



Aster DM Healthcare Limited

CIN: L85110KA2008PLC147259

Registered office: Awfis, 2nd Floor, Renaissance Centra, 27 & 27/1, Mission Road, Sampangi Rama Nagar,
Bengaluru-560027, Karnataka, India Tel: +91 484 6699999

Website: www.asterdmhealthcare.in Email: cs@asterdmhealthcare.com

Dear Members,

Invitation to attend the Sixteenth (16th) Annual General Meeting ("AGM") on Thursday, August 29, 2024

You are cordially invited to attend the Sixteenth (16th) AGM of the Company to be held on Thursday, August 29, 2024, at 11:30 AM IST through video conferencing ("VC")/ Other Audio-Visual Means ('OAVM'). The notice convening the AGM is enclosed herewith. For ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

S. No	Particulars	Details
1.	Helpline number for VC participation	For any assistance or support before or during the AGM, Members may contact the Company at cs@asterdmhealthcare.com / +91 9513911192
2.	Cut-off date for e-voting and final dividend	Thursday, August 22, 2024
3.	Time period for remote e-voting	Commences on Monday, August 26, 2024 at 09:00 A.M.(IST) and ends on Wednesday, August 28, 2024 at 05:00 P.M.(IST).
4.	Last date for publishing results of the e-voting	Saturday, August 31, 2024
5.	Registrar and Share Transfer Agent contact details	Link Intime India Pvt Ltd C-101,1st Floor, 247 Park, Lal Bahadur Shastri. Marg, Vikhroli (West), Mumbai -400 083 Maharashtra, India Tel: +91 22491 86200 Email: coimbatore@linkintime.co.in ghanalakshmi.s@linkintime.co.in

Yours truly,

Sd/-

Dr. Azad Moopen

Chairman and Managing Director

DIN:00159403

Place: Calicut

Date: July 31, 2024

Registered office:

Awfis, 2nd Floor, Renaissance Centra,
27 & 27/1, Mission Road, Sampangi Rama Nagar,
Bengaluru-560027, Karnataka, India

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Notice

Notice is hereby given that the 16th Annual General Meeting ('AGM') of the Members of Aster DM Healthcare Limited (the "Company") will be held on **Thursday, the 29th day of August 2024 at 11:30 A.M (IST)** through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') to transact the following business:

A. Ordinary Business

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company including the Audited Consolidated Financial Statements for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.**
- To declare a final Dividend of Rs. 2 /- per Equity Share of Rs.10/- each for the financial year ended 31st March, 2024.**
- To appoint a Director in the place of Mr. T J Wilson (DIN: 02135108), who retires by rotation and being eligible, offers himself for re-appointment.**

B. Special Business

- To ratify the remuneration payable to the Cost Auditors for the financial year 2024-2025.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 148 and read with Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory amendment(s)/modification(s) thereof for the time being in force), the Members be and hereby approve and ratify the remuneration of Rs. 2,25,000 /- (Rupees Two Lakhs and Twenty-Five Thousand only) plus out of pocket expenses & taxes as applicable to M/s. Jitender, Navneet & Co, Cost Accountants, (Firm Registration Number: 000119) who were appointed as Cost Auditors of the Company by the Board of Directors on the recommendation of the Audit Committee to conduct audit of cost accounting records for the financial year 2024-2025.

- To approve revision in the remuneration of Dr. Mandayapurath Azad Moopen (DIN: 00159403), as Managing Director of the Company till the end of his current tenure i.e. upto April 14th 2026.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the resolution passed by the members of the Company at the Annual General Meeting held on August 25, 2022 approving the appointment and remuneration payable to Dr. Mandayapurath Azad Moopen, (DIN: 00159403) as Managing Director of the Company and

pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s)/ modification(s) or re-enactment thereof of for the time being in force) and Regulation 17(6)(e) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), subject to the provisions of Articles of Association of the Company and subject to such other approval(s), consent(s) or permission(s) as may be required and pursuant to the recommendation of Nomination and Remuneration Committee and that of the Board of Directors, consent of the Members of the Company be and is hereby accorded for revision in the remuneration payable to Dr. Mandayapurath Azad Moopen, (DIN: 00159403) as Managing Director of the Company effective from April 1, 2024 for the remainder of his present term of appointment as stated below:

- Consolidated Salary:** Consolidated salary of upto INR 10,00,00,000/- (Rupees Ten Crores only) per annum which includes Fixed Salary and variable pay, allowances and perquisites, with the authority to the Board to fix the salary based on the recommendation of the Nomination and Remuneration Committee within the said maximum limit from time to time including the various components of such salary.
- Benefits apart from consolidated salary:** Group Mediclaim Insurance Policy, Group Personal Accident Policy and Group Term Life Insurance Policy. Use of Company's car, chauffeur and telephone for official purposes as per the rules of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT in the absence or inadequacy of profits in any financial year during the tenure of Dr. Mandayapurath Azad Moopen, as Managing Director of the Company, Dr. Mandayapurath Azad Moopen, be paid the aforesaid remuneration as minimum remuneration pursuant to Section II of Part II of Schedule V to the Act irrespective of the fact that such remuneration exceeds the limits as prescribed under Section 197 of the Act.

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) and other applicable Regulation(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to pay the revised remuneration to Dr. Mandayapurath Azad Moopen, as Managing Director on such terms and conditions as approved by the Board of Directors from time to time, upto conclusion of his tenure as Managing Director notwithstanding (i) the annual remuneration payable to him exceeds Rs. 5 crore or 2.5% of the net profits of the Company, whichever is higher; or (ii) the aggregate annual remuneration of all the Promoter Executive Directors of the Company exceeds 5% of the net profits of the Company calculated under Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be required or considered necessary, appropriate, expedient or desirable in regard to the payment of remuneration, as it may in its sole and absolute discretion deem fit to give effect to this resolution.

6. To approve re-appointment of Ms. Alisha Moopen (DIN: 02432525), as Deputy Managing Director of the Company for a term of five years with effect from August 07, 2024.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) and other applicable provisions of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), subject to the provisions of Articles of Association of the Company and subject to such other approval(s), consent(s) or permission(s), as may be required from the Central Government or any other authority and pursuant to the recommendation of Nomination and Remuneration Committee and that of Board of Directors, consent of the Members of the Company be and is hereby accorded for reappointment of Ms. Alisha Moopen (DIN: 02432525) as Deputy Managing Director of the Company for a period of 5 years with effect from August 7, 2024 to August 6, 2029.

RESOLVED FURTHER THAT Ms. Alisha Moopen, Deputy Managing Director of the Company be paid remuneration as stated below during her tenure:

Salary	Rs. 30 Lakhs per annum
Gratuity	As per the rules of the Company
Encashment of leave	As per the rules of the Company
Other benefits	Use of Company's car, chauffeur and telephone for official purposes as per the rules of the Company

RESOLVED FURTHER THAT in the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the appointment and/or remuneration based on the recommendation of the Nomination and Remuneration Committee subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) and other applicable Regulation(s), if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to pay remuneration to Ms. Alisha Moopen, as Deputy Managing Director on such terms and conditions as approved by the Board of Directors from time to time, upto conclusion of her tenure as Deputy Managing Director notwithstanding that the aggregate annual remuneration of all the Promoter Executive Directors of the Company exceeds 5% of the net profits of the Company calculated under Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.

7. To approve for payment of Commission to Independent Directors.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Section 197 and any other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of remuneration by way of commission, to the Non-Executive Independent Directors, of the Company to be determined by the Board of Directors for each of such Non-Executive Independent Director for each financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company in any financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard and such payments shall be made in respect of the profits of the Company for a period of 3 (three) years commencing from the Financial Year 2024-25.

