

**Fortis Healthcare Limited**

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South City 1, Sector – 41, Gurgaon,
Haryana – 122 01 (India)

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Email : secretarial@fortishealthcare.com

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FHL/SEC/2021-22

June 25, 2021

The National Stock Exchanges of India Limited
Corporate Communication Department,
Exchange Plaza, 5th Floor, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051
Scrip Symbol: FORTIS

BSE Limited
Corporate Services Department,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001
Scrip Code: 532843

Sub: Regulation 24A - Annual Secretarial Compliance Report for the Financial Year 2020-21.

Dear Sir(s),

In compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 8, 2019, as amended, please find enclosed the Annual Secretarial Compliance Report of the Company for the Financial Year 2020-21.

This is for your information and records please.

Thanking you,
Yours faithfully,

For **FORTIS HEALTHCARE LIMITED**

Sumit Goel
Company Secretary

SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024

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Secretarial Compliance Report of Fortis Healthcare Limited for the year ended 31 March, 2021.

I, Mohinder Paul Kharbanda, Partner of Sanjay Grover & Associates have examined: —

- (a) all the documents and records made available to me and explanation provided by Fortis Healthcare Limited (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31 March, 2021** (“Review Period”) in respect of compliance with the provisions of: —

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: —

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) *Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) *Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) *Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) *Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

*No event took place under these regulations during the audit period.

and based on the above examination, I hereby report that, during the Review Period: —



- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: —

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	As per Regulation 24(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR, 2015”) at least one independent director on the board of directors of the listed entity shall be a director on the board of directors of an unlisted material subsidiary.	The Company appointed Independent Director/s on the Board of Directors of its two unlisted material subsidiaries i.e. Fortis Hospotel Limited and International Hospital Limited w.e.f. 17th September, 2020 and 22nd September, 2020 respectively.	The Independent Director on the Board of Directors of its two unlisted material subsidiaries i.e. Fortis Hospotel Limited and International Hospital Limited has been appointed w.e.f. 17th September, 2020 and 22nd September, 2020 respectively.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder: —

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	SEBI	Non Compliance of Regulation 24 (1) SEBI (LODR) 2015 from 1 st April, 2019 in respect of non appointment of independent Directors of the Company on the boards of Fortis Hospotel Limited and International Hospital Limited, material subsidiaries of the Company and certain other non-	The Company received an advisory and warning letter of SEBI vide letter no. SEBI/HO/CFD/CMD1/OW/P/2020/18606/1 dated 4th November, 2020.	The Company vide its letter dated 01 st December, 2020 submitted` as under: 1. The non-compliances as reported by the Merchant banker to the open offer by Northern TK Ventures Private Limited and Secretarial Compliance reports for FY 2018 and FY 2019 were duly placed before the Board of Directors at their meeting held on August 14, 2018 and May 24, 2019 respectively.



		compliances of SEBI (LODR), 2015 during F.Y. 2017-18 and 2018-19.		<p>2. With regards to appointment of Independent Directors on the Board of Material Subsidiaries, please note that the Board of Directors of Fortis Hospotel Limited has appointed Mr. Indrajit Banerjee as an Independent Director to its Board effective September 17, 2020 and Ms. Shailaja Chandra has been appointed as an Independent Director to the Board of International Hospital Limited effective September 22, 2020.</p> <p>As informed by the Management, no further communication was received by the Company in this regard.</p>
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- d) The listed entity has taken the following actions to comply with the observations made in previous reports: —

Sr. No.	Observations of the Practicing Company Secretary in the previous report i.e. for the year ended 31 st March, 2019.	Observations made in the secretarial compliance report for the year ended 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	No independent Director(s) of the Company were appointed on the Board of Fortis Hospotel Limited and International Hospital Limited, both being unlisted material subsidiaries of the Company.	The Company did not appoint Independent Director on the Board of Directors of its two unlisted material subsidiary i.e. Fortis Hospotel Limited and International Hospital Limited	The Company appointed Independent Director on the Board of Directors of its two unlisted material subsidiaries i.e. Fortis Hospotel Limited and International Hospital Limited w.e.f. 17th September, 2020 and 22nd September, 2020 respectively	The Company appointed Independent Director on the Board of Directors of its two unlisted material subsidiaries i.e. Fortis Hospotel Limited and International Hospital Limited w.e.f. 17th September, 2020 and 22nd September, 2020 respectively.



I, further, report that the Company appointed statutory auditor in its Annual General Meeting held on September 26, 2019 and there was no event of resignation of statutory auditor of the Company during the review period and the Company has modified the terms of appointment of its existing auditor. In this regard, I report that the Company has complied with Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

For Sanjay Grover & Associates
Company Secretaries
Firm Registration No.: P2001DE052900



New Delhi
29th May, 2021

A handwritten signature in black ink, appearing to read "Mohinder Paul Kharbanda".

Mohinder Paul Kharbanda
Partner

CP No. : 22192, M. No. : F2365
UDIN : F002365C000390203