

To:

**The Board of Directors**

Aster DM Healthcare Limited  
No. 1785, Sarjapur Road, Sector -1, HSR Layout,  
Ward No. 174, Agara Extension,  
Bengaluru – 560102, Karnataka, India  
Email: [cs@asterdmhealthcare.com](mailto:cs@asterdmhealthcare.com)

**BSE Limited**

Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai 400 001  
Fax: (022) 2272 2131 / 2037 / 2061 / 41  
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**The National Stock Exchange of India Limited,**

Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai: 400051  
Tel: 022-26598235/ 36/ 452  
Fax: 022-26598237/ 38  
Email: [takeover@nse.co.in](mailto:takeover@nse.co.in)

Dear Sir/Madam,

**Re: Disclosure under Regulation 31(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Code”)**

Please find enclosed the disclosure under Regulation 31(1) of the Takeover Code with respect to creation of an indirect encumbrance over shares of Aster DM Healthcare Limited (the “**Target Company**”) by Union Investments Private Limited.

For and on behalf of **Union Investments Private Limited**



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Name: Dr. Azad Moopen Mandayapurath  
Authorized Signatory  
Date: March 14, 2024  
Place: Dubai

**Disclosures under Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**ANNEXURE- 1**

**Disclosure by the Promoter(s) to the stock exchanges and to the Target Company for creation of encumbrance in terms of Regulation 31(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Name of the Target Company (TC):		Aster DM Healthcare Limited											
Names of the stock exchanges where the shares of the target company are listed:		National Stock Exchange of India Ltd. and BSE Ltd.											
Date of reporting:		March 14, 2024											
Name of the promoter or PAC on whose shares encumbrance has been created/ <del>released</del> / <del>invoked</del> :		Union Investments Private Limited											
Details of the creation of encumbrance:													
Name of the promoter (s) or PACs with him*	Promoter holding in the target company (1)		Promoter holding already encumbered (2)		Details of events pertaining to encumbrance (3)							Post event holding of encumbered shares {creation [(2)+(3)]/ <del>release [(2)-(3)]</del> / <del>invocation [(1)-(3)]</del> }	
	Number	% of total share capital	Number	% of total share capital	Type of event (creation / <del>release</del> / <del>invocation</del> )	Date of creation/ <del>release</del> / <del>invocation</del>	Type of encumbrance (pledge/ <del>lien</del> / <del>non disposal</del> / <del>undertaking</del> / <del>others</del> )	Reasons for encumbrance **	Number	% of share capital	Name of the entity in whose favor shares encumbered ***	Number	% of total share capital

Union Investments Private Limited (“UIPL”)	18,68,53,810	37.41%	18,68,53,810	37.41%	Creation	March 12, 2024	While no pledge or non-disposal undertaking has been created, UIPL has provided covenants in the nature of encumbrance in relation to its holding in the Target Company	Union (Mauritius) Holdings Limited has availed USD 84,000,000 term loan facility and USD 3,500,000 revolving credit loan facility. UIPL has provided covenants in the nature of encumbrance in relation to its holding in the Target Company	18,68,53,810	37.41%	Emirates NBD Bank (P.J.S.C) acting as the Agent and Security Agent for Mashreq bank PSC, Commercial Bank of Dubai PSC, Emirates NBD Bank (P.J.S.C.) and First Abu Dhabi Bank PJSC	18,68,53,810	37.41%	[Refer to Note below]
<b>Note:</b> The shares of Union Investments Private Limited have also been offered as collateral by its shareholders to secure the aforesaid facilities.														

**Signature of the Authorized Signatory**

A handwritten signature in blue ink, consisting of several fluid, overlapping strokes that are difficult to decipher as specific characters.

**For Union Investments Private Limited**

**Name:** Dr. Azad Moopen Mandayapurath

**Place:** Dubai

**Date:** March 14, 2024

## Annexure – II

### Disclosure of reasons for encumbrance

Name of listed company		Aster DM Healthcare Limited (“ <b>Target Company</b> ”)
Name of the recognised stock exchanges where the shares of the company are listed		National Stock Exchange of India Ltd. and BSE Ltd.
Name of the promoter(s)/PACs whose shares have been encumbered		Union Investments Private Limited (“ <b>UIPL</b> ”)
Total promoter shareholding in the listed company	No. of shares -	18,68,53,810
	% of total share capital -	37.41%
Encumbered shares as a % of promoter shareholding		Union (Mauritius) Holdings Limited has availed USD 84,000,000 term loan facility and USD 3,500,000 revolving credit loan facility. While no pledge or non-disposal undertaking has been created, UIPL has provided covenants in the nature of encumbrance in relation to its holding in the Target Company.
Whether encumbered share is 50% or more of promoter shareholding		Please refer to the above
Whether encumbered share is 20% or more of total share capital		Please refer to the above

### Details of all the existing events/ agreements pertaining to encumbrance

	Encumbrance 1  (Date of creation of encumbrance: March 12, 2024)
Type of encumbrance ( <del>pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or</del> )	While no pledge or non-disposal undertaking has been created, UIPL has provided covenants in the nature of encumbrance in relation to its

arrangement in the nature of encumbrance)		holding in the Target Company.
No. of shares encumbered		18,68,53,810
% of shares encumbered		37.41%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered (X)	Emirates NBD Bank (P.J.S.C)
	Whether the entity X is a scheduled commercial bank, public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	No Emirates NBD Bank (P.J.S.C) is the Agent and Security Agent for Mashreqbank PSC, Commercial Bank of Dubai PSC, Emirates NBD Bank (P.J.S.C.) and First Abu Dhabi Bank PJSC
	Names of all other entities in the agreement	Listed company and its group companies (if any) – Not Applicable Other entities (if any) – 1. Union (Mauritius) Holdings Limited as Borrower 2. Dr Moopen Family Holding Co (DIFC) Ltd as the Original Guarantor 3. Commercial Bank of Dubai PSC, Emirates NBD Bank (P.J.S.C), First Abu Dhabi Bank PJSC and Mashreqbank PSC as the Original Lenders 4. Commercial Bank of Dubai PSC, Emirates NBD Capital Ltd, First Abu Dhabi Bank PJSC and Mashreqbank PSC as the Arrangers 5. Emirates NBD Bank (P.J.S.C.) as the Agent and Security Agent 6. Mashreqbank PSC as Account Bank and Co-ordinator
Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper,		No

	certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	The indirect encumbrance is in respect of facilities availed by Union (Mauritius) Holdings Limited
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	Not applicable
	Amount involved (against which shares have been encumbered) (B)	Not applicable
	Ratio of A / B	Not applicable
End use of Money	<p>Borrowed amount to be utilized for what purpose</p> <p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(a) Any other reason (please specify)</p>	The term loan facility of up to USD 84,000,000 and revolving credit loan facility of up to USD 3,500,000 has been utilized by Union (Mauritius) Holdings Limited for repayment of existing facilities availed by Union Investments Private Limited.

**Signature of the Authorized Signatory**



**For Union Investments Private Limited**

**Name:** Dr. Azad Moopen Mandayapurath

**Place:** Dubai

**Date:** March 14, 2024