RESOLVED FURTHER THAT the above commission shall be in addition to sitting fees and reimbursement of expenses being paid to the Independent Directors for attending the meetings of the Board and/or other meetings.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any questions that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

8. To appoint Mr. Maniedath Madhavan Nambiar (DIN: 01122411) as an Independent Director of the Company with effect from July 31, 2024 till the conclusion of 19th Annual General Meeting of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions of SEBI Listing Regulations, Mr. Maniedath Madhavan Nambiar (DIN: 01122411) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors on July 31, 2024 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the member's intention to propose appointment of Mr. Maniedath Madhavan Nambiar as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from July 31, 2024 till the conclusion of 19th Annual General Meeting of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Maniedath Madhavan Nambiar be continued as an Independent Director (under Non-Executive category) of the Company, notwithstanding that on November 09, 2025 he attains the age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

9. To appoint Mr. Sunil Theckath Vasudevan (DIN: 00294130) as an Independent Director of the Company with effect from July 31, 2024 till the conclusion of 19th Annual General meeting of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI Listing Regulations") (including any statutory modification (s) or re-enactment(s) thereof, for the time being in force) and any other applicable provisions of SEBI Listing Regulations, Mr. Sunil Theckath Vasudevan (DIN: 00294130) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors on July 31, 2024 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the member's intention to propose appointment of Mr. Sunil Theckath Vasudevan as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from July 31, 2024 till the conclusion of 19th Annual General Meeting of the Company and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

10. To appoint Mr. Anoop Moopen (DIN: 02301362) as a Non-Executive Non-Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and any other applicable provisions of SEBI Listing Regulations, Mr. Anoop Moopen (DIN: 02301362), who was appointed as an Additional Director of the Company by the Board of Directors on July 31, 2024 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

Place: Calicut

Date : July 31, 2024

Registered office:

Awfis, 2nd Floor, Renaissance Centra,
27 & 27/1, Mission Road, Sampangi Rama Nagar,
Bengaluru-560027, Karnataka, India

11. To appoint Dr. Zeba Azad Moopen (DIN: 03604401) as a Non-Executive Non-Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], and any other applicable provisions of SEBI Listing Regulations, Dr. Zeba Azad Moopen (DIN: 03604401), who was appointed as an Additional Director of the Company by the Board of Directors on July 31, 2024 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and are hereby authorized to do all such acts, deeds and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.

By Order of the Board of Directors
For **Aster DM Healthcare Limited**

Dr. Azad Moopen

Chairman and Managing Director
DIN:00159403

Notes

1. Pursuant to the General Circular No 9/2023 dated September 25, 2023 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), Companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning business under Item No. 4, 5, 6, 7, 8, 9, 10 & 11 is annexed hereto. Further, the relevant details with respect to Item No. 3, 5, 6, 8, 9, 10 & 11 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed.
3. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the Members will not be available. Accordingly, the route map, proxy form and attendance slip are not attached to this Notice. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company situated at Awfis, 2nd Floor, Renaissance Centra, 27 & 27/1, Mission Road, Sampangi Rama Nagar, Bengaluru - 560027, Karnataka, India, which shall be the deemed venue of the AGM.
4. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to update in the e-voting portal, the scanned certified copy of the Board resolution / authorization letter to the Company together with attested specimen signature(s) of the duly authorised representative's and by email to cs@asterdmhealthcare.com and the Scrutinizer at rajiv@beyondcompliance.in with a copy marked to evoting@nsdl.com. Corporate Members/ Institutional Investors (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/ Power of Attorney/Authority Letter etc. by clicking on the "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.
5. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
7. The following documents will be available for inspection by the Members electronically during the 16th AGM. Members seeking to inspect such documents can send an email to cs@asterdmhealthcare.com.
 - a. Certificate from the Secretarial Auditor of the Company relating to the Company's Stock Options Plans under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
 - b. Register of Directors and Key Managerial Personnel and their shareholding, and
 - c. Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
8. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 29, 2024. Members seeking to inspect such documents can send an email to cs@asterdmhealthcare.com.
9. In compliance with Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company has provided a facility to its Members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited (NSDL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses is provided in the "Instructions for e-voting" section which forms part of this Notice. The Board has appointed Mr. Rajiv Balakrishnan, Director of M/s Beyond Compliance Corporate Services Private Limited as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
10. The e-voting period commences on Monday, August 26, 2024 (09:00 A.M IST) and ends on Wednesday, August 28, 2024 (05:00 P.M IST). During this period, Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Thursday, August 22, 2024 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A Member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of Members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on August 22, 2024. The Notice of the AGM indicating the instructions for the remote e-voting process can be downloaded from the NSDL's website www.evoting.nsdl.com or the Company's website <https://www.asterdmhealthcare.in/investors/shareholders-services/annual-general-meeting>.

11. Members may note that the Board, at its meeting held on May 28, 2024, has recommended a final dividend of ₹ 2 /- per equity share for the financial year ended March 31, 2024. The final dividend, if approved at the meeting, will be made on or after September 10th, 2024, to those members whose names are on the Company's Register of Members on **Thursday, August 22, 2024** and to those whose names appear as Beneficial Owners as at the close of the business hours on Thursday, August 22, 2024 as per the details to be furnished by the Depositories, viz. NSDL and CDSL for this purpose.
12. To avoid delay in receiving dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
13. In accordance with the provisions of the Income Tax Act, 1961 as amended by and read with the provisions of the Finance Act, 2020, with effect from April 1, 2020, dividend declared and paid by the Company is taxable in the hands of its Members and the Company is required to deduct tax at source (TDS) from dividend paid to the Members at the applicable rates. A separate email will be sent at the registered email ID of the members describing about the detailed process to submit the documents/declarations along with the formats with respect to deduction of tax at source on the dividend payout. Sufficient time will be provided for submitting the documents/declarations by the Members who are desiring to claim beneficial tax treatment. The intimation will also be uploaded on the website of the Company at https://www.asterdmhealthcare.in/fileadmin/user_upload/Mail2_Draftemailtoshareholder_FinalDividendTD_01.pdf
14. In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, valid PAN linked to Aadhar, and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company.
15. Resident Individual Shareholder with PAN who is not liable to pay income tax can submit a yearly declaration in Form 15 G/H to avail the benefit of non-deduction of tax at source by uploading the forms on <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or email to coimbatore@linkintime.co.in or dividend@asterdmhealthcare.com by August 27, 2024 (upto 5.00 P.M.) to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please visit the website of the Company at https://www.asterdmhealthcare.in/fileadmin/user_upload/Mail2_Draftemailtoshareholder_FinalDividendTD_01.pdf and also refer to the email being sent to members in this regard on August 06, 2024.

Shareholders are requested to note that if the PAN is not correct/ invalid/inoperative or they have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as

applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by uploading the forms on <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or by e-mail to coimbatore@linkintime.co.in or dividend@asterdmhealthcare.com the aforesaid declarations and documents need to be submitted by August 27, 2024 (upto 5.00 pm).

16. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts viz., NSDL and CDSL, will be used by the Company for payment of dividend. Members who are yet to update their bank account details, Dividend Demand drafts will be sent to their registered addresses through post. To avoid the delay in receiving the dividend, Members are requested to update their KYC details with their DP's. Member holding shares in physical form are requested to update bank details with the Company's Registrar and Share Transfer Agents.
17. Members are requested to address all correspondence, including dividend-related matters, to Link Intime India Pvt Ltd, Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028, Tel : 0422-2314792, 4958995, 2539835, 2539836 and E-mail: coimbatore@linkintime.co.in .
18. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM. Members who have cast their vote by remote e-voting prior to the AGM will also be eligible to participate at the AGM but shall not be entitled to cast their vote again on such resolutions for which the Member has already cast the vote through remote e-voting.
19. In case of joint shareholders, only such joint holder whose name is appearing first in the Register of Members will be entitled to vote at the AGM.
20. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at "evoting@nsdl.com". However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing user ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000. In case of Individual Shareholders holding securities in

demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 22, 2024 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

21. In compliance with the Circulars, the Annual Report of financial year 2023-2024, the Notice of the 16th AGM and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s). The Company shall send the physical copy of Integrated Annual Report FY 2023-24 to those Members who request the same at cs@asterdmhealthcare.com or at coimbatore@linkintime.co.in mentioning their Folio No./DP ID and Client ID.
22. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants and Members holding shares in physical mode are requested to update their email addresses with the Company by sending an email to cs@asterdmhealthcare.com to receive copies of the Annual Report 2023-2024 in electronic mode. Members may follow the process detailed below for registration of their email ID to obtain the Annual Report and user ID / password for e-voting.

