

November 28, 2023

The Secretary
Listing Department,
BSE Limited,
1st 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

Dear Sir/Madam,

Sub: Investor Presentation on Corporate Restructuring

With reference to the captioned subject, please find enclosed the Investor Presentation on Corporate Restructuring.

Kindly take the above said information on record as per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thank you

For Aster DM Healthcare Limited

HEMISH

Digitally signed by HEMISH PURUSHOTTAM

Date: 2023.11.28
20:12:24 +04'00'

Hemish Purushottam

Company Secretary and Compliance Officer



Segregation of GCC & India

Creating two distinct geographically focused entities

November 2023



Disclaimer



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Aster DM Healthcare is being segregated to create two separate entities, focused on India and GCC respectively



Post-segregation, Aster DM Healthcare Limited will be a focused listed entity holding India business

The GCC Business will be separated from Aster DM Healthcare Limited to create Aster GCC¹







Clear Capital Allocation Strategy for both the entities

Both entities to have leadership positions in their respective geographies

Expect to unlock significant value for shareholders

Shareholders get exposure to pure-play India business and an opportunity to participate in India growth story

(1) Held by an entity named Alpha GCC Holdings Limited

Transaction Overview





Transaction Overview

- The board of directors of Aster DM Healthcare ("Company" or "Aster") at their meeting today approved the 100% sale of its GCC business ("GCC Business")
- GCC Business will be acquired by Alpha GCC Holdings Limited, a company incorporated in Dubai International Financial Centre ("Aster GCC") at an Enterprise Value of US\$1,651.2m (equal to INR13,540cr)
- At the closing of the Transaction, Fajr Capital & its consortium members will own ~65% and a Promoter entity¹ will own the remaining ~35% stake in the GCC Business through Aster GCC
- Aster shareholders will continue to remain shareholders in the Company's India business after completion of the transaction
- Post closing of the transaction, the Company intends to undertake a dividend distribution² to the shareholders of the Company and retain the remaining transaction proceeds to pursue growth opportunities and to keep as reserves.



Transaction
Details (GCC
Business)

	Pre- Ind AS 116	Post- Ind AS 116
 Enterprise Value³ 	US\$1,300.7m (INR10,666cr)	US\$ 1,651.2m (INR13,540cr)
	US\$1,001.8m (INR8,215cr)	US\$ 1,001.8m (INR 8,215cr)
Equity Value	Upfront consideration of US\$ 903m ⁵ and up to US\$98.8m to be received subsequently ⁶	Upfront consideration of US\$ 903m ⁵ and up to US\$98.8m to be received subsequently ⁶
■ EBITDA ⁴ FY23	US\$ 91.6m (INR 751 Crores)	US\$ 138.9m (INR 1,139 Crores)
 Multiple EV / EBITDA FY23 	14.2x	11.9x



Key Pending Approvals & Items

- Finalization of definitive financing documents
- Shareholder's approval
- Completion of certain contractual conditions precedent ("CPs")
- Approval from competent merger control authorities of the Kingdom of Saudi Arabia



Completion expected to occur by Q4 FY24⁷

Note: 1USD = INR 82 FX rate has been used for all conversion

^{(1) &}quot;Promoter entity" refers to Dr. Moopen Family Holding Co (DIFC) Ltd, a company owned by Dr. Moopen and family

⁽²⁾ Subject to required approvals

⁽³⁾ Net Debt and Minority Interests as per transaction values

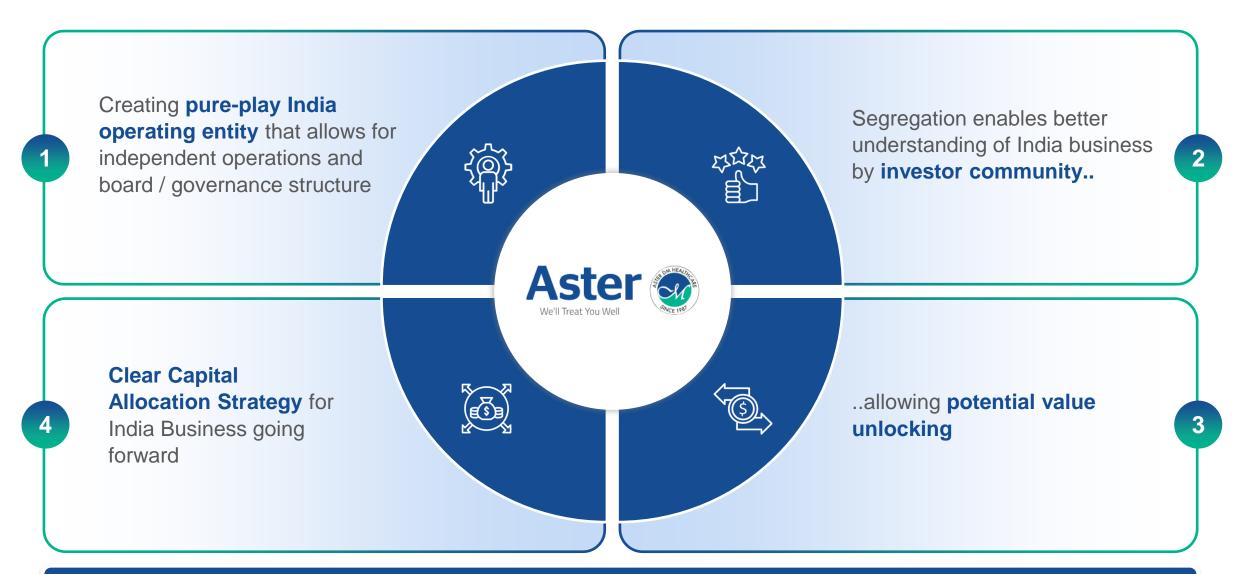
⁽⁴⁾ This EBITDA figure excludes Affinity EBITDA

⁽⁶⁾ Subject to certain contingent events. Includes an earnout of up to US\$70m based on EBITDA achieved by the GCC business in FY24 and will be paid post audit of FY24 financial information.

