

# **Indraprastha Medical Corporation Limited**

(Indraprastha Apollo Hospitals, New Delhi - A Joint Sector Venture of Govt. of Delhi)

Regd. Office : Sarita Vihar, Delhi-Mathura Road, New Delhi-110 076 (India)

Corporate Identity Number : L24232DL1988PLC030958

Phones : 91-11-26925858, 26925801, Fax : 91-11-26823629

E-mail : imcl@apollohospitals.com, Website : <https://delhi.apollohospitals.com>

Ref: IMCL/CS/Regulation24A./2023

16<sup>th</sup> May, 2023

The Manager  
Listing Department  
BSE Limited Phiroze Jeejeebhoy  
Towers Dalal Street, Mumbai,  
Maharashtra - 400001  
Scrip Code: 532150

The Manager  
Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra East,  
Mumbai, Maharashtra - 400051  
Symbol: INDRAMEDCO

## **Sub: Annual Secretarial Compliance Report**

Dear Sir,

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit Annual Secretarial Compliance Report from a practicing Company Secretary, for the year ended 31<sup>st</sup> March, 2023.

This is for your information and record.

Thanking You,

Sincerely Yours,

For Indraprastha Medical Corporation Limited



Priya Ranjan  
AVP - Corporate Affairs & Legal  
(Company Secretary & Compliance Officer)



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF  
INDRAPRASTHA MEDICAL CORPORATION LIMITED  
(CIN: L24232DL1988PLC030958)**

**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015]

I, CS Baldev Singh Kashtwal, Practising Company Secretary having Membership Number FCS 3616 and Certificate of Practice Number 3169 have examined:-

- (a) All the documents and records made available to me and explanation provided by Indraprastha Medical Corporation Limited ("**the listed entity**"),
- (b) The filings / submissions made by the listed entity to the stock exchanges, viz. the National Stock Exchange of India Limited (NSE) & BSE Limited (BSE).
- (c) Website of the listed entity: : <https://delhi.apollohospitals.com/>
- (d) Other documents / filings, as may be relevant, which has been relied upon to make this certification,

for the year ended on 31<sup>st</sup> March, 2023 ("**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 Disclosures Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosures Requirements) Regulations, 2018 (*Not applicable during the period under review*).
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018 (*Not applicable during the period under review*);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (*Not applicable during the period under review*);



- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (*Not applicable during the period under review*);
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (h) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (**'Delisting Regulations'**); (*Not applicable during the period under review*)
- (i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding Companies Act and dealing with client to the extent of securities issued; (*Not applicable during the period under review*).
- (j) Securities and Exchange Board of India (Settlement of Administrative and Civil Proceedings) Regulations, 2018; (*Not applicable during the period under review*).
- (k) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; (*to the extent applicable*)
- (l) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009;
- (m) Other applicable regulations and circular / guidelines issued thereunder.

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:-

| Sr. No. | Particulars   | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|---|-------------------------------|-------------------------------|
| 1.      | <p><b><u>Secretarial Standards:</u></b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>  | Yes                           |                               |
| 2.      | <p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI.</li> </ul> | Yes<br><br>Yes                |                               |



|    |   |   |   |
|----|---|---|---|
| 3. | <p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The listed entity is maintaining a functional website.</li> <li>• Timely dissemination of the documents/ information under a separate section on the website.</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website.</li> </ul> | <p><b>Yes</b></p> <p><b>Yes</b></p> <p><b>Yes</b></p> |   |
| 4. | <p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013.</p>  | <p><b>Yes</b></p>                                     |   |
| 5. | <p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b></p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>  | <p><b>N A</b></p> <p><b>N A</b></p>                   | <p>The Company does not have any Subsidiary</p> |
| 6. | <p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI (LODR) Regulations, 2015.</p>  | <p><b>Yes</b></p>                                     |   |
| 7. | <p><b><u>Performance Evaluation:</u></b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees in the middle of every financial year as prescribed in SEBI Regulations.</p>  | <p><b>Yes</b></p>                                     |   |





Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

| Sr. No. | Particulars  | Compliance Status (Yes/No/NA)       | Observations /Remarks by PCS*   |
|---------|--|-------------------------------------|---|
| 1.      | <b>Compliances with the following conditions while appointing / re-appointing an auditor</b>   |                                     |   |
|         | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | <p>N.A.</p> <p>N.A.</p> <p>N.A.</p> | <p>The statutory auditors of the listed entity have not resigned during the Review Period.</p> <p>Further, the listed entity has ensured that the conditions as mentioned herein are included in the terms of re-appointment of the statutory auditors at the time of re-appointing the auditor, in the 34<sup>th</sup> Annual General Meeting held on September 23, 2022.</p> <p>Therefore, the compliances of the required conditions w.r.t. to appointment / re-appointment of the auditors are complied with.</p> |
| 2.      | <b>Other conditions relating to resignation of statutory auditor</b>   |                                     |   |
|         | <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of</p>  | <p>N. A.</p> <p>N.A.</p>            | <p>The statutory auditors of the listed entity have not resigned during the Review Period.</p> <p>Therefore, the reporting of any concern by the</p>  |



|           |   |  |  |
|-----------|---|--|--|
|           | <p>the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | <p><b>N.A.</b></p> <p><b>N.A.</b></p> <p><b>N.A.</b></p> | <p>statutory auditors is not required.</p>   |
| <p>3.</p> | <p>The listed entity has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.</p>  | <p><b>N.A.</b></p>                                       | <p>The Auditors of the listed entity have not resigned during the review period.</p> |

*\*Observations /Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA' 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)  | Regulation / Circular No.  | Deviations   | Action Taken by | Type of Action | Details of Violation   | Fine Amount | Observations/ Remarks of the Practising Company Secretary   | Management Response   | Remarks |
|---------|---|--|--|-----------------|----------------|--|-------------|---|---|---------|
| 1       | The entire Promoter / Promoter Group shareholding to be in the dematerialised form pursuant to Regulation No. 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation No. 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation No. 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not fully complied | NIL             | NIL            | Regulation No. 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not fully complied | NIL         | The Govt. of NCT of Delhi is one of the promoters of the Company and is holding 23834200 Equity Shares of Rs.10/- each fully paid - up in the Company. However, these shares are yet to be dematerialised as required under Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | The Govt. Of NCT of Delhi has been requested again to get their shareholding dematerialised |         |





(b) The listed entity has taken the following actions to comply with the observations made in previous reports:-

| Sr. No. | Compliance Requirement (Regulations / Circulars / guidelines including specific clause)   | Regulation / Circular No.  | Deviations | Action Taken by | Type of Action | Details of Violation   | Fine Amount | Observations/ Remarks of the Practicing Company Secretary   | Management Response   | Remarks |
|---------|---|--|------------|-----------------|----------------|--|-------------|---|---|---------|
| 1       | The entire Promoter / Promoter Group shareholding to be in the dematerialised form pursuant to Regulation No. 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 | Regulation No. 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 |            | NIL             | NIL            | Regulation No. 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not fully complied | NIL         | The Govt. of NCT of Delhi is one of the promoters of the Company and is holding 23834200 Equity Shares of Rs.10/- each fully paid - up in the Company. However, these shares are yet to be dematerialised as required under Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | The Govt. Of NCT of Delhi has been requested again to get their shareholding dematerialised |         |

Signature :

Name : CS BALDEV SINGH KASHTWAL

FCS No. : 3616

C P No. : 3169

ICSI - UDIN : F003616E000312595

Peer Review Certificate Number : 1205/2021

ICSI- Unique Identification Code : I1999DE144000

Date : May 16 2023

Place : Delhi