Type of Holder	Registering Email Address
Physical	Send a request to the Company at cs@asterdmhealthcare.com providing Folio No, Name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) for registering email address.
Demat	Please contact your DP and register your email address in your demat account, as per the process advised by your DP.

Alternatively, members may send an e-mail request to evoting@nsdl.com for obtaining User ID and Password for e-Voting.

23. Members may also note that the Notice of the 16th AGM and Annual Report 2023-2024 will be available on the Company's website at <https://www.asterdmhealthcare.in/investors/shareholders-services/annual-general-meeting> and websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited, at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL www.evoting.nsdl.com.
24. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the Directors retiring by rotation / seeking re-appointment forms part of the Notice.
25. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
26. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA and will also be displayed on the Company's website at <https://www.asterdmhealthcare.in/investors/shareholders-services/annual-general-meeting>.

By Order of the Board of Directors
For **Aster DM Healthcare Limited**

Dr. Azad Moopen

Chairman and Managing Director
DIN:00159403

Place: Calicut

Date : July 31, 2024

Registered office:

Awfis, 2nd Floor, Renaissance Centra,
27 & 27/1, Mission Road, Sampangi Rama Nagar,
Bengaluru-560027, Karnataka, India

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 4

Members may note that as per Section 148 of the Companies Act, 2013, ('the Act') read with Companies (Cost Records and Audit) Rules, 2014, your Company is required to maintain cost records and appoint a Cost Auditor to have the cost records audited on annual basis.

The Board of Directors, based on the recommendation of the Audit Committee, at their meeting held on May 28, 2024, had approved the re-appointment of M/s. Jitender, Navneet & Co, Cost Accountants, (Firm Registration Number: 000119) as Cost Auditors to carry out cost audit for the financial year 2024-2025.

In accordance with Section 148 (3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors is required to be ratified by the Members of the Company.

The Board of Directors accordingly recommends the passing of the said resolution as contained in the Notice for approval by the Members as an ordinary resolution. The details of the remuneration proposed by the Board of Directors is as under:

A remuneration of Rs. 2,25,000 /- (Rupees Two Lakhs and Twenty-Five Thousand only) plus out of pocket expenses & taxes as applicable is being proposed for the Cost Audit for the financial year 2024-2025 and same has been recommended by the Audit Committee and the Board of Directors.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO 5

Dr. Mandayapurath Azad Moopen (DIN:00159403) is currently appointed as the Managing Director of the Company till April 14, 2026. He currently draws a fixed salary of INR 60 lakhs per annum. Dr. Mandayapurath Azad Moopen is also the Chairman of the Board of Directors of the Company. He is responsible for the Company's overall business operations and is responsible for setting forth the group strategy and vision. Considering, his rich and varied experience in the Healthcare industry, the overall performance of the Company during his tenure and the need to achieve the strategic objectives of the Company in expanding the footprint of the Company in India post segregation of GCC business of the Company, on recommendation of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company at its Meeting held on May 28, 2024, approved revision in the terms of remuneration of Dr. Mandayapurath

Azad Moopen with effect from April 01, 2024 for the remainder of the term of his present appointment as follows:

Consolidated Salary: Consolidated salary upto INR 10,00,00,000/- (Rupees Ten Crore only) per annum which includes fixed and variable pay, allowances and perquisites, with the authority to the Nomination and Remuneration Committee and the Board to fix the salary within the said maximum limit from time to time including the various components of such salary.

Benefits apart from consolidated salary: Group Medclaim Insurance Policy, Group Personal Accident Policy and Group Term Life Insurance Policy. Use of Company's car, chauffeur and telephone for official purposes as per the rules of the Company.

The remuneration shall be effective from April 01, 2024 as per the terms mentioned above for the remainder of the term of his present appointment up to April 14, 2026 or such other earlier date where a resolution is passed by the Board of Directors altering or varying the remuneration and the Board of Directors are authorized to alter and vary the said remuneration in such form and manner or with such modifications as the Board of Directors may deem appropriate, as the case may be, within the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time.

Members may note that in case of no profits or inadequacy of profits in any financial year, Section 197 read with Schedule V of the Act allows payment of remuneration in excess of the limits prescribed therein if the shareholders, by way of special resolution, approve the same for a period not exceeding three years. Accordingly, in the event of no profits or inadequate profits in any financial year during the tenure of Dr. Azad Moopen as Managing Director of the Company, he shall be paid the aforesaid remuneration, including variable pay, perquisites, benefits etc. notwithstanding that the same may exceed the limits prescribed under Section 197 read with Schedule V of the Act, as amended from time to time, during his tenure as Managing Director of the Company i.e. from April 1, 2024 to April 14, 2026.

As per the Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, the fees or compensation payable to Executive Directors who are Promoters or Members of the Promoter group, shall be subject to the approval of the Shareholders by special resolution in a general meeting, if-

- (i) the annual remuneration payable to such Executive Director exceeds INR 5 crores or 2.5 percent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such Director, the aggregate annual remuneration to such directors exceeds 5 percent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013.

At present, there are two (2) Executive Directors who are Promoters, on the Company's Board viz., Dr. Azad Moopen and Ms. Alisha Moopen.

In the case of Dr. Azad Moopen, the remuneration that may be paid every year could exceed either 2.5% of the net profits of the Company or INR 5 crores individually as specified under Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly, approval of shareholders is sought for the payment of such remuneration to Dr. Azad Moopen.

The remaining terms and conditions of the remuneration shall remain same as mentioned in resolution passed by the members dated August 25, 2022.

Except Dr. Mandayapurath Azad Moopen, Ms. Alisha Moopen, Dr. Zeba Azad Moopen and Mr. Anoop Moopen and their relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, either directly or indirectly in the proposed resolution.

Accordingly, the Board of Directors recommends passing of the special resolution as set out at Item No. 5 of this Notice, for the approval of the Members.

Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, additional details about Dr. Mandayapurath Azad Moopen is annexed to this Notice.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Statement as per Clause IV of Section II - Part II under Schedule V of Companies Act, 2013:

I. General information

- (1) **Nature of industry:** The Company is in the business of providing Healthcare services.
- (2) **Date or expected date of commencement of commercial production:** Not applicable.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- (4) **Financial performance based on given indicators:**

Particulars	(INR in crores)	
	FY 2023-24	FY 2022-23
Total Income	2,085.52	1,583.51
Total expenditure	1,876.17	1,401.18
Profit/(loss) before exceptional items and tax	209.35	182.33
Exceptional item	--	--
Profit/(loss) before tax	209.35	182.33
Less: Tax expense	52.39	9.04
Profit for the year	156.96	173.29
Other comprehensive income/(loss), net of taxes	(0.64)	0.41
Total comprehensive income/ (loss)	156.32	173.70

- (5) **Foreign investments or collaborations, if any:** As on March 31, 2024, around 80.12% of the paid-up equity share capital of the Company is held by foreign companies and foreign individuals, foreign portfolio investors, foreign venture capital investors and non-resident Indians.