⁽⁷⁾ Quarter ending 31st March 2024

Strategic rationale behind segregation





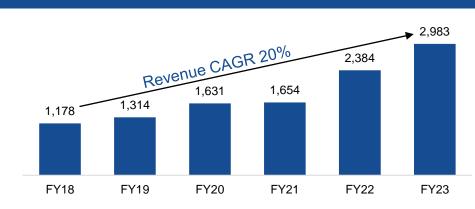
Enables businesses to independently pursue growth plans, organically and inorganically

Creating pure-play India operating entity that allows for independent operations and board / governance structure





Key Highlights of the India Business





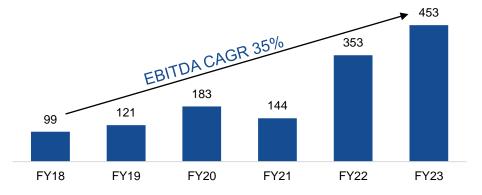
 2^{nd} largest hospital network in South India – with leadership position in Kerala, and 2^{nd} and 3^{rd} positions in Andhra Pradesh and Karnataka respectively $^{(1)}$



Large expansion of facilities from 10 hospitals and 7 clinics in FY18 to 19 hospitals, 13 clinics, 226 pharmacies ⁽²⁾ and 251 Labs currently



Bed capacity of 4,855 (3) as of now as compared to 3007 in FY18





Hospital EBITDA Margins enhanced from 10% in FY18 to 19.1% in H1FY24



Expansion into pharmacies and labs segments to increase coverage of healthcare offerings



Improvement in ARPOB from INR 23,700 in FY18 to INR 39,000⁽²⁾ as of now





Separate board





Focused Management Team





Separate governance structure

Post segregation, Aster DM Healthcare will be a 'pure play' India focused healthcare services entity

Source: Company filings and internal analysis

) In terms of bed capacity as on 30th September 2023

2) Franchised pharmacies in India are operated by Alfaone Retail Pharmacies Private Limited (ARPPL) under license from Aster DM

(3) Bed capacity, number of facilities and ARPOB are as of 30th September 2023

(4) FY18 and FY19 numbers are Pre-IndAS

Segregation enables better understanding of India business by investor community...



Public market investors / analyst community should better appreciate the India operations





Shareholders get exposure to pure play India business and an opportunity to witness the India growth story





The listed entity after the **segregation** will **generate opportunities** for **organic** and **inorganic growth**





The segregation will enable **onboarding private equity players or strategic partners** for future growth





Transaction will offer Aster an opportunity to potentially **expand** its **institutional investor base** to also include investors who are **mandated to invest in India** only / majority businesses

...allowing for potential value unlocking



Better performance across key metrics post-segregation

Financial Metrics (FY23)	Pre-segregation (GCC + India)	Post-segregation (India)	
Revenue YoY Growth	16%	25%	✓
EBITDA Margins	13%	15%	✓
EBITDA YoY Growth	6%	28%	\checkmark
PAT YoY Growth	-19%	146%	\checkmark
ROCE ¹	8.6%	14.1%	\checkmark
Net Debt and Lease Liabilities / Equity ratio (x times)	1.1	0.6	\checkmark
Net Debt and Lease Liabilities / EBITDA ratio (x times)	3.4	2.3	\checkmark
Net Debt (excl Lease Liabilities) / EBITDA ² ratio (x times)	1.6	1.3	✓

⁽¹⁾ ROCE is as per H1FY24

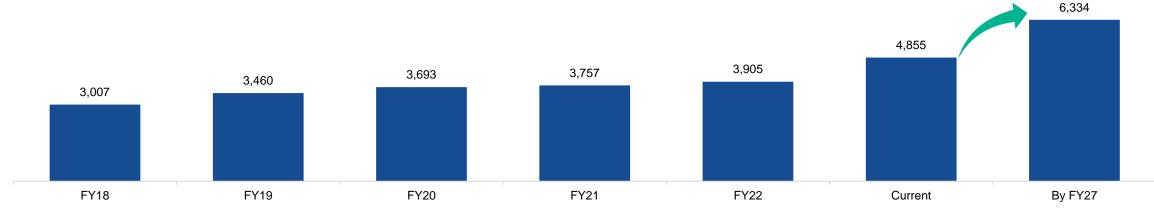
Note: Exceptional items for H1FY24 consist of provision for trade receivables made during the quarter and half year ended September 30, 2023 arising from an internal whistleblower compliant received during the quarter towards one of its step-down subsidiaries, Wahat Al Aman Home Healthcare LLC, U.A.E (Wahat), which was acquired in December 2019. Revenue from Wahat included in the six months ended September 2023 and for the year ended March 31, 2023 represents INR 68.55 crores and INR 148.93 crores respectively, which represents 1.0 % and 1.2 % respectively of the total revenue for each of these periods. The allegations relate to revenues recognized and related trade receivables, which are currently under investigations. The Group is also in the process of engaging with an external agency to assist in the investigations. Pending the outcome of the investigation, the Company has recognized a full provision against trade receivables balance of INR 54.62 crores because as of September 30, 2023 management is still in the process of compiling and evaluating any evidence to establish the unconditional right to receive monies against these receivables including realizability. On completion of the investigations, the Group will reassess any further adjustments, disclosures, and other effects, if any, on this Statement and previously issued financial statements, results or information.

Clear Capital Allocation Strategy for India Business going forward



Internal accruals to enable investment (under our capex plan) to increase Aster India bed capacity to 6,334 beds by FY27







	Hospital	Location	Planned Beds	Expected Completion Year	Present Status	Owned/ leased / O&M
1	Aster Medcity (Expansion)	Kochi, Kerala	100	FY 2025	Construction	Owned
2	Aster MIMS Kannur (Expansion)	Kannur, Kerala	100	FY 2025	Construction	Owned
3	Aster MIMS Calicut (Expansion)	Calicut, Kerala	70	FY 2026	Design	Leased
4	Aster MIMS Kasargod	Kasargod, Kerala	200	FY 2025	Construction	Leased
5	Aster Capital Hospital (Phase 1)	Trivandrum, Kerala	350	FY 2027	Construction	Owned
6	Aster Whitefield Hospital (Block D)	Bengaluru, Karnataka	159	FY 2025	Construction	Leased
7	Aster KLE	Bengaluru, Karnataka	500	FY 2026	Design	O&M



