



Aster DM Healthcare Limited

CIN: L85110KL2008PLC021703

Registered office: IX/475L, Aster Medcity, Kuttisahib Road, Near Kothad Bridge,
South Chittoor P.O, Cheranalloor, Kochi 682027, Kerala, India

Tel: 04846699228

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

NOTICE

Notice is hereby given that the 12th Annual General Meeting ('AGM') of the Members of Aster DM Healthcare Limited (the "Company") will be held on Friday, the 14th day of August 2020 at 11:00 A.M (IST) through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') to transact the following business:

A. Ordinary business

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 along with the Auditors Report and the Report of the Board of Directors there on.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 along with the Auditors Report there on.
3. To appoint a Director in the place of Mr. Anoop Moopen (DIN: 02301362) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Deloitte Haskins & Sells, Chartered Accountants as the statutory auditor of the Company from the conclusion of the 12th AGM till the conclusion of the 17th AGM and in this regard, to consider and if thought fit, to pass either with or without modification(s), the following resolution as an **Ordinary Resolution:**

RESOLVED THAT, pursuant to the provisions of Sections 139, 142 read with the Companies (Audit and Auditors) Rules, 2014 and any other applicable provision of the Companies Act, 2013 (including any amendment/modification thereof), M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm registration number: 0080725) be and are hereby appointed as the Statutory Auditors of the Company, from the conclusion of 12th AGM till the conclusion of the 17th AGM, at such remuneration as recommended by the Audit Committee plus out of pocket expenses & taxes as applicable to conduct the audit for the financial year 2020-2021 and at such further revision in the remuneration as shall be fixed by the Board of Directors of the Company or its duly empowered Committee.

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.

B. Special Business

5. Ratification of remuneration payable to the Cost Auditors for the financial year 2020-2021

To consider and if thought fit, to pass either with or without modification(s), 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 amendment/modification thereof), the Members be and are hereby approve and ratify the remuneration of ₹ 1,40,000 (Rupees one lakh and forty thousand only) plus out of pocket expenses & taxes as applicable to BBS & Associates, Cost Accountants, Kochi (Firm Registration Number: 00273) who were appointed as Cost Auditors of the Company by the Board of Directors for the financial year 2020-2021.

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.

6. Appointment of Mr. Chenayappillil John George (DIN: 00003132) as Non-Executive Independent Director of the Company for term of three consecutive years.

To consider and if thought fit, to pass either with or without modification(s), the following resolution as an **Ordinary Resolution:**

RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee and 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) Mr. Chenayappillil John George (DIN: 00003132) who was appointed as an Additional Director of the Company 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 AGM 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, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of three consecutive years with effect from April 11, 2020 to April 10, 2023 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.

7. Appointment of Mr. James Mathew (DIN:07572909) as Non-Executive Independent Director of the Company for term of three consecutive years

To consider and if thought fit, to pass either with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee and 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) Mr. James Mathew (DIN:07572909) who was appointed as an Additional Director of the Company pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company 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, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of three consecutive years with effect from June 23, 2020 to June 22, 2023 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.

8. Appointment of Mr. Sridar Arvamudhan Iyengar (DIN:00278512) as Non-Executive Independent Director of the Company for term of three consecutive years

To consider and if thought fit, to pass either with or without modification(s), the following resolution as **Special Resolution**:

RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee and 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) Mr. Sridar Arvamudhan Iyengar (DIN:00278512) who was appointed as an Additional Director of the Company 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 AGM 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, be and is hereby appointed as Non-Executive Independent Director of the Company to hold office for a term of three consecutive years with effect from July 19, 2020 to July 18, 2023 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT, pursuant to Regulation 17(1A) of SEBI Listing Regulations and any other applicable act(s)/ rule(s)/ regulation(s) including the Act and the rules made thereunder, consent of the Members be and is hereby accorded for continuation of Directorship of Mr. Sridar Arvamudhan Iyengar (DIN:00278512) as Non-Executive Independent Director, for the remaining period upto July 18, 2023, after he has attained the age of 75 years on August 13, 2022.

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. Fees for delivery of any document through a particular mode of delivery to a Member

To consider and if thought fit, to pass either with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT, pursuant to the provisions of Section 20(2) and all other applicable provisions of the Companies Act, 2013 read with the applicable rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), authority be and is hereby given to the Board of Directors of the Company (the 'Board' which term shall include its duly empowered Committee(s) constituted / to be constituted by it to exercise its powers including the powers conferred by this resolution) to determine the fee to be charged from a Member in order to enable recovery of expenses incurred by the Company towards complying with requests for delivery of any documents through a particular mode.