II. Information about the appointee:

- (1) **Background details:** Dr. Azad Moopen is the Chairman and Managing Director of the Company. He is a gold medalist in Medicine and a Post-graduate in General Medicine from University of Calicut, Kerala, India and a Diploma holder in Tuberculosis and Chest diseases from Delhi University, Delhi, India. He is responsible for the Company's overall business operations and is responsible for setting forth the group strategy and vision.
- (2) **Past remuneration:** Dr. Azad Moopen has drawn remuneration of Rs. 60 lakhs per annum from Aster DM Healthcare Limited since his re-appointment on April 15, 2023 along with other benefits like use of Company's car, chauffeur and telephone for official purposes, Gratuity and Encashment of leave as per the rules of the Company.
- (3) **Recognition or awards:** He has been honoured by the Government of India with the Padma Shri Award in 2011 and the Pravasi Bharatiya Samman in 2010. He has also been conferred the Best Doctor Award by the Government of Kerala in 2009. He has also received the Arab Health Award from the Arab Health Forum in 2010, the Arabian Business Achievement Award from the ITP Publishing Group in 2010 and the Healthcare CEO of the year Award at the CEO Middle East Awards 2015.
- (4) **Job profile and his suitability:** He is responsible for the Company's overall business operations and is responsible for setting forth the group strategy and vision. Considering the expertise, experience and the need to oversee various activities of the Company, the proposed remuneration is considered justifiable.
- (5) **Remuneration proposed:** It is proposed to pay a Consolidated salary upto INR 10,00,00,000/- (Rupees Ten Crore only) per annum which includes fixed and variable pay, allowances and perquisites along with other benefits like use of Company's car, chauffeur and telephone for official purposes, Gratuity and Encashment of leave as per the rules of the Company to Dr. Azad Moopen.
- (6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):** The Nomination and Remuneration Committee and the Board have taken into consideration the size and nature of business of the Company in India and outside, the varied and rich experience of Dr. Azad Moopen and compared to the remuneration of similarly placed personnel in comparable Companies, financial position of the Company, market trends and industry standards, jurisdiction, etc., while determining his remuneration with regard to the payment of remuneration as mentioned above.

- (7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:** Dr. Azad Moopen is the father of Ms. Alisha Moopen (Deputy Managing Director), Dr. Zeba Azad Moopen (Non Executive Director) and father in law of Mr. Anoop Moopen (Non Executive Director) of the Company.

III. Other information:

- (1) **Reasons of loss or inadequate profits:** The Company has a profit after tax of INR 156.96 crores on standalone basis for financial year 2023-24. As a matter of abundant precaution, the Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 as the profitability of the Company may vary in future due to any unforeseen circumstances.
- (2) **Steps taken or proposed to be taken for improvement:** Not Applicable
- (3) **Expected increase in productivity and profits in measurable terms:** Not Applicable

IV. Disclosures

The information relating to elements of remuneration packages of all Directors have been disclosed in the Corporate Governance Section of the Annual report.

Profile of Dr. Azad Moopen

Dr. Azad Moopen, the visionary Founder, Chairman and Managing Director, is a Gold Medallist in MBBS and a Post-Graduate in General Medicine from Calicut Government Medical College in Kerala, and a Diploma holder in Chest Diseases from Delhi University, India. He is responsible for the Company's overall business operations and is responsible for setting forth the group strategy and vision.

Dr. Azad Moopen's journey in the healthcare sector has been phenomenal. From a single doctor clinic in Dubai in 1987, over 38 years, Aster DM Healthcare Limited is one of the largest healthcare service providers operating in India with a strong presence across primary, secondary, tertiary, and quaternary healthcare through 19 hospitals, 13 clinics, and 232 labs and patient experience centers across 5 states in India.

He has been honoured by the Government of India with the Padma Shri Award in 2011 and the Pravasi Bharatiya Samman in 2010. He has also been conferred the Best Doctor Award by the Government of Kerala in 2009. He has been awarded with a fellowship of the Royal College of Physicians (FRCP), UK in 2019, for his significant contribution to the medical and healthcare profession. He has been honoured with the prestigious 'Lifetime Achievement Award' at 10th edition of The Federation of Indian Chambers of Commerce (FICCI) Healthcare Excellence Awards in 2018. He has received the 'Visionary CEO of the Year Award' in recognition of his contribution at the CEO Middle East Awards by Arabian Business in 2019. He has been awarded by Harvard Business Council in 2021 for Organizational Excellence during one of the toughest years in recent history – Covid-19 pandemic. He has been appointed to the Advisory Council of Dubai International Chamber by HH Sheikh Mohammed Bin Rashid

Al Maktoum, Vice-President and Prime Minister of UAE and Ruler of Dubai in 2021.

ITEM NO 6

The Members of the Company on October 14, 2019 vide special resolution passed through Postal ballot approved the appointment of Ms. Alisha Moopen as Deputy Managing Director of the Company for a period of 5 years with effect from August 07, 2019, subject to approval of the Central Government as Ms. Alisha Moopen is a Non-Resident Indian (as per Schedule V of the Companies Act, 2013).

The Central Government has granted approval under section 196 read with Part-I (e) of schedule-V of the Companies Act, 2013 vide order No. SRNR09511726 /2 /2019- CL-VII dated January 27, 2021, for appointment of Ms. Alisha Moopen, as Deputy Managing Director of the Company for a period of 5 years with effect from August 07, 2019 to August 06, 2024.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on May 28, 2024 have approved and recommended to the Members the re-appointment of Ms. Alisha Moopen (DIN: 02432525) as Deputy Managing Director of the Company for a period of 5 years with effect from August 07, 2024 to August 06, 2029.

Further, as per the proviso to Section 196 (3) (a) of the Companies Act, 2013, the Company seeks consent of the members by way of special resolution for re-appointment of Ms. Alisha Moopen (DIN: 02432525) for a period of five years with effect from August 07, 2024 to August 06, 2029 for a remuneration as stated below during her tenure:

Salary	Rs. 30 Lakhs per annum
Gratuity	As per the rules of the Company
Encashment of leave	As per the rules of the Company
Other benefits	Use of Company's car, chauffeur and telephone for official purposes as per the rules of the Company

The Board of Directors are authorized to alter and vary the said remuneration in such form and manner or with such modifications as the Board of Directors may deem appropriate, as the case may be, within the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time.

As Deputy Managing Director, Ms. Alisha Moopen is responsible for overseeing the strategic direction and development of the Company and notably spearheading the expansion of the group in India and new markets. Ms. Alisha will be assuming the responsibilities of overseeing and strategically driving the hospitals, clinics and other verticals in India.

The Board of Directors are of the view that the Company will continue to achieve greater heights and milestones under her leadership. Accordingly, the Board recommends the special resolution for approval of members.

As per the Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be

subject to the approval of the Shareholders by special resolution in a general meeting, if-

- (i) the annual remuneration payable to such executive director exceeds INR 5 crores or 2.5 percent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity calculated as per the provisions of Section 198 of the Companies Act, 2013.

Considering the requirement, the approval of members by way of a special resolution is sought, in case the aggregate annual remuneration payable to Dr. Azad Moopen and Ms. Alisha Moopen exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013 and in terms of Regulation 17(6)(e) of the SEBI (LODR) (Amendment) Regulations, 2015.

Since Ms. Alisha Moopen is a Foreign National as per provisions of the Companies Act, 2013 her appointment as a Managing Director is subject to approval of the Central Government.

Profile of Ms. Alisha Moopen

Ms. Alisha joined Aster group in February 2012. During her illustrious career at Aster, she has held a number of senior leadership roles including CEO of Aster Hospitals and Medcare & Medical Centres – GCC and working closely with Dr. Azad Moopen, Chairman and Managing Director, she assumed a more challenging role and is leading the growth strategy of the Company. Currently, she is responsible for overseeing the strategic direction and development of the Company and notably spearheading the expansion of the group in the GCC, India and new markets including Cayman Islands.

She was inducted to the Board of Aster DM Healthcare Limited on September 20, 2013. She is the member of Risk Management Committee, Audit Committee, Medical Excellence Committee and Investment and Finance Committee of the Board.

