



Aster DM Healthcare Limited

CIN: L85110KA2008PLC147259

Registered office: No.1785, Sarjapur Road, Sector -1, HSR Layout, Ward No.174, Agara Extension,
Bengaluru-560102, Karnataka, India Tel: +91 484 6699999

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

Dear Members,

Invitation to attend the Fourteenth (14th) Annual General Meeting ("AGM") on Thursday, August 25, 2022

You are cordially invited to attend the Fourteenth (14th) AGM of the Company to be held on Thursday, August 25, 2022, at 11:30 A.M.(IST) through video conferencing ('VC') / Other Audio-Visual Means ('OAVM'). The notice convening the AGM is enclosed herewith. For ease of participation of the Members, we are providing below the key details regarding the meeting for your reference:

S. No	Particulars	Details
1.	Helpline number for VC participation	For any assistance or support before or during the AGM, Members may contact the Company at cs@asterdmhealthcare.com or meenakshi.lakshmanan@asterhospital.com / Tel: +91 9513702273
2.	Cut-off date for e-voting	Thursday, August 18, 2022
3.	Time period for remote e-voting	The remote e-voting period begins on Monday, August 22, 2022 at 09:00 A.M.(IST) and ends on Wednesday, August 24, 2022 at 05:00 P.M.(IST)
4.	Last date for publishing results of the e-voting	Saturday, August 27, 2022
5.	Registrar and Share Transfer Agent contact details	Link Intime India Pvt Ltd C-101, 1 st Floor, 247 Park, Lal Bahadur Shastri. Marg, Vikhroli (West), Mumbai -400 083 Maharashtra, India Tel: +91 22 4918 6200 Email: coimbatore@linkintime.co.in / dhanalakshmi.s@linkintime.co.in

Yours truly,

Dr. Azad Moopen

Chairman and Managing Director
DIN:00159403

Place: Dubai

Date: May 24, 2022

Aster DM Healthcare Limited

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

Notice

Notice is hereby given that the 14th Annual General Meeting ('AGM') of the Members of Aster DM Healthcare Limited (the "Company") will be held on **Thursday, the 25th day of August 2022 at 11:30 A.M** (IST) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM') to transact the following business:

A. Ordinary business

- To receive, consider and adopt the Audited Standalone Financial Statements of the Company including the Audited Consolidated Financial Statements for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon.**
- To appoint a Director in the place of Mr. Shamsudheen Bin Mohideen Mammu Haji (DIN: 02007279), who retires by rotation and being eligible, offers himself for re-appointment.**

B. Special Business

- Ratification of remuneration payable to the Cost Auditors for the financial year 2022-2023**

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

RESOLVED THAT pursuant to the provisions of Section 148 and read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory amendment(s)/modification(s) thereof for the time being in force), the Members be and hereby approve and ratify the remuneration of Rs. 2,25,000 (Rupees Two Lakhs and Twenty-Five Thousand only) plus out of pocket expenses & taxes as applicable to M/s. Jitender, Navneet & Co, Cost Accountants, (Firm Registration Number: 000119) who were appointed as Cost Auditors of the Company by the Board of Directors to conduct audit of cost accounting records for the financial year 2022-2023.

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.

- To approve payment of remuneration to Dr. Mandayapurath Azad Moopen (DIN: 00159403), Managing Director 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 Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendment(s)/ modification(s) thereof) read with Schedule V of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), the provisions of Articles of Association of the Company and subject to such necessary approval(s), consent(s) or permission(s), as may be required from the Central Government consent of the Members of the Company be and is hereby accorded for payment of remuneration to Dr. Mandayapurath Azad Moopen, (DIN: 00159403) Managing Director of the Company effective December 01, 2022 to April 14, 2023 as detailed below

Salary	Rs. 60 Lakhs per annum
Gratuity	As per the rules of the Company
Encashment of leave	As per the rules of the Company
Other benefits	Use of Company's car, chauffeur and telephone for official purposes as per the rules of the Company

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

RESOLVED FURTHER THAT 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.