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

Place : Dubai
Date : July 20, 2020

Notes

1. Pursuant to the General Circular numbers 20/2020, 14/2020, 17/2020 issued by the Ministry of Corporate Affairs (MCA) and Circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the Securities and Exchange Board of India (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. 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.
3. 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 send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC portal / e-voting portal.
4. 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.
5. Participation of Members through VC will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013 ("the Act").
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. August 14, 2020. Members seeking to inspect such documents can send an email to cs@asterdmhealthcare.com.
7. Members are requested to address all correspondence to the Registrar and Share Transfer Agents (RTA), Link Intime India Pvt Ltd, Surya, 35 Mayflower Avenue, Behind Senthilnagar, Sowripalayam Road, Coimbatore-641028 or email to coimbatore@linkintime.co.in.
8. 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. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries as the Scrutinizer to scrutinize the e-voting in a fair and transparent manner.
9. The e-voting period commences on Tuesday, August 11, 2020 (09:00 A.M IST) and ends on Thursday, August 13, 2020 (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 August 07, 2020 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 07, 2020.
10. 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.
11. 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.
12. Any person 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.co.in. 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.
13. In compliance with the Circulars, the Annual Report 2019-20, the Notice of the 12th 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).
14. 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 2019-20 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Annual Report, 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.

- Members may also note that the Notice of the 12th AGM and Annual Report 2019-20 will be available on the Company's website at www.asterdmhealthcare.com/investors/ 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.
- Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the Directors retiring by rotation / seeking appointment / re-appointment and Auditors appointment at the AGM, forms part of the Notice.
- 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.
- 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 48 hours 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 www.asterdmhealthcare.com/investors/.
- Since the AGM will be held through VC/OAVM in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning business under item no. 5 to 9 is annexed hereto.

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

Dr. Azad Moopen

Chairman and Managing Director
DIN: 00159403

Place : Dubai
Date : July 20, 2020

DISCLOSURES ON AUDITORS APPOINTMENT AS REQUIRED UNDER REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Members of the Company at the 11th Annual General Meeting (AGM) held on August 08, 2019 approved the appointment of M/s. B S R & Associates LLP, Chartered Accountants, ('B S R') as the Statutory Auditors of the Company for a period of one year from the conclusion of 11th AGM till the conclusion of 12th AGM. The term of B S R shall complete on conclusion of 12th AGM in terms of the said approval and as per Section 139 of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors, based on the recommendation of the Audit Committee, recommend to the Members appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, (Firm registration number: 0080725) ("DHS") as the Statutory Auditor of the Company for a period of five years from the conclusion of the 12th AGM till the conclusion of the 17th AGM and recommends a remuneration of ₹ 1.03 crores (including for audit of standalone and consolidated annual financial statements and limited review of the quarterly standalone and consolidated financial results) plus out of pocket expenses & taxes as applicable for the financial year 2020-2021.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc and found DHS to be best suited to handle the scale, regional

diversity and complexity associated with the audit of the financial statements of the Company.

Deloitte Haskins & Sells, Chartered Accountants, is a Firm Registered with the Institute of Chartered Accountants of India, with Firm Registration No. 0080725. DHS has a strong national presence having 13 offices in India.

DHS have given their consent to act as the statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act.

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 Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

Accordingly, the Board of Directors recommends passing of an Ordinary resolution as set out at Item No. 4 of this Notice, for the approval of the Members.

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

ITEM NO 5

Members may note that as per Section 148 of the Companies Act, 2013 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 on the recommendation of the Audit Committee at their meeting held on June 23, 2020 had approved the re-appointment of M/s. BBS and Associates, Cost Accountants (Firm Registration Number: 00273), Kochi, as Cost Auditors to carry out cost audit for the financial year 2020-2021.

In accordance with Section 148 (3) of the Companies Act, 2013 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.

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 Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

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 ₹ 1,40,000 (Rupees one lakh and forty thousand only) plus out of pocket expenses & taxes as applicable is being proposed for the Cost Audit for the financial year 2020-2021 and same has been recommended by the Audit Committee and the Board of Directors.

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

ITEM NO 6

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. Chenayappillil John George (DIN: 00003132) as an Additional Director (categorized as 'Non-Executive Independent Director') of the Company for a term of three consecutive years with effect from April 11, 2020.



As an Additional Director, Mr. Chenayappillil John George holds office till the date of the AGM and is eligible for being appointed as Non-Executive Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 proposing the appointment of Mr. Chenayappillil John George as Non-Executive 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 Non-Executive 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 Companies Act, 2013.

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 Companies Act, 2013, the rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Non-Executive 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 Non-Executive Independent Director of the Company.

The terms and conditions of appointment of Non-Executive Independent Directors would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (09:00 A.M to 05:00 P.M) on any working day, upto and including the date of AGM of the Company and is also available on the Company's Website.

