

ANNEXURE II

Aster DM Healthcare Limited

CIN: L85110KA2008PLC147259

Registered office: Awfis, 2nd Floor, Renaissance Centra, 27 & 27/1, Mission Road,
Sampangi Rama Nagar, Bangalore, Karnataka, India, 560027

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

Postal Ballot Notice

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 Read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

The postal ballot notice ("**Notice**") is hereby given pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the "**Rules**"), (including any statutory modification(s) or re-enactments thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), Secretarial Standards ("**SS-2**") issued by the Institute of Company Secretaries of India on General Meeting and the relaxations and clarifications issued by the Ministry of Corporate Affairs, Government of India vide General Circular No. 09/2024 dated September 19, 2024 (in continuation of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022, General Circular No. 11/2022 dated December 28, 2022, and General Circular No. 09/2023 dated September 25, 2023) ("**MCA Circulars**"), any circular issued by the Securities and Exchange Board of India ("**SEBI**") and other applicable laws and regulations, if any, for seeking approval of members of Aster DM Healthcare Limited (the "**Company**") via Postal Ballot through remote e-voting only (voting through electronic means) for the resolutions as set out in the notice.

The explanatory statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this postal ballot. The Notice will also be placed on the website of the Company at <https://www.asterdmhealthcare.in/investors/shareholders-services/postal-ballot> websites of the stock exchanges where the equity shares of the company are listed i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of National Securities Depositories Limited ("**NSDL**") at www.evoting.nsdl.com.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only

Aster DM Healthcare Limited - Registered & Corporate Office
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Awfis, 2nd Floor, Renaissance Centra, 27 & 27/1,
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through electronic mode to those members whose e-mail address is registered with the company /depository participant(s). The details of the procedure to cast the vote forms part of the 'notes' to this notice.

The Board of Directors of the Company ("**Board**") has appointed Mr. Rajiv Balakrishnan, Director of M/s Beyond Compliance Corporate Services Private Limited, as the Scrutinizer ("**Scrutinizer**") for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members are requested to carefully read the instructions in this postal ballot notice and record their assent (for) or dissent (against) through the remote e-voting process not later than 05:00 pm (IST) on Sunday, December 29, 2024. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

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

RESOLUTIONS

ITEM NO. 1

APPROVAL FOR ISSUANCE OF 1,86,07,969 (ONE CRORE EIGHTY SIX LAKHS SEVEN THOUSAND NINE HUNDRED AND SIXTY NINE) EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

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

RESOLVED THAT pursuant to (i) Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, statutory modification(s), and/or re-enactment(s) thereof, for the time being in force) (hereinafter referred to as the "**Act**"); (ii) the applicable provisions of the Foreign Exchange Management Act, 1999, as amended or restated and rules, circulars, notifications, regulations and guidelines issued thereunder ("**FEMA**"); (iii) the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, statutory modification(s), and/or re-enactment(s) thereof, for the time being in force) ("**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, statutory modification(s), and/or re-enactment(s) thereof, for the time being in force) ("**SEBI Listing Regulations**"); (iv) the uniform listing agreements in terms of the SEBI Listing Regulations entered into by the Company with the BSE Limited ("**BSE**") and the National Stock Exchange of India Limited ("**NSE**") (collectively along with the BSE referred to as the "**Stock Exchanges**"); (v) in accordance with provisions of the memorandum of association and articles of association of the Company, as amended; and (vi) any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder by the Government of India, the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**"), Stock Exchanges, Competition Commission of India ("**CCI**") and/ or any other statutory / regulatory authority/ authorities (hereinafter collectively referred to as "**Regulatory Authorities**") and including any amendments, statutory modification(s), and/or re-enactment(s) thereof for the time being in force, and subject to any other regulatory approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities (including Regulatory Authorities), institutions or bodies as may be required, and subject to such condition(s) and modification(s), as may be prescribed or imposed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and subject to acceptance of such condition(s) or modification(s); and (vii) in accordance with the terms of the share



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acquisition agreement as executed amongst the Company, Dr. Azad Moopen, M/s. Union Investments Private Limited, Union (Mauritius) Holding Limited, Sri Sainatha Multispecialty Hospitals Private Limited, BCP Asia II TopCo IV Pte. Ltd ("BCP"), Centella Mauritius Holdings Limited ("TPG") and Quality Care India Limited ("QCIL") and all other agreements, documents, letters, consents, authorisations, declarations etc in relation to the transaction contemplated in the Share Acquisition Agreement and as mutually agreed between the parties thereto, (collectively referred to as "SAA"), approval of the members of the Company ("Members") be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall be deemed to include any duly constituted/to be constituted committee of the Board thereof to exercise its power including the powers conferred by this resolution) to create, offer, issue and allot, on a preferential basis, 1,86,07,969 (One Crore Eighty Six Lakhs Seven Thousand Nine Hundred and Sixty Nine) fully paid up equity shares of the Company having face value of INR 10/- (Rupees Ten only) each ("Equity Share(s)") at a price of INR 456.33/- (Indian Rupees Four Hundred Fifty Six and Thirty Three Paise only) per Equity Share which is the price determined in accordance with Chapter V of the SEBI ICDR Regulations ("Floor Price") to the following persons (the "Proposed Allottees" and such Equity Shares as the "Subscription Shares") for consideration other than cash, being discharge of total purchase consideration of INR 8,49,13,74,494 (Rupees Eight Hundred Forty Nine Crore Thirteen Lakhs Seventy-Four Thousand Four Hundred and Ninety Four only) ("Purchase Consideration"), by way of acquisition of 1,90,46,028 (One Crore Ninety Lakhs Forty Six Thousand and Twenty Eight) equity shares of QCIL (CIN: U85110TG1992PLC014728) from the Proposed Allottees ("Purchase Shares") at a price of INR 445.83 /- (Rupees Four Hundred Forty-five and Eight Three Paise only) per equity share of QCIL ("Proposed Transaction"), on such terms and conditions as agreed and set forth in the agreements (including the SAA), deeds and other documents or as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws. The details of the Proposed Allottee(s) and the maximum number of Equity Shares proposed to be allotted is set forth in the below table:

No.	Name of the Proposed Allottee	No of Equity Shares proposed to be issued
01.	BCP ASIA II TOPCO IV PTE. LTD.	1,39,55,977
02.	CENTELLA MAURITIUS HOLDINGS LIMITED	46,51,992
	Total	1,86,07,969

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per SEBI ICDR Regulations and other applicable laws is Friday, November 29, 2024, i.e., being the date 30 (thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e., Sunday, December 29, 2024.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the Subscription Shares proposed to be issued and allotted to the Proposed Allottee(s) on preferential basis shall *inter-alia* be subject to the following:

- 1) The Subscription Shares to be issued and allotted to the Proposed Allottees shall be fully paid-up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company and the provisions of the SAA.

- 2) The floor price as determined in accordance with SEBI ICDR Regulations shall be subject to appropriate adjustments as permitted under the SEBI ICDR Regulations and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the regulatory authorities from time to time.

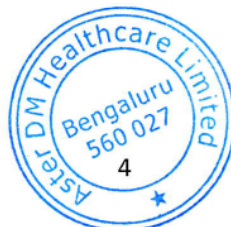


- 3) The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of receipt of the approval of this special resolution passed through Postal Ballot; or (ii) date of receipt of last of the approval/ permission required for such allotment from any Regulatory Authority (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Subscription Shares to the Proposed Allottees and approval from the CCI) or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time.
- 4) The Subscription Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.

Any rights or bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have the same effect including lock-in period, as that of the equity shares issued pursuant to the said preferential issue and also shall be liable for further lock-in for such other periods as may be mutually agreed by the Company and the Proposed Allottees.

- 5) The Subscription Shares to be issued and allotted to the Proposed Allottees shall be listed and traded on the Stock Exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.
- 6) The Subscription Shares to be issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of Purchase Consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottees in QCIL and the acquisition of the Purchase Shares by the Company will constitute the full consideration for the Subscription Shares to be allotted by the Company to the Proposed Allottees.
- 7) The Subscription Shares to be issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- 8) The Subscription Shares shall be issued and allotted to the Proposed Allottees subject to receipt of the Purchase Shares from the Proposed Allottee(s), i.e., for consideration other than cash.
- 9) No partly paid-up Subscription Shares shall be issued and allotted.
- 10) In accordance with the provision of Regulation 161 of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted is determined by the Board in its meeting held on Friday, November 29, 2024;
- 11) Allotment of the Subscription Shares shall only be made in dematerialized form;
- 12) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations; and
- 13) The allotment of the Subscription Shares is subject to the Proposed Allottee(s) not having sold any Equity Shares of the Company during 90 (ninety) trading days preceding the Relevant Date i.e., Friday, November 29, 2024.

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RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT if the Proposed Allottees is found ineligible to subscribe to the Subscription Shares or approval of any Regulatory Authority for the Proposed Transaction, as may be required, is not received, the Company shall not allot the Subscription Shares to the Proposed Allottees;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Subscription Shares, subject to the provisions of the Act, the ICDR Regulations and the Share Acquisition Agreement, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation (i) to effect any modification(s), change(s), variation(s), alteration(s), addition(s) and/or deletion(s) of the relevant terms and conditions related to the preferential issue, as may be required by any Regulatory Authorities or otherwise; (ii) making application(s)/representation(s) to the Stock Exchanges for obtaining in-principle approvals, (iii) making application(s) to the Stock Exchanges for listing of shares, (iv) filing requisite documents including requisite e-forms with the MCA and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors) for the preferential issue; (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) to issue letter of offer/ private placement offer letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI ICDR Regulations containing the terms and conditions of the Subscription Shares and invite the Proposed Allottees to subscribe to the Subscription Shares in accordance with the provisions of the Act, SEBI ICDR Regulations and SAA; (viii) to record the name of each Proposed Allottees and details of offer letter in PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and inviting the Proposed Allottees to subscribe to the Subscription Shares in accordance with the provisions of the Companies Act, 2013 and the SEBI ICDR Regulations.; (ix) issue and allotment of the Subscription Shares to the Proposed Allottees; (x) authorise the credit of Subscription Shares allotted to the demat accounts of the Proposed Allottees; and (xi) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s) of the Board, executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any Regulatory Authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard;

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RESOLVED FURTHER THAT all actions taken by the Board or committee(s) of the Board duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respects.

