

May 30, 2022

The Secretary Listing Department, BSE Limited, 1 st Floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400001 Scrip Code: 540975	The Manager, Listing Department, The National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (East), Mumbai 400051 Scrip Symbol: ASTERDM
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Dear Sir/Madam,

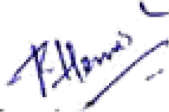
Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

Pursuant to regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 read with SEBI circular no: CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2022.

We request you to kindly take this is on record.

Thank you

For **Aster DM Healthcare Limited**



Hemish Purushottam
Company Secretary and Compliance Officer



M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

SECRETARIAL COMPLIANCE REPORT OF ASTER DM HEALTHCARE LIMITED FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

***(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)***

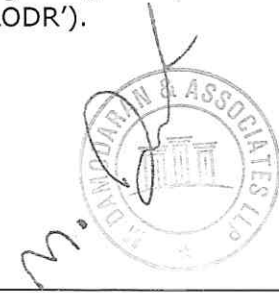
I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries have conducted the Secretarial Compliance Audit of the applicable the Securities and Exchange Board of India Regulations and the circulars / guidelines issued thereunder for the financial year ended **March 31, 2022** 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, 2022 ("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 ('SEBI LODR').





- 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 (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not applicable during the review period.*
- h) 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.*
- i) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - *Not applicable during the review period.*
- j) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- k) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
- l) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- m) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - *Not applicable.*
- n) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - *Not applicable.*

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
1.	As per Regulation 17 (1) (b) of SEBI LODR, where the listed entity does not have a regular non-executive chairperson, at least half of the board of directors shall comprise of independent directors	<p>The composition of the Board was 12 directors with 6 independent directors and 6 non independent directors.</p> <p>Mr. Suresh Muthukrishna Kumar, an independent director of the Company, retired from the Board from the closure of business hours on September 15, 2021.</p> <p>Due to the retirement of the above director, the total strength of the independent directors on the Board came down from 6 to 5.</p> <p>Subsequently, Mr. Wayne Earl Keathley was appointed as an independent director of the Company w.e.f. October 04, 2021.</p>	The Company has complied with regulation 17(1) (b) of SEBI LODR during the period except for 18 days i.e., from September 16, 2021 to October 03, 2021.

The company has suitably included the conditions as mentioned in Para 6(A) and Para 6(B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in terms of appointment of statutory auditor of the Company.

- 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 March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NIL				

Place: Chennai
Date: 24.05.2022

For **M DAMODARAN & ASSOCIATES LLP**

M. Damodaran
Managing Partner
FCS No.: 5837
COP. No.: 5081
FRN: L2019TN006000
PR 1374/2021
ICSI UDIN: F005837D000372401