5. Approval for re-appointment of Dr. Mandayapurath Azad Moopen, (DIN: 00159403), as Managing Director of the Company for a term of three years with effect from April 15, 2023

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

RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors and pursuant to the provisions of Section 196, 197, 198, 203 and Schedule V read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory amendment(s)/modification(s) thereof) and applicable provisions of the of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other rules, regulations, and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Laws"), the provisions of Articles of Association of the Company and subject to such necessary approval(s), consent(s) or permission(s), as may be required from the Central Government, consent of the Members be and is hereby accorded to re-appoint Dr. Mandayapurath Azad Moopen, (DIN: 00159403), as Managing Director of the Company for a term of three years effective April 15, 2023 on the following remuneration notwithstanding that on April 15, 2023 he will attain the age of 70 years.

Salary	Rs. 60 Lakhs per annum
Gratuity	As per the rules of the Company
Encashment of leave	As per the rules of the Company
Other benefits	Use of Company's car, chauffeur and telephone for official purposes as per the rules of the Company

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

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid 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 : May 24, 2022

Notes

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. 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 cs@asterdmhealthcare.com with a copy marked to evoting@nsdl.co.in.
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 following documents will be available for inspection by the Members electronically during the 14th AGM. Members seeking to inspect such documents can send an email to cs@asterdmhealthcare.com.
 - a. Certificate from the Secretarial Auditor of the Company relating to the Company's Stock Options Plans under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
 - b. Register of Directors and Key Managerial Personnel and their shareholding, and
 - c. Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
7. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. August 25, 2022. Members seeking to inspect such documents can send an email to cs@asterdmhealthcare.com.
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. M 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 Monday, August 22, 2022 (09:00 A.M IST) and ends on Wednesday, August 24, 2022 (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 18, 2022 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 18, 2022.
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 holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at "evoting@nsdl.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. If you forgot your password, you can reset your password by using "Forgot User Details/

Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. August 18, 2022 may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.

13. In compliance with the Circulars, the Annual Report 2021-2022, the Notice of the 14th 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 2021-2022 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.

15. Members may also note that the Notice of the 14th AGM and Annual Report 2021-2022 will be available on the Company’s website at <https://www.asterdmhealthcare.com/investor/shareholders-services> 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.
16. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the Directors retiring by rotation / seeking re-appointment forms part of the Notice.
17. 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.
18. The Scrutinizer will submit his report to the Chairman of the Company (‘the Chairman’) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than two working days from the conclusion of the AGM. The result declared along with the Scrutinizer’s report shall be communicated to the stock exchanges, NSDL and RTA and will also be displayed on the Company’s website at <https://www.asterdmhealthcare.com/investor/shareholders-services>.
19. 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.
20. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning business under item no. 3 to 5 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 : May 24, 2022

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

ITEM NO 3

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

The Board of Directors, based on the recommendation of the Audit Committee, at their meeting held on May 24, 2022, had approved the appointment of M/s. Jitender, Navneet & Co, Cost Accountants, (Firm Registration Number: 000119) as Cost Auditors to carry out cost audit for the financial year 2022-2023.

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

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

A remuneration of Rs. 2,25,000 (Rupees Two Lakhs and Twenty-Five Thousand only) plus out of pocket expenses & taxes as applicable is being proposed for the Cost Audit for the financial year 2022-2023 and same has been recommended by the Audit Committee and the Board of Directors.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any 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.

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

ITEM NO 4 & 5

The Members of the Company at the Annual General Meeting held on August 08, 2019 passed a special resolution for the re-appointment of Dr. Mandayapurath Azad Moopen (DIN:00159403) as Managing Director of the Company for a period of five (5) years subject to approval of the Central Government as Dr. Azad Moopen is a Non-Resident Indian (NRI), (as per Schedule V of the Companies Act, 2013).

