

## Annexure 4

### DISCLOSURE WITH RESPECT TO EMPLOYEES STOCK OPTION PLAN (ESOP) OF THE COMPANY

[Pursuant to Rule 12 (9) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

Aster DM Healthcare Limited – Employees Stock Option Plan, 2013 ("DM Healthcare ESOP 2013" or "Plan"): Pursuant to approval accorded by the Shareholders of the Company at their Extraordinary General Meeting held on March 2, 2013 and December 22, 2018, the Company had implemented the DM Healthcare ESOP 2013, aimed at granting stock options to eligible employees of the Company and its subsidiaries, as identified by the management based on parameters such as performance, criticality, loyalty, and potential.

Under the Plan, vested option holders are entitled to purchase equity shares at an exercise price determined by the Nomination and Remuneration Committee.

The maximum number of equity shares that can be granted under the Plan shall not exceed 15,42,750 equity shares. The options granted under the Plan typically vest over a period ranging from 12 months to 120 months from the date of grant.

#### A. Description on the ESOP Scheme

- (a) **Date of Shareholders' approval** - March 2, 2013 and December 22, 2018
- (b) **Total number of options approved under ESOP** - 46,28,250
- (c) **Vesting requirements** - Options granted shall not vest prior to expiry of 12 months from the date of grant. The details of vesting are provided in Note 42 of standalone financial statements.
- (d) **Exercise price or pricing formula** - The exercise price shall range from INR 10 /- for loyalty based grants and a maximum of 25% discount for performance based grants on the fair market value (Average of opening and closing price) on the latest trading day in NSE prior to Nomination & Remuneration Committee meeting at which grant is made.
- (e) **Maximum term of options granted** - 14 years.
- (f) **Source of shares** - Secondary.
- (g) **Variation in terms of options** - The Nomination and Remuneration Committee (NRC), at its meeting held on May 18, 2024, approved the grant of ESOPs to certain Senior Management Personnel, including Loyalty Options with an initial vesting schedule of 3, 6, and 9 years from the date of grant.

Subsequently, at its meeting held on September 11, 2025, the NRC approved a revision to the vesting period for Loyalty Options, specifically for employees who had completed six or more years of service with the Company as of May 18, 2024. In recognition of their longstanding contributions and loyalty, the vesting schedule was accelerated to 2, 4, and 5 years, effective from the original grant date of May 18, 2024.

There is no change in the vesting terms for employees with less than six years of service as on May 18, 2024.

- (h) **Material changes in the scheme and whether the scheme(s) is/are in compliance with the regulations** - There has been no change in the scheme during the period under review. The ESOP Scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

#### B. Accounting of ESOP

- (a) **Method used to account for ESOPs** - Fair value method is used for accounting of ESOPs.
- (b) **Where the Company opts for expensing of the options using the intrinsic value of the options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options shall be disclosed. The impact of this difference on profits and on EPS of the Company shall also be disclosed** – Not Applicable.
- (c) **The impact on the profits and EPS of the Company** - Refer Note 34 and 32 of the standalone and consolidated financial statements respectively.
- (d) **Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' or any other relevant accounting standards as prescribed from time to time** - Refer Note 42 of the standalone financial statements.

- (e) Diluted EPS on issue of shares pursuant to all the schemes covered under the Regulations shall be disclosed in accordance with 'Indian Accounting Standard (Ind AS) 33, Earnings Per Share' or any other relevant accounting standards as prescribed from time to time - Refer Note 34 of the standalone financial statements.

### C. Option movement during the year

Particulars	Performance	Loyalty	Total
Number of options outstanding at the beginning of the period	4,70,418	3,13,090	7,83,508
Number of options granted during the year	4,63,735	3,07,330	7,71,065
Number of options forfeited / lapsed during the year	2,37,223	1,17,366	3,54,589
Number of options vested during the year	85,973	1,45,398	2,31,371
Number of options exercised during the year	2,12,617	2,19,539	4,32,156
Number of shares arising as a result of exercise of options	2,12,617	2,19,539	4,32,156
Money realized by exercise of options (INR), if scheme is implemented directly by the Company	-	-	-
Loan repaid by the Trust during the year from exercise price received	-	-	-
Number of options outstanding at the end of the year	4,84,313	2,83,515	7,67,828
Number of options exercisable at the end of the year	11,269	9,449	20,718
Weighted-average exercise prices of options outstanding at the end of year	Refer note 42 of Standalone Financial Statements		
Weighted-average fair values of options granted			

