

April 11, 2018

FMHL/SEC/SE/CG/Apr'18

Department of Corporate Services

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400 001

Scrip Code: 523696

Dear Sir,

Sub: Compliance Report on Corporate Governance under Regulation 27

Please find enclosed the Compliance Report on Corporate Governance for the Quarter ended March 31, 2018, in the prescribed format, pursuant to Regulation 27(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the same on your record.

Thanking you,

Yours faithfully,

For **Fortis Malar Hospitals Limited**

Shashank Porwal

Company Secretary

ACS 51957

Encl: As above

| XBRL Excel Utility | |
|--------------------|--|
| 1. | Overview |
| 2. | Before you begin |
| 3. | Index |
| 4. | Steps for Filing - Corporate Governance Report |

| 1. Overview |
|---|
| The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report |
| XBRL filing consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website (www.listing.bseindia.com) . |

| 2. Before you begin |
|---|
| 1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above. |
| 2. The system should have a file compression software to unzip excel utility file. |
| 3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system. |
| 4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility |
| 5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file. |

| 3. Index | | |
|----------|--|--|
| 1 | Details of general information about company | General Info |
| 2 | Composition of BOD | Annexure I - Composition of BOD |
| 3 | Composition of Committee | Annexure I - Composition of Committee |
| 4 | Meeting of BOD | Annexure I - Meeting of BOD |
| 5 | Meeting of Committees | Annexure I - Meeting of Committees |
| 6 | Related Party Transaction | Annexure I - Related Party Transaction |
| 7 | Affirmation | Annexure I - Affirmation |
| 8 | Website | Annexure II - Website |
| 9 | Annual Affirmation | Annexure II - Annual Affirmation |
| 10 | Annual Affirmation Continue | Annexure II -Annual Affirmation Continue |
| 11 | Annexure III | Annexure III |
| 12 | Signatory Details | Signatory Details |

| 4. Steps for Filing Corporate Governance Report |
|--|
| I. Fill up the data: Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.) - Use paste special command to paste data from other sheet. |
| II. Validating Sheets: Click on the " Validate " button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same. |
| III. Validate All Sheets: Click on the " Home " button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets. Excel Utility will not allow you to generate XBRL/XML until you rectify all errors. |
| IV. Generate XML : Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file. - Save the XBRL/XML file in your desired folder in local system. |
| V. Generate Report : Excel Utility will allow you to generate Report. Now click on 'Generate Report' to generate html report. - Save the HTML Report file in your desired folder in local system. - To view HTML Report open "Chrome Web Browser" . - To print report in PDF Format, Click on print button and save as PDF. |
| VI. Upload XML file to BSE Listing Center: For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML. |

| 5. Fill up the data in excel utility |
|---|
| 1. Cells with red fonts indicate mandatory fields. |
| 2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML. |
| 3. You are not allowed to enter data in the Grey Cells. |
| 4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field. |
| 5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML. |
| 6. Select data from "Dropdown list" wherever applicable. |
| 7. Adding Notes: Click on "Add Notes" button to add notes |

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General information about company

| | |
|---------------------------------|--------------------------------|
| Scrip code | 523696 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE842B01015 |
| Name of the entity | Fortis Malar Hospitals Limited |
| Date of start of financial year | 01-04-2017 |
| Date of end of financial year | 31-03-2018 |
| Reporting Quarter | Yearly |
| Date of Report | 31-03-2018 |
| Risk management committee | Not Applicable |