Ms. Alisha is 43 years old. She is holding 2,15,842 equity shares in the Company. She is also serving as a Director of Wayanad Infrastructure Private Limited. She has attended 12 Board meetings of the Company during FY 2023-24.

She is a Chartered Accountant from the ICAS (Institute of Chartered Accountants of Scotland) and has worked earlier with Ernst & Young. She graduated from the University of Michigan, Ann Arbor with distinction in Finance & Accounting. She also holds a degree in Global Leadership & Public Policy Change from Harvard University. She was elected by World Economic Forum as a Young Global Leader to join the class of 2018. Recognising her past work in healthcare, she has been inducted into a 5-year programme with like-minded people who are committed and passionate to tackle the main challenges of the world today, with healthcare being one of them. She has also been appointed to the Board of YPO's Dubai Chapter, a global leadership organization that brings together over 27,000 chief executives from over 130 countries. She is currently serving as the Learning

Officer at YPO. She is the Founder and Vice-Chairwoman of Dubai Healthcare Business Group. In 2021, she was also appointed to the Board of Thought Leadership and Innovation Foundation, a US based Non-profit organization. She has also been featured in Business Today's Most Powerful Women list 2019. She was also recognised as one of the Top 100 World's Greatest Leaders in Asia and GCC in 2018. In 2022, Ms. Alisha was recognized as the Healthcare CEO of the Year by CEO Middle East and awarded with UAE's Young Leader of the Year recognition by India Global Forum. She was recognized as one of the Most Influential Women in the Arab World by CEO Middle East Magazine. Ms. Alisha was recently featured in Fortune India and Business Today's Most Powerful Women in Business list. In 2023, Arabian Business named her as one of the top 10 Healthcare Visionaries for Middle East, and Gulf Business awarded her as the Healthcare Leader of the Year. She was also listed in 50 Inspiring Women Leaders 2023 by Arabian Business.

Ms. Alisha will be assuming the responsibilities of overseeing and strategically driving the hospitals, clinics and other verticals in India.

Remuneration Proposed:

The Board of Directors at their meeting held on May 28, 2024 on recommendation of Nomination and Remuneration Committee has recommended payment of remuneration as detailed below:

Salary	Rs. 30 Lakhs per annum
Gratuity	As per the rules of the Company
Encashment of leave	As per the rules of the Company
Other benefits	Use of Company's car, chauffeur and telephone for official purposes as per the rules of the Company

The remuneration shall be effective from August 07, 2024 as per the terms mentioned above for a period of appointment up to August 06, 2029 or such other earlier date where a resolution is passed by the Board of Directors altering or varying the remuneration and the Board of Directors are authorized to alter and vary the said remuneration in such form and manner or with such modifications as the Board of Directors may deem appropriate, as the case may be, within the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time.

Except Ms. Alisha Moopen, Dr. Mandayapurath Azad Moopen, Dr. Zeba Azad Moopen and Mr. Anoop Moopen and their relatives, none of the other Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, either directly or indirectly in the proposed resolution.

Accordingly, the Board of Directors recommends passing of the special resolution as set out at Item No. 6 of this Notice, for the approval of the Members.

Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, additional details about Ms. Alisha Moopen is annexed to this Notice.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Statement as per Clause IV of Section II - Part II of Schedule V of Companies Act, 2013

I. General information

- (1) **Nature of industry:** The Company is in the business of providing Healthcare services.
- (2) **Date or expected date of commencement of commercial production:** Not applicable.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable.
- (4) **Financial performance based on given indicators:**

Particulars	(INR in crores)	
	FY 2023-24	FY 2022-23
Total Income	2,085.52	1,583.51
Total expenditure	1,876.17	1,401.18
Profit/(loss) before exceptional items and tax	209.35	182.33
Exceptional item	--	--
Profit/(loss) before tax	209.35	182.33
Less: Tax expense	52.39	9.04
Profit for the year	156.96	173.29
Other comprehensive income/(loss), net of taxes	(0.64)	0.41
Total comprehensive income/ (loss)	156.32	173.70

- (5) **Foreign investments or collaborations, if any:** As on March 31, 2024, around 80.12% of the paid-up equity share capital of the Company is held by foreign companies and foreign individuals, foreign portfolio investors, foreign venture capital investors and non-resident Indians.

II. Information about the appointee:

- (1) **Background details:** Ms. Alisha Moopen is the Deputy Managing Director of the Company. She is a Chartered Accountant from the ICAS (Institute of Chartered Accountants of Scotland) and has worked earlier with Ernst & Young. She graduated from the University of Michigan, Ann Arbor with distinction in Finance & Accounting. She also holds a degree in Global Leadership & Public Policy Change from Harvard University.
- (2) **Past remuneration:** Ms. Alisha Moopen has drawn remuneration of Rs. 30 lakhs per annum from Aster DM Healthcare Limited since her revision in remuneration on April 01, 2021 along with other benefits like use of Company's car, chauffeur and telephone for official purposes, Gratuity and Encashment of leave as per the rules of the Company.
- (3) **Recognition or awards:** She has been appointed to the Board of YPO's Dubai Chapter, a global leadership organization that brings together over 27,000 chief executives from over 130 countries. She is currently

serving as the Learning Officer at YPO. She is the Founder and Vice-Chairwoman of Dubai Healthcare Business Group. In 2021, she was also recently appointed to the Board of Thought Leadership and Innovation Foundation, a US based Non-profit organization. In 2020, Ms. Alisha was recognized as one of the Most Influential Women in the Arab World by CEO Middle East Magazine. She has also been featured in Business Today's Most Powerful Women list 2019. She was also recognised as one of the Top 100 World's Greatest Leaders in Asia and GCC in 2018. In 2022, Ms. Alisha was recognized as the Healthcare CEO of the Year by CEO Middle East and awarded with UAE's Young Leader of the Year recognition by India Global Forum. She was recognized as one of the Most Influential Women in the Arab World by CEO Middle East Magazine. Ms. Alisha was recently featured in Fortune India and Business Today's Most Powerful Women in Business list. In 2023, Arabian Business named her as one of the top 10 Healthcare Visionaries for Middle East, and Gulf Business awarded her as the Healthcare Leader of the Year. She was also listed in 50 Inspiring Women Leaders 2023 by Arabian Business.

- (4) **Job profile and her suitability:** Ms. Alisha joined Aster group in February 2012. During her illustrious career at Aster, she has held a number of senior leadership roles including CEO of Aster Hospitals and Medcare & Medical Centres – GCC and working closely with Dr. Azad Moopen, Chairman and Managing Director, she assumed a more challenging role and leading the growth strategy of the Company. Currently, she is responsible for overseeing the strategic direction and development of the Company and notably spearheading the expansion of the group in India. She was inducted to the Board of Aster DM Healthcare Limited on September 20, 2013. She is the member of Risk Management Committee, Audit Committee, Medical Excellence Committee and Investment and Finance Committee of the Board.
- (5) **Remuneration proposed:** It is proposed to pay Rs. 30 lakhs per annum along with other benefits like use of Company's car, chauffeur and telephone for official purposes, Gratuity and Encashment of leave as per the rules of the Company to Ms. Alisha Moopen.
- (6) **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin):** The Nomination and Remuneration Committee and the Board have taken into consideration the size and nature of business of the Company in India and outside, the varied and rich experience of Ms. Alisha Moopen and compared to the remuneration of similarly placed personnel in comparable companies, financial position of the Company, market trends and industry standards, jurisdiction, etc., while determining her remuneration with regard to the payment of remuneration as mentioned above.

- (7) **Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other Director, if any:** Dr. Azad Moopen (Chairman and Managing Director) is the father of Ms. Alisha Moopen, Mr. Anoop Moopen (Non Executive Director) is the brother in law of Ms. Alisha Moopen and Dr. Zeba Azad Moopen (Non Executive Director) is the sister of Ms. Alisha Moopen.