ITEM NO. 2

TO APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM BENGALURU (STATE OF KARNATAKA) TO HYDERABAD (STATE OF TELANGANA) AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION.

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

RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the rules thereunder read with Rule 30 of Companies (Incorporation) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions made thereunder (including any statutory amendment or modification or re-enactment thereof for the time being in force), and subject to the confirmation/ approval received from the Regional Director, South East Region, Ministry of Corporate Affairs or any applicable statutory authorities if any, as may be prescribed from time to time and such other approvals, permissions and sanctions as may be required, the consent of the members of the Company, be and is hereby accorded for shifting of the registered office of the Company from the existing registered office falling under the jurisdiction of the Registrar of Companies, Bengaluru, to a new registered office (as may be identified by the Board) in the State of Telangana falling under the jurisdiction of the Registrar of Companies, Hyderabad .

RESOLVED FURTHER THAT pursuant to Section 13 of the Act read with rules made thereunder and subject to the abovementioned consent, the existing clause II of the Memorandum of Association of the Company, i.e., Registered Office Clause be and is hereby substituted with the following clause:

"II. The registered office of the Company will be situated in the State of Telangana.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board of Directors of the Company and/or Mr. Hemish Purushottam, Company Secretary and Compliance Officer (Membership Number: A24331) of the Company be and are hereby severally authorised to fix the date of shifting and to do all such acts, deeds, filings, matters and things and execute all such applications, declarations, deeds, documents, affidavits, instruments and writings as may be required for the purpose of giving effect to the aforesaid resolution along with petition to be filed with the Regional Director, South East Region, Ministry of Corporate Affairs including but not limited to issue notice/advertisements and publication of such notice in newspaper(s) obtain orders of shifting of Registered Office from the concerned authorities and delegate all or any of its powers herein conferred to any director(s), officer(s), representative(s) and or the consultant of the Company, if required, as it may in its absolute discretion deem it necessary or desirable.

Date: November 29, 2024
Place: Bengaluru



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

[Signature]
Dr. Azad Moopen
Chairman and Managing Director
DIN:00159403

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

Notes:

1. Pursuant to Sections 102 and 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws, an explanatory statement setting out material facts and reasons for the proposed resolutions is appended hereto.
2. This Postal Ballot Notice is being sent by email only to the members of the Company, whose names appear on the Register of members/list of Beneficial owners, as received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on, Friday, November 22, 2024, the cut-off date. Any person who is not a member as on the cut-off date should treat this Postal Ballot Notice for information purposes only. The Postal Ballot Notice is sent electronically to all the members who have registered their email addresses with the Company /Depositories/Registrar and Share Transfer Agent (RTA). The same may also be downloaded from the Company's website <https://www.asterdmhealthcare.in/investors/shareholders-services/postal-ballot> the website of NSDL, BSE and NSE.
3. Only those members whose names are appearing in the register of members / list of beneficial owners as on the Cut-Off Date shall be eligible to cast their votes through Postal Ballot. The voting rights of the members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date. Members can vote for their entire voting rights as per their discretion.
4. As permitted by MCA vide MCA Circulars, the Company is sending this Notice in electronic form only. Hence, in compliance with the MCA Circulars, hard copy of Notice along with Postal Ballot forms and Pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot. Accordingly, the members may note that communication of the assent or dissent of the members would take place through the remote e-voting system only.
5. 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.in to receive the Notice in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the Notice, user ID / password for e-voting.

Type of Holder	Registering Email Address	
Physical	Send a request to the Company at cs@asterdmhealthcare.in 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.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR - 1
	Update of signature of securities holder	Form ISR - 2
	For nomination as provided in the Rules 19 (1) of	Form SH-13

	Companies (Share capital and debenture) Rules, 2014	
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR- 4
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.com for obtaining User ID and Password for e-voting. After successful submission of the e-mail address, NSDL will e-mail a copy of this Notice along with the remote e-voting user ID and password, within 48 hours of successful registration of the e-mail address by the member. In case of any queries, members may write to evoting@nsdl.com.

6. The Board of Directors of the Company at its meeting held on Friday, November 29, 2024 has appointed Mr. Rajiv Balakrishnan, Director of Beyond Compliance Corporate Services Private Limited, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner and in accordance with the provisions of the Act and the Rules made there under.
7. All material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, members may also send their requests to cs@asterdmhealthcare.in or evoting@nsdl.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
8. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member as on cut-off date i.e. Friday, November 22, 2024 Members can vote for their entire voting rights as per their discretion.
9. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act read with Rules 20 and 22 of the Rules and Regulation 44 of the Listing Regulations, SS-2, the MCA Circulars, the Company has provided only e-voting facility for its members to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide e-voting facility to its members.
10. The remote e-voting period commences on Saturday, November 30, 2024 at 09:00 AM (IST) and ends on Sunday, December 29, 2024 at 05:00 PM (IST). The e-voting module shall be disabled by NSDL for voting thereafter.
11. Once the vote on the resolutions is cast by the members, the members shall not be allowed to change it subsequently.
12. Members desirous of inspecting the documents referred to in the Notice or the explanatory statement may send their requests to cs@asterdmhealthcare.in from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID, between the period Saturday, November 30, 2024 to Sunday, December 29, 2024 .