Our plan towards utilization of transaction proceeds



As internal accruals are sufficient to fund our organic growth plans at Aster India, most of the transaction proceeds will be distributed as dividend to our shareholders - allowing significant returns for them – and the balance will allow us to pursue inorganic growth opportunities



(i.e. Gross proceeds less transaction expenses)

Part of net transaction proceeds to be distributed as dividend to shareholders¹

Balance proceeds to be kept as reserves² and to fund future inorganic growth initiatives

Post-segregation, Aster India will pursue its own independent capital allocation strategy

Strategic deployment of capital to pursue future growth opportunities

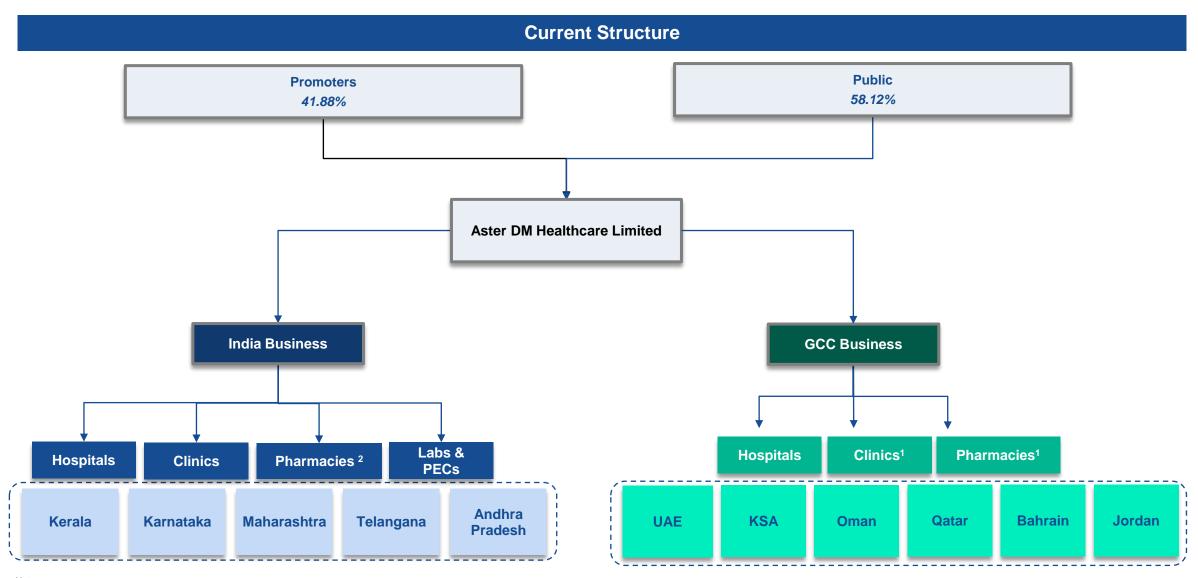
Optimize capital structure

Explore onboarding private equity investors

⁽¹⁾ Subject to various corporate approvals

Pre-Segregation Structure





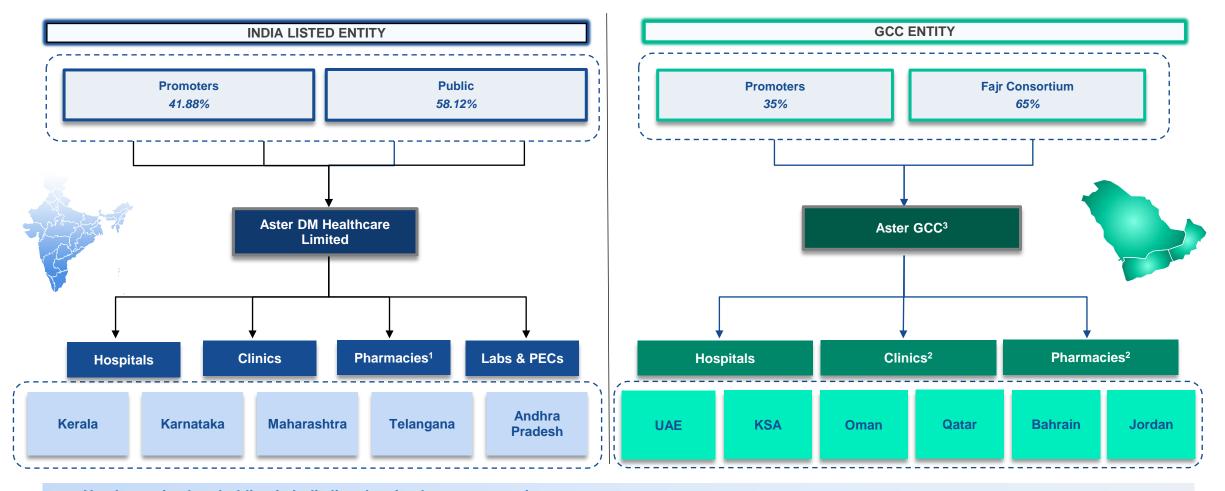
Note:

(2) Pharmacies in India are operated by ARPPL under brand license from Aster DM

⁽¹⁾ Clinics include Diagnostics; Pharmacies include optics

Post-Segregation Structure





- No change in shareholding in India listed entity due to segregation
- Promoters to maintain their ~42% stake in the India listed entity and will hold 35% stake in the GCC entity
- Details of Aster Shareholders and the buyer group on the following slides

⁽¹⁾ Pharmacies in India are operated by ARPPL under brand license from Aster DM

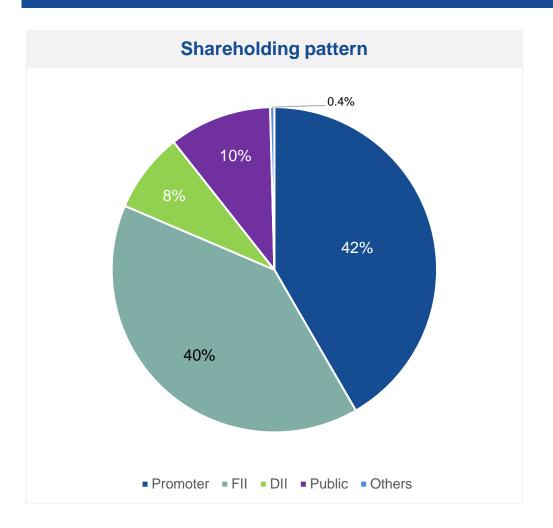
²⁾ Clinics include Diagnostics; Pharmacies include optics

