



## M DAMODARAN & ASSOCIATES LLP

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### **SECRETARIAL COMPLIANCE REPORT OF ASTER DM HEALTHCARE LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021**

*(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)*

I, Rajiv Balakrishnan, Senior Partner of M Damodaran & Associates LLP, Practicing Company Secretaries have conducted the Secretarial Compliance Audit of the applicable The Securities and Exchange Board of India Regulations and the circulars / guidelines issued thereunder for the financial year ended March 31, 2021 for Aster DM Healthcare Limited ("the Company"). The audit was conducted in a manner that provided me a reasonable basis for evaluating the statutory compliances and expressing my opinion thereon

I have examined:

- a) the documents and records made available to me and explanation provided by the Company,
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) any other document(s)/ filing(s), as may be relevant, which has been relied upon to make this certification, for the year ended March 31, 2021 ("Review Period") in respect of compliance with the provisions of:
  - i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations prescribed under The Securities and Exchange Board of India Act, 1992 ("SEBI Act") whose provisions and the circulars/guidelines issued thereunder, (wherever applicable), have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.





- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not applicable during the review period.*
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not applicable during the review period.*
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not applicable during the review period.*
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- k) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - *Not applicable during the review period.*

Based on my examination and verification of the documents and records produced to me and according to the information and explanations provided to me by the Company, I report that, during the Review Period:

- a) The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

The Company has complied the SEBI circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 in the terms of appointment of the Statutory Auditor appointed during the year.



- b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- c) There were no instances for actions taken against the Company / its promoters/ directors/ material subsidiaries either by the SEBI or by Stock Exchanges- (including under the Standard Operating Procedures issued by the SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	<p><u>Disclosure of information under Regulation 30 of The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015</u></p> <p>Alfaone FZ LLC was incorporated in Dubai on October 09, 2019 as a wholly owned subsidiary of Aster DM Healthcare FZC, a step-down subsidiary of the Company, the disclosure of which was made to the stock exchanges on October 31, 2019 without providing explanation for such delayed disclosure.</p>	<p>Para A, Part A of Schedule III to The Securities &amp; Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes certain events upon occurrence of which, the Company shall not later than twenty-four hours from the occurrence of such event, make disclosure to the stock exchanges without any application of the guidelines for materiality. Further, in case the disclosure is made after twenty-four</p>	<p>This subject matter was placed before the Board of Directors and necessary pre cautionary measures were taken to comply with the regulations on time.</p>	<p>This regulation was complied with for the subsequent period.</p>



		<p>hours of occurrence of the event, the company shall, along with such disclosure, provide explanation for delay. The Management has informed us that the lag in reporting was due to the delay in receiving the license from the registration authority.</p>		
2.	<p><u>The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's "Code for Prohibition of Insider Trading in the Securities of Aster DM Healthcare Limited"</u></p> <p>In compliance with the provisions of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's "Code for Prohibition of Insider Trading in the Securities of Aster DM Healthcare Limited" the Company had restricted its "designated persons' from trading in its securities during the period between July 1, 2019 and</p>	<p>Upon being made aware of the transaction and its potential non-compliance, the Compliance Officer reported the same to the management and the Company's Audit Committee who initiated an enquiry into the matter. The Company has since informed The Securities and Exchange Board of India that the said trade was executed by the Director based on the pre-clearance issued inadvertently by the Compliance Officer and that the Director did not possess any unpublished price sensitive information at</p>	<p>This subject matter was placed before the Board of Directors and necessary pre cautionary measures were taken to comply with the regulations on time.</p>	<p>This regulation was complied with for the subsequent period.</p>



	August 09, 2019 on account of consideration of its financial results for the Quarter ended on June 30, 2019. On July 09, 2019, one of the Non-Executive Directors of the Company, based on the pre-clearance received from the Company's Compliance Officer, bought 25,000 equity shares of the Company from the market.	the time of seeking pre-clearance for the said trade.		
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Place: Chennai  
Date: 21.06.2021

For **M DAMODARAN & ASSOCIATES LLP**

Rajiv Balakrishnan  
Senior Partner  
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