13. The Scrutinizer will submit his report to the Chairman of the Company (the “**Chairman**”) or to any other person authorized by the Chairman after completion of the scrutiny of the e-voting not later than 2 (two) working days from the last day of e-voting. The Scrutinizer’s decision on the validity of votes cast will be final. The result declared along with the Scrutinizer’s report shall be communicated to the Stock Exchanges, NSDL and RTA and will also be displayed on the Company’s website at <https://www.asterdmhealthcare.in/investors/shareholders-services/postal-ballot> and on notice board of the registered office of the Company.
14. Resolution passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the members convened in that behalf. The last date specified by the Company for e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority i.e. on the 29th December 2024.
15. Contact details of the person responsible to address the queries/grievances connected with the voting by electronic means, if any:

Mr. Hemish Purushottam
Company Secretary and Compliance Officer
Aster DM Healthcare Limited
Awfis, 2nd Floor, Renaissance Centra, 27 & 27/1,
Mission Road, Sampangi Rama Nagar,
Bangalore, Karnataka, India, 560027
Email: hemish.purushottam@asterdmhealthcare.in

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF ACT AND OTHER APPLICABLE LAWS

1. APPROVAL FOR ISSUANCE OF 1,86,07,969 (ONE CRORE EIGHTY SIX LAKHS SEVEN THOUSAND NINE HUNDRED AND SIXTY NINE) EQUITY SHARES OF THE COMPANY ON PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH

Background

At its meeting held on Friday, November 29, 2024, the Board has approved a scheme of amalgamation ("**Scheme**") amongst the Company, Quality Care India Limited ("**QCIL**") and its respective shareholders and creditors under Section 230 to 232 of the Act read with relevant circulars and regulations of SEBI, and other applicable law, for amalgamation of QCIL into the Company by way of merger (by absorption) as a going concern, in consideration for the issuance and allotment of the equity shares of the Company to the shareholders of QCIL (other than the Company) in accordance with the share exchange ratio ("**Merger**").

In addition to the Merger, the Company intends to acquire 1,90,46,028 (One Crore Ninety Lakhs Forty Six Thousand and Twenty Eight) equity shares of QCIL (such equity shares "**Sale Shares**") from BCP Asia II TopCo IV Pte. Ltd and Centella Mauritius Holdings Limited ("**Proposed Allottees**"), for a total purchase consideration of INR 8,49,13,74,494 (Rupees Eight Hundred Forty Nine Crore Thirteen Lakhs Seventy-Four Thousand Four Hundred and Ninety Four only) ("**Purchase Consideration**") to be discharged by way of issuance of 1,86,07,969 (One Crore Eighty Six Lakhs Seven Thousand Nine Hundred and Sixty Nine) equity shares of the Company ("**Subscription Shares**") on preferential basis to the Proposed Allottees at a price of INR 456.33 /- (Indian Rupees Four Hundred Fifty Six and Thirty Three paise only) per Equity Share (the transaction collectively referred to as "**Proposed Transaction**").

Rationale

The Company will acquire shares in QCIL pursuant to the share acquisition. This will allow the Company to take a first step towards the Merger and assist in smooth integration once regulatory approvals are received. The Proposed Transaction strengthens the existing commitment of both companies towards the proposed Merger.

The share exchange ratio for the Proposed Transaction mentioned above is same as that for the Scheme. Accordingly, the eventual shareholding of QCIL shareholders post consummation of the preferential issue and Merger, will be same as it would have been in the case of a Merger without the Proposed Transaction. The Company also has customary exit rights with respect to the stake being acquired in QCIL pursuant to the Proposed Transaction, in case the Merger is withdrawn or terminated.

The proposed Merger will establish the combined entity as one of the leading healthcare group in India. With a far-reaching presence across 9 Indian states (including key markets in Kerala, Andhra Pradesh, Karnataka, and Telangana) and Bangladesh, the merged organization will oversee a network of 19 hospitals and more than 4,500 beds. The portfolio will be further strengthened by the integration of Care Hospitals, Evercare, and KIMS Health, creating a truly 360-degree healthcare ecosystem that spans hospitals, clinics, pharmacies, and labs. The proposed Merger is likely to result in potential synergies from procurement, insurance negotiation, cross-selling across specialties, integration of corporate functions. The proposed Merger will be cash neutral and is expected to be accretive for EBITDA margin and EPS from the 1st year of being effective.



This expansive network will be supported by a highly skilled team of over 1,500 accredited consultants, ensuring the highest standards of patient care across every touchpoint. The Merger will not only expand the Company's geographical footprint but also enhances its service offerings, positioning it to deliver comprehensive, integrated healthcare solutions.

Additionally, the strategic backing of global investment leaders such as Blackstone will provide invaluable support, ensuring sustained growth and innovation.

In accordance with the applicable provisions of the Act read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), as amended from time to time, and the SEBI Listing Regulations, the approval of members of the Company by way of a special resolution is required to issue equity shares of the Company on a preferential basis for consideration other than cash.