⁽³⁾ Held by an entity named Alpha GCC Holdings Limited

Shareholders of the India listed entity



Marquee domestic and foreign institutional investors are currently invested in Aster DM Healthcare



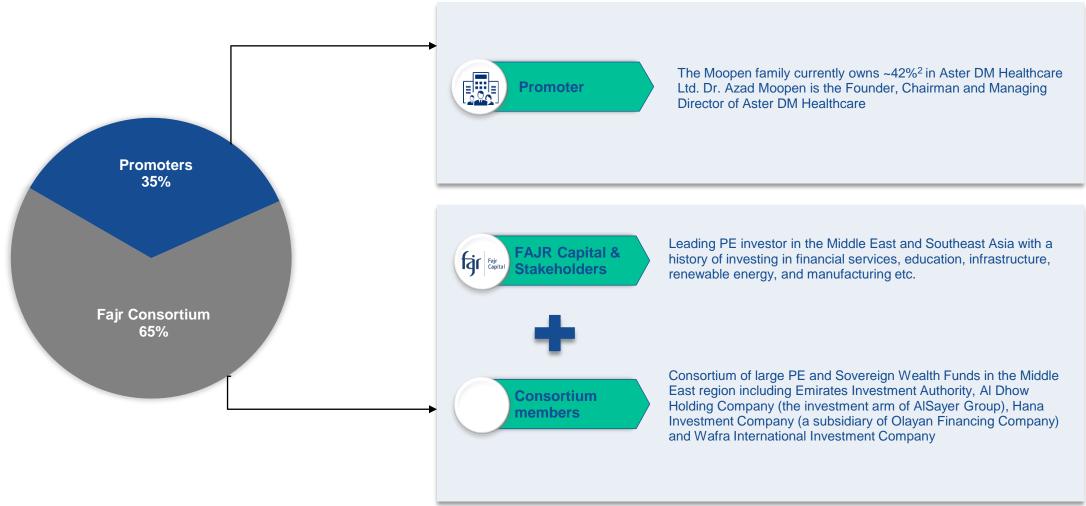


Shareholders of Resultant GCC Entity





Shareholder Information



Source: Forbes, news articles, company website
(1) Held by an entity named Alpha GCC Holdings Limited
(2) The ~42% stake is directly or indirectly held by Dr. Azad Moopen and family

Bankers and Advisors



Investment Bankers



Moelis

Financial/Tax advisors







Independent Valuers







Legal Advisors







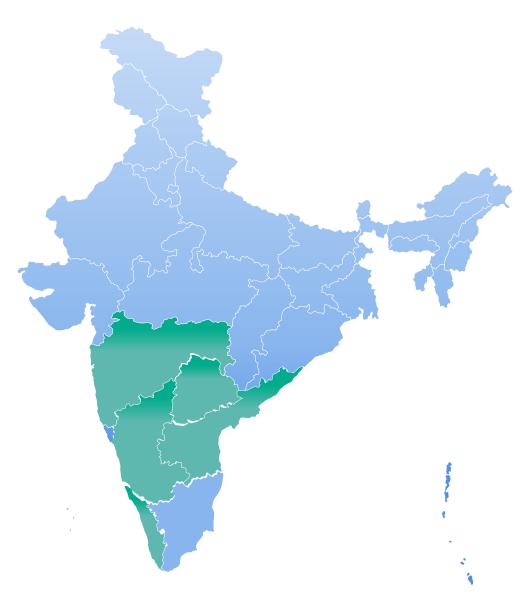




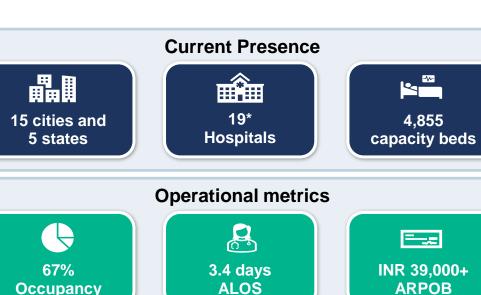
Aster India

A leading healthcare provider in South India











5 Year CAGR

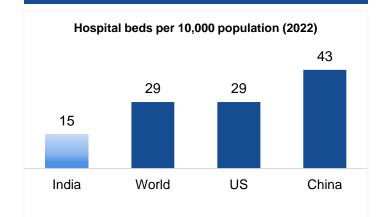


^{*}Count includes 4 O&M Asset Light hospital beds with a capacity of 528 beds ALOS: Average Length of Stay; ARPOB: Average revenue per operating bed Presence and Operational metrics are as on September 30, 2023

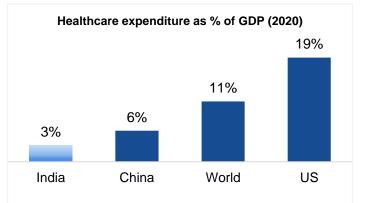
India's vast population and increasing healthcare expenditure provides significant headroom for growth



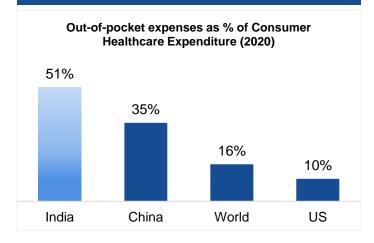
One of the lowest hospital bed densities in the world...



...coupled with very little spend on healthcare as % of GDP...



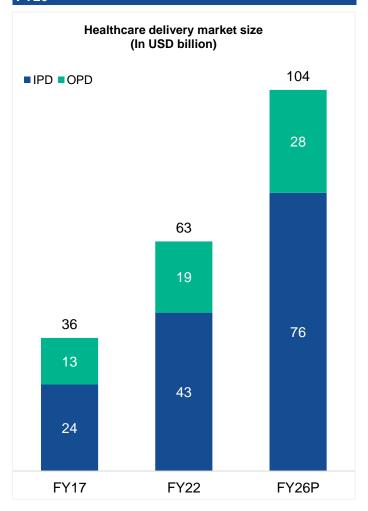
...and one of the highest OPE contributions...



