated financial statements.

B. Claims not assessed as contingent liabilities, unless otherwise stated:

- The Parent Company has given certain warranties/ indemnities pursuant to Business Transfer Agreement ("BTA") entered with MGM Healthcare Private Limited ("MGM") for Sale of business (also refer note 26) wherein all the claim against such warranties/indemnities under BTA shall not exceed 100% of the final purchase consideration. As at March 31, 2025, the Parent Company has not received any claim against such warranties/indemnities from MGM. Management believes that it has fulfilled all the obligations and accordingly there are no claims against such warranties/indemnities from MGM in relation to the BTA as on the date of signing of these financial statements.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

25 CONTINGENT LIABILITIES (Contd.)

2. In earlier year, Supreme Court vide their judgement dated February 28, 2019 on Provident fund has interpreted that basic wages would include certain allowances. The Group has evaluated implications arising out of the Supreme Court judgement. Based on legal advice, the Group believes that retrospective application of the above judgement by PF authorities is remote. Accordingly, no provision has been recorded in the consolidated financial statements. The Group would continue to evaluate the provision required in the books based on further clarifications from the authorities.
3. During current year, the Parent Company has received show cause notices totalling to ₹ 22,535.42 Lakhs from GST authority for the period July, 2017 to March, 2024, wherein they had proposed to levy GST on various items including depreciation, employee salaries, exempt healthcare services, interest expenses, trade payables, etc., on which either GST is not leviable or on which GST had already been paid and also GST authority had proposed to disallow GST input tax credit, which had never been claimed by the Parent Company. Subsequent to issuance of show cause notice, Parent Company has received adjudication order against show cause notice for the period July, 2017 to March, 2018, whereby as against proposed demand of ₹ 3054.91 Lakhs, demand has been raised for ₹ 4.82 Lakhs. The Parent Company has preferred an appeal against the order.

Regarding the show cause notices for the balance period, the Parent Company believes that based on management assessment, view of leading tax consultant and adjudication order of the period July, 2017 to March, 2018, the said show cause notices are not tenable and have been issued without giving any basis thereto and should not sustain. The Parent Company has strongly objected to the said show cause notices and has filed appropriate replies thereto. Accordingly, any exposure on account of these matters is considered remote.

26 BUSINESS SALE TRANSACTION

The Parent Company operated its healthcare business from Fortis Malar Hospital situated at Adyar Chennai ("Malar Hospital/undertaking"). It had "Hospital and Medical Services Agreement" ("HMSA") with Fortis Health Management Limited ("FHML") w.r.t. rendering of certain medical and healthcare services in the hospital premises (including right to use of the hospital building). The hospital building owned by FHML has certain ongoing litigations and issues pertaining to regularisation. These legacy issues gave rise to certain challenges for the Parent Company and constrained further investments into the facility. The circumstances accentuated the need to divest the undertaking as a viable and prudent option in the interest of stakeholders.

Accordingly, during the previous year, the Parent Company had entered into Business Transfer Agreement ("BTA") with MGM Healthcare Private Limited ("MGM") for the sale of its business operations pertaining to Malar Hospital, as a going concern, on a slump sale basis, for a sale consideration of ₹ 4,571.58 Lakhs, on such terms and conditions as contained in BTA ("slump sale transaction"). The transaction was an all-cash deal.

As per BTA, the undertaking along with all related assets and liabilities (refer table below) stands transferred and vested in MGM from February 01, 2024. Further, the HMSA with FHML was automatically terminated post this transaction. Accordingly, the Parent Company is no longer associated with the hospital building and related uncertainties such as pending regularisation and ongoing litigations related thereto.

Malar hospital which used to provide healthcare services was the only cash generating units (CGU) for the Parent Company and it did not qualify as a component of the Parent Company as per Ind AS 105, and therefore it was not been classified as a discontinued operation on disposal.

The Parent Company had recorded net gain of ₹ 4,721.54 Lakhs in the previous year, which was shown as an exceptional item in the Statement of Profit and Loss for the year ended March 31, 2024.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
26 BUSINESS SALE TRANSACTION (Contd.)