The Board on the recommendation of the Audit Committee approved the Merger, including the Proposed Transaction in its meeting held on Friday, November 29, 2024, as detailed below:

Name of the Proposed Allottees	No. of Sale Shares to be acquired	Respective portion of Purchase Consideration	No. of Subscription Shares proposed to be allotted to discharge the aforesaid Purchase Consideration
BCP ASIA II TOPCO IV PTE. LTD.	1,42,84,521	INR 6,36,85,30,984	1,39,55,977
CENTELLA MAURITIUS	47,61,507	INR 2,12,28,43,509	46,51,992

The issuance of Subscription Shares by the Company to the Proposed Allottees and purchase of Sale Shares from the Proposed Allottees by the Company (as detailed in the resolution and also in this Explanatory Statement) shall be completed in accordance with the provisions of the Act and the rules made thereunder, SEBI ICDR Regulations, SEBI Listing Regulations and the share acquisition agreement dated November 29, 2024 ("**SAA**") executed amongst the Company, QCIL, Proposed Allottees, Dr. Azad Moopen, Union Investments Private Limited, Union (Mauritius) Holding Limited and Sri Sainatha Multispeciality Hospitals Private Limited.

The SAA details the terms under which the Sale Shares will be acquired by the Company and Subscription Shares will be issued by the Company to the Proposed Allottees. The Proposed Transaction is conditional upon mutually agreed customary conditions precedent, including receipt of approval from the Competition Commission of India.

Approval of the members of the Company by way of special resolution is being sought in accordance with Sections 23(1)(b), 42 and 62(1)(c) of the Act as well as provisions of Chapter V of the SEBI ICDR Regulations to create, offer, issue and allot Subscription Shares as per details mentioned in the resolution at Item no.1 of this Notice.

The issue of the Subscription Shares to Proposed Allottees on preferential basis shall be subject to the following terms and conditions, apart from others, as prescribed under the applicable laws:

- The Subscription Shares to be issued and allotted to the Proposed Allottees shall be fully paid-up and rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the

requirements of all applicable laws and shall be subject to the provisions of the memorandum of association and articles of association of the Company and the provisions of the SAA.

- ii) The floor price as determined in accordance with SEBI ICDR Regulations shall be subject to appropriate adjustments as permitted under the SEBI ICDR Regulations and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the regulatory authorities from time to time.
- iii) The Subscription Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (fifteen) days from the later of: (i) date of receipt of the approval of the special resolution, passed through Postal Ballot; or (ii) date of receipt of last of the approval/ permission required for such allotment from any regulatory authority (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Subscription Shares to the Proposed Allottees and approval from the Competition Commission of India) or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time.
- iv) The Subscription Shares to be issued and allotted shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations.
- v) Any rights or bonus shares or any entitlements which may arise pursuant to the said allotted shares shall have the same effect including lock-in period, as that of the equity shares issued pursuant to the said preferential issue and also shall be liable for further lock-in for such other periods as may be mutually agreed by the Company and the Proposed Allottees.
- vi) The Subscription Shares to be issued and allotted to the Proposed Allottees shall be listed and traded on the Stock Exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.
- vii) The Subscription Shares to be issued and allotted to the Proposed Allottees, are being issued for consideration other than cash, towards discharge of Purchase Consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottee(s) in QCIL and the acquisition of the Purchase Shares by Aster will constitute the full consideration for the Subscription Shares to be allotted by the Company to the Proposed Allottee(s).
- viii) The Subscription Shares shall be issued and allotted to the Proposed Allottees subject to receipt of the Sale Shares from the Proposed Allottees, i.e., for consideration other than cash.
- ix) The Subscription Shares to be issued and allotted shall not exceed the number of equity shares as approved herein above.
- x) No partly paid-up Subscription Shares shall be issued and allotted.
- xi) In accordance with the provision of Regulation 161 of the SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted is determined by the Board in its meeting held on Friday, November 29, 2024;
- xii) Allotment of the Subscription Shares shall only be made in dematerialized form;

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- xiii) The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI ICDR Regulations; and
- xiv) The allotment of the Subscription Shares is subject to the Proposed Allottee(s) not having sold any Equity Shares of the Company during 90 (ninety) trading days preceding the Relevant Date i.e., Friday, November 29, 2024.

THE DISCLOSURES IN ACCORDANCE WITH THE ACT AND THE SEBI ICDR REGULATIONS AND OTHER APPLICABLE PROVISIONS OF LAW, ARE SET FORTH BELOW:

A) Objects of the preferential issue:

The Company explores various options for mergers and acquisitions or investing opportunities to increase the scale of its business in India. As part of the process, the Company has explored various options to create/unlock additional value for stakeholders. In light of the same, the Board at its meeting held on Friday, November 29, 2024 has approved a scheme of amalgamation between the Company and QCIL under Section 230 to 232 read with relevant circulars and regulations of SEBI, and other applicable law, for amalgamation of QCIL into the Company by way of merger (by absorption) as a going concern, in consideration for the issuance and allotment of the equity shares of the Company to the shareholders of QCIL (other than the Company) in accordance with the share exchange ratio.

In addition to the Merger, the Company intends to acquire 1,90,46,028 (One Crore Ninety Lakhs Forty-Six Thousand and Twenty-Eight) Sale Shares of QCIL from the Proposed Allottees for the Purchase Consideration. In order to discharge the Purchase Consideration, the Company shall issue and allot 1,86,07,969 (One Crore Eighty-Six Lakhs Seven Thousand Nine Hundred and Sixty-Nine) fully paid-up equity shares at a price of INR 456.33 /- (Indian Rupees Four Hundred Fifty-Six and Thirty-Three Paise only) per equity share to the Proposed Allottees.