...with further macro tailwinds...

- Health insurance coverage expected to expand to 46% by FY25 from 38% in FY21
- Medical tourists projected to grow to ~3m by 2030 from ~0.7m in 2019
- Mix of population in 60+ age group expected to grow to 13% by 2026, up from 10% in 2021

...drive consistently fast growth for healthcare delivery in India, expected to be worth \$100bn+ by FY26



From Clinic to a healthcare Powerhouse: A Transformational Journey to a Thriving Hospital Network...





2023

Corporate Segregation



2022

O&M Asset Light Model introduced





Large Expansion of Facilities



Aster Wholesale Pharmacy



2020

Aster Labs



2018

Listing on NSE & BSE

2014



Aster CMI in Bengaluru Aster Medcity in Kerala

2001



Commenced operations in India at MIMS Kozhikode



Commenced operations as a single doctor clinic in Dubai

Kerala Cluster



OB: 625 | 2014, Owned

MIMS Calicut
Kozhikode, Kerala | CB:696
OB:490| 2013, Owned





Andhra Pradesh & Telangana











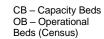








OB:42 | 2016, Leased



(As on 30 September 2023)

Karnataka & Maharashtra



Aster Mother Hospital

Areekode, Kerala | CB: 140 OB:101 |

2022. O&M Asset Light Model







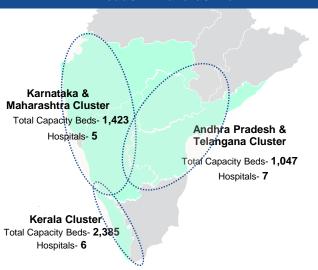




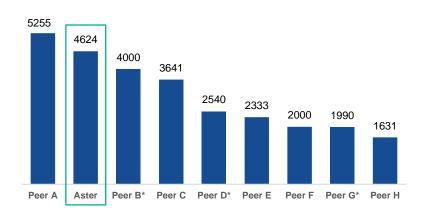
...with a dominant positioning in South India region





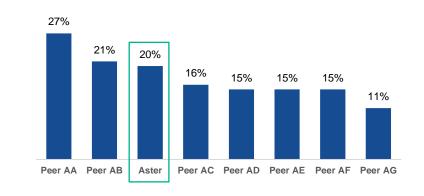


2nd largest network in South India with significant capacity beds in southern states 1

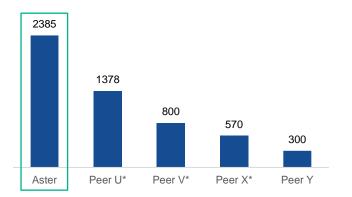


Revenue Growth (5-year CAGR)

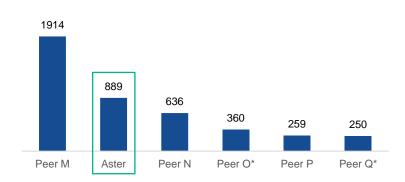
Compared with listed peers in India (FY18-23) ²



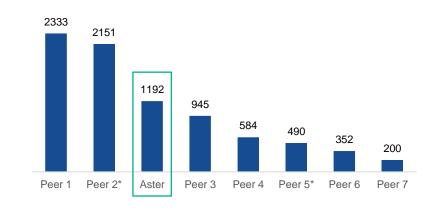
Leader in Kerala region with maximum capacity beds**



Second highest capacity beds in Andhra Pradesh**



3rd highest capacity beds in Karnataka**



^{1.} South refers to Kerala, Karnataka, Tamil Nadu, Andhra Pradesh and Telangana

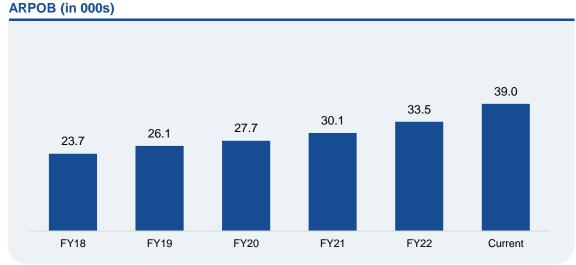
^{2.} Listed peers refer to Max, Shalby, Apollo, Fortis, Narayana Hrudayalaya, KĪMS Hyderabad and HCG in no particular order * Unlisted peers

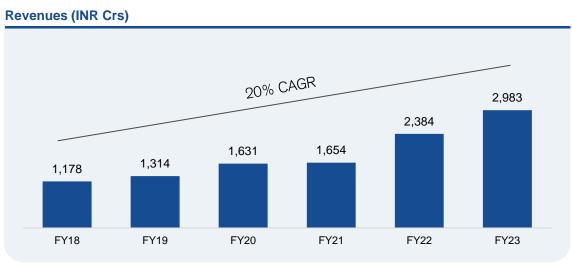
^{**} Capacity Beds as on 30th September 2023

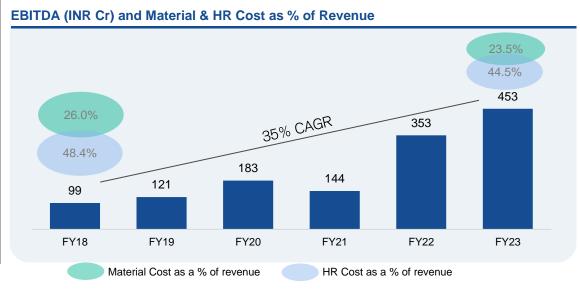
Sustained improvement in our India Business performance over the past few years