The Central Government has granted approval under Section 196 read with Part-I (e) of schedule-V of the Companies Act, 2013 vide letter reference no. SRN H95544425/02/2019-CLVII dated February

27, 2020 for the re-appointment of Dr. Azad Moopen as Managing Director of the Company with effect from December 01, 2019 for a period of 3 years, 4 months and 13 days i.e upto April 14, 2023.

Further, due to inadequate profits, approval of members was obtained for payment of remuneration for a period of 3 years with effect from December 01, 2019 to November 30, 2022.

Pursuant to the recommendation of NRC, the Board of Directors at their meeting held on May 24, 2022 have approved and recommended to the Members that Dr. Azad Moopen be paid the same remuneration as was approved by the shareholders without any revision for the remaining term of his appointment i.e., from December 01, 2022 to April 14, 2023.

Further, as per the proviso to Section 196 (3) (a) of the Companies Act, 2013, the Company seeks consent of the members by way of special resolution for re-appointment of Dr. Azad as Managing Director for a period of three years with effect from April 15, 2023 with the same remuneration notwithstanding the fact that he shall be attaining the age of seventy years on April 15, 2023. Your Directors are of the view that the Company will continue to achieve greater heights and milestones under his leadership. Accordingly, the Board recommends the special resolution for approval of members.

Since Dr. Azad is a Non-Resident Indian (NRI), as per provisions of the Companies Act, 2013 his appointment as a Managing Director is subject to approval of the Central Government.

Profile of Dr. Azad Moopen

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

Dr. Azad Moopen's journey in the healthcare sector has been phenomenal. From a single doctor clinic in Dubai in 1987, over 35 years, Aster DM Healthcare has grown into a global healthcare conglomerate of more than 534 facilities spread across seven countries.

He has been honoured by the Government of India with the Padma Shri Award in 2011 and the Pravasi Bharatiya Samman in 2010. He has also been conferred the Best Doctor Award by the Government of Kerala in 2009. He has been awarded with a fellowship of the Royal College of Physicians (FRCP), UK in 2019, for his significant contribution to the medical and healthcare profession. He has been honoured with the prestigious 'Lifetime Achievement Award' at 10th edition of The Federation of Indian Chambers of Commerce (FICCI) Healthcare Excellence Awards in 2018. He has received the

'Visionary CEO of the Year Award' in recognition of his contribution at the CEO Middle East Awards by Arabian Business in 2019. He has been awarded by Harvard Business Council in 2021 for Organizational Excellence during one of the toughest years in recent history – Covid-19 pandemic. He has been appointed to the Advisory Council of Dubai International Chamber by HH Sheikh Mohammed Bin Rashid Al Maktoum, Vice-President and Prime Minister of UAE and Ruler of Dubai in 2021.

Remuneration Proposed

The Board of Directors at their meeting held on May 24, 2022 on recommendation of Nomination and Remuneration Committee has recommended payment of remuneration as detailed below for:

- i. The remaining term of appointment i.e. with effect from December 01, 2022 until April 14, 2023) and New term of appointment i.e with effect from April 15, 2023 to April 14, 2026)

Salary	Rs. 60 Lakhs per annum
Gratuity	As per the rules of the Company
Encashment of leave	As per the rules of the Company
Other benefits	Use of Company's car, chauffeur and telephone for official purposes as per the rules of the Company

He is responsible for the Company's overall business operations and is responsible for setting forth the group strategy and vision. Considering the expertise, experience and the need to oversee various activities of the Company, the proposed remuneration is considered justifiable.

The remuneration shall be effective from December 01, 2022 as per the terms mentioned above for a period of appointment up to April 14, 2026 or such other earlier date where a resolution is passed by the Board of Directors altering or varying the remuneration and the Board of Directors are authorized to alter and vary the said remuneration in such form and manner or with such modifications as the Board of Directors may deem appropriate, as the case may be, within the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time.

The Company has not defaulted in payments dues to any of its secured creditors, therefore prior approval of the secured creditors is not required.

In addition to the salary drawn from Aster DM Healthcare Limited, Dr. Azad Moopen also draws a remuneration from the Company's foreign subsidiary, Dr. Moopen's Healthcare Management Services LLC. During the financial year 2021-22, Dr. Azad has drawn a fixed remuneration of AED 6.48 Million and variable incentive of AED 1.5 Million.

