



M DAMODARAN & ASSOCIATES LLP

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COMPLIANCE CERTIFICATE

For the Financial Year ended 31.03.2023

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

To,

The Members,
Aster DM Healthcare Limited
Bangalore.

We, M Damodaran & Associates LLP, Secretarial Auditors of M/s. Aster DM Healthcare Limited (CIN - L85110KA2008PLC147259) ("the Company") having its Registered Office at No. 1785, Sarjapur Road, Sector -1, HSR Layout, Ward No. 174, Agara Extension, Bangalore - 560 102 have been requested by the Company to issue certificate 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 31st March 2023.

Management Responsibility:

It is the responsibility of the Management of the Company to implement Aster DM Healthcare Employees Stock Option Plan 2013 (hereinafter referred to as the "Scheme") including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Verification:

The Company has implemented the Scheme in accordance with the Regulations and the Special Resolutions as passed by the members at the General Meetings of the Company held on 2nd March, 2013 and 22nd December, 2018.

For the purpose of verifying compliance of the Regulations, the following information/documents were placed before us for our examination:

1. The Scheme;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors;





4. Shareholders resolutions passed at the General Meetings;
5. Shareholders resolution passed at General Meeting w.r.t approval for implementing the scheme through a trust;
6. Minutes of the meetings of the Nomination and Remuneration Committee;
7. DM Healthcare Employees Welfare Trust Deed;
8. Detailed terms and conditions of the scheme as approved by Nomination and Remuneration Committee;
9. Disclosure by the Board of Directors;
10. Such other information and documents which we considered necessary for the purpose of issuing this certificate.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its Officers, we certify that the Company has implemented the Scheme in accordance with the applicable provisions of the Regulations and in accordance with the Resolutions passed by the Company at the General Meetings.

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 issue the 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.

Place: Chennai
Date: 04.08.2023

For **M DAMODARAN & ASSOCIATES LLP**

M. DAMODARAN
Managing Partner
Membership No.: 5837
COP. No.: 5081
FRN: L2019TN006000
PR 3847/2023
ICSI UDIN: F005837E000739009