B) Particulars of the offer including date of passing of the board resolution, kind of securities offered, maximum number of securities to be issued and the issue price:

The board of directors of the Company in its meeting on Friday, November 29, 2024, has approved the preferential issue of 1,86,07,969 (One Crore Eighty Six Lakhs Seven Thousand Nine Hundred and Sixty Nine) equity shares of the Company having face value of INR 10/- (Rupees Ten only) each, at a price of INR 456.33 /- (Rupees Four Hundred Fifty Six and Thirty Three Paise only) per equity share (including a premium of INR 446.33 /- (Indian Rupees Four Hundred Forty Six and Thirty Three Paise only) per equity share, which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations for consideration other than cash towards purchase consideration of INR 8,49,13,74,494 (Rupees Eight Hundred Forty Nine Crore Thirteen Lakhs Seventy-Four Thousand Four Hundred and Ninety Four only) for the Sale Shares.

C) Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Friday, November 29, 2024 being the date 30 (thirty) days prior to the date of passing of resolution through Postal Ballot i.e., last date for voting through remote e-voting, which is Sunday, December 29, 2024.



D) Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer:

The equity shares of the Company are listed on the Stock Exchanges. The equity shares are frequently traded on NSE & BSE in terms of the SEBI ICDR Regulations.

NSE, being the stock exchange with higher trading volumes during the 90 trading days preceding the Relevant Date, has been considered as recognised stock exchange for determining the floor price in accordance with the SEBI ICDR Regulations.

The floor price of INR 456.33 (Rupees Four Hundred Fifty-Six and Thirty Three Paise only) has been determined as per the pricing formula prescribed under the SEBI ICDR Regulations which shall not be less than higher of the following:

- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 90 trading days preceding the Relevant Date, i.e., INR 413.05 (Rupees Four Hundred Thirteen and Five Paise only) per equity share; or
- Volume weighted average price of the equity shares of the Company quoted on NSE, during the 10 trading days preceding the Relevant Date, i.e., INR 456.33 (Rupees Four Hundred Fifty-Six and Thirty-Three Paise only) per equity share.

Further, the articles of association of the Company provide that the price of equity shares issued by the Company for consideration other than cash shall be determined by a valuation report issued by a registered valuer subject to the applicable laws. Accordingly, as required under the articles of association of the company, PwC Business Consulting Services LLP, Independent Registered Valuer (IBBI Registered Valuer No. [IBBI/RV-E/02/2022/158]) having its office at 11A, Sucheta Bhawan, 1st Floor Vishnu Digambar Marg, New Delhi, New Delhi, Delhi, India, 110002 has determined the price of equity shares of the Company as on November 29, 2024 at INR 456.33 /- (Indian Rupees Four Hundred Fifty Six and Thirty Three Paise only) per share as per the valuation report.

Accordingly, the price per equity share of the Company to be issued is fixed at INR 456.33 /- (Indian Rupees Four Hundred Fifty-Six and Thirty-Three Paise only) which is the price computed as per the pricing formula prescribed under the SEBI ICDR Regulations. The valuation of the equity share has been determined basis the (i) fair equity share swap ratio for the proposed transaction, as per Valuation Report dated November 29, 2024 issued by PwC Business Consulting Services LLP, independent registered valuer (registration no. IBBI/RV/ IBBI/RV-E/02/2022/158), having office at 11A, Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi - 110002; and (ii) pricing certificate dated November 29, 2024 issued by CS Pradeep B Kulkarni, Senior Partner of M/s. V. Sreedharan & Associates, Company Secretaries in Practice certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of ICDR Regulations.

E) Amount which the Company intends to raise by way of such securities/ size of the issue:

Not applicable. The issue of Subscription Shares is for non-cash consideration.

F) Principal terms of assets charged as securities:

Not applicable.

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G) Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The aforementioned allotment, if approved, is proposed to be made to the Proposed Allottees as mentioned above. The Proposed Allottees are non-promoters and not part of the Promoter's Group of the Company.

H) Intention of the promoters, directors or key managerial personnel or senior management of the Company to subscribe to the preferential issue:

None of the promoters, directors, key managerial personnel or senior management of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under this preferential issue.

I) Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:

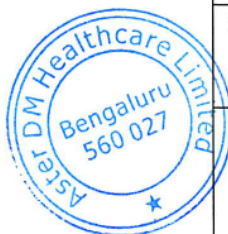
Nil

J) Time frame within which the preferential issue shall be completed:

As required under the SEBI ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 (fifteen) days from the date of passing of this resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission from Competition Commission of India and/ or any regulatory or statutory authority or the Central Government (including but not limited to the in-principle approval of the Stock Exchanges for issuance of the Subscription Shares to the Proposed Allottees), the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

K) Name of the Proposed Allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of the Proposed Allottees	Category	Ultimate Beneficial Owners (If applicable)	Pre-Issue Equity holding		No. of equity share to be allotted	Post issue Equity holding	
				No. of shares	%		No. of Shares	%
1.	BCP ASIA II TOPCO IV PTE. LTD.	Foreign Company	Melanie Mei Lan Ng	0		1,39,55,977	1,39,55,977	2.69
2.	CENTELLA MAURITIUS	Foreign Company	There is no natural person who, acting alone, together or through	0		46,51,992	46,51,992	0.90



