



SEC/ADMHL/SE/2018/095

20 November 2018

The Secretary Listing Department, BSE Limited, 1 <sup>st</sup> Floor, Phiroze Jeejeebhoy Towers Dalal Street, Mumbai 400001 Scrip Code: 540975	The Manager, Listing Department, The National Stock Exchange of India Ltd Exchange Plaza, C-1, Block G Bandra Kurla Complex Bandra (East), Mumbai 400051 Scrip Symbol: ASTERDM
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Dear Sir/Madam,

**Sub: Notice of Postal Ballot**

With reference to the captioned subject and in compliance with the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed a copy of the Postal Ballot Notice dated 12<sup>th</sup> November 2018 (Notice) along with the Postal Ballot Form.

The Notice, together with explanatory statement and Postal Ballot Form, is being sent to all the Members whose name appear on the Register of Members / list of Beneficial Owners received from the Company's Registrar and Share Transfer Agent, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on November 16, 2018 (cut-off date), seeking their approval as set out in the Notice.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members. Members are requested to note that the voting, both through postal ballot and through electronic mode shall commence on **Wednesday, November 21, 2018 (10.00 hours IST)** and conclude on **Thursday, December 20, 2018 (17:00 hours IST)**.

The above information is also available on the website of the Company, [www.asterdmhealthcare.com](http://www.asterdmhealthcare.com)

Kindly take the above said information on record.

Thanking You,

Yours sincerely

For Aster DM Healthcare Limited

  
Puja Aggarwal

Company Secretary and Compliance Officer



**Aster DM Healthcare Limited**

(Formerly Aster DM Healthcare Private Limited)  
CIN: L18511OKL2008PLC021703  
IX/475L, Aster Medcity, Kuttisahib Road,  
Near Kothad Bridge, South Chittoor P.O,  
Cheranalloor, Kochi - 682027, Kerala, India.  
Tel: +91 484 6699999, Fax: +91 484 6699862  
Email: [adm.in.India@dmhealthcare.com](mailto:adm.in.India@dmhealthcare.com)  
Website: [www.asterdmhealthcare.com](http://www.asterdmhealthcare.com)



## Aster DM Healthcare Limited

CIN: L85110KL2008PLC021703

**Registered office:** IX/475L, Aster Medcity, Kuttisahib Road, Near Kothad Bridge,  
South Chittoor PO, Cheranallor, Kochi 682 027, Kerala

**W:** www.asterdmhealthcare.com, **E:** cs@asterdmhealthcare.com, **T:** 04846699228

### POSTAL BALLOT NOTICE

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

**NOTICE** is hereby given, to the Members of Aster DM Healthcare Limited (the "Company") for seeking consent of the Members of the Company for transacting the following special business by passing special resolutions through Postal Ballot pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to other laws and regulations, as applicable.

#### 1. To ratify "Aster DM Healthcare Limited Employees Stock Option Plan 2013".

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum of Association and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, 'Aster DM Healthcare Limited Employee Stock Option Plan 2013' ("DM Healthcare ESOP 2013" / "Plan"), which was approved by the Members at the Extraordinary General Meeting of the Company held on March 02, 2013, be and is hereby ratified.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution including any creation, offer, issue, allotment or listing of the shares, on behalf of the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including to make any modifications, changes, variations, alterations or revisions in the ESOP 2013 from time to time, as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any Committee of Directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be necessary in this regard."

#### 2. To ratify the grant of Employee Stock Options to the employees / directors of Subsidiary Companies and Holding Company, (if any) of the Company under 'Aster DM Healthcare Limited Employees Stock Option Plan 2013'

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Memorandum of Association and Articles of Association and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed while granting such approvals, permissions and sanctions, extension of the benefits of 'Aster DM Healthcare Limited Employees Stock Option Plan 2013' ("DM Healthcare ESOP 2013" / "Plan"), to the eligible employees of the Subsidiary Companies (existing and in future) and holding company, (if any in future) of the Company from time to time, which was approved by the Members at the Extraordinary General Meeting of the Company held on March 02, 2013, be and is hereby ratified.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution including any creation, offer, issue, allotment or listing of the shares, on behalf of the Company, the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including Nomination and Remuneration Committee, which the Board has constituted or may constitute to exercise its powers, including the powers, conferred by this resolution) be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things including to make any modifications, changes, variations, alterations or revisions in the ESOP 2013 from time to time, as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred herein, to any Committee of Directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things and also to execute such documents, writings, etc. as may be necessary in this regard."