Following assets and liabilities were transferred as part of the business sale transaction:

Particulars	Amount (₹ in Lakhs)
Assets:	
Property, plant and equipment	1,146.10
Other financial assets	69.74
Inventories	103.64
Trade receivables (net of allowance for expected credit loss of ₹ 12.08 Lakhs)	336.00
Other current assets	22.68
Total assets (A)	1,678.16
Liabilities:	
Provisions	528.17
Trade payables	1,451.20
Other current liabilities	150.37
Total liabilities (B)	2,129.74
Net assets/ (liabilities) transferred (C = A-B)	(451.58)
Consideration received/ receivable (D)	4,571.58
Gross gain on business sale transaction (E=D-C)	5,023.16
Less: Expenses in nature of 'Legal and professional fee' in relation to business sale transaction (F)	(301.62)
Net gain on business sale transaction presented under 'Exceptional items' (refer note 36) (G = F-E)	4,721.54

- 27** The Board of Directors of the Parent Company in its meeting held on April 12, 2024 declared an interim dividend of Rupees 40 per equity share (400% of face value of Rupees 10 per share) for the previous year. The dividend was paid to members whose names appear in the register of members of the Parent Company and as beneficial owner in the depositories, as on the record date fixed for the purpose i.e., April 23, 2024. This resulted in net cash outflow of Rupees 7,496.70 lacs (including tax deducted at source).

Further, the Board of Directors of the Parent Company at its meeting held on May 17, 2024, recommended a final dividend of Rupees 2.50 per equity share (25% of face value of Rupees 10 per share) of the Parent Company for the previous year. Subsequently, the proposed dividend has been approved by the shareholders of the Company in the Annual General Meeting (AGM) of the Company held on July 31, 2024. The dividend was paid to members whose names appear in the register of members of the Parent Company and as beneficial owners in the depositories, as on the record date fixed for the purpose i.e., July 24, 2024. This resulted in net cash outflow of Rupees 468.54 lacs (including tax deducted at source).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
28 EMPLOYEE BENEFITS
(I) Defined contribution plan

The Group's contribution towards its Provident Fund Scheme and Employee State Insurance Scheme are defined contribution retirement plan for qualifying employees. The Group's contribution to the Employees Provident Fund is deposited with Provident Fund Commissioner which is recognised by the Income Tax authorities.

The Group recognised ₹ 0.04 Lakhs (Previous year ₹ 73.19 Lakhs) for Provident Fund and Employee State Insurance Contribution in the Statement of Profit and Loss. The Contribution payable to the plan by the Group is at the rate specified in rules to the scheme.

(II) Defined benefit plans

The Group has a defined benefit gratuity plan, where under employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn basic salary) for each completed year of service and is not subjected to limit in terms of the provisions of Payment of Gratuity Act, 1972. Vesting occurs upon completion of 5 years of service. The Group does not have any employee on its payroll as at March 31, 2025. Accordingly, the Group does not have any defined benefits obligation as at March 31, 2025.

(a) Amount recognised in the consolidated statement of profit and loss in respect of the defined benefit plan are as follows

(₹ in Lakhs)		
Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Amounts recognised in consolidated Statement of Profit and Loss in respect of these defined benefit plans are as follows:		
Service cost		
- Current service cost	-	35.99
Net interest expense	-	26.99
Components of defined benefit costs recognised in profit or loss	-	62.98
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding amount included in net interest expense)	-	10.01
Actuarial gains and loss arising from changes in financial assumptions	-	0.04
Actuarial gains and loss arising from experience adjustments	-	(7.28)
Components of defined benefit costs recognised in other comprehensive income	-	2.77
Total	-	65.75

Note: The remeasurement of the net defined benefit liability is included in other comprehensive income.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
28 EMPLOYEE BENEFITS (Contd.)

