



Aster DM Healthcare Limited

CIN: L85110KA2008PLC147259

Registered office: No.1785, Sarjapur Road, Sector -1, HSR Layout, Ward No.174, Agara Extension,
Bangalore-560102, Karnataka, India

Tel: +91 484 6699999 Website: www.asterdmhealthcare.com Email: cs@asterdmhealthcare.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), read with General Circular No. 11/2022 dated December 28, 2022 (in continuation of Circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022) issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) the Company seeks approval of members of Aster DM Healthcare Limited ("the Company") via Postal Ballot through remote e-Voting only (Voting through Electronic means) for the special resolutions appended below:

1. Appointment of Ms. Purana Housdurgamvijaya Deepti (DIN: 08125456) as an Independent Director of the Company with effect from March 27, 2023 till the conclusion of 18th Annual General Meeting of the Company
2. Re-appointment of Mr. Chenayappillil John George (DIN: 00003132) as an Independent Director of the Company for a second term with effect from April 11, 2023 till the conclusion of 18th Annual General Meeting of the Company
3. Re-appointment of Dr. James Mathew (DIN: 07572909) as an Independent Director of the Company for a second term with effect from June 23, 2023 till the conclusion of 19th Annual General Meeting of the Company

In terms of the requirements specified in the MCA Circulars, the Company is sending this Notice only in electronic form, to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting system.

The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto along with Postal Ballot Notice. The Notice will also be placed on the website of the Company at <https://www.asterdmhealthcare.com/investors/shareholders-services/postal-ballot> 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 National Securities Depositories Limited ("NSDL") at www.evoting.nsdl.com.



Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-Voting process not later than 05:00 PM (IST) on Saturday, April 08, 2023. Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

In the event the resolutions as set out in the notice are assented to by the requisite majority by means of remote e-Voting, they shall be deemed to have been passed at a General Meeting.

RESOLUTIONS

- 1. Appointment of Ms. Purana Housdurgamvijaya Deepti (DIN: 08125456) as an Independent Director of the Company with effect from March 27, 2023 till the conclusion of 18th 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 and 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(1) (a) and 17(1C) 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, Ms. Purana Housdurgamvijaya Deepti (DIN: 08125456) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors by passing a circular resolution on March 04, 2023 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 next Annual General Meeting and who has submitted a declaration that she 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 Ms. Purana Housdurgamvijaya Deepti as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from March 27, 2023 till the conclusion of 18th 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.

- 2. Re-appointment of Mr. Chenayappillil John George (DIN: 00003132) as an Independent Director of the Company for a second term with effect from April 11, 2023 till the conclusion of 18th 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 and 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 applicable provisions 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 Articles of Association of the Company, Mr. Chenayappillil John George (DIN: 00003132) 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 re-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 re-appointment of Mr. Chenayappillil John George as an Independent Director of the Company, be and is hereby reappointed as an Independent Director of the Company for a second term with effect from April 11, 2023 till the conclusion of 18th 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.

3. Re-appointment of Dr. James Mathew (DIN: 07572909) as an Independent Director of the Company for a second term with effect from June 23, 2023, 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 and 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 applicable provisions 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 Articles of Association of the Company, Dr. James Mathew (DIN: 07572909) 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 re-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 re-appointment of Dr. James Mathew as an Independent Director of the Company, be and is hereby reappointed as an Independent Director of the Company for a second term with effect from June 23, 2023 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.

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

Dr. Azad Moopen
Chairman and Managing Director
DIN:00159403

Date: March 04, 2023
Place: Dubai

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, an Explanatory Statement setting out material facts and reasons for the proposed resolutions is appended hereto.
2. This Postal Ballot Notice is being sent by email only to the members of the Company, whose names appear on the Register of members/list of Beneficial owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on, Friday, March 03, 2023, the cut-off date. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the members who have registered their email addresses with the Company /Depositories/Registrar and Share Transfer Agent (RTA). The same may also be downloaded from the Company's website <https://www.asterdmhealthcare.com/investors/shareholders-services/postal-ballot> the website of NSDL, BSE and NSE.
3. As permitted by MCA vide Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Hence, in compliance MCA circulars, hard copy of Postal Ballot Notice along with Postal Ballot forms and Pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the members would take place through the remote e-Voting system only.
4. 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 Postal Ballot Notice in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Postal Ballot Notice, 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, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password for e-Voting.

After successful submission of the e-mail address, NSDL will e-mail a copy of this Postal Ballot Notice along with the remote e-Voting user ID and password, within 48 hours of successful registration of the e-mail address by the member. In case of any queries, members may write to evoting@nsdl.co.in.