By Order of the Board  
For Aster DM Healthcare Limited

Puja Aggarwal  
Company Secretary and Compliance Officer

Registered Office:

IX/475L, Aster Medcity, Kuttisahib Road,  
Near Kothad Bridge, South Chittoor PO,  
Cheranalloor, Kochi 682 027.

CIN: L85110KL2008PLC021703

www.asterdmhealthcare.com

Date: November 12,2018

**Notes:**

1. The relevant explanatory statement pursuant to the provisions of section 102(1) of the Companies Act, 2013 in respect to the aforesaid items, set out in the Notice of the Postal Ballot is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) on November 16, 2018. A person who is not a Member on November 16, 2018 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.
3. Members cannot exercise votes by proxy on Postal Ballot.
4. The Board of Directors have appointed Mr. M. Damodaran (ICSI Membership No. F5837), Practicing Company Secretary as the Scrutinizer for conducting voting process in a fair and transparent manner.
5. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolutions electronically. Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot too and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical postal ballot will be treated as invalid. National Securities Depository Limited (NSDL) will be facilitating e-voting to enable the Members to cast their votes electronically.
6. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (FOR) or dissent (AGAINST) and signed should be returned in the enclosed self addressed postage prepaid reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5:00 P.M. on December 20, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman of the Board or any person authorised by him after completion of the scrutiny on or before December 22, 2018 and the results of voting by postal ballot (including voting through electronic means) will be declared on or before Saturday, December 22, 2018 at the Registered Office of the Company at IX/475L, Aster Medcity, Kuttisahib Road, Near Kothad Bridge, South Chittoor PO, Cheranalloor, Kochi 682 027, Kerala. The results of postal ballot will also be displayed on Company's website www.asterdmhealthcare.com besides being communicated to the Stock Exchanges on the said date.
7. The resolutions shall be taken as passed effectively on the date of declaration of the result.
8. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the Members whose e-mail IDs are registered with the Company/Depository Participant(s).  
For Members who request for physical copies and for those who have not registered their e-mail addresses, physical copies of the same are being sent through the permitted mode.
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member as on November 16, 2018. Members can vote for their entire voting rights as per their discretion.
10. Member(s) can cast their vote electronically from 10:00 A.M. on November 21, 2018 to 5:00 P.M. on December 20, 2018. The e-voting module shall be disabled by NSDL for voting thereafter.
11. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. up to December 20, 2018.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
14. Members are requested to notify the change in the address, if any, in case of shares held in the electronic form to the concerned Depository Participant quoting their Client ID and in case of Physical shares to the Registrar and Transfer Agent of the Company quoting their Folio Number.

**Statement pursuant to Section 102 of the Companies Act, 2013 to the accompanying Postal Ballot Notice dated November 12, 2018.**

**Item Nos. 1 & 2**

With the objective of promoting the culture of employee ownership and incentivize employees for performance and their association with the Company including attracting, motivating and retaining critical talent, the Company had formulated Aster DM Healthcare Limited Employees Stock Option Plan 2013' ("DM Healthcare ESOP 2013" / "Plan"), pursuant to the special resolution passed by the members at their Extraordinary General Meeting held on March 02, 2013. The Members by Special Resolution had approved the Plan and also authorized the Board (including any of its Committees which the Board may constitute from time to time) to issue, offer and allot to DM Healthcare Employees Welfare Trust for onward transfer of the same to the present and future eligible employees and / or directors of the Company, its Subsidiaries or Holding Company, (if any) as may be determined from time to time, the options exercisable into not more than 15,42,750 Equity Shares of ₹ 10/- each of the Company. Subsequently, pursuant to the issuance of Bonus Shares by the Company in the ratio of two bonus Equity Share for one Equity Share held, the total number of options under ESOP 2013 was adjusted upward to the number of options exercisable into not more than 46,28,250 Equity Shares of ₹ 10/- each.

Pursuant to its successful Initial Public Offering (IPO), the Equity Shares of the Company have been listed on the Stock Exchanges (i.e. BSE Limited and National Stock Exchange of India Limited) with effect from February 26, 2018.

As per Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI ESOP Regulations"), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to its Initial Public Offering (IPO) and prior to the listing of its equity shares ('Pre-IPO Scheme') unless: (i) such Pre-IPO Scheme is in conformity with the SEBI ESOP Regulations; and (ii) Such Pre-IPO Scheme is ratified by its shareholders subsequent to the IPO. Further, as per proviso to Regulation 12(1) of the SEBI ESOP Regulations, the ratification under clause (ii) may be done any time prior to grant of new options or shares under such Pre-IPO Scheme. ESOP 2013 is compliant with the SEBI ESOP Regulations. Accordingly, in terms of the other requirement of Regulation 12(1) of the SEBI ESOP Regulations, the Members are required to ratify the said Plan to enable the grant of new options under the Plan as set out at Item No. 1 and extension of the benefits of the Plan to the Holding company (if any) and Subsidiaries of the Company as set out at Item No. 2, of the accompanying Postal Ballot Notice.