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

Accordingly, the Board of Directors recommends passing of the special resolutions as set out at Item No. 4 & 5 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.

A statement as per Clause iv of Section II of Part II of Schedule V of Companies Act, 2013

I. General information

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

Particulars	₹ in Crores)	
	FY 2021-22	FY 2020-21
Total Income	1,198.67	768.17
Total Expenditure	1,108.71	836.21
Profit/(Loss) before exceptional items and tax	89.96	(68.04)
Exceptional item	-	-
Profit/(Loss) before tax	89.96	(68.04)
Less: Tax expense	(0.22)	0.74
Profit for the year	90.18	(68.78)
Other comprehensive income/(Loss), net of taxes	0.46	0.01
Total comprehensive income/(loss)	90.64	(68.77)

- (5) Foreign investments or collaborations, if any: As on March 31, 2022, around 85% of the paid-up equity share capital of the Company is held by foreign companies and foreign individuals, foreign portfolio investors, foreign venture capital investors and non-resident Indians.

II. Information about the appointee

- (1) Background details: Dr. Azad Moopen is the Chairman and Managing Director of the Company. He is a Gold Medalist in MBBS and a Post-Graduate in General Medicine from Calicut Government Medical College in Kerala, and a Diploma holder in Chest Diseases from Delhi University, India. He is responsible for the Company's overall business operations and is responsible for setting forth the group strategy and vision.
- (2) Past remuneration: Dr. Azad Moopen has drawn remuneration of Rs. 60 lakhs per annum from Aster DM

Healthcare Limited since his re-appointment on December 01, 2019, along with other benefits like use of Company's car, chauffeur and telephone for official purposes, Gratuity and Encashment of leave as per the rules of the Company.

- (3) Recognition or awards: He has been honoured by the Government of India with the Padma Shri Award in 2011 and the Pravasi Bharatiya Samman in 2010. He has also been conferred the Best Doctor Award by the Government of Kerala in 2009. He has been awarded with a fellowship of the Royal College of Physicians (FRCP), UK in 2019, for his significant contribution to the medical and healthcare profession. He has been honoured with the prestigious 'Lifetime Achievement Award' at 10th edition of The Federation of Indian Chambers of Commerce (FICCI) Healthcare Excellence Awards in 2018. He has received the 'Visionary CEO of the Year Award' in recognition of his contribution at the CEO Middle East Awards by Arabian Business in 2019. He has been awarded by Harvard Business Council in 2021 for Organizational Excellence during one of the toughest years in recent history – Covid-19 pandemic. He has been appointed to the Advisory Council of Dubai International Chamber by HH Sheikh Mohammed Bin Rashid Al Maktoum, Vice-President and Prime Minister of the UAE and Ruler of Dubai in 2021.
- (4) Job profile and his suitability: He is responsible for the Company's overall business operations and is responsible for setting forth the group strategy and vision. Considering the expertise, experience and the need to oversee various activities of the Company, the proposed remuneration is considered justifiable.
- (5) Remuneration proposed: It is proposed to pay Rs. 60 Lakhs per annum along with other benefits like use of Company's car, chauffeur and telephone for official purposes, Gratuity and Encashment of leave as per the rules of the Company.
- (6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of her origin): The Nomination and Remuneration Committee and the Board have taken into consideration the size and nature of business of the Company in India and outside, the varied and rich

experience of Dr. Azad and compared to the remuneration of similarly placed personnel in comparable companies, [financial position of the Company, market trends and industry standards, jurisdiction, etc.], while determining his remuneration with regard to the payment of remuneration as mentioned above.

- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any: Ms. Alisha Moopen, Deputy MD is Dr. Azad's Daughter and Mr. Anoop Moopen, Director is his son-in-law.