5. The Board of Directors has appointed Mr. M Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries, (ICSI Membership No. FCS 5837 COP: 5081) as the Scrutinizer ("Scrutinizer") for conducting the postal ballot / e-Voting process in a fair and transparent manner and in accordance with the provisions of the Companies Act, 2013 and the rules made there under.



6. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the MCA Circulars the Company has provided only e-Voting facility for its members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-Voting facility to its members.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on cut-off date i.e., March 03, 2023. Members can vote for their entire voting rights as per their discretion.
8. The e-Voting commences on Friday, March 10, 2023 at 09:00 AM (IST) and ends on Saturday, April 08, 2023 at 05:00 PM (IST). The e-Voting module shall be disabled by NSDL for voting thereafter.
9. Once the vote on the Resolutions is cast by the members, the members shall not be allowed to change it subsequently.
10. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to cs@asterdmhealthcare.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Friday, March 10, 2023 to Saturday, April 08, 2023.
11. 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 not later than two working days from the last day of e-Voting. 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.com/investors/shareholders-services/postal-ballot> and on notice board of the registered office of the Company.
12. The last date specified by the Company for e-Voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.
13. Contact details of the person responsible to address the queries/grievances connected with the voting by electronic means, if any:

Mr. Hemish Purushottam
Company Secretary and Compliance Officer
Aster DM Healthcare Limited
No.1785, Sarjapur Road, Sector -1,
HSR Layout, Ward No.174, Agara Extension,
Bangalore-560102, Karnataka, India
Email: hemish.purushottam@asterdmhealthcare.com

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

ITEM NO. 1

On recommendation of the Nomination and Remuneration Committee, the Board of Directors by passing a circular resolution on March 04, 2023 had approved the appointment of Ms. Purana Housdurgamvijaya Deepti (DIN: 08125456) as an Additional Director (categorized as 'Independent Director') of the Company with effect from March 27, 2023 till the conclusion of 18th Annual General Meeting of the Company based on her skills, experience and knowledge.

Ms. Purana Housdurgamvijaya Deepti holds office till the date of the ensuing 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 Ms. Purana Housdurgamvijaya Deepti as an Independent Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director of the Company. The Company has also received a declaration confirming that she 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, Ms. Purana Housdurgamvijaya Deepti 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 she is a person of integrity and has relevant experience and expertise for her to be appointed as an Independent Director of the Company. The profile of Ms. Purana Housdurgamvijaya Deepti is enclosed as an Annexure to this notice.

The letter of appointment of Ms. Purana Housdurgamvijaya Deepti 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 Ms. Purana Housdurgamvijaya Deepti, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of 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. 1 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. Purana Housdurgamvijaya Deepti 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. 2

Mr. Chenayappillil John George (DIN: 00003132) is an Independent Director of the Company. He was appointed as an Independent Director of the Company for a term of three consecutive years with effect from April 11, 2020. The term of his appointment shall be ending on April 10, 2023.

Pursuant to Section 149 (10) of the Companies Act, 2013, ('the Act') an Independent Director shall be eligible for re-appointment for a second term on passing of special resolution by the Company.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on February 14, 2023 approving the re-appointment of Mr. Chenayappillil John George as an Independent Director for a second term with effect from April 11, 2023 till the conclusion of 18th Annual General Meeting of the Company, based on his skills, experience, knowledge and positive outcome of performance evaluation.

The Company has received a notice pursuant to Section 160 of the Act proposing the re-appointment of Mr. Chenayappillil John George as an Independent Director of the Company. He is not disqualified from being re-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. Chenayappillil John George 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 re-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 re-appointed as an Independent Director of the Company. The profile of Mr. C J George is enclosed as an Annexure to this notice.

The draft letter of appointment of Mr. Chenayappillil John George 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. Chenayappillil John George, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of 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. 2 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. Chenayappillil John George 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. 3

Dr. James Mathew (DIN: 07572909) is an Independent Director of the Company. He was appointed as an Independent Director of the Company for a term of three consecutive years with effect from June 23, 2020. The term of his appointment shall be ending on June 22, 2023.

Pursuant to Section 149 (10) of the Companies Act, 2013, ('the Act') an Independent Director shall be eligible for re-appointment for a second term on passing of special resolution by the Shareholders of the Company.

On recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company passed a resolution at their meeting held on February 14, 2023 approving the re-appointment of Dr. James Mathew as an Independent Director for a second term with effect from June 23, 2023 till the conclusion of 19th Annual General Meeting of the Company, based on his skills, experience, knowledge and positive outcome of performance evaluation.