Mr. Chenayappillil John George, a financial services industry entrepreneur, is founder and Managing Director of Geojit Financial Services Limited. He holds a Master's Degree in Commerce and is a Certified Financial Planner (CFPCM) from Financial Planning Standards Board, India. Currently he is Director of V Guard Industries Limited and Kerala Infrastructure Fund Management Limited. 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 Kerala State Industrial Development Corporation Limited (KSIDC) and Joyalukkas India Private Limited. He is a recipient of Management Leadership Award of Kerala Management Association.

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 Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

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

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, brief profile of 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 7

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. James Mathew (DIN:07572909) as an Additional Director (categorized as 'Non-Executive Independent Director') of the Company for a term of three consecutive years with effect from June 23, 2020.

As an Additional Director, Mr. James Mathew holds office till the date of the AGM and is eligible for being appointed as Non-Executive Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 proposing the appointment of Mr. James Mathew as Non-Executive 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 Non-Executive 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 Companies Act, 2013.

In the opinion of the Board of Directors of the Company, Mr. James Mathew is independent of the management of the Company and fulfils the conditions specified in the Companies Act, 2013, the rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Non-Executive 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 Non-Executive Independent Director of the Company.

The terms and conditions of appointment of Non-Executive Independent Directors would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (09:00 A.M to 05:00 P.M) on any working day, up to and including the date of AGM of the Company and is also available on the Company's Website.

Mr. 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, Mr. 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. 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.

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 Mr. 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.

Except Mr. 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 Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

Accordingly, the Board of Directors recommends passing of an Ordinary resolution as set out at Item No. 7 of this Notice, for the approval of the Members.

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, brief profile of Mr. 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.

ITEM NO 8

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee had approved the appointment of Mr. Sridar Arvamudhan Iyengar (DIN:00278512) as an Additional Director (categorized as 'Non-Executive Independent Director') of the Company for a term of three consecutive years with effect from July 19, 2020.

As an Additional Director, Mr. Sridar Arvamudhan Iyengar holds office till the date of the AGM and is eligible for being appointed as Non-Executive Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 proposing the appointment of Mr. Sridar Arvamudhan Iyengar as Non-Executive 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 Non-Executive 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 Companies Act, 2013.

In the opinion of the Board of Directors of the Company, Mr. Sridar Arvamudhan Iyengar is independent of the management of the Company and fulfils the conditions specified in the Companies Act,

2013, the rules made thereunder and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as Non-Executive 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 Non-Executive Independent Director of the Company.

Further as per Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 with effect from April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect. Mr. Sridar Arvamudhan Iyengar is of 72 years of age and will attain the age of 75 years on August 13, 2022, during the term of his appointment as Non-Executive Independent Director of the Company. The continuation of such appointment as Non-Executive Independent Director of the Company for the remaining period upto July 18, 2023 requires approval from Members as required under the amended SEBI Listing Regulations.

Mr. Sridar Arvamudhan Iyengar is an independent consultant and mentor/investor in early stage companies. He was previously with KPMG in the UK, India and US holding senior positions in various disciplines. He was on the founding team of KPMG in India and the Chairman and CEO of KPMG's India operations between 1997/2000. Since his retirement from KPMG, he divides his time between his corporate Board/Advisory commitments and his involvement with social development and civil society issues in India. He is graduated with B.Com (Hons) from the University of Calcutta and is a Fellow of the Institute of Chartered Accountants in England and Wales. He is the Non-Executive Chairman of ICICI Venture Funds Management Company Limited and serves on the Boards of Dr. Reddy's Laboratories Ltd, Mahindra Holidays & Resorts India Limited and other Indian and Foreign companies. He was previously on the Board of Infosys Limited and ICICI Bank Limited. He was a founding charter member of TIE (The Indus Entrepreneurs) and a president of its Global organization as well as the Silicon Valley and Mumbai chapters.

The Nomination and Remuneration Committee and the Board of Directors considers that his continued association would be of immense benefit to the Company considering his rich experience, expertise in the field of Finance, Auditing, Advisory and Information technology and has recommended the continuation of Directorship of Mr. Sridar Arvamudhan Iyengar as Independent Director of the Company till his original term upto July 18, 2023 and accordingly approval of Members of the Company is sought to appoint and continue his Directorship.

The terms and conditions of appointment of Non-Executive Independent Directors would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours (09:00 A.M to 05:00 P.M) on any working day, up to and including the date of AGM of the Company and is also available on the Company's Website.

Except Mr. Sridar Arvamudhan Iyengar 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 Companies Act, 2013 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 Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, issued by the Institute of Company Secretaries of India, brief profile of Mr. Sridar Arvamudhan Iyengar 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

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any Member by sending it to him by registered post, by speed post, by electronic mode, or any other modes as may be prescribed. Further, a Member may request the delivery of document through any particular mode by paying such fees as may be determined by the Members in the Annual General Meeting.