Enter the quarter
ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis
I. Composition of Board of Directors

| Disclosure of notes on composition of board of directors explanatory | | | | | | | | | | | | | | Add Notes | | |
|--|-----------------|----------------------------|------------|----------|--|-------------------------|-------------------------|---|-------------------|--------------------------------|---|---|--|-----------------------------|-----------------------------|--|
| Is there any change in information of board of directors compare to previous quarter | | | | | | | | | | | | | | Yes | | |
| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorships in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN | |
| Add | | Delete | | | | | | | | | | | | | | |
| 1 | Mr | Devi Singh | NALPS634R | 00135414 | Non-Executive - Non Independent Director | Chairperson | | 27-09-2016 | | 18 | 2 | 2 | 0 | | | |
| 2 | Ms | Dr. Nithya Ramamurthy | ACAPN3702A | 00255343 | Non-Executive - Non Independent Director | Not Applicable | | 26-09-2017 | | 6 | 1 | 1 | 0 | | | |
| 3 | Mr | Barnesh Lakshman Adage | AAAAP1080E | 00101276 | Non-Executive - Independent Director | Not Applicable | | 05-09-2014 | | 42 | 1 | 4 | 2 | | | |
| 4 | Mr | Munari Rajivar | AAMPP8336F | 00020437 | Non-Executive - Independent Director | Not Applicable | | 05-09-2014 | | 42 | 6 | 4 | 2 | | | |
| 5 | Mr | Rama Krishna Shetty | ALEPS4984J | 01521858 | Non-Executive - Independent Director | Not Applicable | | 05-09-2014 | | 42 | 2 | 3 | 0 | | | |
| 6 | Mr | Lakshman Teekchand Nanwani | AAEPN6392A | 00076636 | Non-Executive - Independent Director | Not Applicable | | 05-09-2014 | | 42 | 1 | 1 | 0 | | | |
| 7 | Mr | Meghraj Arvindrao Gore | AHTPS0261B | 07505123 | Executive Director | Not Applicable | | 01-10-2016 | | 18 | 1 | 1 | 0 | | | |
| 8 | Mr | Rakesh Laddha | AAGPLS854R | 06987522 | Non-Executive - Non Independent Director | Not Applicable | | 27-09-2016 | | 18 | 1 | 0 | 0 | | | |

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| Annexure 1 | |
|--|---------------------------|
| II. Composition of Committees | |
| Disclosure of notes on composition of committees explanatory | Add Notes |
| Is there any change in information of committees compare to previous quarter | No |

| Audit Committee Details | | | | | |
|-------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

| Nomination and remuneration committee | | | | | |
|---------------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

| Stakeholders Relationship Committee | | | | | |
|-------------------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

| Risk Management Committee | | | | | |
|---------------------------|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

| Corporate Social Responsibility Committee | | | | | |
|---|------------|---------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

| Other Committee | | | | | | |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | | | | | | |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |

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Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | Add Notes |
|--|---|---|
| Sr | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) |
| Add Delete | | |
| 1 | 06-11-2017 | |
| 2 | 23-01-2018 | 77 |

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Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

| Sr | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
|----|--|---|--|---------------------------|---|--|-------------------------|
| | Add Delete | | | | | | |
| 1 | Audit Committee | 23-01-2018 | Yes | 5 | 06-11-2017 | 77 | |
| 2 | Audit Committee | 23-03-2018 | Yes | 5 | 06-11-2017 | 136 | |
| 3 | Stakeholders Relationship Committee | 23-01-2018 | Yes | 4 | 06-11-2017 | 77 | |

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| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--|--|-------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | NA | |
| 2 | Whether shareholder approval obtained for material RPT | NA | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |
| Disclosure of notes on related party transactions | | | Add Notes |
| Disclosure of notes of material transaction with related party | | | Add Notes |

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Annexure 1

VI. Affirmations

| Sr | Subject | Compliance status (Yes/No) |
|----|--|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |
| 9 | Any comments/observations/advice of Board of Directors may be mentioned here: | Add Notes |

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Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|--|
| 1 | Name of signatory | Shashank Porwal |
| 2 | Designation | Company Secretary and Compliance Officer |

