

NURTURING HEARTS. GARNERING HOPES.

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INDIA'S LARGEST HEART TRANSPLANT CENTRE

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Corporate Information

BOARD OF DIRECTORS

Mr. Daljit Singh
Mr. Lakshman Teckchand Nanwani
Mr. Meghraj Arvindrao Gore
Mr. Murari Pejavar
Dr. Nithya Ramamurthy
Mr. Raghunath P.
Mr. Rama Krishna Shetty
Mr. Ramesh Lakshman Adige

COMPANY SECRETARY

Mr. Sumit Goel

STATUTORY AUDITORS

M/s. Deloitte Haskins & Sells LLP,
Chartered Accountants
ASV, 'N' Ramana Tower,
52, Venkat Narayana Road,
T. Nagar, Chennai - 600017

REGISTERED OFFICE

Fortis Malar Hospitals Limited
Escorts Heart Institute and Research Centre,
Okhla Road, New Delhi – 110 025
CIN No. - L85110DL1989PLC276986
Phone no. + 91 - 11 - 2682 5000/4713 5000
Fax no. + 91 - 11 - 4162 8435
Website – www.fortismalar.com

REGISTRAR AND TRANSFER AGENT

Karvy Computershare Private Limited
Karvy Selenium Tower B, 6th Floor,
Plot No.31 & 32, Gachibowli,
Financial District Nanakramguda,
Serilingampally Mandal,
Hyderabad – 500032
Tel: +91- 40-6716 2222
Website: www.karvycomptershare.com

Board of Directors



Mr. Daljit Singh



Mr. Meghraj Arvindrao Gore



Mr. Lakshman Teckchand Nanwani



Mr. Murari Pejavar



Dr. Nithya Ramamurthy



Mr. Raghunath P.



Mr. Rama Krishna Shetty



Mr. Ramesh Lakshman Adige

Chairman's Message



“Your hospital has earned for itself, the reputation of being the premier center for heart failure and transplant, not only in India but also in this part of the world.”

Dear Shareholders,

I have great pleasure in presenting the results of your Company for the year ended March 31, 2016.

The year gone by witnessed unprecedented flooding in Chennai when normal life was thrown out of gear for more than a week. I am happy to say that your Company operations were largely uninterrupted and we also performed life saving procedures during this time. I would like to take this opportunity to thank the doctors, paramedics and staff who braved the floods and ensured patient care was uninterrupted. During the year we witnessed broad based growth across all specialties. Your hospital has earned for itself, the reputation of being the premier center for heart failure and transplant, not only in India but also in this part of the world.. This indeed is extremely creditable and reflective of the world class capability and medical expertise at the hospital.

Annual revenues grew by 10% to ₹ 129.61 Crores from ₹ 117.93 Crores in the previous financial year. Net profit before exceptional and extra-ordinary items was at ₹ 10.44 Crores compared to ₹ 11.97 Crores in the previous financial year. Net profit after tax was at ₹ 6.41 Crores against ₹ 7.86 crores earned in the previous year. Increasing costs of drugs especially in the higher end critical care segment where your Company operates has impacted the profitability of the Company in the current financial year.

The average revenue per occupied bed (ARPOB) continued its upward trend of the past few years, increasing from ₹ 118 Lakhs in FY 2015 to ₹ 127 Lakhs in FY 2016. The average length of stay (ALOS) went up marginally from 3.82 days in FY 2015 to 3.87 days in FY 2016. Both the above reflect the fact that your hospital performs increasingly complex, high value surgeries requiring exceptional medical skills.

The year was eventful as our surgeons continued to work towards raising the bar in providing superior patient care. To name a few

- The Cardiology team at Fortis Malar had successfully completed 75 Heart transplants & 5 Lung Transplants during this year.
- Fortis Malar Hospitals Chennai has set a shining example of commitment to our motto of "Saving and Enriching Lives" by braving heavy and unprecedented

rains, deluge and huge traffic snarls to perform a heart transplant, saving the life of a 47 year old patient.

- The Fortis Comprehensive Epilepsy Centre was launched to provide advanced care for patients suffering from Epilepsy. Your hospital also crossed the 100 Epilepsy surgery mark during the year.

