



To

The Members,

ASTER DM HEALTHCARE LIMITED

(CIN : L85110KA2008PLC147259)

Awfis, 2nd Floor, Renaissance Centra, 27 & 27/1, Mission Road,
Sampangi Rama Nagar, Bangalore – 560027

We, S Sandeep & Associates, Practicing Company Secretaries, Secretarial Auditor of **ASTER DM HEALTHCARE LIMITED** ('the Company'), bearing CIN: L85110KA2008PLC147259 and having its registered office at Awfis, 2nd Floor, Renaissance Centra, 27 & 27/1, Mission Road, Sampangi Rama Nagar, Bangalore – 560027, as part of our audit, have examined the books of accounts and other relevant records maintained by the Company in the usual course of its business for the limited purpose of certifying that the Aster DM Healthcare Employees Stock Option Plan 2013 ("ESOP Scheme"), has been prepared and implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended) (referred to as "SEBI Regulations").

Management's Responsibility

1. The responsibility for the preparation and implementation of the ESOP Scheme and its compliance with the relevant laws and regulations including SEBI Regulations, read with the rules made there under, other generally accepted accounting principles and relevant approvals and resolutions passed by the Shareholders is that of the Board of Directors of the Company.
2. The Management of the Company is responsible for collecting, collating and validating data and designing, implementing and monitoring of internal controls suitable for ensuring compliance with the applicable SEBI Regulations in respect of the ESOP scheme.

Secretarial Auditor's Responsibility

3. Our responsibility is to express reasonable assurance and form an opinion based on examination of the books of accounts, financial statements and other relevant records of the Company as to whether the ESOP Scheme has been prepared and implemented in accordance with the SEBI Regulations and in accordance with the resolutions of the Company passed in the general meeting(s).
4. Our examination does not extend to any other parts and aspects of a legal or proprietary nature in the aforesaid ESOP Scheme.

Opinion

5. On the basis of our examination as referred above and the information and explanations provided to us by the Management of the Company, we are of the opinion that during





S.SANDEEP & ASSOCIATES
COMPANY SECRETARIES

the financial year 2024-25, the ESOP Scheme has been prepared and implemented in accordance with the SEBI Regulations and the related resolutions passed by the members of the Company in general meeting(s).

Restriction on Use

6. This certificate is issued at the request of the Company to place the same before the members of the Company at the ensuing Annual General Meeting.
7. This certificate is solely intended for the above mentioned purpose of the Company and is not to be used, referred to or distributed for any purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Sandeep & Associates



S Sandeep
Managing Partner
FCS : 5853
COP : 5987
UDIN: F005853G000834527
PR : 6526/2025
Date: 22nd July 2025
Place: Chennai