



March 24, 2020

The Manager, Corporation Department Division of Restructuring Securities and Exchange Board of India Plot No. C4-A, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai, 400 051	Finance Corporate	The Secretary, Listing Department, BSE Limited, 1st Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001 Scrip Code: 540975	The Manager, Listing Department, The National Stock Exchange of India Limited, Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai, 400 051 Scrip Code: ASTERDM
--	------------------------------	---	--

Dear Sirs,

Subject: Completion of extinguishment of 57,14,285 (Fifty seven lakhs fourteen thousand two hundred and eighty five only) Equity Shares of Aster DM Healthcare Limited (the "Company") under the Buyback Offer.

This has reference to the Buyback of 57,14,285 (Fifty seven lakhs fourteen thousand two hundred and eighty five only) Equity Shares of the Company pursuant to the public announcement published on January 13, 2020 (the "Public Announcement") and the letter of offer dated February 10, 2020 (the "Letter of Offer"). The terms used but not defined in this letter shall have the same meanings as assigned in the Public Announcement and/ or the Letter of Offer.

The Tendering Period for the Buyback Offer opened on Thursday, February 20, 2020 and closed on Thursday, March 05, 2020. The settlement of all valid bids was completed by Indian Clearing Corporation Limited and the NSE Clearing Limited, as applicable, on March 13, 2020.

In accordance with the requirements of Regulation 11 of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations"), 57,14,285 (Fifty seven lakhs fourteen thousand two hundred and eighty five only) Equity Shares of the Company which were bought back during the Tendering Period have been extinguished on March 18, 2020



Aster DM Healthcare Limited

CIN: L2810KL2006PLC021703

IX/475L, Aster Medcity, Kuttrahib Road

Near Kothad Bridge, South Chittoor PO

Cheranalloor, Kochi- 682027, Kerala, India

Tel: +91 484 6609999 Fax: +91 484 6609882

Email: cs@asterdmhealthcare.com

Website: www.asterdmhealthcare.com

The capital structure of the Company pre and post the Buyback is as under:

Sr. No.	Particulars	Pre Buyback ⁽¹⁾		Post Buyback ⁽²⁾	
		No. of Shares	Amount (Rs. Crores)	No. of Shares	Amount (Rs. Crores)
1	Authorized Share Capital				
	Equity Shares of Rs. 10	55,00,00,000	550.00	55,00,00,000	550.00
	CCPS of Rs. 10	6,62,00,000	66.20	6,62,00,000	66.20
	Total		616.20		616.20
2	Issued, Subscribed and Fully Paid-up				
	Equity Shares of Rs. 10	50,52,27,345	505.23	49,95,13,060	499.51
	CCPS of Rs. 10	0	0.00	0	0.00
	Total		505.23		499.51

(1) As on the Record Date and as disclosed in the Letter of Offer

The pre and post Buyback shareholding pattern is as under:

Category of Shareholder	Pre Buyback ⁽¹⁾		Post Buyback	
	Number of Shares	% to the existing Equity Share capital	Number of Shares	% to post Buyback Equity Share capital
Promoter and persons acting in concert	19,10,00,600	37.80	18,91,25,799	37.86
Foreign Investors (OCBs/ FIIs/ NRIs/ Non-residents/ Non-domestic companies and foreign mutual funds)	24,39,81,028	48.29	31,03,87,261	62.14
Indian Financial Institutions/ Banks/ Mutual Funds/ Govt. Companies	2,83,87,310	5.62		
Public including other Corporate Bodies	4,18,58,407	8.29		
Total	50,52,27,345	100.00	49,95,13,060	100.00

(2) As on the Record Date and as disclosed in the Letter of Offer

P. J. J.

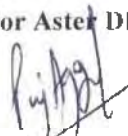


In accordance with Regulation 11 of the Buyback Regulations, we enclose herewith a copy of the Certificate of Extinguishment dated 18 March 2020 relating to the above extinguishment of 57,14,285 (Fifty seven lakhs fourteen thousand two hundred and eighty five only) Equity Shares of the Company and a confirmation letter dated March 18, 2020 from National Securities Depository Limited relating to the extinguishment of 57,14,285 Equity Shares pursuant to the Buyback.

