

Date: 13 March 2024

BSE Limited 25th Floor, P. J. Towers, Dalal Street, Mumbai, Maharashtra – 400001, India	National Stock Exchange of India Limited Exchange Plaza, C-1, Block G. Bandra Kurla Complex, Bandra, East, Mumbai, Maharashtra – 400051, India	Aster DM Healthcare Limited No.1785, Sarjapur Road, Sector -1, Hsr Layout, Ward No.174, Agara Extension, Bangalore, Karnataka – 560102, India
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Dear Sir/ Madam,

Sub: Disclosure pursuant to Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in relation to Aster DM Healthcare Limited

Pursuant to the requirements of Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended till date), please find attached the disclosure (as set out in **Annexure A**) in respect of the encumbrance over certain equity shares of Aster DM Healthcare Limited for the benefit of certain lenders and other finance parties, as described in Annexure A.

For Emirates NBD Bank (P.J.S.C.)

Authorised Signatory

Nadee Nawaratne
B - 1461

Akil Mohandas
A2012

Format for Disclosures under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A – Details of Acquisition

Name of the Target Company (TC)	Aster DM Healthcare Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Emirates NBD Bank (P.J.S.C.)		
Whether the acquirer belongs to Promoter/ Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited National Stock Exchange of India Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/ voting capital wherever applicable (*)	% w.r.t. total diluted share/ voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Share carrying voting rights	NIL	NIL	NIL
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	NIL	NIL	NIL
c) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
e) Total (a+b+c+d)	NIL	NIL	NIL
Details of acquisition			
a) Shares carrying voting rights acquired	NIL	NIL	NIL
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	NIL	NIL	NIL
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	186,853,810 [Refer Note 1]	37.41	37.41
e) Total (a+b+c+/-d)	186,853,810	37.41	37.41
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	NIL	NIL	NIL
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	NIL	NIL	NIL

d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	186,853,810 [Refer Note 1]	37.41	37.41
e) Total (a+b+c+d)	186,853,810	37.41	37.41
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	See notes below		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not applicable		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC	12 March 2024		
Equity share capital / total voting capital of the TC before the said acquisition	49,95,13,060 equity shares of Rs. 10 each		
Equity share capital/ total voting capital of the TC after the said acquisition	49,95,13,060 equity shares of Rs. 10 each		
Total diluted share/voting capital of the TC after the said acquisition	49,95,13,060 equity shares of Rs. 10 each		

Note 1:

Union (Mauritius) Holdings Limited ("**UMHL**") has availed following financial indebtedness (from Commercial Bank of Dubai PSC, First Abu Dhabi Bank PJSC, Emirates NBD Bank (P.J.S.C.) and Mashreq Bank PSC):

- (i) term loan facility of up to USD 84,000,000 (United States Dollars Eighty-Four Million) and revolving credit loan facility of up to USD 3,500,000 (United States Dollars Three Million and Five Hundred Thousand) (collectively referred to as "**Facility 1**"), pursuant to the terms and conditions set out in the facility agreement dated 14 February 2024 entered into, inter alia, between UMHL (as the borrower) and Emirates NBD Bank (P.J.S.C.) (as, *inter alia*, agent, and as the offshore security agent) (the "**Facility 1 Facility Agreement**"); and
- (ii) term loan facility of up to USD 278,500,000 (United States Dollars Two Hundred and Seventy-Eight Million and Five Hundred Thousand) and a revolving credit loan facility of up to USD 10,000,000 (United States Dollars Ten Million) (collectively referred to as "**Facility 2**"), pursuant to the terms and conditions set out in the facility agreement dated 14 February 2024 entered into, *inter alia*, between UMHL (as the borrower), Emirates NBD Bank (P.J.S.C.) (as, *inter alia*, agent, and as the offshore security agent) and Catalyst Trusteeship Limited ("**Catalyst**") (as the onshore security agent, and as the calculation agent) (the "**Facility 2 Facility Agreement**", and together with the Facility 1 Facility Agreement, the "**Facility Agreements**").

UMHL holds 19,980,522 shares in the TC and Union Investments Pvt Limited ("**UIPL**"), an affiliate of UMHL, holds 186,853,810 shares in the TC.

Pursuant to the terms and conditions set out in the Facility Agreements, the shareholders of UIPL have created security over 100% of their shareholding in UIPL in favour of the Emirates NBD Bank (P.J.S.C.) (as the common security agent).

UIPL and UMHL have agreed to certain covenants under the Facility Agreements that are in the nature of encumbrance over their shareholding in the TC. However, UIPL and UMHL have not created any pledge

over their shareholding in the TC in respect of the Facility 1.

Further, pursuant to the terms of Facility 2 Facility Agreement and as security for Facility 2, a pledge has been created by UIPL and UMHL over 100% of their shareholding in TC pursuant to a share pledge agreement entered into between, *inter alia*, UIPL, UMHL and Catalyst (as the onshore security agent), and such pledge has been recorded in the depository system.

Disclosure dated 13 March 2024 has been filed by Catalyst Trusteeship Limited in relation to such share pledge agreement. 186,853,810 of the total TC shares pledged therein by UIPL are the same TC shares that are subject to indirect encumbrance under the security created over the shares of UIPL as disclosed above.

Part B***

Name of the Target Company: Aster DM Healthcare Limited

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Emirates NBD Bank (P.J.S.C.)	No	N/A

For **Emirates NBD Bank (P.J.S.C.)**

Authorised Signatory

Name: Akil Mohandas / Nadee Nawaratne

Designation: Head - Loan Agency Solutions / Associate Director – Loan Agency Solutions

Place: Dubai, UAE

Date: 13 March 2024

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.

Nadee Nawaratne
B - 1461

Akil Mohandas
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