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Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

| Sr | Item | Compliance status | If status is "No" details of non-compliance may be given here. | Web address |
|----|---|-------------------|--|---|
| 1 | Details of business | Yes | | http://www.fortismalar.com/investor-relations/overview |
| 2 | Terms and conditions of appointment of independent directors | Yes | | relations/overview |
| 3 | Composition of various committees of board of directors | Yes | | relations/overview |
| 4 | Code of conduct of board of directors and senior management personnel | Yes | | relations/overview |
| 5 | Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | | relations/overview |
| 6 | Criteria of making payments to non-executive directors | Yes | | relations/overview |
| 7 | Policy on dealing with related party transactions | Yes | | relations/overview |
| 8 | Policy for determining 'material' subsidiaries | Yes | | relations/overview |
| 9 | Details of familiarization programmes imparted to independent directors | Yes | | relations/overview |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | | http://www.fortismalar.com/investor-relations/overview |
| 11 | email address for grievance redressal and other relevant details | Yes | | relations/overview |
| 12 | Financial results | Yes | | relations/overview |
| 13 | Shareholding pattern | Yes | | relations/overview |
| 14 | Details of agreements entered into with the media companies and/or their associates | NA | | |
| 15 | New name and the old name of the listed entity | NA | | |
| 16 | Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block] | | Add Notes | |

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Annexure II

II. Annual Affirmations

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|--------------------------------------|---|-------------------------|-------------------------------|--|
| 1 | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6) | Yes | |
| 2 | Board composition | 17(1) | Yes | |
| 3 | Meeting of Board of directors | 17(2) | Yes | |
| 4 | Review of Compliance Reports | 17(3) | Yes | |
| 5 | Plans for orderly succession for appointments | 17(4) | Yes | |
| 6 | Code of Conduct | 17(5) | Yes | |
| 7 | Fees/compensation | 17(6) | NA | |
| 8 | Minimum Information | 17(7) | Yes | |
| 9 | Compliance Certificate | 17(8) | Yes | |
| 10 | Risk Assessment & Management | 17(9) | Yes | |
| 11 | Performance Evaluation of Independent Directors | 17(10) | Yes | |
| 12 | Composition of Audit Committee | 18(1) | Yes | |
| 13 | Meeting of Audit Committee | 18(2) | Yes | |
| 14 | Composition of nomination & remuneration committee | 19(1) & (2) | Yes | |
| 15 | Composition of Stakeholder Relationship Committee | 20(1) & (2) | Yes | |
| 16 | Composition and role of risk management committee | 21(1),(2),(3),(4) | NA | |
| 17 | Vigil Mechanism | 22 | Yes | |
| 18 | Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes | |
| 19 | Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2), (3) | Yes | |
| 20 | Approval for material related party transactions | 23(4) | NA | |
| 21 | Composition of Board of Directors of unlisted material Subsidiary | 24(1) | NA | |
| 22 | Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes | |
| 23 | Maximum Directorship & Tenure | 25(1) & (2) | Yes | |
| 24 | Meeting of independent directors | 25(3) & (4) | Yes | |
| 25 | Familiarization of independent directors | 25(7) | Yes | |
| 26 | Memberships in Committees | 26(1) | Yes | |
| 27 | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes | |
| 28 | Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes | |
| 29 | Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes | |
| Any other information to be provided | | | | Add Notes |

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Annexure II

| | | |
|---|-------------------|--|
| 1 | Name of signatory | Shashank Porwal |
| 2 | Designation | Company Secretary and Compliance Officer |

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| Annexure II | | |
|--------------------------------------|--|-------------------------------|
| III. Affirmations | | |
| Sr | Particulars | Compliance status (Yes/No/NA) |
| 1 | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | Yes |
| Any other information to be provided | | Add Notes |

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| Annexure II | | |
|-------------|-------------------|-------------------------|
| 1 | Name of signatory | Shashank Porwal |
| 2 | Designation | Company Secretary and C |

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Signatory Details

| | |
|-----------------------|---|
| Name of signatory | Shashank Porwal |
| Designation of person | Company Secretary and Compliance Office |
| Place | Gurugram |
| Date | 11-04-2018 |

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