



Aster DM Healthcare Limited

CIN: L85110KL2008PLC021703

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

Tel: 04846699228

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

ADDENDUM TO THE NOTICE OF THE 11TH ANNUAL GENERAL MEETING

Aster DM Healthcare Limited ('the Company') had issued a Notice dated May 28, 2019 ("the Notice of the AGM") for convening of the 11th Annual General Meeting ("AGM") of the members of the Company scheduled to be held on Thursday, 8th Day of August, 2019 at 10.00 A.M. at the Registered office of the Company at IX/475L, Aster Medcity, Kuttisahib Road, Near Kothad Bridge, South Chittoor P.O, Cheranalloor, Kochi 682027, Kerala, India. The Notice of the AGM has been dispatched to all the members of the Company in due compliance with the provisions of the Companies Act, 2013 read with the Rules made thereunder.

Subsequent to the issuance of the Notice of the AGM, for providing better clarity to the shareholders, it is proposed to modify the resolution set out at Agenda Item No. 9 of the Notice of the AGM along with the explanatory statement. Agenda Item No. 9 proposes to seek approval of the shareholders for contribution to Bona fide Charitable Funds/Trusts. Further it is proposed to make additional disclosure in the explanatory statement pertaining to the Agenda Item No.6 of the Notice of the AGM seeking approval of the shareholders for re-appointment of Dr. Azad Moopen as Managing Director of the Company for a period of five years.

The above modification/additional disclosure in the Notice of AGM is proposed to be effected by way of an Addendum dated August 1, 2019 as outlined below and shall form an integral part of the Notice dated May 28, 2019 circulated to the members of the Company.

ADDENDUM DATED AUGUST 1, 2019 TO THE ORDINARY RESOLUTION SET OUT AT AGENDA ITEM NO. 9 OF THE NOTICE OF THE AGM DATED MAY 28, 2019

Approval for Contribution to Bona fide Charitable Funds/Trusts

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

RESOLVED THAT, pursuant to Section 181 of the Companies Act, 2013, approval of the members be and is hereby accorded for making contribution towards charitable purposes to bona fide charitable institution, trusts or any such institution as may be identified by Corporate Social Responsibility Committee of the Company and recommended to the Board up to a maximum of Rs.5 crore (Rupees five crore only) for the financial year 2019-20.

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.

ADDENDUM DATED AUGUST 1, 2019 TO THE EXPLANATORY STATEMENT TO THE AGENDA ITEM NO. 9 OF THE NOTICE OF THE AGM DATED MAY 28, 2019

Approval for Contribution to Bona fide Charitable Funds/Trusts

The Board of Directors at their meeting held on May 28, 2019 had approved the contribution by the Company to any Bona fide Charitable Funds/Trusts up to Rs. 5 crores during FY 2019-20.

As per Section 181 of the Companies Act, 2013 contribution to charitable purposes shall not be made in excess of 5% of average net profits of immediately preceding three years without the prior approval of the members at the Meeting. Since the net-profit of the Company is inadequate, it is proposed to seek approval of the members for contribution to any Charitable Funds/ Trusts up to Rs. 5 Crores during the financial year 2019-20.

It is proposed to utilize the said funds for various Aster Volunteers initiatives like building Aster Homes for the victims of the Kerala Floods 2018, making Aster Mobile Clinics and providing free treatments to the poor patients, Providing Medical Treatments and subsidies to deserving patients etc. as recommended by the CSR Committee of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the proposed resolution.

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

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

ADDENDUM DATED AUGUST 1, 2019 TO THE EXPLANATORY STATEMENT TO THE AGENDA ITEM NO. 6 OF THE NOTICE OF THE AGM DATED MAY 28, 2019

Re-appointment of Dr. Azad Moopen (DIN: 00159403) as Managing Director of the Company for a period of five years

The below information shall form a part of the explanatory statement to Agenda Item no 6 of the notice of the AGM dated May 28, 2019:

“In addition to the salary drawn from Aster DM Healthcare Limited, Dr. Azad Moopen also draws a remuneration from the Company’s foreign subsidiary, DM Healthcare Management Services LLC. During FY 2018-19, Dr. Azad Moopen has drawn a fixed remuneration of AED 7.2 Million and a variable incentive of AED 3.6 Million, based on performance achievement which is linked to PAT.”

The Company is providing members facility to exercise their right to vote on resolutions by electronic means, as detailed in the Notice of the AGM. To enable the members to exercise their voting rights by electronic means or at the AGM on an informed basis, the Company deems it appropriate to notify the modifications in the resolution and explanatory statement pertaining to Agenda Item No. 9 and the additional disclosure in the explanatory statement pertaining to Agenda Item No.6 of the Notice of the AGM. Accordingly, the members are requested to note the same.

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

Dr. Azad Moopen
Chairman & Managing Director
DIN: 00159403

Place: Dubai
Date: August 1, 2019