Playing its part as a good corporate citizen, Fortis Malar has front ended programme that contribute to society. The hospital actively engaged with the local community meaningfully and organized:

- Post Chennai floods, conducted free medical camps at multiple locations with fully equipped Medical Team and relief Materials distributed in mobile camps
- Health awareness talks, Health checkups and free cardiac camps at various corporate and Government organizations.
- On the occasion of "World Stroke Day" Fortis Malar had organized a conference on theme "PREVENT A STROKE BEFORE IT STRIKES YOU" which was attended by renowned Doctors and Stroke Survivors.

Ongoing facility improvement and investment in advanced medical equipment will continue to remain a focus.

During the year your Company has been able to induct highly skilled surgeons and consultants to our accomplished facility complementing the existing talent thereby increasing our ability to provide superior patient care and increased level of clinical excellence. On behalf of the management, I take this opportunity to thank all our consultants who have been instrumental in bringing your hospital to forefront of Healthcare in the city of Chennai.

I would take this opportunity to thank the members of the Board for their continuous support and guidance. I would also like to express my gratitude to all our stakeholders, partners and employees, for their continued commitment, passion and confidence in the Company.

With Best Wishes and Warm Regards

Daljit Singh
Chairman- Fortis Malar Hospitals Limited.

Notice of the Annual General Meeting

FORTIS MALAR HOSPITALS LIMITED

CIN: L85110DL1989PLC276986

Regd. Off.: Escorts Heart Institute and Research Centre,
Okhla Road, New Delhi-110025

Tel.: +91-11-4713 5000/2682 5000

Fax: +91-11-26825013

Email Id: secretarial.malar@malarhospitals.in

Website: www.fortismalar.com

Notice is hereby given that the **Twenty Fifth Annual General Meeting of Fortis Malar Hospitals Limited** will be held on Tuesday, 27th September, 2016 at 10:00 a.m. at **PHD Chamber of Commerce and Industry, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi – 110016**, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Standalone Financial Statements of the Company together with Reports of the Board and Auditors thereon and the Audited Consolidated Financial Statements of the Company including Auditors' Report thereon for the financial year ended on March 31, 2016.
2. To appoint a director in place of Mr Daljit Singh (DIN – 00135414), who retires by rotation and being eligible, seeks re-appointment.
3. To declare a Final Dividend of Re. 0.50 per equity share, for the year ended March 31, 2016.
4. Ratification of appointment of auditors

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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No. 117366W/W-100018), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the twenty sixth AGM of the Company to be held in the year 2017 to examine and audit the accounts of the Company at such remuneration as may be mutually

agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, Mr. Meghraj Arvindrao Gore (DIN: 07505123), who was appointed as an Additional Director of the Company with effect from May 24, 2016 under Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To consider and if thought fit, to pass 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), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, at a remuneration of Rs. 50,000/- plus out of pocket expenses and taxes.

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

7. To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the “Act”) and Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transactions with the following Related Parties and for the maximum amounts, as mentioned herein below:

Nature of transaction as per Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party(s)	Relationship	Particulars/ Material Terms and conditions of the transaction
Sale, purchase or supply of any goods or materials, selling or otherwise disposing of, or buying, property of any kind including the shares/ debenture or other securities, availing or rendering of services	Mr. Daljit Singh is common Director in the Company and Fortis Hospitals Limited, Fortis La Femme Limited and Birdie & Birdie Realtors Private Limited.	Fortis Hospitals Limited (FHsL), Fortis Healthcare Limited (FHL), Fortis Healthcare Holdings Private Limited (FHHPL), RHC Holding Private Limited (RHC) SRL Limited (SRL), Escort Heart Institute & Research Centre Limited (EHIRCL), H i r a n a n d a n i Healthcare Private Limited (HHPL), Fortis La Femme Limited (FLFL), Birdie & Birdie Realtors Private Limited (B&B), Fortis Cancer Care Limited (FCCL)	Holding Company(ies) and Subsidiaries of Holding Company(ies) i.e. Fellow Subsidiaries	Sale, purchase or supply of any goods or materials, giving or taking loans, providing corporate guarantees for or by holding Company(ies)/ Subsidiaries of holding Company(ies) i.e. Fellow Subsidiaries, purchase or sale of shares, debentures and other securities/ Properties of Companies owned and/or controlled by the holding Company(ies) and/or subsidiaries of Holding Company(ies) i.e. Fellow Subsidiaries , availing or rendering of services upto Rs 250 crores in one or more tranches as may be decided by the Board of Directors from time to time