The Company has received a notice pursuant to Section 160 of the Act proposing the re-appointment of Dr. James Mathew as an Independent Director of the Company. He is not disqualified from being re-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, Dr. James Mathew 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 re-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 re-appointed as an Independent Director of the Company. The profile of Dr. James Mathew is enclosed as an Annexure to this notice.

The draft letter of appointment of Dr. James Mathew 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 Dr. James Mathew, none of the Directors, Key Managerial Personnel of the Company or their relatives or any of 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. 3 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. James Mathew 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:0015940

Date: March 04, 2023
Place: Dubai

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 Secretarial Standard 2



Ms. Purana Housdurgamvijaya Deepti

DIN (Director Identification Number)	08125456
Date of Birth (Age in Years)	October 18, 1961 (61years)
Date of Appointment	March 27, 2023
Brief profile of Director	Vijaya Deepti is a member - Board of Directors at Tata AIG General Insurance Co. Ltd. She was the CEO of Tata Insights and Quants a Division of the Tata Industries Ltd. She was with Tata Consultancy Services (TCS) for over three decades and played a several roles both at Corporate and Business Unit Level. She was on the Board of Diligenta, UK which is a Regulated Subsidiary of TCS for Third Party Administration for Life Insurance Business. As Head of Global Insurance Product Business at TCS, she was responsible for product development and client delivery initiatives globally. Previously, she served as the Head of Global Insurance Delivery with an additional responsibility to grow UK and European Insurance business. Under her leadership, the TCS Insurance unit won several strategic large deals, acquired new customers and achieved multifold growth. Deepti's experience in delivering large scale transformations, coupled with thought leadership enable her to be a sought-after business advisor to CXOs of Global Corporations. In Dec 2009, she was conferred the "Leading Businesswoman of The Year" award by Women Leaders in India (WLII) in recognition for her contribution towards growing the insurance business within TCS despite the global economic downturn. She has been actively working with Forest First Samithi in its reforestation efforts and has been supporting education endeavors of poor students for over 30 years.
Qualification	She completed her bachelor's in engineering from VJTI, Mumbai University.
Expertise in specific functional areas	Business Strategy, Financial management, Technology, Risk management and Governance.

Conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as an Independent Director not liable to retire by rotation. She shall be paid sitting fees for attending the Board and Committee meetings.
Number of Board Meetings attended during the FY 2022-23	NA
*Directorships held in other Listed Companies	None
Listed entities from which the person has resigned in the past three years	None
**Membership of Committees of other Public Companies	Tata AIG General Insurance Company Limited (Audit Committee)
Relationship between Directors of the Company inter-se	None
Number of shares held in the Company including 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.

The appointment of Ms. Purana Housdurgamvijaya Deepti, as an Independent Director has been approved and recommended by the Board.

* 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)



Mr. Chenayappillil John George

DIN (Director Identification Number)	00003132
Date of Birth (Age in Years)	March 22, 1959 (63 years)
Date of Original Appointment	April 11, 2020
Brief profile of Director	Mr. Chenayappillil John George, a financial services industry entrepreneur, is founder and Managing Director of Geojit Financial Services Limited. Currently he is Director of V Guard Industries Limited, Kerala Infrastructure Fund Management Limited and Kerala State Industrial Development Corporation Limited (KSIDC). He is a Member of many professional bodies and currently he is the Managing Committee Member of the Associated Chambers of Commerce & Industry of India (ASSOCHAM), New Delhi, the Advisory Committee Member of Indian Clearing Corporation Limited (ICCL) and a Member of The Syndicate of Cochin University of Science and Technology (CUSAT). He was a Member of the Executive Committee of National Stock Exchange of India Limited (NSE) and National Securities Depository Limited (NSDL), Member of the Advisory Board of BNP Paribas India, Member of the Executive Committee of Cortal Consors SA., Member of the Executive Committee of Kerala Management Association (KMA) and Cochin Chamber of Commerce and Industry. He has been the Chairman of Kerala State Council of Confederation of Indian Industry (CII) and was on the Board of Directors of Joyalukkas India Private Limited. He is a recipient of Management Leadership Award of Kerala Management Association.
Qualification	He has a master's degree in Commerce and is a Certified Financial Planner (CFPCM) from Financial Planning Standards Board, India.
Expertise in specific functional areas	Capital Market, Finance, Accountancy & Audit, Strategy & Marketing, Board and Governance, Leadership.
Conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Re-appointment as an Independent Director for a second term not liable to retire by rotation. He shall be paid sitting fees for attending the Board and Committee meetings. He was sitting fees of Rs. 12 Lakhs for attending the Board and Committee meetings for financial year 2021-22.
Number of Board Meetings attended during the FY 2021-22 and FY 2022-23	FY 2022-23- 6 FY 2021-22- 7

