

**SECRETARIAL AUDITOR'S CERTIFICATE IN RESPECT OF EMPLOYEE STOCK OPTION
SCHEME**

[Pursuant to Regulation 13 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To,
The Members
Fortis Healthcare Limited
Tower A, Unitech Business Park, Block – F,
South City - 1, Sector-41, Gurgaon, Haryana-122001

Secretarial Auditor's Certificate on implementation of Share Based Employee Benefit Scheme in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and terms of the resolution of the Company passed in the general meetings.

1. This certificate is issued in accordance with the terms of our engagement.
2. We, PI and Associates, the Secretarial Auditors of Fortis Healthcare Limited (“the Company”) have been requested to certify that the Company has complied with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI ESOP Regulations”) in relation to the “Employee Stock Option Plan 2007” scheme and “Employee Stock Option Plan 2011” (modified) scheme (‘**ESOP Schemes**’) by the Company.
3. This certificate is hereby issued under SEBI ESOP Regulations to be placed before the members of the Company in its ensuing Annual General Meeting (‘AGM’) for the Financial Year ended March 31, 2024 (‘**review period**’).

Management's Responsibility

4. It is the responsibility of the Management of the Company to implement the Scheme(s) including designing, maintaining records and devising proper systems to ensure compliance with the provisions of SEBI ESOP Regulations and to ensure that the systems are adequate and operate effectively.

Secretarial Auditor's Responsibility

5. Pursuant to the SEBI ESOP Regulations, it is our responsibility to provide reasonable assurance that the Schemes have been implemented in accordance with these regulations and in accordance with the resolutions of the Company approved by its members.



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CORPORATE OFFICE

D-38 South Extn. Part-I, New Delhi - 110049 India | T : +91 11 40622200 | F : +91 11 40622201 | E : info@piassociates.co.in

www.piassociates.co.in

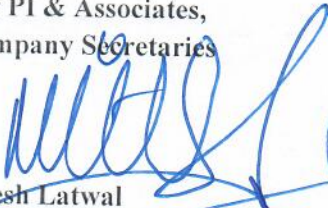
Opinion

6. Based on the verification of documents and as informed to us, the Company had neither granted/vested any stock option nor the option has been exercised during the review period.
7. In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its officers, we hereby certify that the Company has implemented the ESOP Schemes in accordance with the applicable provisions of the Regulations and Resolution(s) of the Company.

Restriction of Use

8. 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.
9. This certificate is solely for your information and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the regulations.

For PI & Associates,
Company Secretaries



Nitesh Latwal
Partner

ACS No.: 32109

C P No.: 16276

Peer Review No.: 1498/2021

UDIN: A032109F000599522



Date: 21.06.2024

Place: New Delhi