- (b) The amount included in the balance sheet arising from the entity's obligation in respect of defined benefit plan is as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
(Net Asset)/Liability recognised in the Balance Sheet		
Present value of defined benefit obligation as at end of the year	-	1.61
Fair value of plan assets as at end of the year	-	-
Deficit	-	1.61
Current portion of the above	-	1.61
Non current portion of the above	-	-

- (c) Movement in the present value of the defined benefit obligation are as follows:

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Change in the obligation during the year ended		
Present value of defined benefit obligation at the beginning of the year	1.61	488.84
Expenses Recognised in consolidated Statement of Profit and Loss:		
- Current Service Cost	-	35.99
- Interest Expense/(Income)	-	33.90
Recognised in Other Comprehensive Income:		
Remeasurement gains/(losses)		
- Actuarial Gain (Loss) arising from:		
i. Financial Assumptions	-	0.04
ii. Experience Adjustments	-	(7.28)
Benefit payments (including directly paid by the Company)	-	(40.69)
Transferred out to related party (refer note 23)	(1.61)	-
Transferred out (refer note 26 for provision transferred on sale of business)	-	(509.19)
Present value of defined benefit obligation at the end of the year	-	1.61

- (d) Movement in fair value of plan assets are as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Change in fair value of assets during the year ended 31 March		
Fair value of plan assets at the beginning of the year	-	109.52
Expenses Recognised in Statement of Profit and Loss:		
- Expected return on plan assets	-	6.91
Recognised in Other Comprehensive Income:		

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

28 EMPLOYEE BENEFITS (Contd.)

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Remeasurement gains/(losses)		
- Return on plan assets (excluding amount included in net interest expense)	-	(10.01)
Transferred out (refer note 26 for provision transferred on sale of business)	-	(78.60)
Contributions by employer	-	1.93
Benefit payments	-	(29.75)
Fair value of plan assets at the end of the year	-	-

(e) The principal assumptions used for the purpose of actuarial valuation were as follows:

(₹ in Lakhs)

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate		7.00%
Expected rate of salary increase		7.50%
Withdrawal Rate		
Ages From 20 - 30	Not applicable	18.00%
Ages From 31 - 44		6.00%
Ages From 45 - 58		2.00%
Expected average remaining working life *		9 years
Mortality		IALM 2006-08(Ult)

*Based on India's standard mortality table with modification to reflect the expected changes in mortality/others

The estimates of future salary increase, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

Significant actuarial assumption for the determination of the defined obligation are discount rate, expected salary escalation rate and withdrawal rate. The sensitivity analyses below have been determined by the actuarial based on reasonably possible changes of the respective assumption occurring at the end of the reporting period, while holding all other assumptions constant.

(₹ in Lakhs)

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	Increase	Decrease	Increase	Decrease
Change in discount rate by 0.50%	Not applicable	Not applicable	(0.08)	0.08
Change in salary escalation rate by 1%	Not applicable	Not applicable	0.16	(0.15)
Change in withdrawal rate by 5%	Not applicable	Not applicable	(0.10)	0.24

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

29 LEASES

29.1 As lessee

The leased assets of the Group include hospital building, nurse hostel building and medical equipments which are taken on lease for providing healthcare services to the patients.

The summary of the movement of right-of-use assets for the year is given below:

(₹ in Lakhs)

	Building	Medical equipments	Total
Right-of-use assets			
Balance as at April 01, 2023	3,575.54	0.91	3,576.45
Less: Depreciation charge for the year	(685.86)	(0.91)	(686.77)
Less: Derecognition*	(2,889.68)	-	(2,889.68)
Balance as at March 31, 2024	-	-	-
Right-of-use			
Balance as at April 01, 2024	-	-	-
Less: Depreciation charge for the year	-	-	-
Balance as at March 31, 2025	-	-	-

The following is the movement in lease liabilities during the year:

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Balance at beginning of the year	-	4,639.76
Finance cost accrued during the year	-	406.20
Payment of lease liabilities	-	(1,085.19)
Derecognition of lease liabilities*	-	(3,960.77)
Balance at the end of the year	-	-

*Consequent to the business sale transaction (refer note 26) in the previous year, the HMSA with FHML was deemed to be terminated. Also, the lease agreement for nurse hostel had terminated. Accordingly, Group had recognised net gain on derecognition of such leases amounting to ₹ 1,071.09 Lakhs (derecognition of right of use assets amounting to ₹ 2,889.68 Lakhs and derecognition of lease liabilities amounting to ₹ 3,960.77 Lakhs) as 'Exceptional item' (refer note 36) in the previous year ended March 31, 2024.