III. Other information:

- (1) **Reasons of loss or inadequate profits:** The Company has a profit after tax of INR 156.96 crores on standalone basis for financial year 2023-24.
- (2) **Steps taken or proposed to be taken for improvement:** Not Applicable.
- (3) **Expected increase in productivity and profits in measurable terms:** Not Applicable.

IV. Disclosures

The information relating to elements of remuneration packages and other disclosures as required under Section II - Part II of Schedule V have been disclosed in the Corporate Governance Section of the Annual report.

ITEM NO 7

The Independent Directors of the Company are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, Accountancy & Audit, Law, Risk Management, Global Business and Leadership amongst others.

They are actively involved in various decision-making process and are making valuable contributions towards financial performance, governance, long term strategy and compliances. Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the SEBI (LODR) Regulations with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board. The role and responsibilities of the Board, particularly the Independent Directors have increased requiring greater time commitments and attention, which reflects in the financial performance. The threshold limit prescribed for commission under Section 197 of the Act is 1% of the net profits of the Company if there is a Managing Director. However, sitting fees paid to the Independent Directors are outside the purview of the above limits.

The Company has not paid commission to Non-executive Directors including Independent Directors till date. In line with the current trends and commensurate with the time devoted, contribution made, and guidance & oversight provided by them, in principle approval of the members is being sought for payment of Commission.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of Company, at their meeting held on May 28, 2024, approved the payment of Commission of INR

10,00,000 /- per annum for Independent Directors as determined by the Nomination and Remuneration Committee in recognition of their excellent contributions in overseeing the segregation of GCC business, subject to approval of the members of the company.

Such commission will be paid to the Independent Directors in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board and its Committees.

Except for Independent Directors along with their relatives, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at Item No.7 of the Notice to the extent of the share of commission that may be received by them.

ITEM NO 8

On recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on July 31, 2024 had approved the appointment of Mr. Maniedath Madhavan Nambiar (DIN: 01122411) as an Additional Director in the capacity of Independent Director of the Company with effect from July 31, 2024 till the conclusion of 19th Annual General Meeting of the Company, based on his skills, experience and knowledge.

Mr. Maniedath Madhavan Nambiar (DIN: 01122411) holds office till the date of this Annual General Meeting and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ('the Act') proposing the appointment of Mr. Maniedath Madhavan Nambiar (DIN: 01122411) as an Independent Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. The Company has also received a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations').

Further, Mr. Maniedath Madhavan Nambiar will attain the age of 75 years with effect from 9th November, 2025 and approval of members is required for the continuation of his directorship from the day he attains the age of 75 years till the expiry of his current term i.e. till the conclusion of 19th AGM to be held in the year 2027. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Maniedath Madhavan Nambiar as an Independent Director.

In the opinion of the Board of Directors of the Company, Mr. Maniedath Madhavan Nambiar is Independent of the management of the Company and fulfils the conditions specified in the Act, the Rules made thereunder and SEBI Listing Regulations for appointment as an Independent Director. Further, the Board of Directors of the Company is of the opinion that he is a person of integrity and has relevant experience and expertise for him to be appointed as an Independent Director of the Company.

The letter of appointment of Mr. Maniedath Madhavan Nambiar setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@asterdmhealthcare.com.

Except Mr. Maniedath Madhavan Nambiar, none of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

Accordingly, the Board of Directors recommends passing of special resolution as set out at Item No. 8 of this Notice, for the approval of the members.

Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, additional details about Mr. Maniedath Madhavan Nambiar is annexed to this Notice.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO 9

On recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on July 31, 2024 had approved the appointment of Mr. Sunil Theckath Vasudevan (DIN: 00294130) as an Additional Director in the capacity of Independent Director of the Company with effect from July 31, 2024 till the conclusion of 19th Annual General Meeting of the Company based on his skills, experience and knowledge.

Mr. Sunil Theckath Vasudevan (DIN: 00294130) holds office till the date of this Annual General Meeting and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ('the Act') proposing the appointment of Mr. Sunil Theckath Vasudevan (DIN: 00294130) as an Independent Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director of the Company. The Company has also received a declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('SEBI Listing Regulations').

In the opinion of the Board of Directors of the Company, Mr. Sunil Theckath Vasudevan is Independent of the management of the Company and fulfils the conditions specified in the Act, the Rules made thereunder and SEBI Listing Regulations for appointment as an Independent Director. Further, the Board of Directors of the Company is of the opinion that he is a person of integrity and has relevant experience and expertise for him to be appointed as an Independent Director of the Company.

The letter of appointment of Mr. Sunil Theckath Vasudevan setting out the terms and conditions of appointment shall be available for inspection by the Members electronically. Members seeking to inspect the same can send an email to cs@asterdmhealthcare.com.

Except Mr. Sunil Theckath Vasudevan, none of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

Accordingly, the Board of Directors recommends passing of special resolution as set out at Item No. 9 of this Notice, for the approval of the members.

Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, additional details about Mr. Sunil Theckath Vasudevan is annexed to this Notice.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO 10

On recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on July 31, 2024 had approved the appointment of Mr. Anoop Moopen (DIN: 02301362) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from July 31, 2024 based on his skills, experience and knowledge.

Mr. Anoop Moopen (DIN: 02301362) holds office till the date of this Annual General Meeting and is eligible for being appointed as a Non-Executive and Non-Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ('the Act') proposing the appointment of Mr. Anoop Moopen (DIN: 02301362) as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation. He is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

Except Mr. Anoop Moopen, Dr. Azad Moopen, Ms. Alisha Moopen and Dr. Zeba Azad Moopen none of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

Accordingly, the Board of Directors recommends passing of Ordinary resolution as set out at Item No. 10 of this Notice, for the approval of the members.

Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, additional details about Mr. Anoop Moopen is annexed to this Notice.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ITEM NO 11

On recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on July 31, 2024 had approved the appointment of Dr. Zeba Azad Moopen (DIN: 03604401) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from July 31, 2024 based on her skills, experience and knowledge.

Dr. Zeba Azad Moopen (DIN: 03604401) holds office till the date of this Annual General Meeting and is eligible for being appointed as a Non-Executive and Non-Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 ('the Act') proposing the appointment of Dr. Zeba Azad Moopen as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation. She is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor is debarred from holding the office of Director by virtue of any SEBI order or any other authority and has given all the necessary declarations and confirmation including her consent to be appointed on the Board of the Company.

Except Dr. Zeba Azad Moopen, Dr. Mandayapurath Azad Moopen, Ms. Alisha Moopen and Mr. Anoop Moopen none of the Directors, Key Managerial Personnel of the Company or their relatives or any other officials of the Company as contemplated in the provisions of Section 102 of the Act is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

Accordingly, the Board of Directors recommends passing of Ordinary resolution as set out at Item No. 11 of this Notice, for the approval of the members.

Pursuant to Regulation 36 of SEBI Listing Regulations and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, additional details about Dr. Zeba Azad Moopen is annexed to this Notice.

This explanatory statement may also be regarded as a disclosure under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By Order of the Board of Directors
For **Aster DM Healthcare Limited**

Dr. Azad Moopen

Chairman and Managing Director
DIN:00159403

Place: Calicut
Date : July 31, 2024

Registered office:

Awfis, 2nd Floor, Renaissance Centra,
27 & 27/1, Mission Road, Sampangi Rama Nagar,
Bengaluru-560027, Karnataka, India

ANNEXURE

Additional information on Director recommended for appointment/ re-appointment as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2)



Dr. Azad Moopen

Founder Chairman and Managing Director

Name	Dr. Azad Moopen
DIN (Director Identification Number)	00159403
Date of Birth (Age in Years)	April 15, 1953 (71 years)
Date of Appointment	January 18, 2008
Brief profile of Director	Dr. Azad Moopen is the Chairman and Managing Director of the Company. He is responsible for the Company's overall business operations and is responsible for setting forth the group strategy and vision. He has been the Director and Promoter of the Company since its incorporation.
Qualification	He is a Gold Medallist in MBBS and a Post-Graduate in General Medicine from Calicut Government Medical College in Kerala, and a Diploma holder in Chest Diseases from Delhi University, India.
Expertise in specific functional areas	Healthcare, Finance, Accountancy & Audit, Law, Technology, Risk Management, Strategy & Marketing, Board and Governance, Global Business, Leadership.
Conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	As per Explanatory statement for Item no 5
Number of Board Meetings attended during the financial year 2024-25	10
*Directorships held in other Listed Companies	Nil
**Membership of Committees of other Public Companies	Nil
Relationship between Directors of the Company inter-se	Dr. Azad Moopen is the father of Ms. Alisha Moopen (Deputy Managing Director), Dr. Zeba Azad Moopen (Non -Executive Director) and father-in-law of Mr. Anoop Moopen (Non - Executive Director) of the Company.
Number of shares currently held in the Company including the shareholding as a beneficial owner	Dr. Azad Moopen holds 17,33,536 Equity shares in the Company and he is a beneficial owner of 18,68,53,810 shares held by Union Investments Private Limited.



