

**COMPLIANCE CERTIFICATE**

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

To,  
The Members,  
FORTIS HEALTHCARE LIMITED

I, Neelam Gupta, Company Secretary in practice, have been appointed as the Secretarial Auditor by the Board of Directors of FORTIS HEALTHCARE LIMITED (hereinafter referred to as 'the Company'), having CIN: L85110PB1996PLC045933 and having its registered office at Fortis Hospital Sector-62 Phase-VIII, Mohali, Punjab 160062. This certificate is issued under Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (hereinafter referred to as "the Regulations"), for the year ended March 31, 2025.

**Management Responsibility:**

It is the responsibility of the Management of the Company to adhere to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time, and in terms of various shareholders resolutions passed by the Company in general meetings in this regard. The management of the Company is responsible to implement the Employee Stock Option Scheme 2011 ("ESOP Scheme") in accordance with the Regulations, including designing, maintaining records and devising proper systems to ensure compliance with the applicable provisions of laws and regulations and to ensure that the systems are adequate and operate effectively.

**Verification:**

The Company has implemented and modified **Employee Stock Option Scheme 2011**, time to time, in accordance with the Regulations and the Special Resolution(s) passed by the members at the General Meeting (s) of the Company as detailed under:



1. Employee Stock Option Scheme 2011 ("ESOP Scheme") approved by Shareholders at Annual General Meeting held on 19 September, 2011.
2. Modification in Employee Stock Option Scheme 2011 ("ESOP Scheme") modified for extending the benefits the employees and Directors of the Holding or Subsidiary Companies and / or to such other persons, as may from time to time be allowed under prevailing laws approved by Shareholders at Annual General Meeting held on 19 September, 2011.
3. Modification in Employee Stock Option Scheme 2011 ("ESOP Scheme") for administration and execution of scheme through the Employee Welfare Trust to the employees and Directors of the Company, approved by Shareholders at Annual General Meeting held on 29<sup>th</sup> September, 2012.
4. Modification in Employee Stock Option Scheme 2011 ("ESOP Scheme") for administration and execution of scheme through the Employee Welfare Trust for the benefits the employees and Directors of the Holding or Subsidiary Companies and / or to such other persons, as may from time to time be allowed under prevailing laws approved by Shareholders at Annual General Meeting held on 29 September, 2012.

For the purpose of verifying the compliance with the Regulations, I have examined the Original and updated ESOP Scheme(s), Articles of Association of the Company, Shareholders resolutions passed by of shareholders on 19<sup>th</sup> September, 2011 and 29<sup>th</sup> September, 2012 and other relevant document/ filing/ records/ information and additional documents, as sought and made available by the Company.

**Certification:**

In my opinion and to the best of my knowledge and according to the verifications as considered necessary and explanations furnished by the Company and its Officers, I certify that the Company has implemented Employee Stock Option Scheme 2011 in accordance with the applicable provisions of the Regulations and the Resolutions of the Shareholders of the Company passed in General Meeting(s). Further, based on the verification of documents and as informed to us, the company has neither granted/ vested any stock option nor the option has been exercised during the review period.

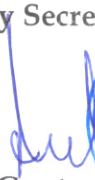
**Assumption & Limitation of Scope and Review:**

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company.
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation.
3. 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.



4. 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 Neelam Gupta & Associates  
Company Secretaries

  
Neelam Gupta  
Company Secretary  
FCS No.: 3135    C P No.: 6950  
PR No.: 6760/2025  
UDIN : F003135G000379621



Place : Ghaziabad  
Date : 25/05/2025