*Directorships held in other Listed Companies	Geojit Financial Services Limited and V Guard Industries Limited
Listed entities from which the person has resigned in the past three years	None
**Membership of Committees of other Public Companies	Geojit Financial Services Limited (Stakeholder Relationship Committee) V Guard Industries Limited (Audit Committee & Stakeholder Relationship Committee)
Relationship between Directors of the Company inter-se	None
Number of shares held in the Company including 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, exposure to leadership role(s) in large corporations, deep expertise in Capital Markets, Finance, Accountancy & Audit, Strategy & Marketing, Board and Governance, Leadership as the skills and capabilities for the role.

The re-appointment of Mr. Chenayappillil John George as an Independent Director has been approved and recommended by the Board based on the evaluation of performance and the performance having been found satisfactory.

* 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)



Dr. James Mathew

DIN (Director Identification Number)	07572909
Date of Birth (Age in Years)	May 25, 1966 (56 years)
Date of Original Appointment	June 23, 2020
Brief profile of Director	Dr. James Mathew, CEO & Managing Partner of UHY James is one of the most trusted financial business leaders in the GCC Region and has contributed significantly towards strengthening the Audit & Advisory practice. An adroit finance professional with an affinity for number crunching, Dr. James has built immense credibility within the industry, in a career spanning almost three decades. An ace entrepreneur, with an acute sense of business acumen and foresight, he brings to the table his profound understanding of the intricacies of the market, further strengthened by his collaborative leadership style. His illustrious career has its roots in humble beginnings, as a Senior Auditor for Mahendra Asher & Co from 1992-1996. Soon after, he unleashed his entrepreneurial skills and became a Senior Partner with the UAE member firm of Crowe, and successfully rose to the position of Group CEO for UAE & Oman operations. His result-oriented business strategy eventually led to Dr. James cementing his position as the first person from the MENA region to be elected twice to the Global Board of the 8th largest accounting and audit firm in the world in 2018-2019. By the end of 2019, he achieved yet another milestone in his entrepreneurial journey as he established UHY James, as an independent member firm of UK-based UHY International. Currently he is Director of Madrich Consulting Private Limited and Indo Gulf & Middle East Chamber of Commerce.
Qualification	He is a Member of the Institute of Chartered Accountants of India and a Certified Public Accountant (CPA) from Denver, Colorado, United States of America.
Expertise in specific functional areas	Finance, Accountancy & Audit, Law Risk Management, Strategy & Marketing, Board and Governance, Global business, Leadership.
Conditions of appointment or re-appointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Re-appointment as an Independent Director for a second term not liable to retire by rotation. He shall be paid sitting fees for attending the Board and Committee meetings. He has been paid sitting fees of Rs. 20 Lakhs for attending the Board and Committee meetings for financial year 2021-22.

Number of Board Meetings attended during the FY 2021-22 and FY 2022-23	FY 2022-23- 6 FY 2021-22- 7
*Directorships held in other Listed Companies	Nil
Listed entities from which the person has resigned in the past three years	None
**Membership of Committees of other Public Companies	Nil
Relationship between Directors of the Company inter-se	None
Number of shares held in the Company including 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 Finance, Accountancy & Audit, Law Risk Management, Strategy & Marketing, Board and Governance, Global business, Leadership as the skills and capabilities for the role.

The re-appointment of Dr. James Mathew as an Independent Director has been approved and recommended by the Board based on the evaluation of performance and the performance having been found satisfactory.

* 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)

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

The remote e-Voting period begins on Friday, March 10, 2023 at 09:00 AM (IST) and ends on Saturday, April 08, 2023 at 05:00 PM (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., March 03, 2023, 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 March 03, 2023.

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 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.	- Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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 (i.e. your sixteen digit demat account number held 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. 4. 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  App Store   Google Play 
Individual Shareholders holding securities in demat mode with CDSL	- 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 evoting is in progress as per the information provided by company. On clicking the evoting 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. 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 evoting 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.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
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 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) 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.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 kjr@mdassociates.co.in with a copy marked to evoting@nsdl.co.in. 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.
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.

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 toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Asst Vice President at evoting@nsdl.co.in

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 shareholder 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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.