Particulars of "DM Healthcare ESOP 2013" as required under SEBI ESOP Regulations are given below:

**a) Brief description of the Scheme:**

The objective of "DM Healthcare ESOP 2013" is to reward the Eligible Employees for their association with the Company, their performance and to motivate them to contribute to the growth and profitability of the company. DM Healthcare ESOP 2013 has been designed to enhance awareness of creating shareholder value, align rewards with the creation of value, attract and retain talent, remain competitive in the market and strengthen interdependence between individual and organization prosperity.

**b) Total number of stock options to be granted:**

The Scheme originally envisaged a total of 15,42,750 Stock Options to be granted to eligible employees of the Company, its Holding and/or Subsidiary Company(ies) under ESOP 2013. Post issue of bonus shares by the company in the ratio of 2:1 on 20<sup>th</sup> November 2013, the total number of options to be granted under the scheme was adjusted accordingly to 46,28,250 Stock Options.

Options lapsed or cancelled due to any reason including the reason of lapse of exercise period or due to resignation of the employees or otherwise, would be available for being re-granted at a future date. The Board is authorized to re-grant such lapsed / cancelled options as per ESOP 2013. In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the option grantees for making such fair and reasonable adjustment, the ceiling of 46,28,250 options/ equity shares shall be deemed to increase to the extent of such additional equity shares issued. However, the aggregate number of options which may be granted under the ESOP plan shall not exceed 1.22% of the paid-up capital of the Company.

**c) Identification of classes of employees entitled to participate in the Scheme:**

All eligible employees including whole-time or executive Directors (hereinafter referred to as the "employees") of the Company including that of its subsidiary and holding company (if any) as determined by the Board/ Nomination & Remuneration Committee as provided in ESOP 2013, for the stock options.

However, following classes of employees/ Directors shall not be eligible for Stock Options:

- i. An Employee who is a Promoter or belongs to the Promoter Group;
- ii. A Director, who either by himself or through his relative or through anybody corporate, directly or indirectly, holds more than 10 (ten) percent of the outstanding Equity Shares of the Company; and
- iii. Independent Directors of the Company, its subsidiaries and holding company (if any).

**d) Requirements of vesting and period of vesting:**

Options granted under the scheme shall vest not prior to expiry of 12 months from the date of grant and shall completely vest prior to 120 months from the date of grant. The exact proportion in which and the exact period over which the options would vest would be determined by the Board or Nomination & Remuneration Committee, subject to the minimum vesting period of one year from the date of grant of Options. The vesting may occur in tranches as decided by the Nomination & Remuneration Committee, which shall be stated in the grant Letter.

The Board or the Nomination & Remuneration Committee as the case may be may, at its discretion, lay down certain performance metrics including longevity in the service of the Company on the achievement of which the granted options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which options granted would vest (subject to the minimum and maximum vesting period as specified above).

**e) The maximum period within which the options shall be vested:**

The Options granted shall vest in not more than 120 months from the date of their grant.

**f) Exercise price:**

The exercise price payable per option shall be determined by the Nomination and Remuneration Committee at the time of approval of each grant under the scheme.

The Scheme envisages grant of options under four categories namely, Incentive options, Milestone options, Performance options and Loyalty options. The exercise price for each of the above four categories of options ranges from ₹ 10 per option to an exercise price upto a maximum discount of 25% on the fair market value (average of opening and closing price) of the Company's shares on the National Stock Exchange on the latest market trading day prior to the date of grant as determined by the Nomination and Remuneration Committee at the time of grant.

**g) Exercise period and process of exercise:**

The exercise period shall commence from the date of vesting and may extend upto the end of 10 years from the date of grant of options. The exact exercise period for the options granted shall be stated in the grant letters.

An eligible employee can exercise his/her options vested by applying to the Trust during the exercise period, by way of an "Exercise Application" and by making payment of the aggregate exercise price for the vested options. Each option entitles the holder thereof to apply for and be transferred one Equity Share on the payment of the exercise price during the exercise period. An option agreement shall also be executed which shall set forth the terms and conditions for the options as may be applicable to the option holders. In case of cessation of employment due to certain reasons, shorter exercise periods have been respectively prescribed in the Plan.

**h) Appraisal process for determining the quantum of options and eligibility of the employees to employee stock options:**

The options shall be granted to the employees as per the performance appraisal system of the Company.