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 Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

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

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**

Place : Dubai
Date : July 20, 2020

Dr. Azad Moopen
Chairman and Managing Director
DIN: 00159403

ADDITIONAL INFORMATION ON DIRECTOR RECOMMENDED FOR APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015



Mr. Anoop Moopen

DIN (Director Identification Number)	02301362
Brief Resume of Director	Mr. Anoop Moopen is a Director of the Company since 2009. He is a Chairman and Managing Director of AZTEC Group. He is engaged in the field of construction and Healthcare.
Date of Birth (Age in Years)	December 17, 1976 (43 years)
Date of Appointment	April 20, 2009
Qualification	He holds a Bachelor's Degree in Civil Engineering from the University of Madras and a Master's Degree in International Construction Management and Engineering from the University of Leeds, United Kingdom.
Expertise in specific functional areas	Healthcare, Finance, Accountancy & Audit, Technology, Strategy & Marketing, Board and Governance, Global business, Leadership
Number of Board Meetings attended during the financial year 2019-20	5
*Directorships held in other Listed Companies	NIL
**Membership of Committees of other Public Companies	NIL
Relationship between Directors of the Company inter-se	Son in law of Dr. Azad Moopen, Chairman and Managing Director
Number of shares held in the Company	12,76,114



Mr. Chenayappillil John George

DIN (Director Identification Number)	00003132
Brief Resume of Director	Mr. Chenayappillil John George, a financial services industry entrepreneur, is founder and Managing Director of Geojit Financial Services Limited. 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.
Date of Birth (Age in Years)	March 22, 1959 (61 years)
Date of Appointment	April 11, 2020
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
Number of Board Meetings attended during the financial year 2019-20	NA
*Directorships held in other Listed Companies	Geojit Financial Services Limited V Guard Industries Limited
**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	NIL

Note: Directorship held in other Companies details is as on June 30, 2020

* 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 Stakeholder Relationship Committees of the Board of Directors. (Other than Aster DM Healthcare Limited)



Mr. James Mathew

DIN (Director Identification Number)	07572909
Brief Resume of Director	Mr. 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, James has built immense credibility within the industry, in a career spanning almost three decades.
Date of Birth (Age in Years)	May 25, 1966 (54 years)
Date of Appointment	June 23, 2020
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
Number of Board Meetings attended during the financial year 2019-20	NA
*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 held in the Company	NIL



Mr. Sridar Arvamudhan Iyengar

DIN (Director Identification Number)	00278512
Brief Resume of Director	Mr. Sridar Arvamudhan Iyengar is an independent consultant and mentor/ investor in early stage companies. He was previously with KPMG in the UK, India and US holding senior positions in various disciplines. He was on the founding team of KPMG in India and the Chairman and CEO of KPMG's India operations between 1997/2000. He was previously on the Boards of Infosys Limited and ICICI Bank Limited.
Date of Birth (Age in Years)	August 13, 1947 (72 years)
Date of Appointment	July 19, 2020
Qualification	He is graduated with B.Com (Hons) from the University of Calcutta and is a Fellow of the Institute of Chartered Accountants in England and Wales.
Expertise in specific functional areas	Healthcare, Finance, Accountancy & Audit, Technology, Risk Management, Strategy & Marketing, Board and Governance, Global business, Leadership
Number of Board Meetings attended during the financial year 2019-20	NA
*Directorships held in other Listed Companies	Dr. Reddy's Laboratories Ltd Mahindra Holidays & Resorts India Limited
**Membership of Committees of other Public Companies	Dr. Reddy's Laboratories Ltd (Audit Committee) Mahindra Holidays & Resorts India Limited (Audit Committee) ICICI Venture Funds Management Company Limited (Audit Committee)
Relationship between Directors of the Company inter-se	None
Number of shares held in the Company	NIL

Note: Directorship held in other Companies details is as on June 30, 2020

* 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 Stakeholder 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 the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members 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. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
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 7, 2020 (09:00 A.M IST) to August 10, 2020 (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. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager, NSDL at amitv@nsdl.co.in / 022-24994360 or Mr. Sagar Ghosalkar, Assistant Manager, NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553.

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

The remote e-voting period begins on Tuesday, August 11, 2020 at 09:00 A.M.(IST) and ends on Thursday, August 13, 2020 at 05:00 P.M.(IST) The remote e-voting module shall be disabled by NSDL for voting thereafter.

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: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details 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 ID's 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.
 - 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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. In case of any assistance needed by the shareholders while using the technology before or during the meeting, they can call on toll free no: 1800-222-990.

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.
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.
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 toll free no: 1800-222-990 or send a request to Mr. Amit Vishal, Senior Manager, NSDL at amitv@nsdl.co.in or evoting@nsdl.co.in

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.

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

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. OR to the Company at cs@asterdmhealthcare.com

Alternatively member may send an email request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