There are no lease payments to be paid after the reporting date.

Amount of recognised in consolidated statement of profit and loss:

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Gain on derecognition of leases presented under 'Exceptional items' (refer note 36)	-	1,071.09
Interest expense on lease liabilities	-	406.20
Depreciation expense on right of use assets	-	686.77
Expenses relating to short-term leases	23.16	33.07
Expenses relating to leases of low-value assets	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

30 FINANCIAL INSTRUMENTS

(I) Capital management

The capital structure of the Group consists of total equity of the Group.

The Group is not subject to any externally imposed capital requirements.

The Groups Board reviews the capital structure of the Company on need basis. As part of this review, the Board considers the cost of capital and the risks associated with each class of capital.

Amongst other things, the Company's objective for capital management is to ensure that it maintains stable capital management.

(II) Financial Risk management framework

The Group's Corporate Treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks including market risk (including currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

The Board of Directors manages the financial risk of the Group through internal risk reports which analyse exposure by magnitude of risk. "

Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and loans and advances .

The carrying amounts of financial assets represent the maximum credit risk exposure.

Refer note 7 of the financial statements for carrying amount and maximum credit risk exposure for cash and cash equivalents.

Cash & cash equivalents and other bank balances

The Group holds cash and bank balances as disclosed in note 7 and 8. The cash and cash equivalents and other bank balances are held with banks, which have high credit ratings assigned by credit-rating agencies.

The Group considers that its cash and cash equivalents have low credit risk based on the external credit ratings of the counterparties.

The Group uses a similar approach for assessment of ECLs for cash and cash equivalents to those used for debt securities.

Market Risk

The Group is not exposed to market risk.

Interest rate risk management

The Group is not exposed to interest rate risk.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the board of directors, however the Group does not have significant funding requirement as the Group currently does not have any revenue generating activities. The Group believes that it has sufficient cash and bank balances to settle its financial obligations as and when they fall due.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
30 FINANCIAL INSTRUMENTS (Contd.)

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted.

(₹ in Lakhs)

Particulars	With in 1 Year	More than 1 Years	Total	Carrying Amount
As at March 31, 2025				
- Trade Payables	434.80	-	434.80	434.80
- Other financial liabilities	219.56	-	219.56	219.56
Total	654.36	-	654.36	654.36
As at March 31, 2024				
- Trade Payables	520.29	-	520.29	520.29
- Other financial liabilities	42.67	-	42.67	42.67
Total	562.96	-	562.96	562.96

31 FAIR VALUE MEASUREMENT

Financial assets measured at amortised cost

March 31, 2025

(₹ in Lakhs)

Particulars	Note	Carrying value*		
		Fair value through profit and loss (FVTPL)	Amortised cost	Total
Financial assets				
Cash and bank balances	(a)	-	20.24	20.24
Bank balances other than cash and cash equivalents	(a)	-	1,759.23	1,759.23
Other financial assets	(a)	-	1,631.54	1,631.54
Financial liabilities				
Trade payables	(a)	-	434.80	434.80
Other financial liabilities	(a)	-	219.56	219.56

March 31, 2024

(₹ in Lakhs)

Particulars	Note	Carrying value*		
		Fair value through profit and loss (FVTPL)	Amortised cost	Total
Financial assets				
Cash and bank balances	(a)	-	10,740.88	10,740.88
Bank balances other than cash and cash equivalents	(a)	-	81.74	81.74
Other financial assets	(a)	-	147.82	147.82
Financial liabilities				
Trade payables	(a)	-	520.29	520.29
Other financial liabilities	(a)	-	42.67	42.67

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
31 FAIR VALUE MEASUREMENT (Contd.)