III. Other information

- (1) Reasons of loss or inadequate profits: The Company has a profit after tax of INR 90.18 crores on standalone basis for financial year 2021-22. As a matter of abundant precaution, the Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 as the profitability of the Company may vary in future due to any unforeseen circumstances.
- (2) Steps taken or proposed to be taken for improvement: Not applicable
- (3) Expected increase in productivity and profits in measurable terms: Not applicable

IV. Disclosures

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

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

Dr. Azad Moopen

Chairman and Managing Director
DIN: 00159403

Place : Dubai
Date : May 24, 2022

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



Mr. Shamsudheen Bin Mohideen Mammu Haji

DIN (Director Identification Number)	02007279
Brief profile of Director	Mr. Shamsudheen Bin Mohideen Mammu Haji has been a Director of Company since September 16, 2015. He is an entrepreneur and also the Chairman of Regency Group for Corporate Management in the UAE.
Date of Birth (Age in Years)	May 26, 1963 (59 years)
Date of Appointment	September 16, 2015
Qualification	Graduate
Expertise in specific functional areas	Healthcare, Finance, Accountancy & Audit, Risk Management, Strategy & Marketing, Board and Governance, Global Business, Leadership
Terms & Conditions of Re-appointment	Appointment as a Non-executive Director whose office is liable to retire by rotation
Details of remuneration sought to be paid and the remuneration last drawn by such person	NIL
Number of Board Meetings attended during the financial year 2021-22	5
*Directorships held in other Listed Companies	NIL
**Membership of Committees of other Public Companies	NIL
Relationship between Directors of the Company inter-se	NIL
Number of shares held in the Company	56,61,732 Equity shares



Dr. Azad Moopen

DIN (Director Identification Number)	00159403
Brief profile of Director	Dr. Azad Moopen is the Chairman and Managing Director of the Company. He is responsible for the Company's overall business operations and is responsible for setting forth the group strategy and vision. He has been a Director of the Company since its incorporation.
Date of Birth (Age in Years)	April 15, 1953 (69 years)
Date of Appointment	January 18, 2008
Qualification	He is a Gold Medallist in MBBS and a Post-Graduate in General Medicine from Calicut Government Medical College in Kerala, and a Diploma holder in Chest Diseases from Delhi University, India
Expertise in specific functional areas	Healthcare, Finance, Accountancy & Audit, Law, Technology, Risk Management, Strategy & Marketing, Board and Governance, Global Business, Leadership
Terms & Conditions of Re-appointment	As per Explanatory statement for Item no 4 & 5
Details of remuneration sought to be paid and the remuneration last drawn by such person	As per Explanatory statement for Item no 4 & 5
Number of Board Meetings attended during the financial year 2021-22	7
*Directorships held in other Listed Companies	NIL
**Membership of Committees of other Public Companies	NIL
Relationship between Directors of the Company inter-se	Ms. Alisha Moopen & Mr. Anoop Moopen
Number of shares held in the Company	17,33,536 Equity shares

The re-appointment of Dr. Azad Moopen, as Managing Director and Mr. Shamsudheen Bin Mohideen Mammu Haji, as Non-executive Director has been approved and recommended by the Board based on the evaluation of his performance and the performance having been found satisfactory.

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

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

INSTRUCTIONS FOR PARTICIPATION THROUGH VC

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. Members are encouraged to join the Meeting through laptops for better experience.
4. Further, Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
5. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@asterdmhealthcare.com from August 20,

2022 (09:00 A.M IST) to August 23, 2022 (05:00 P.M IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

7. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@asterdmhealthcare.com. The same will be replied by the Company suitably.
8. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Assistant Vice President, NSDL at amity@nsdl.co.in / 022-24994360.

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

The remote e-voting period begins on Monday, August 22, 2022 at 09:00 A.M.(IST) and ends on Wednesday, August 24, 2022 at 05:00 P.M.(IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 18, 2022, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 18, 2022.

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

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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 022-23058542-43

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

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

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.
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.
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.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Assistant Vice President at evoting@nsdl.co.in.

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

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

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 and General Meeting is in active status.
2. Select "EVEN" of Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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.
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 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.
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.

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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**