### D. Options granted to the employees of the Company during the year

#### (a) Options granted to Senior Managerial Personnel during the year:

Name of the Employee	Designation	Type of option	No. of options granted	Exercise Price (in INR)
Mr. Devanand K T	Regional Chief Executive Officer - Telangana & Andhra Pradesh	Loyalty	3,041	10
		Performance	4,562	10
Mr. Durga Prasanna Nayak	Country Head - Human Resources	Loyalty	13,041	10
		Performance	4,562	10
		Performance	15,000	263
Dr. Harsha Rajaram	Chief Executive Officer - Aster Digital Health	Loyalty	3,041	10
		Performance	4,562	10
Mr. Hemakumar Nemmal	Country Head – Supply Chain Management	Loyalty	9,390	10
		Performance	3,285	10
		Performance	10,800	263
Mr. Hemish Purushottam	Company Secretary and Compliance Officer	Loyalty	8,660	10
		Performance	2,190	10
		Performance	10,800	263
Dr. Nitish Shetty	Chief Executive Officer	Loyalty	38,515	10
		Performance	12,773	10
		Performance	45,000	263
Mr. Hitesh Dhaddha	Chief of Investor Relations and Merger & Amalgamation	Loyalty	22,082	10
		Performance	9,124	10
		Performance	24,000	263
Mr. Sunil Kumar M R	Chief Financial Officer	Loyalty	32,866	10
		Performance	7,299	10
		Performance	42,000	263
Mr. Srinath Metla	Country Head – Sales & Marketing	Loyalty	13,041	10
		Performance	4,562	10
		Performance	15,000	263
Dr. Somashekhar S P	Chairman Medical Advisory Board & Director Aster International Institute of Oncology	Loyalty	12,866	10
		Performance	7,299	10
		Performance	12,000	263
Mr. Ramesh Kumar S	Chief Operating Officer	Loyalty	15,041	10
		Performance	4,562	10
		Performance	18,000	263
Mr. Hari Prasad V K	Head of Internal Audit, Risk & Compliance	Loyalty	10,000	10
		Performance	15,000	263
Mr. Sreeni Venugopal	Chief Information Officer & Chief Information Security Officer	Loyalty	10,000	10
		Performance	15,000	263

- (b) Any other employee who received a grant during the year, options amounting to 5% or more of option granted during the year – Nil
- (c) Identified employees who were granted options during the year, equal to or exceeding 1% of the issued capital excluding outstanding warrants and conversions of the Company at the time of grant – Nil

## E. Disclosures in respect of transactions made by Trust under ESOP Scheme

### (a) General information on the scheme

Sl. No.	Particulars	Details
1	Name of the Trust	DM Healthcare Employees Welfare Trust
2	Details of the Trustee(s)	Mr. Sooraj P, Mr. Vivek Dhawan and Mr. Praveen Nair
3	Amount of loan disbursed by Company/any Company in the group, during the year	Nil
4	Amount of loan outstanding (repayable to Company/ any Company in the group) as at the end of the year	INR 6.5 crores
5	Amount of loan, if any, taken from any other source for which Company/any Company in the group has provided any security or guarantee	Nil
6	Any other contribution made to the Trust during the year	Nil

### (b) Brief details of transactions in shares by the Trust

Particulars	As a percentage of paid-up equity capital as at the end of the year immediately preceding the year in which shareholders' approval was obtained
Held at the beginning of the year	17,40,067 (0.35%)
Acquired during the year	Nil
Sold during the year	Nil
Transferred to the employees during the year	4,32,156 (0.09%)
Held at the end of the year	13,07,911 (0.26%)

## F. Description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:

The Company has computed the fair value of the options for the purpose of accounting of employee compensation cost/ expense over the vesting period of the options. The fair value of the option is calculated using the Black-Scholes Option Pricing model.

(a) The weighted-average values of share price, exercise price, expected volatility, expected option life, expected dividends, the risk-free interest rate and any other inputs to the model	Refer Note 42 of standalone financial statements
(b) The method used and the assumptions made to incorporate the effects of expected early exercise	Refer Note 42 of standalone financial statements
(c) Determination of expected volatility, including an explanation of the extent to which expected volatility was based on historical volatility	Refer Note 42 of standalone financial statements
(d) Other features of the option grant incorporated into the measurement of fair value	Refer Note 42 of standalone financial statements

## G. Grants made in three years prior to IPO

Disclosures in respect of grants made in three years prior to IPO under DM Healthcare Employees Stock Option Plan:

Particulars	Performance	Loyalty	Total
Number of options outstanding at the beginning of the period	-	8,790	8,790
Number of options granted during the period	-	-	-
Number of options forfeited / lapsed during the period	-	540	540
Number of options vested during the period	-	-	-
Number of options exercised during the period	-	8,250	8,250
Number of shares arising as a result of exercise of options	-	8,250	8,250
Number of options outstanding at the end of the period	-	-	-

## H. Details relating to ESPS, SAR, GEBS / RBS: Not applicable

## I. Grant of Additional Stock Options to eligible employees pursuant to adjustment in Share Value due to Corporate Action

Consequent to the segregation of the Company's Gulf Cooperation Council (GCC) business, effective April 3, 2024, and the subsequent declaration of a special dividend of INR 118 /- per equity share to the shareholders of the Company, the Nomination and Remuneration Committee ("NRC") undertook a detailed assessment of the impact on the fair value of unvested employee stock options granted to eligible employees.

To mitigate the reduction in value for such ESOP holders as of the record date (April 22, 2024), the NRC approved the grant of additional stock options to eligible employees of the Company, in accordance with Article 12.8 of the DM Healthcare ESOP 2013.

This adjustment was made to compensate for the decline in the fair value of options resulting from the GCC segregation and the distribution of a substantial portion of the sale proceeds to shareholders as a special dividend.

This initiative underscores the Company's commitment to recognizing and retaining key talent during a significant strategic transition.

**For and on behalf of the Board of Directors**

**Dr. Azad Moopen**

Chairman and Managing Director  
DIN: 00159403

Date: July 30, 2025  
Place: Kochi