The following assumptions/methods were used to estimate the fair value:

- (a) Fair valuation of financial assets and liabilities with short term maturities is considered as approximate to respective carrying amount due to the short-term maturities of these instruments.

There are no transfers between Level 1, Level 2 and Level 3 during the year ended March 31, 2025 and March 31, 2024.

Financial instruments measured at amortised cost

The carrying amount of financial assets and financial liabilities measured at amortised cost in the financial statements are a reasonable approximation of their fair values since the Group does not anticipate that the carrying amounts would be significantly different from the values that would eventually be received or settled.

32 CURRENT TAX AND DEFERRED TAX
(i) Income tax expense

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current tax:		
Current income tax charge	3.59	468.02
Income tax relating to earlier years	14.02	(0.02)
Total	17.61	468.00
Deferred tax		
Deferred tax expense	-	0.49
Total	-	0.49
Total tax expense recognised in consolidated statement of profit and loss	17.61	468.49

(ii) The income tax expense for the year can be reconciled to the accounting loss as follows:

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	Amount	Tax Amount	Amount	Tax Amount
Profit before tax from operations	56.81		5,000.97	
Income tax using the Parent Company's domestic tax rate at 25.17% (March 31, 2024: 25.17%)		14.30		1,258.64
Tax effect of:				
Dividend income exempt under section 80M of Income Tax Act, 1961		-		-
Long-term capital gain on sale of business		-		(172.89)
Changes in estimates relating to previous years		-		(617.26)
Effect of tax in relation to previous year		14.02		-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
32 CURRENT TAX AND DEFERRED TAX (Contd.)

Particulars	Year ended March 31, 2025		Year ended March 31, 2024	
	Amount	Tax Amount	Amount	Tax Amount
Effect of expenses that are not considered in determining taxable profit		(1.78)		-
Utilisation of deferred tax asset not recognised earlier		(8.93)		-
Total tax expense		17.61		468.49

(iii) There was no deferred tax recognised during the year ended March 31, 2025.

Analysis for the year ended March 31, 2024 is as below:

Particulars	Year ended March 31, 2024			
	Opening Balance	Recognised in profit and Loss	Recognised in OCI	Closing Balance
Tax effect of items constituting deferred tax assets				
Employee benefits	0.49	(0.49)	-	-
	0.49	(0.49)	-	-

(iv) **Unrecognised deferred tax assets**

Deferred tax assets have not been recognised in respect of the following items, because it is not probable that future taxable profits will be available against which the Company can use the benefits therefrom:

Particulars	As at March 31, 2025 (₹ in Lakhs)		As at March 31, 2024 (₹ in Lakhs)	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Deductible temporary differences	86.04	21.66	123.29	31.03
Tax losses	862.36	217.04	860.64	216.60
Total	948.40	238.69	983.93	247.63

Tax losses carried forward

Particulars	As at March 31, 2025 (₹ in Lakhs)		As at March 31, 2024 (₹ in Lakhs)	
	Amount	Expiry date	Amount	Expiry date
Business losses	862.36	2028-33	860.64	2028-32

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

33 EARNINGS PER SHARE

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit after tax (₹ in Lakhs)	39.20	4,532.48
Weighted average number of equity shares outstanding	1,87,41,759	1,87,41,759
Earnings Per Share - in ₹		
- Basic - in ₹	0.21	24.18
- Diluted - in ₹	0.21	24.18
Face value per share - in ₹	10.00	10.00

34 DETAILS OF LOANS GIVEN TO SUBSIDIARIES AND ASSOCIATES AND FIRMS/ COMPANIES IN WHICH DIRECTORS ARE INTERESTED

The particulars of loans given as required to be disclosed by Section 186 (4) of Companies Act 2013 are as below:

(₹ in Lakhs)