...delivering robust performance across all key metrics over the last five years



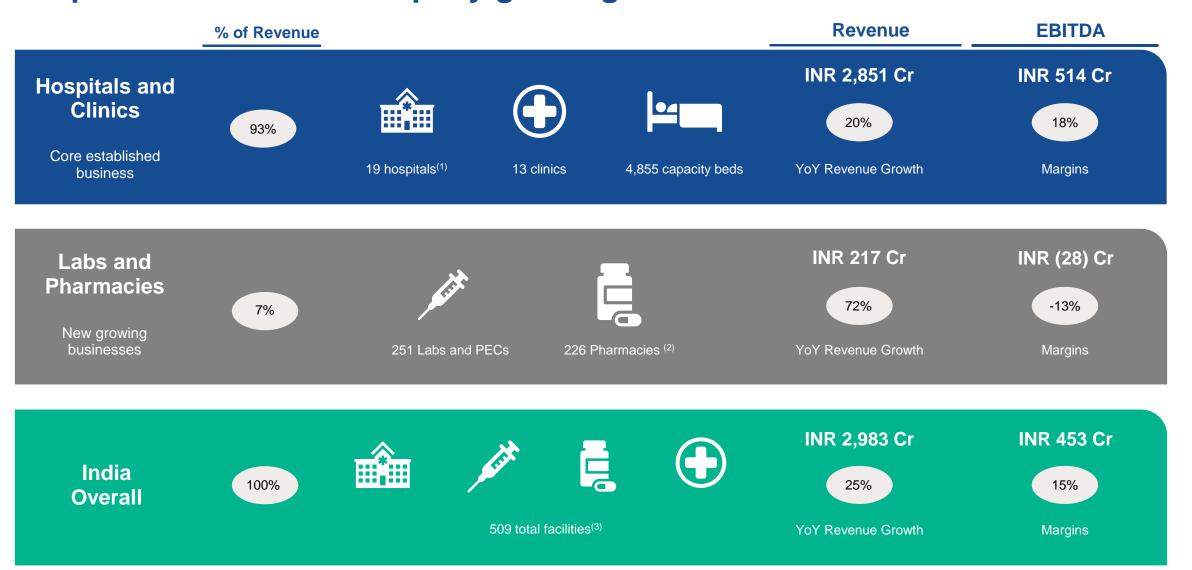
	FY18	FY23	
Revenue (5-year CAGR of 20%)	INR 1,178 Crores	INR 2,983 Crores	\checkmark
Expanding EBITDA Margin¹ (5-year CAGR of 35%)	10%	18%	✓
Improving ROCE ¹	1%	20.1%2	✓
Growing Facility Footprint	10 hospitals 7 Clinics	19 hospitals, 13 Clinics 226 Pharmacies 251 Labs & PECs ²	✓
Significant Capex Incurred	INR 124 Cr	INR 282 Cr	\checkmark
Increasing Patient Volumes	1.8m	2.9m	✓
ARPOB³ (Improved Realizations)	INR 23,700+	INR 39,000+ ²	✓
Healthy Occupancy Rates	65%	67%	\checkmark

For Hospitals

2. No. of facilities, ARPOB and ROCE are as on 30th September 2023

For FY23, Aster India has delivered strong performance in its core hospital business while rapidly growing the other new businesses





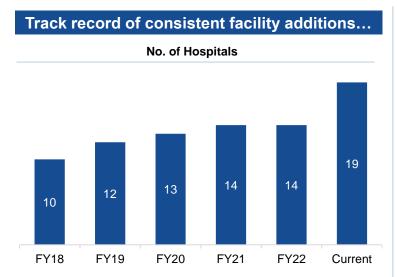
⁽¹⁾ Count includes 4 O&M asset light hospitals with a total capacity of 528 beds

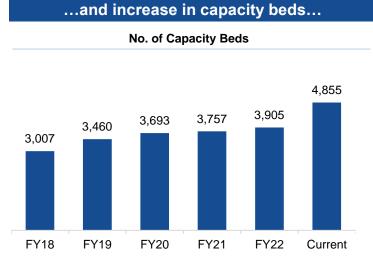
⁽²⁾ Pharmacies are franchised in India and are operated by ARPPL under license from Aster DM. Revenue is captured via wholesale entity which operates through 4 warehouses

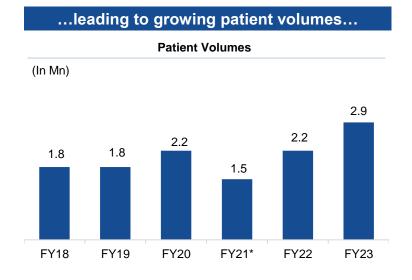
⁽³⁾ The count of facilities (hospitals, clinics, labs and pharmacies) is as of 30th September 2023

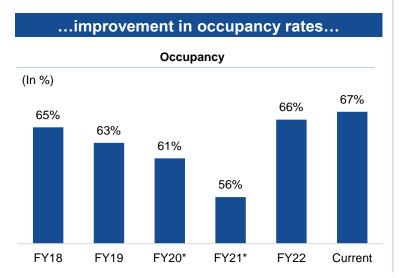
The core Hospitals business has shown strong and consistent improvement across all operational parameters...