T. J. Wilson

Non-Executive Director

Name	Mr. T J Wilson
DIN (Director Identification Number)	02135108
Date of Birth (Age in Years)	May 14, 1961 (63 years)
Date of Appointment	April 20, 2009
Brief profile of Director	Mr. T J Wilson is a Director of Aster DM Healthcare Limited and Group Head–Governance and Corporate Affairs. He has been associated with the Aster group for more than 25 years. In the past, he has worked with Koyenco Feeds Private Limited and Parle (Exports) Limited. He is responsible for overseeing the legal, secretarial and governance function, internal audit and large portfolio of new hospital projects.
Qualification	He holds a bachelor's degree in commerce from the University of Calicut, Kerala, India. He is also a member of the Institute of Chartered Accountants of India.
Expertise in specific functional areas	Healthcare, Finance, Accountancy & Audit, Law, Technology, Risk Management, Strategy & Marketing, Board and Governance, Global business and leadership.
Number of Board Meetings attended during the financial year 2023-24	11
*Directorships held in other Listed Companies	Nil
**Membership of Committees of other Public Companies	1
Relationship between Directors of the Company inter-se	None
Number of shares currently held in the Company	25,69,092 equity shares

The re-appointment of Mr. T J Wilson, as Non-Executive Director has been approved and recommended by the Board based on the evaluation of his performance and the performance having been found satisfactory.



Alisha Moopen

Deputy Managing Director

Name	Ms. Alisha Moopen
DIN (Director Identification Number)	02432525
Date of Birth (Age in Years)	July 11, 1981 (42 Years)
Date of Appointment	August 07, 2019
Brief profile of Director	Ms. Alisha Moopen is a Deputy Managing Director of the Company. She joined Aster group in February 2012. During her illustrious career at Aster, she has held a number of senior leadership roles including CEO of Aster Hospitals and Medcare & Medical Centres – GCC and working closely with Dr. Azad Moopen, Chairman and Managing Director, she assumed a more challenging role and is leading the growth strategy of the Company. Currently, she is responsible for overseeing the strategic direction and development of the Company and notably spearheading the expansion of the group in India.
Qualification	She is a Chartered Accountant from the ICAS (Institute of Chartered Accountants of Scotland) and has worked earlier with Ernst & Young. She graduated from the University of Michigan, Ann Arbor with distinction in Finance & Accounting. She also holds a degree in Global Leadership & Public Policy Change from Harvard University.
Expertise in specific functional areas	Healthcare, Finance, Accountancy & Audit, Law, Technology, Risk Management, Strategy & Marketing, Board and Governance, Global business and Leadership.
Number of Board Meetings attended during the financial year 2023-24	12
*Directorships held in other Listed Companies	Nil
**Membership of Committees of other Public Companies	Nil
Relationship between Directors of the Company inter-se	Ms. Alisha Moopen is the daughter of Dr. Azad Moopen, Chairman and Managing Director of the Company and sister of Dr. Zeba Azad Moopen, Non Executive Director of the Company. Further Ms. Alisha Moopen is the sister in law of Mr. Anoop Moopen, Non Executive Director of the Company.
Number of shares currently held in the Company	2,15,842 equity shares

The re-appointment of Ms. Alisha Moopen as the Deputy Managing Director has been approved and recommended by the Board based on the evaluation of her performance and the performance having been found satisfactory.



Mr. Maniedath Madhavan Nambiar

Non-Executive Independent Director

Name	Mr. Maniedath Madhavan Nambiar
DIN (Director Identification Number)	01122411
Date of Birth (Age in Years)	November 09, 1950 (73 years)
Date of Appointment	July 31, 2024
Brief profile of Director	<p>Mr. Madhavan Nambiar is the Advisor to Executive Chairman, Tata Sons. As Chairman of the Indian Institute of Information Technology and Management-Kerala, IITM-K, he has helped in establishing the Institute's Advanced Electronics Manufacturing Start-Up Incubator 'Maker Village'. He is an Independent Director of Tamil Nadu Industrial Development Corporation Limited (TIDCO). He is also the Director of RediC.com Loyal Textiles Limited and Kannur International Airport Limited.</p> <p>His 36 years record of Public Service as an Officer of the Indian Administrative Service culminating in his appointment as Secretary to the Government of India at the Ministry of Civil Aviation has seen policy programme and regulatory work across key infrastructure and industrial sectors following his tenure in public service. Mr. Nambiar's work in the private sector has focused on strengthening enterprise governance in technology, finance, healthcare, and aviation sectors.</p> <p>As Secretary, Civil Aviation, Mr. Nambiar led the redevelopment of India's largest airports at Delhi and Mumbai in doing so he directed the design and deployment of some of India's largest public private infrastructure projects. He helped in formulating and establishing the national policy standard as Chairman and Managing Director (CMD) of Tamil Nadu State Government's apex industrial development agency, TIDCO. Mr. Nambiar conceptualized and commissioned the State's first Public Private Toll Road Project Information Technology Park and Biotechnology Park.</p> <p>He taught public policy for several years at the School of International Public Affairs (SIPA), Columbia University. He was also a Fellow at the Judge Business School's Entrepreneurship Centre at the University of Cambridge. He is a Member of the Advisory Board at the School of Systems and Enterprises at the Stevens Institute of Technology, New Jersey.</p>
Qualification	Mr. Madhavan Nambiar holds a Master's Degree in Business Administration from the Faculty of Management Studies, Delhi and a Bachelor's Degree in Economics from Loyola College, Madras University.
Expertise in specific functional areas	Mr. Madhavan Nambiar specialized in infrastructure development, innovation ecosystems for emerging technologies and industries and the design and management of Government - Industry partnerships.
Conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as a Non-Executive Independent Director, not liable to retire by rotation. He shall be paid sitting fees for attending the Board and Committee meetings.
Number of Board Meetings attended during the financial year 2024-25	Not Applicable
*Directorships held in other Listed Companies	Loyal Textile Mills Limited
**Membership of Committees of other Public Companies	Loyal Textile Mills Limited (Stakeholders Relationship Committee)
Relationship between Directors of the Company inter-se	None
Number of shares held in the Company including the shareholding as a beneficial owner	Nil
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee had identified amongst others deep expertise in Business Strategy, Financial management, Technology, Risk management and Governance as the skills and capabilities for the role.