Name of the party	Rate of Interest	Due date for Interest	Secured/ unsecured	As at March 31, 2025	As at March 31, 2024
Fortis Healthcare Limited	10.50%	Quarterly	Unsecured	-	-
Fortis Healthcare Limited	6.50%	Quarterly	Unsecured	-	-

Particulars	Relation	Maximum amount outstanding during the year	
		March 31, 2025	March 31, 2024
Fortis Healthcare Limited*	Intermediate Holding	-	6,800.00

*There were two inter corporate deposits placed with Fortis Healthcare Limited:

- ₹ 2,800 Lakhs was given for meeting its working capital/ general corporate requirements. This loan was repayable on or before July 08, 2023 and the Company has an option to recall this loan at any time after six months from drawdown, i.e. any time after February 09, 2021. This loan was repaid on July 10, 2023.
- ₹ 4,000 Lakhs was given for meeting its working capital/corporate requirement . This loan was repayable on or before 2 years from the date of drawdown i.e., February 22, 2024 and the Company has option to recall this loan post disbursement after giving one month prior written notice to the borrower. This loan was repaid on February 22, 2024.

35 CORPORATE SOCIAL RESPONSIBILITY

As per section 135 of the Companies Act, 2013 and rules therein, the Company is required to spend at least 2% of average net profit of preceding three years towards Corporate Social Responsibility (CSR). However the Parent Company doesn't meet the threshold defined under the section 135 of the Companies Act, 2013.

36 EXCEPTIONAL ITEMS

(₹ in Lakhs)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Net gain on business sale transaction (refer note 26)	-	4,721.54
Net gain on derecognition of leases (refer note 29)	-	1,071.09
Total	-	5,792.63

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025
37 ADDITIONAL REGULATORY INFORMATION

- (i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- (ii) The Group does not have any transactions with companies struck off.
- (iii) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period,
- (v) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- (viii) The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) The Group has complied with the number of layers prescribed under the Companies Act, 2013.
- (x) The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

38 INFORMATION AS REQUIRED BY PART III OF GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013
March 31, 2025

(₹ in Lakhs)

Name of the entity	Net assets (i.e. total assets minus total liabilities)	Share in profit and loss	Share in other comprehensive income	Share in total comprehensive income
Parent				
As a % of consolidated	99.19%	104.59%	0.00%	104.59%
Amount as at March 31, 2025	2,996.41	41.00	-	41.00
Subsidiary - Indian				
Malar Stars Medicare Limited				
As a % of consolidated	0.98%	(4.59%)	0.00%	(4.59%)
Amount as at March 31, 2025	29.50	(1.80)	-	(1.80)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

38 (CONTD.)

(₹ in Lakhs)

Name of the entity	Net assets (i.e. total assets minus total liabilities)	Share in profit and loss	Share in other comprehensive income	Share in total comprehensive income
As a % of consolidated	(0.17%)	0.00%	0.00%	0.00%
Inter-company eliminations	(5.00)	-	-	-
Total				
As a % of consolidated	100%	100%	100%	100%
Amount as at March 31, 2025	3,020.91	39.20	-	39.20

March 31, 2024

(₹ in Lakhs)

Name of the entity	Net assets (i.e. total assets minus total liabilities)	Share in profit and loss	Share in other comprehensive income	Share in total comprehensive income
Parent				
As a % of consolidated	96.76%	104.31%	100.00%	104.31%
Amount as at March 31, 2024	10,920.65	4,727.68	(2.77)	4,724.91
Subsidiary - Indian				
Malar Stars Medicare Limited				
As a % of consolidated	1.93%	0.11%	0.00%	0.11%
Amount as at March 31, 2024	211.30	4.80	-	4.80
As a % of consolidated	(1.69%)	(4.41%)	0.00%	(4.42%)
Inter-company eliminations	(185.00)	(200.00)	-	(200.00)
Total				
As a % of consolidated	100%	100%	100%	100%
Amount as at March 31, 2024	10,946.95	4,532.48	(2.77)	4,529.71