Aster DM Healthcare Limited

			<p>juridicial persons, exercises control over Centella Mauritius Holdings Limited through ownership or ultimately owns or is entitled to more than 25% of the shares, capital or profits of Centella Mauritius Holdings Limited or exercises control through other means. Ms. Nadia Karkar, a director of Centella Mauritius Holdings Limited, holds the position of senior managing official.</p>				
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L) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

The Company proposes to discharge the Purchase Consideration payable for the acquisition of 1,90,46,028 (One Crore Ninety Lakhs Forty-Six Thousand and Twenty-Eight) Sale Shares of QCIL from the Proposed Allottees by issuing 1,86,07,969 (One Crore Eighty-Six Lakhs Seven Thousand Nine Hundred and Sixty-Nine) Subscription Shares to the Proposed Allottees for a consideration other than cash.

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As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash. The value of the Subscription Shares has been determined considering Valuation Report dated November, 29 2024 issued by PWC Business Consulting Services LLP, ("PWC") Independent registered valuer (registration no. IBBI/RV/ IBBI/RV-E/02/2022/158) having office at 11A, Sucheta Bhawan, 1st Floor, Vishnu Digambar Marg, New Delhi - 110002).

The said report by PWC is available on our website of the company i.e. <https://www.asterdmhealthcare.in/investors/preferential-issue/valuation-report>.

The transaction values Aster at 36.6x FY24 adjusted post INDAS EV/ EBITDA, which is 45% higher than the multiple ascribed to QCIL i.e. 25.2x FY24 adjusted post INDAS EV/ EBITDA

M) Change in control, if any in the Company that would occur consequent to the preferential offer:

There is no change in control in the Company as a result of the aforesaid preferential issue to the Proposed Allottees.

N) Lock-in Period:

The Subscription Shares to be issued to the Proposed Allottees shall be locked-in as per the requirements of Chapter V of the SEBI ICDR Regulations or for such longer period under the terms of the Acquisition Agreement. Further, the allotment of the Subscription Shares is subject to the Proposed Allottees not having sold any equity shares of the Company during 90 (ninety) trading days preceding the Relevant Date. The Proposed Allottees do not hold any equity share of the Company prior to the date of this Notice. Hence, lock-in of pre-allotment holding is not applicable.

O) Shareholding pattern of the Company before and after the preferential issue:

The pre-issue shareholding pattern of the Company as on the cut-off date, i.e., **Friday, November 22, 2024**) and the post-issue shareholding pattern is given below:

SI No.	Category	Pre-issue (As on the latest BENPOS date i.e. Friday, November 22, 2024)		Post-Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	Promoter's Holding				
1.	Indian	0	0	0	0
	Individual	0	0	0	0
	Bodies Corporate	0	0	0	0
	Sub-Total	0	0	0	0
2.	Non-resident Indian (NRI)	23,71,989	0.47	23,71,989	0.46
3.	Foreign Promoters				
4.	Others	20,68,34,332	41.41	20,68,34,332	39.92
	Sub Total (A)	20,92,06,321	41.88	20,92,06,321	40.38
B	Non-promoters holding				



1	Institutional Investors				
	Foreign Direct Investment	4,78,70,027	9.58	6,64,77,996	12.83
	Other Institutional Investors	7,31,48,202	14.64	7,31,48,202	14.12
2	Non-institutional investors				
	Private corporate bodies	13,43,851	0.27	13,43,851	0.26
	Director and relatives	82,30,824	1.65	82,30,824	1.59
	Indian public	2,61,40,005	5.23	2,61,40,005	5.05
	Others [including Non-resident Indians (NRIs)]	2,74,16,142	5.49	2,74,16,142	5.29
3	Insurance Companies	9,45,738	0.19	9,45,738	0.18
4	Mutual Funds	10,52,11,950	21.06	10,52,11,950	20.31
	Sub-Total (B)	29,03,06,739	58.12	30,89,14,708	59.62
	GRAND TOTAL (A+B)	49,95,13,060	100.00	51,81,21,029	100.00

Note

In the event any of the ESOP's are exercised between the date of this Notice and the date of allotment of Subscription Shares, the shareholding pattern shall stand modified accordingly;

P) Certificate of a Practicing Company Secretary:

The certificate issued by CS Pradeep B Kulkarni, Senior Partner of M/s. V Sreedharan & Associates, Practising Company Secretary certifying that the preferential issue is being made in accordance with the requirements of the SEBI ICDR Regulations shall be available for inspection by the members during the voting period and is also hosted on website of the Company at <https://www.asterdmhealthcare.in>

Q) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Nil

R) Listing:

The Company will make an application to NSE and BSE on which the existing equity shares are presently listed, for listing of the Subscription Shares that will be issued in the timeline prescribed under the applicable law.

S) Current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Upon the issuance and allotment of the Subscription Shares, the Proposed Allottees will be categorized as a public shareholder of the Company pursuant to the preferential issue.

T) Undertakings as to re-computation of price and lock-in of specified securities:



Pradeep B Kulkarni

As the equity shares of the Company have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provision of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of Subscription Shares shall not be applicable. However, the Company shall re-compute the price of the Subscription Shares to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

U) Material terms of raising such securities:

The Subscription Shares shall be fully paid up and listed on the Stock Exchanges and rank pari-passu with the existing equity shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with the applicable laws, and shall be subject to the requirements of all applicable laws and to the provisions of the memorandum of association and articles of association of the Company.