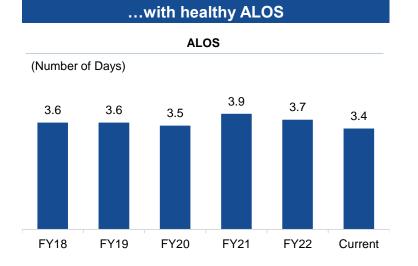






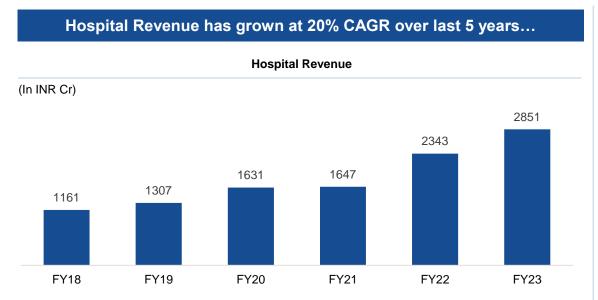


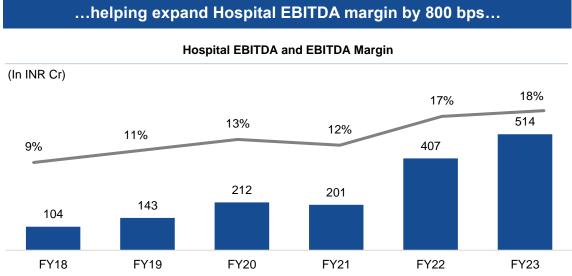


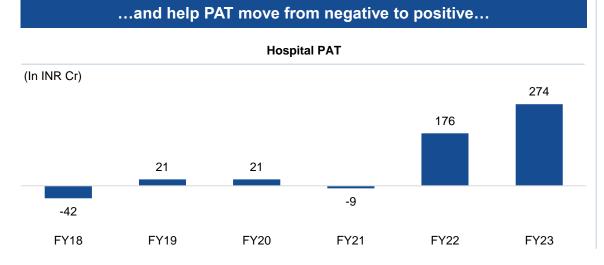


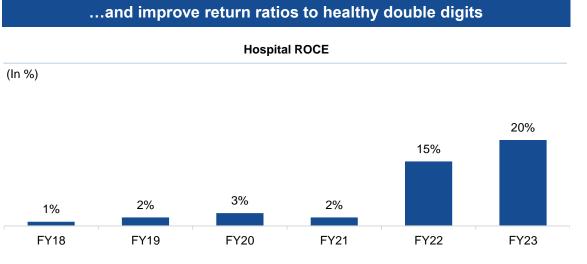
...resulting in a robust financial performance trajectory over these years











We are also making more investments via the Low Capex O&M model to further improve our return profile





2022 Aster Mother Hospital

Areekode, Kerala 140 capacity beds



2023 Aster Narayanadri Hospital

Tirupati, Andhra Pradesh 150 capacity beds



2023 Aster G Madegowda Hospital

Mandya, Karnataka 100 capacity beds



2023 Aster PMF

Kollam, Kerala 138 capacity beds Adding more beds through the O&M asset light model allows us to take healthcare to suburban areas at minimal cost



Year of Commencement of O&M Model in Aster India



Current Total bed capacity out our O&M hospitals



Outpatient Volume in FY23



No. of O&M hospitals currently

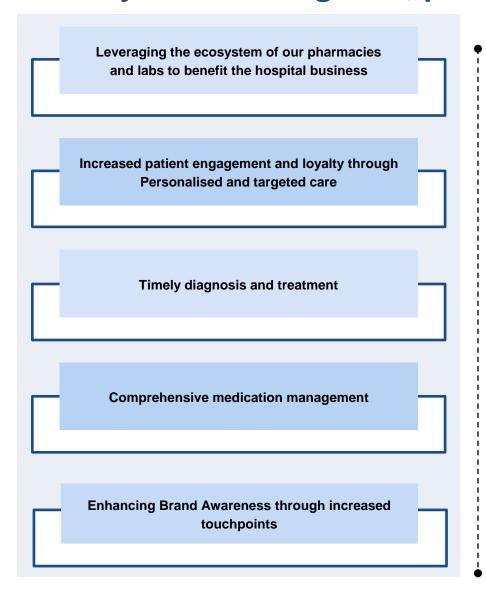


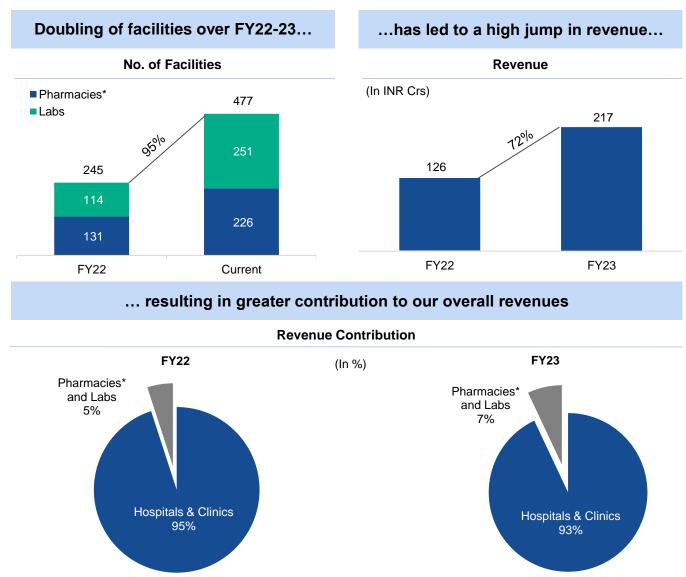
Total O&M Hospital Revenue in FY23

This asset light model has helped our hospitals achieve faster ramp-up and breakeven compared to capital intensive projects

In addition, we are gradually building the healthcare ecosystem in India by establishing labs, pharmacies etc. to create network effects







*Pharmacies in India are operated by ARPPL under license from Aster DM

Our strategic priorities towards driving future growth and improvement in profitability





Current occupancy levels provide meaningful headroom for revenue growth through sweating of assets



Asset Light Expansion

Low Capex model to achieve better returns

Cost Optimization Initiatives

To help improve EBITDA Margins



Focus on Virtual Care

Connecting patients through digital app for better reach

Improving Specialty Mix

Focusing more on niche specialties to drive better ARPOB



Capital Expenditure

Substantial brownfield and greenfield investments in pipeline



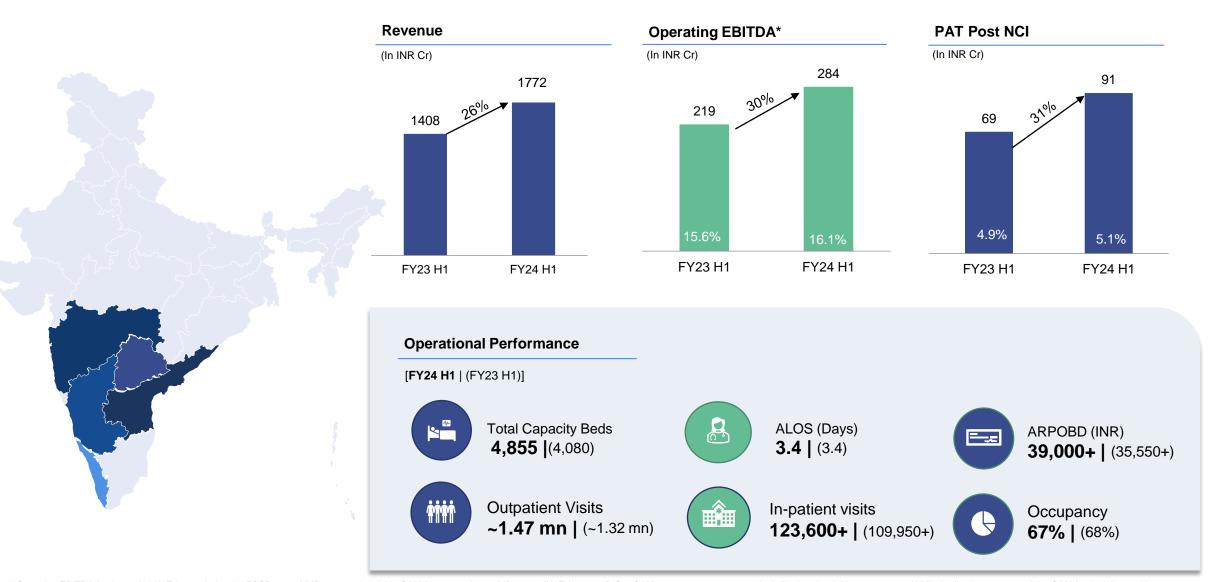
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India Financials