39 In light of the acquisition of the controlling stake of FHL by Northern TK Venture Pte Limited ("NTK") a wholly owned subsidiary of IHH Healthcare Berhad, Malaysia, a mandatory open offer got triggered for acquisition by NTK of up to 4,894,308 fully paid up equity shares of face value of INR 10 each in the Company, representing 26% of the paid-up equity shares of the Company at a price of Rs. 60.10 per share ("Malar Open Offer") in December 2018. However, in view of order dated December 14, 2018 passed by Hon'ble Supreme Court wherein it was specified that status quo with regard to sale of the controlling stake in Fortis Healthcare Limited to IHH Healthcare Berhad, Malaysia be maintained, the Mandatory Open offer was kept in abeyance. The Hon'ble Supreme Court has disposed of the petitions with certain directions to the Hon'ble High Court of Delhi. Malar Open offer continues to be in abeyance on date. From publicly available information, it is learnt that SEBI had advised NTK to proceed with the Fortis Open Offer and the Malar Open Offer after obtaining an appropriate order from the Hon'ble High Court of Delhi.

During the current year, the Parent Company has declared an interim dividend of Rs. 40 per equity share (400% on face value of INR 10 per share) on April 12, 2024 and final dividend of Rs. 2.50 per equity share (25% on face value of INR 10 per share) on July 31, 2024. Pursuant to such declaration of interim and final dividend and in terms of Regulation 8(9) of the SEBI (SAST) Regulations, NTK and Persons Acting in Concert (PACs) have decided to adjust the Malar Open offer price from Rs. 60.10 to Rs. 17.60 per share ("Adjusted Malar offer price").

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

40 DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS PER MSMED ACT, 2006

As per the requirement of the MSMED Act, 2006, the following disclosure have been provided below. The disclosure in respect of the amounts payable to such enterprises as at March 31, 2025 has been made in the financial statements based on information received and available with the Group.

Particulars	As at March 31, 2025 (₹ in Lakhs)	As at March 31, 2024 (₹ in Lakhs)
The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:	-	-
-Principal amount due to micro and small enterprises including amount due to capital creditors	-	-
-Interest due on above	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006.	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act 2006	-	-

41 SEGMENT REPORTING

The Group has been primarily engaged in only one business namely in the health care services. Accordingly, the Group does not have multiple segments and these consolidated financial statements are reflective of the information required by the Ind AS 108. The Group's operations are entirely domiciled in India and as such all its non-current assets are located in India. Also refer note 26 for the slump sale of business during the previous year.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2025

42 SUBSEQUENT EVENTS

Malar Star Medicare Limited, the subsidiary company, has initiated the process to convert itself into a Section 8 company as per the provisions of the Companies Act, 2013. The application for conversion was submitted subsequent to the current financial year ended on March 31, 2025. This strategic move aims to align the Company's operations with its objectives of promoting research and development. The conversion process is being carried out in compliance with the relevant rules and regulations, including the provisions of Rule 21 and 22 of the Companies (Incorporation) Rules, 2014. The application is pending for approval before Ministry of Corporate Affairs.

In terms of our report attached

For **B S R & Co. LLP**

Chartered Accountants

Firm Registration Number: 101248W/W-100022

For and on behalf of the Board of Directors

Fortis Malar Hospitals Limited

CIN: L85110PB1989PLC045948

RAJESH ARORA

Partner

Membership Number: 076124

RICHA SINGH DEBGUPTA

Director

DIN: 08891397

Place: Kolkata

CHANDRASEKAR R

Whole Time Director

DIN: 09414564

Place: Bengaluru

VINTI VERMA

Company Secretary

Membership No.: ACS 44528

PRADEEP KUMAR MALHOTRA

Chief Financial Officer

Place: Gurugram

Place: Gurugram

Date: May 15, 2025

Place: Gurugram

Date: May 15, 2025

Notes

Notes



Registered Office:

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

Tel: +91 172 5096001

Fax: +91 172 5096221

Website: www.fortismalarhospital.com