This is for your information and record.

Thanking you,

For Aster DM Healthcare Limited


Puja Aggarwal
Company Secretary and Compliance Officer



Ref: II/CA/COM/12361/2020

March 18, 2020

Mr. Rajesh A
Company Secretary
Aster DM Healthcare Limited
39/3105, 1st Floor, PDR Bhavan,
Palliyil Lane, Foreshore Road,
Kochi - 682016

Sub : Buy-back (tender offer)

Dear Sir,

As per the corporate action(s) executed by your R&T Agent/Registry Division viz; Link Intime India Private Limited, Mumbai , Equity Shares were credited/debited to the account(s) in the NSDL system, details of which are given below :

<i>ISIN</i>	<i>ISIN Description</i>	<i>D/C</i>	<i>Records</i>	<i>Quantity</i>	<i>Execution Date</i>
INE914M01019	ASTER DM HEALTHCARE LIMITED EQ	Debit	1	5,714,285.000	18/Mar/2020

You may contact your R&T Agent/ Registry Division for further details in this regard.

Yours faithfully,

Rakesh Mehta
Vice President

Digitally Signed By
Name: RAKESH MAHASUKHLAL MEHTA
Date: 18/03/2020 15:54:43
Reason: Authentication
Location: NSDL, Mumbai

By Ajay

CERTIFICATE OF EXTINGUISHMENT OF EQUITY SHARES
BY ASTER DM HEALTHCARE LIMITED ("the Company")

The certificate is being issued in compliance with the requirements of Regulation 11(iii) of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended ("Buy-back Regulations").

Pursuant to the Public Announcement published on January 13, 2020, Letter of Offer dated February 10, 2020 the tendering period for the buyback offer was kept open from February 20, 2020 to March 05, 2020 for the buyback of up to 57,14,285 Equity Shares of the face value of Rs.10/- each fully paid-up ("Equity Shares") at a price of Rs.210/- per share. The following are the details of the Equity Shares bought back by the Company during the said tendering period and extinguished on March 18, 2020:

A. SHARES IN DEMATERIALIZED FORM

Name of the Depository	Date of Extinguishment	DP Name and DP ID	Company's A/C No.	No. of Equity Shares
National Securities Depository Limited	March 18, 2020	Ventura Securities Ltd. (DP ID - IN303116)	13018903	57,14,285
Total (A)				57,14,285

B. SHARES IN PHYSICAL FORM:

Pursuant to proviso to Regulation 40(1) of the SEBI Listing Regulations read with the Letter of Offer, the participation in the Buy-back in physical mode was not allowed.

C. TOTAL NO. OF EQUITY SHARES EXTINGUISHED

TOTAL NUMBER OF EQUITY SHARES EXTINGUISHED (A + B)	57,14,285
---	------------------

We certify that the above equity shares of the Company were extinguished in compliance with, and according to the provisions of Regulation 11 of the Buy-back Regulations.



Certificate of extinguishment of equity shares by Aster DM Healthcare Limited (continued)

<p>for Aster DM Healthcare Limited   Mandayapurathi Azad Moopen Chairman & Managing Director DIN: 00159403</p> <p>Date: March 18, 2020 Place: <u>Dubai</u></p> <p>for B S R & Associates LLP Chartered Accountants Firm registration number: <u>16221/W/V/19/023</u></p> <p> Authorized Signatory Rushank Muthreja Partner Membership No: 211386</p> <p>Date: March 19, 2020 Place: <u>Bangalore</u></p>	<p>for Aster DM Healthcare Limited   Wilson Joseph Thadathil Non-Executive Director DIN: 02135108</p> <p>Date: March 18, 2020 Place: <u>Dubai</u></p> <p>for Link Intime India Private Limited Registrar to the Buyback</p> <p>  Authorized Signatory Name: <u>Dnyanesh Gharote</u> Designation: <u>Vice President</u></p> <p>Date: March 19, 2020 Place: <u>Mumbai</u></p>
--	---

Enclosed: Confirmation from National Securities Depository Limited for extinguishment of Equity Shares in dematerialised form.

