

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

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To

Fortis Healthcare Limited
(CIN: L85110PB1996PLC045933)
Fortis Hospital Sector-62,
Phase-VIII, Mohali, Punjab-160062

Secretarial Auditors' Certificate on implementation of Employees Stock Option Scheme in accordance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

1. Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('ESOP Regulations 2021') was notified effective from August 13, 2021 which repealed the ESOP Regulations, 2014.
2. As per Regulation 13 of ESOP Regulations, 2021 "*in the case of every company which has passed a Resolution for the scheme(s) under these Regulations, the Board of Directors shall at each annual general meeting place before the shareholders a certificate from the Secretarial Auditors of the Company that the scheme(s) has been implemented in accordance with these regulations and in accordance with the Resolution of the Company in the general meeting*".
3. Fortis Healthcare Limited ('the Company') has approached us, being Secretarial Auditors of the Company, to issue this certificate as required under Regulation 13 of ESOP Regulations, 2021 to be placed at the ensuing Annual General Meeting to be held for the financial year ended on March 31, 2023 that the Schemes have been implemented in accordance with the Regulations and in accordance with the Resolution of the Company.
4. The Board of Directors adopted Fortis Healthcare Limited "Employees Stock Option Plan 2007" scheme and Fortis Healthcare Limited "Employees Stock Option Plan 2011" (modified) scheme (hereinafter referred to as "ESOP Schemes") which were approved by the shareholders of the Company in the general meetings.

Management's Responsibility

5. The preparation and maintenance of all accounting and other records is solely the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal controls that are reasonable in the circumstances.



6. The Management is also responsible for ensuring that the Company complies with the requirements of the Regulations and the Resolution passed in the general meeting of the Company and for providing all the relevant information to the shareholders of the Company and the Stock Exchanges.

Auditor's Responsibility

7. It is our responsibility to obtain reasonable assurance and form an opinion as to whether the Schemes have been implemented, in all material respects during the year ended March 31, 2023, in accordance with the prevailing Regulations and the Resolution passed in the general meeting of the Company.

Opinion

8. Based on our examination and the information and explanations given to us, we are of the opinion that the ESOP Schemes have been implemented in all material respects during the year ended March 31, 2023 in accordance with the prevailing Regulations and the Resolution passed in the general meeting of the Company.

Restriction on Use

9. This certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of placing before the shareholders of the Company at the forthcoming Annual General Meeting pursuant to the requirements of the Regulations. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.



Date: May 23, 2023
Place: New Delhi

For Sanjay Grover & Associates

Company Secretaries

Firm Registration No.: P2001DE052900

Peer Review Certificate No.: 1352/2021

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Vijay K. Singhal

Partner

CP No.: 10385, M. No.: A21089

UDIN: A021089E000358481