Mr. Sunil Theckath Vasudevan

Non-Executive Independent Director

Name	Mr. Sunil Theckath Vasudevan
DIN (Director Identification Number)	00294130
Date of Birth (Age in Years)	March 03, 1966 (58 years)
Date of Appointment	July 31, 2024
Brief profile of Director	<p>Mr. Sunil Theckath Vasudevan is a Co-Founder and Partner at Amicus Capital, an India-dedicated growth capital firm with assets under management of \$260 million. He has over 33 years of work experience, of which 30 years has been in private equity. Prior to Amicus Capital, Mr. Sunil Theckath Vasudevan was a co-founding General Partner at True North between 2000 and 2013, a pioneering firm in mid-market buy-outs in India. During his tenure at True North, the firm raised four funds totalling to approximately \$1.17 billion and grew to be one of the largest India-dedicated private equity firms. He was instrumental in defining the portfolio strategy and setting up the investment processes at True North. He also established the Bangalore office of True North in 2001 and led True North's investments in the healthcare sector. He made several successful investments like Biocon, Trinethra Supermarkets, etc. He served on the Board of Directors of several companies like, Trinethra Superretail Private Limited, Robo Silicon Private Limited and Music Broadcast Limited (Radio City) and RDC Concrete (India) Private Limited.</p> <p>During the period 1993-2000, Mr. Sunil Theckath Vasudevan was part of the investment team at ICICI Venture Funds Management Company Limited ("ICICI Venture"), one of the earliest venture capital and private equity firms in India. At ICICI Venture, he made investments in sectors such as engineering, business services and retailing.</p> <p>Earlier, Mr. Sunil Theckath Vasudevan worked as an engineer at Larsen & Toubro Limited ("L&T"), India's largest private-sector engineering company (1988-1991). At L&T, he was part of the project execution team which executed large petrochemical and power projects.</p>
Qualification	Mr. Sunil Theckath Vasudevan is a graduate in Mechanical Engineering from the University of Kerala and a post-graduate in management from the Indian Institute of Management, Bangalore.
Expertise in specific functional areas	Mergers & Amalgamations, Finance, Accountancy & Audit, Law, Risk Management, Strategy & Marketing, Board and Governance, Global business, Leadership.
Conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as a Non- Executive Independent Director, not liable to retire by rotation. He shall be paid sitting fees for attending the Board and Committee meetings.
Number of Board Meetings attended during the financial year 2024-25	Not Applicable
*Directorships held in other Listed Companies	Nil
**Membership of Committees of other Public Companies	Nil
Relationship between Directors of the Company inter-se	None
Number of shares currently held in the Company including the shareholding as a beneficial owner	2340 equity shares
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee had identified amongst others deep expertise in Mergers and Amalgamations Finance, Accountancy & Audit, Law Risk Management, Strategy & Marketing, Board and Governance, Global business, Leadership as the skills and capabilities for the role.



Mr. Anoop Moopen

Non-Executive Director

Name	Mr. Anoop Moopen
DIN (Director Identification Number)	02301362
Date of Birth (Age in Years)	December 17, 1976 (47 years)
Date of Appointment	July 31, 2024
Brief profile of Director	Mr. Anoop Moopen is an established business entrepreneur with a dynamic record of constant growth in changing markets and proven achievements in Civil Construction, Interior decoration, Facilities management, Fire-fighting services, Electro-mechanical services, High voltage & power distribution solutions and Trading. He is currently Managing Director of Twelve companies and he has also been the helm to the group's venture in to the education sector and is the Managing Director of Wayanad Institute of Medical Sciences, India (WIMS).
Qualification	Mr. Anoop Moopen is a graduate in Civil Engineering from Crescent College of Engineering, Chennai and a post graduate in International Construction Management from Leeds University, London.
Expertise in specific functional areas	Healthcare, Finance, Accountancy & Audit, Law, Technology, Strategy & Marketing, Board and Governance, Global Business and Leadership.
Conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as a Non - Executive Non - Independent Director, liable to retire by rotation.
Number of Board Meetings attended during the financial year 2024-25	Not Applicable
*Directorships held in other Listed Companies	Nil
**Membership of Committees of other Public Companies	Nil
Relationship between Directors of the Company inter-se	Mr. Anoop Moopen is the son in law of Dr. Azad Moopen, Chairman and Managing Director of the Company. He is also the brother in law of Ms. Alisha Moopen, Deputy Managing Director of the Company and Dr. Zeba Azad Moopen, Non Executive Director of the Company.
Number of shares currently held in the Company including the shareholding as a beneficial owner	14,95,100 equity shares
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee had identified amongst others deep expertise in Healthcare, Business Strategy, Financial management, Technology, Risk management and Governance as the skills and capabilities for the role.



Dr. Zeba Azad Moopen

Non-Executive Director

Name	Dr. Zeba Azad Moopen
DIN (Director Identification Number)	03604401
Date of Birth (Age in Years)	September 19, 1990 (33 years)
Date of Appointment	July 31, 2024
Brief profile of Director	<p>Dr. Zeba Moopen, daughter of the renowned Dr. Azad Moopen, inspired by her father's pioneering vision has evolved from a promising medical aspirant to a leader now prepared to take on the responsibility of guiding Aster DM Healthcare Limited, India towards its next milestone.</p> <p>Her professional journey at Aster DM Healthcare Limited commenced in 2017, where she oversaw Orthopedic operations at Medcare, UAE, and played a crucial role in establishing Aster Volunteers, the organisation's esteemed CSR initiative. As Director, she also played a key role in the evolution of Dr. Moopen's Medical College (formerly Wayanad Institute of Medical Sciences).</p> <p>Between 2020-2022, Dr. Zeba played a pivotal role in setting up Aster Digital Health, redefining patient engagement and access through state-of-the-art digital solutions. She also spearheaded the inception of Wellth by Medcare, a premier centre for integrative medicine in the UAE. Dr. Zeba's commitment underscores her dedication to advancing healthcare through technological innovation, reinforcing Aster DM Healthcare's position at the forefront of global healthcare evolution.</p>
Qualification	Dr. Zeba Azad Moopen completed Pre- Medical Studies from University of Pennsylvania and Completed Bachelor of Medicine and Bachelor of Surgery (MBBS) from Manipal Academy of Higher Education.
Expertise in specific functional areas	Healthcare, Technology, Risk Management, Strategy & Marketing, Board and Governance, Global business and Leadership.
Conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as a Non - Executive Non - Independent Director, liable to retire by rotation.
Number of Board Meetings attended during the financial year 2024-25	Not Applicable
*Directorships held in other Listed Companies	Nil
**Membership of Committees of other Public Companies	Nil
Relationship between Directors of the Company inter-se	Dr. Zeba Azad Moopen is the daughter of Dr. Azad Moopen, Chairman and Managing Director of the Company and sister of Ms. Alisha Moopen, Deputy Managing Director of the Company. Further Dr. Zeba Azad Moopen is the sister in law of Mr. Anoop Moopen, Non Executive Director of the Company
Number of shares currently held in the Company including the shareholding as a beneficial owner	1,08,524 equity shares
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Nomination and Remuneration Committee had identified amongst others deep expertise in Healthcare, Business Strategy, Risk management and Governance as the skills and capabilities for the role.

*Includes names of Listed Companies in which the Director holds the Directorship. (Other than Aster DM Healthcare Limited)

**Includes names of other Public Companies in which the person holds the Membership of Audit Committee and Stakeholders Relationship Committees of the Board of Directors. (Other than Aster DM Healthcare Limited)

INSTRUCTIONS FOR PARTICIPATION THROUGH VC:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through laptops for better experience.
4. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
5. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@asterdmhealthcare.com from August 22, 2024 (09:00 A.M IST) to August 27, 2024 (05:00 P.M IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at cs@asterdmhealthcare.com. The same will be replied by the Company suitably.
8. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.com / 022 - 4886 7000.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

The remote e-voting period begins on Monday, August 26, 2024 at 09:00 A.M.(IST) and ends on Wednesday, August 28, 2024 at 05:00 P.M.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 22, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 22, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 1800-21-09911
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- Now, you will have to click on "Login" button.

- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 - Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 - Now you are ready for e-Voting as the Voting page opens.
 - Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rajiv@beyondcompliance.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 1800-21-09911 or send a request to Mr. Amit Vishal, Deputy Vice President at evoting@nsdl.com

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@asterdmhealthcare.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@asterdmhealthcare.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for remote e-voting.