V) Other disclosures:

- The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- The proposed preferential issue is not being made to any corporate incorporated in, or a national of a country which shares a land border with India.
- Neither the Company, nor any of its directors or promoters are categorized as wilful defaulter(s) or fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company, nor any of its directors or promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, before an application seeking in-principle approval is made by the Company to the Stock Exchange where its equity shares are listed.
- The Company shall be making application seeking in-principle approval to the Stock Exchange, where its equity shares are listed, on the same day when this Notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of SEBI ICDR Regulations.
- The Proposed Allottees have neither sold nor transferred any equity shares of the Company during the period of 90 (ninety) trading days preceding the Relevant Date. The Proposed Allottees do not hold any share prior to the date of this Notice. Hence, lock in of pre-allotment holding is not applicable.
- This preferential issue is not ultra-vires to the provisions of the articles of association of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members of the Company by way of Special Resolution is required to issue the Equity Shares through a preferential issue, on private placement basis.

The issue of the Subscription Shares pursuant to the preferential issue would be within the authorised share capital of the Company. The Board believes that the proposed preferential issue is in the best



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interest of the Company and its members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

The approval of the Members is being sought to enable the Board to issue and allot the Equity Securities on a preferential basis, to the extent and in the manner as set out in the resolution and the explanatory statement. None of the Directors, Key Managerial Personnel (KMP) of the Company and/or their respective relatives are deemed to be, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any.

Given that the proposed preferential issue is for non-cash consideration (being swap of the Subscription Shares), and no proceeds will be generated from the proposed preferential issue, the requirement to appoint a monitoring agency under the provisions of Chapter V of SEBI ICDR Regulations is not applicable.

2. TO APPROVE THE SHIFTING OF THE REGISTERED OFFICE OF THE COMPANY FROM BENGALURU (STATE OF KARNATAKA) TO HYDERABAD (STATE OF TELANGANA) AND CONSEQUENT AMENDMENT TO THE MEMORANDUM OF ASSOCIATION.

The Board at its meeting held on Friday, November 29, 2024, approved shifting of registered office of the Company from the State of Karnataka to the State of Telangana, subject to approval of Central Government and other authorities as required.

The Company's present registered office is situated at Awfis, 2nd Floor, Renaissance Centra, 27 & 27/1, Mission Road, Sampangi Rama Nagar, Bengaluru, Karnataka – 560027, India.

Further, the Board, at its meeting held on Friday, November 29, 2024, approved the scheme of amalgamation ("Scheme") amongst the Company, Quality Care India Limited ("QCIL") and its respective shareholders and creditors under Section 230 to 232 of the Act read with relevant circulars and regulations of SEBI, and other applicable law, for amalgamation of QCIL into the Company by way of merger (by absorption) as a going concern, in consideration for the issuance and allotment of the equity shares of the Company to the shareholders of QCIL (other than the Company) in accordance with the share exchange ratio ("Merger"). QCIL's Registered Office is situated in the State of Telangana.

The Company is in the process of setting up new facilities in Hyderabad as we expect this region to contribute to our future growth]. The shifting of registered office of the Company will facilitate better co-ordination of business operations of the Company with the business of QCIL to be transferred to the Company pursuant to the Merger, and will facilitate carrying out business more economically and also increase efficiency. Therefore, the shifting of the Registered Office of the Company was felt necessary in view of the following:

- (a) for better administrative convenience and control over the operations of the Company;
- (b) to increase operational and management efficiency;
- (c) to integrate business functions and optimize administrative expenses; and

The shifting of the registered office of the Company will not be prejudicial to the interest of any employees, shareholders, creditors or any other stakeholders.



The operations of the Company will not be affected in any way and there will not be any retrenchment of or transfer of employees consequent to the proposed change in Registered Office of the Company.

In terms of Section 12, 13, and other applicable provisions of the Act read with rules made thereunder, the shifting of Registered Office from one state to another and consequently alteration of Clause II of the Memorandum of Association of the Company. The existing Memorandum of Association of the Company as well as the draft Memorandum of Association with the proposed amendments will be available for online inspection on all days except for Saturday and Sunday, till December 29, 2024 i.e. the last date of e- voting. The documents shall also be available for inspection in Physical Form at the Registered Office of the Company between Monday to Friday from 10.00 A.M. to 12.00 P.M. (IST) until the last date of e- voting). Members who wish to inspect the documents are requested to send an e-mail to cs@asterdmhealthcare.in mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect in this regard. The Board of Directors recommends the resolution set forth in item no. 2 for the approval of the Members by way of a Special Resolution in the best interest of the Company.

The Board recommends passing of the special resolution as set out at item no. 2 of accompanying Notice for approval by the members of the Company.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are in any way, concerned or interested, financially or otherwise in the special resolution set out at Item No. 2 of the Notice except to the extent of their shareholding in the Company, if any.

For Aster DM Healthcare Limited

Hemish Purushottam
Company Secretary and Compliance Officer

NSDL e-Voting Instructions

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. 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.2. 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.jsp3. 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.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

		<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. 	
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>	

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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method 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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cosec@beyondcompliance.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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 : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

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