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof), be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to the aforesaid related party transaction and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

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

Date : July 19, 2016
Place : Chennai

Sd/-
Sumit Goel
Company Secretary
FCS : 6661

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, is enclosed herewith and forms part of this Notice.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY (IES) TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, to be effective shall be duly filled, stamped, signed and deposited, not less than 48 hours before the commencement of the Meeting at the Registered Office of the Company.

Pursuant to the provisions of Companies Act, 2013 and the rules thereunder, a person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Pursuant to provisions of Regulation 36 of the SEBI Listing (Obligation & Disclosure Requirements) Regulation 2015, the particulars of Directors seeking appointment/re-appointment at this Annual General Meeting are annexed to the Notice.

4. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 20, 2016 to Tuesday, September 27, 2016, both days inclusive for the purpose of payment of Dividend. The cut-off date for the purpose of remote e-voting and for physical voting is Tuesday, September 20, 2016. The E-voting facility will be available from 9:00 a.m. on September 24, 2016 to 5:00 p.m. September 26, 2016 after which the e-voting facility will not be available.
5. Subject to the provisions of the Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the meeting will be paid within a period of 30 days from the date of declaration to those members whose names appear in the list of shareholders as on the date of book closure.
6. The dividend declared during the last financial years, if remaining unclaimed for 7 years, will be statutorily transferred by the Company to Investor Education and Protection Fund established by the Central Government (IEPF)

7. Remittance of Dividend through Electronic Mode

The Company provides the facility for remittance of dividend to Shareholders through NECS (National Electronic Clearing Service) / RTGS (Real Time Gross Settlement) / NEFT (National Electronic Funds Transfer). Shareholders who have not yet availed the NECS / RTGS / NEFT facility and wish to avail the same may have their bank details, including MICR (Magnetic Ink Character Recognition) and IFSC (Indian Financial System Code) number updated with their respective Depository Participants (DPs) or ISC where shares are held in the dematerialised form and in the physical form, respectively.

8. Bank Details

Shareholders holding shares in the physical form are requested to advise ISC of change in their address/ mandate /bank details to facilitate better servicing. Shareholders are advised that bank details as furnished by NSDL / CDSL or by them to the Company, for shares held in the dematerialised form and in the physical form respectively, will be printed on the dividend warrants as a measure of protection against fraudulent encashment.

9. Members are requested to bring their copy of Annual Report to the Meeting.
10. Members / Proxies should bring the Attendance Slip/ proxy form duly filled in for attending the Meeting. The members who hold shares in dematerialized

form are requested to bring their Client Master List / Depository Participant Statement/ Delivery Instruction Slip, reflecting their Client Id. and DP Id. No. for easier identification of attendance at the meeting.

11. Members are requested to notify any change of address:
 - a. to their depository participants in respect of shares held in dematerialized form, and
 - b. to Company/Registrar and Transfer Agent ("Karvy") in respect of shares in physical form, under their signatures and quoting folio number (including for change of residential status/e-mail id, bank details, etc.).
12. In case of joint holders attending the meeting, only such joint holder whose name appears at the top in the hierarchy of names shall be entitled to vote.
13. Corporate members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
14. For security reasons, no article / baggage will be allowed at the venue of the meeting. The members / attendees are strictly requested not to bring any article/baggage, etc. at the venue of the meeting.
15. Those members who have not yet got their Equity Shares dematerialized, are requested to contact any of the Depository Participants in their vicinity for getting their shares dematerialized.
16. Members may avail the nomination facility as provided under Section 72 of the Companies Act, 2013.
17. Non-Resident Indian Members are requested to inform Karvy, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement, and
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members desiring any information as regards the Accounts are requested to write to the Company Secretary, giving at least 7 days notice prior to the date of Annual General Meeting to enable the Management to reply at the Meeting.
19. The notice of Annual General Meeting will be sent to those members / beneficial owners whose name will appear in the register of members / list of beneficiaries received from the depositories as on Friday, August 12,