Business Snapshot-India H1 FY24





^{*}Operating EBITDA for the period H1FY24 excludes the ESOP cost of INR 2.5cr and variable O&M fee is delineated into depreciation and finance costs as per Ind AS 116, the variable component falls outside the scope of Ind AS 116, leading to an incomplete reflection of the standard's impact in EBITDA

India Financial Summary- Profitability Statement FY23



Particulars (In INR Cr)	FY21	FY22	FY23	Y-O-Y
Revenue from Operations	1,654	2,384	2,983	25%
Material Consumption	443	666	779	
Doctors' Cost	376	499	647	
Employee cost (excl. doctors)	357	443	581	
Other expenses	319	421	523	
EBITDA (excl. other income)	159	353	453	28%
Depreciation & Amortization	159	172	194	
Finance Cost	68	70	87	
Add: Other income	3	19	38	
РВТ	(65)	130	210	62%
Income Tax	22	30	32	
PAT	(87)	100	178	78%
Non controlling interest	4	37	20	
Share of net profit of associates	-0.2	3	11	
PAT (post- Non-Controlling Interest)	(91)	60	147	146%

India Financial Summary- Profitability Statement H1 FY24



Particulars (In INR Cr)	FY23 H1	FY24 H1	Y-O-Y
Revenue from Operations	1,408	1,772	26%
Material Consumption	369	455	
Doctors' Cost	308	383	
Employee cost (excl. doctors)	276	357	
Other expenses	236	293	
Operating EBITDA	219	284	30%
Variable O&M fee	9	11	
ESOP	-	3	
EBITDA	210	270	29%
Depreciation & Amortization	91	106	
Finance Cost	39	55	
Add: Other income	15	12	
РВТ	95	122	28%
Income Tax	13	15	
PAT	82	107	30%
Non controlling interest	8	10	
Share of net profit of associates	5	6	
PAT (post- Non-Controlling Interest)	69	91	32%

Balance Sheet- Key Numbers



Key Financial Numbers	As on March 2021	As on March 2022	As on March 2023
Gross Debt	399	431	597
Cash and Cash Equivalents (Less)	93	112	87
Net Debt (Gross Debt less Cash and Cash Eq.)	306	319	510
Lease Liabilities - INDAS116	346	444	533
Fixed Assets (including Goodwill & Ex ROU)	2,337	2,322	2,449
Key Financial Ratios	As on March 2021	As on March 2022	As on March 2023
Net Debt and Lease Liabilities / Equity	0.3x	0.4x	0.6x
Net Debt and Lease Liabilities / EBITDA	4.1x	2.2x	2.3x
Net Debt (excl. Lease Liabilities) / EBITDA	2.7x	1.0x	1.3x
ROCE- Pre-Tax (%) ²	0.6	10.1	13.4

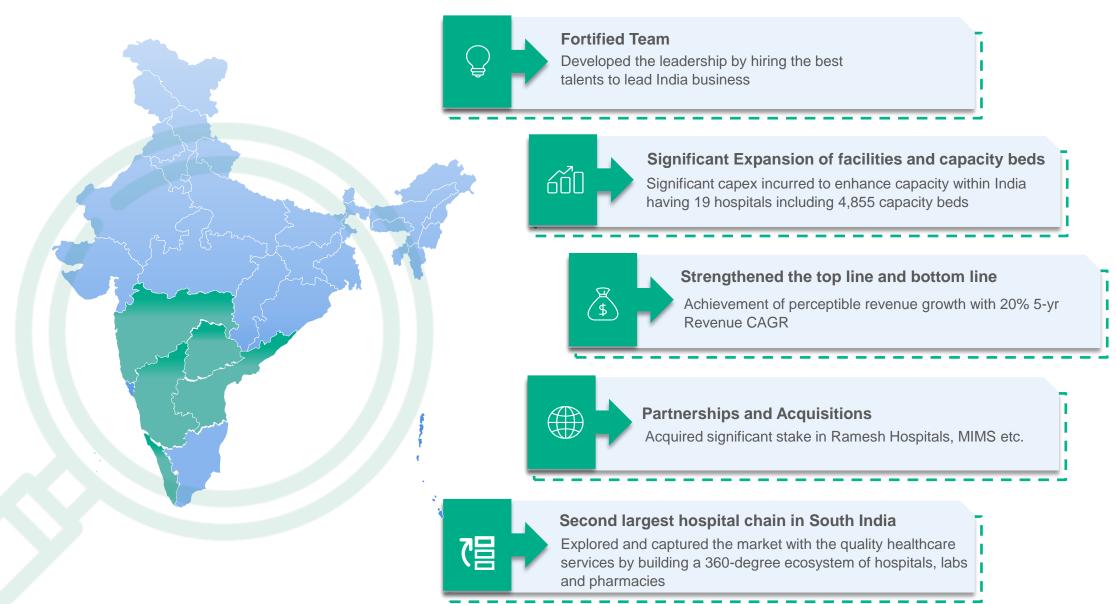
Above mentioned are the proforma financials for demerged India entity post-segregation

⁽¹⁾ EBITDA for purposes of this calculation is Pre-Ind AS

⁽²⁾ ROCE = EBIT/Average Capital Employed [Capital Employed excludes CWIP and Land Revaluation reserve]

Well prepared in over years to create India-focused listed entity







Thank You

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