B S R & Associates LLP

Chartered Accountants

Embassy Golf Links Business Park
Pebble Beach, B Block, 3rd Floor
Off Intermediate Ring Road
Bengaluru 560 071 India

Telephone +91 80 4682 3000
Fax +91 80 4682 3999

The Board of Directors,
Aster DM Healthcare Limited,
IX/475L Aster Medcity, Kuttisahib Road,
Near Kothad Bridge, South Chittoor P.O.
Cheranallor, Kochi- 682027
Kerala, India

Dear Sirs,

Statutory Auditors' Report in respect of extinguishment of equity shares of Aster DM Healthcare Limited ('the Company') which were bought back

1. This report is issued in accordance with the terms of our agreement dated March 16, 2020.
2. For the purpose of issuing this certificate, we have verified the particulars contained in the attached "Certificate of Extinguishment of Equity Shares bought back by Aster DM Healthcare Limited" ("the Statement"), prepared by the Company and confirmed by the Company's Registrar and Transfer Agent - Link Intime India Private Limited to be submitted pursuant to the requirements of Regulation 11 (iii) of Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018, as amended (hereinafter referred to as 'Buy-back Regulations'). We have initialed the Statement for identification purpose only.
3. We are informed by the Company that 57,14,285 equity shares of Rs 10 each have been bought back during the period February 20, 2020 and March 05, 2020.
4. In connection with the aforesaid, we have been requested by the Management of the Company to provide a certificate with respect to extinguishment of the above equity shares for submission to the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and Bombay Stock Exchange Limited ("BSE").

Management's Responsibility for the Statement

5. The preparation of the Statement is the responsibility of the Management of the Company including the creation and maintenance of all accounting and other records supporting its contents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement.
6. The Management is responsible for extinguishment / cancellation of shares bought back through buy-back offer for the period from February 20, 2020 to March 05, 2020 as set out in the Statement.

B S R & Associates is partnership firm with Registration No. BARS2201 converted into B S R & Associates LLP is Limited Liability Partnership with LLP Registration No. AAB - 81821 with effect from October 14, 2013

Registered Office:
5th Floor, Loochi Excelus
Apothi Math Compound
N M Josthi Marg, Mahabaleswaram
Mumbai 400 011

B S R & Associates LLP

Management's Responsibility for the Statement (continued)

7. The Management is also responsible for ensuring extinguishment / cancellation of shares and that the Company complies with the requirements of the Buy-back Regulations and the Companies Act, 2013 in relation to buy back of equity shares and for providing all the information to the Securities and Exchange Board of India.

Auditors' Responsibility

8. Our responsibility, for the purpose of this certificate, is limited to certifying the particulars contained in the Statement on the basis of verification of relevant records and documents obtained and maintained by the Company and furnished to us for the purpose and ensuring that the extinguishment of equity shares is in compliance with the Regulations.
9. Our engagement involves performing procedures to obtain sufficient appropriate evidence on the above reporting. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the above reporting. Within the scope of our work, we performed the following procedures:
 - i. Verified the share extinguishment confirmation received by the Company from National Securities Depository Limited (NSDL) with respect to the shares held in dematerialised form which were bought back;
 - ii. Examined the communication received from the share transfer agent on the specific shares bought back;
 - iii. Examined the resolutions passed by the Buyback Committee of the Company in this regard; and
 - iv. Obtained appropriate representations from the Management of the Company.
10. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India ('the Guidance Note'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
11. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

12. On the basis of our verification as stated above and according to the information, explanations and representations provided to us by the Management of the Company, we report that the particulars furnished by the Company in the said Statement, are in agreement with the relevant records and documents maintained by the Company as on the date of the certificate and the extinguishment is in compliance and in accordance with the provisions of the Regulations.

B S R & Associates LLP

Restriction on use

13. This certificate is issued in connection with the extinguishment of equity shares bought back in accordance with the Buy-back Regulations and should not be used for any purpose other than for submission to the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited ("NSE") and Bombay Stock Exchange Limited ("BSE") without our prior written consent.

for B S R & Associates LLP

Chartered Accountants

ICAI Firm Registration Number: 116231W/W-100024



Rushank Muthreja

Partner

Membership Number: 211386

ICAI UDIN: 20211386AAAABA2389

Place: Bengaluru

Date: March 19, 2020