COMPLIANCE CERTIFICATE

(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)

To,
The Board of Directors
Unihealth Hospitals Limited
(Formerly known as Unihealth Consultancy Limited)
H-13 & H-14, Everest, 9th Floor,
156 Tardeo Road, Mumbai - 400034
Maharashtra

Respected Directors,

1. I, Shalini Bhat, of Parikh & Associates, Practicing Company Secretaries, having office at 111, 11th Floor, Sai Dwar CHS Ltd, SAB TV Lane, Opp. Laxmi Industrial Estate, Off Link Road, Above Shabari Restaurant, Andheri-(West), Mumbai-400053 have been appointed by the Board of Directors of Unihealth Hospitals Limited at its Board Meeting held on June 15, 2026 to provide the certificate under Regulation 163(2) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the " SEBI ICDR Regulations").

2. In connection with the proposed issuance upto 12,50,000 (Twelve Lakh Fifty Thousand Only) Equity Shares of face value of Rs. 10/- each (Rupees Ten only) by way of preferential issue on private placement basis, for consideration other than cash pursuant to swap of shares **(hereinafter 'Proposed Preferential issue'),** to Dr. Chirag Kotecha and Mr. Bhaskar Kotecha **('Proposed Allottees')** who are not promoters and who does not belong to the promoter(s) and the promoter group of the Company**,** the Company is required to obtain a certificate from Practicing Company Secretary, with regard to compliance with the conditions of the proposed preferential issue, as per the requirements of sub-regulation (2) of regulation 163 of Part III of chapter V of the SEBI ICDR Regulations.

Management's Responsibility

3. The compliance with Chapter V of the SEBI ICDR Regulations for the preferential issue of equity shares is the responsibility of the management of the Company. Management is also responsible for preparation and maintenance of all accounting and other relevant support records and documents. This responsibility includes the design, implementation and Maintenance of internal controls relevant to the preparation of internal controls relevant to the preparation/presentation of the notice and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Management is also responsible for providing all relevant information to the SEBI and/or National Stock Exchange of India Limited.

5. The Management is also responsible for ensuring that the Company complies with the below requirements of the SEBI ICDR Regulations:

    i. Determining the relevant date, being the date thirty days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue;
    ii. Determining the minimum price of the equity shares in accordance with Regulation 164 of the SEBI ICDR Regulations.
    iii. Determining the ratio for the swap of Shares in compliance with the SEBI ICDR regulations and other applicable provisions of law.
    iv. Compliance with all other requirements of the SEBI ICDR Regulations.

Certifier's Responsibility

6. Pursuant to the requirements of sub-para 2 of Regulation163 of Part III of chapter V of the SEBI ICDR Regulations, it is our responsibility to obtain limited assurance and conclude as to whether the details of the proposed preferential issue is in accordance with the Requirements of the SEBI ICDR Regulations as applicable to the preferential issue**.**

7. We conducted our examination of the statement/records in accordance with the applicable guidance issued by the Institute of Company Secretaries of India (the "ICSI"). The guidance requires that we comply with the ethical requirements of the Code of Conduct issued by ICSI.

8. A limited assurance engagement includes performing procedures to obtain sufficient appropriate evidence that vary in nature, timing and extent than a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed a reasonable assurance engagement.

    Accordingly, we have performed the following procedures in relation to the engagement:

    a) With respect to conditions specified in Regulation 159 & 160 of the SEBI ICDR Regulations, we have performed the following procedures to confirm the compliance with required conditions:

        i. Verified the Memorandum of Association and Articles of Association of the Company;
        ii. Noted the relevant date i.e. June 25, 2026, being the working day immediately preceding the date thirty days prior to the date on which the resolution shall be deemed to be passed in Annual General Meeting ("AGM") of the Company to be held on July 28, 2026;
        iii. Verified that the Company has obtained requisite undertaking from the Proposed Allottees to ensure that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the relevant date; and

        iv. Verified from company that the proposed allottees have demat account;
        v. Verified that the Company has obtained Permanent Account Number of the Proposed Allottees;

    b) Read AGM Notice, verified that the special resolution for proposed preferential issue of Equity Shares on swap of Shares for consideration other than cash is included in the same and the requisite disclosures in the Notice have been made in accordance with Regulation 163(1) of the SEBI ICDR Regulations and other applicable laws and Regulations;

    c) Read the certified copy of the resolution passed at the Board meeting held on July 03, 2026, produced before us by the management containing the list of the Proposed Allottees;

e) With respect to compliance with minimum price for proposed issue which is in accordance with applicable provisions of the SEBI ICDR Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at Rs. 520.31/- per Equity Share as per the Valuation report of the Registered Valuer and the Merchant Banker;

f) Conducted relevant management inquiries and obtained necessary representations.

Conclusion

9. Based on our examination as above, and the information and explanations given to us, nothing has come to our attention that causes us to believe that the details of the proposed issue provided is not in accordance with the requirements of the SEBI ICDR Regulations as applicable to the preferential issue, except that the special resolution required for approval of shareholders for proposed preferential issue is yet to be passed as required by the SEBI ICDR Regulations.

Restriction on distribution or use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the SEBI ICDR Regulations and this certificate is addressed to and provided to the Board of Directors of the Company solely with the purpose of placing before shareholders of the Company (on the website of the Company) so as to provide them requisite information for approving the proposed preferential issue of Equity Shares for swap of shares for consideration other than cash and for the purpose of further submission to the stock exchanges and should not be used by any other person or for any other purpose.

11. 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. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our-prior written consent.

Thanking You.
Yours faithfully,

For Parikh & Associates
Company Secretaries

SHALINI
MOHAN BHAT

Digitally signed by SHALINI MOHAN BHAT
DN: c=IN, o=Personal,
2.5.4.20=AFBB8B62A3FC7A6F597B838A41E67B3F35671152F52A906871805154262 7645B,
postalCode=411061, st=Maharashtra,
serialNumber=21BA97B2A337FA1D970EC0D9862B9AD295014E36D0ED3B79C9E216D2FA8D5A22, cn=SHALINI MOHAN BHAT
Date: 2026.07.03 20:02:25 +05'30'

Shalini Bhat
Partner
FCS No: 6484 CP No: 6994
PR No.: 7327/2025
Date: July 03, 2026
UDIN:F006484H000739975