**i) Maximum number of options to be issued per employee and in aggregate:**

Number of options that may be granted to any individual employee and in aggregate under the ESOP 2013 shall not exceed 0.9 % and 1.22 % respectively of the paid-up capital of the Company.

**j) maximum quantum of benefits to be provided per employee under a scheme(s);**

Maximum quantum of benefits to be provided per employee under the Scheme shall be decided by the Nomination and Remuneration Committee.

**k) whether the scheme(s) is to be implemented and administered directly by the company or through a trust;**

The ESOP 2013 is implemented and administered through a Trust- DM Healthcare Employees Welfare Trust.

**l) whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;**

This scheme involved issue of new shares to the DM Healthcare Employee Welfare Trust vide the shareholders resolution dated 2<sup>nd</sup> March 2013. The Trust may also make secondary acquisition to grant ESOPs under the scheme.

**m) the amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;**

The Company has provided a loan of ₹ 23.14 Crores to the Trust for implementation of ESOP 2013 which shall be repaid once all the options granted have been exercised.

**n) maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);**

Secondary acquisition in a financial year by the Trust shall not exceed two percent of the paid up capital of the Company as at the end of the previous financial year.

**o) a statement to the effect that the company shall conform to the accounting policies specified in regulation 15;**

The company shall comply with the requirements of the 'Guidance Note on Accounting for employee share-based Payments' or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI), including the disclosure requirements prescribed therein.

**p) the method which the company shall use to value its options**

The Black Scholes Option pricing model has been used by the Company to value its options.

A copy of ESOP 2013 is available for inspection at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. up to December 20, 2018.

None of the Directors or Key Managerial Personnel, Promoters and their relatives are, concerned or interested, financially or otherwise, in the resolutions, except to the extent of the stock options that may be granted to them under the Plan. The Board accordingly recommends the Special Resolutions as set out at Item Nos. 1 & 2 of the accompanying Postal Ballot Notice for the approval of the members.

By Order of the Board  
For Aster DM Healthcare Limited

Sd/-  
Puja Aggarwal  
Company Secretary and Compliance Officer

Registered Office:

IX/475L, Aster Medcity, Kuttisahib Road,  
Near Kothad Bridge, South Chittoor PO,  
Cheranallor, Kochi 682 027.

CIN: L85110KL2008PLC021703

www.asterdmhealthcare.com

Date: November 12, 2018



**Aster DM Healthcare Limited**

CIN: L85110KL2008PLC021703

**Registered office:** IX/475L, Aster Medcity, Kuttisahib Road, Near Kothad Bridge,  
South Chittoor PO, Cheranalloor, Kochi 682 027, Kerala

**W:** www.asterdmhealthcare.com, **E:** cs@asterdmhealthcare.com, **T:** 04846699228

**POSTAL BALLOT FORM**

Postal Ballot No.:

1. Name and Registered address of the :  
Sole/ First Joint Shareholder  
(IN BLOCK LETTERS)
2. Name(s) of Joint Member(s), if any :  
(IN BLOCK LETTERS)
3. Registered Folio No./DP ID No.\*/  
Client ID No.\* (\*Applicable to  
members holding share (s) in  
dematerialized form) :
4. Number of Equity Shares held :

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the Special Business stated in the Notice dated 12 November 2018 of Aster DM Healthcare Limited (the "Company") by sending my/our Assent (FOR) or Dissent (AGAINST) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	Nature of Resolution	No. of shares held	I/We assent to the Resolution	I/We dissent to the Resolution
1	To ratify the pre-IPO ESOP scheme, DM Healthcare Employees Stock Option Plan 2013.	Special			
2	To ratify the grant of Employee Stock Options to the employees / directors of Subsidiary Companies/ holding company, if any, under 'Aster DM Healthcare Limited Employees Stock Option Plan 2013	Special			

Place:

Date:

\_\_\_\_\_  
Signature of the Sole / First Joint Holder

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN
<b>110236</b>		

Note:

1. Please read the instructions printed overleaf carefully before exercising your vote.
2. Last date of receipt of Postal Ballot forms by the Scrutinizer is December 20, 2018.

## INSTRUCTIONS

- 1) A Member desiring to exercise vote by Postal Ballot shall complete this Postal Ballot Form and send it duly and properly sealed to the Scrutinizer in the self-addressed business reply envelope sent herewith. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post/speed post at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. Assent or dissent received in any other form or manner shall be considered as invalid.
- 2) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 P.M. on December 20, 2018. All Postal Ballot forms received after this date will be strictly treated as if reply from such Member(s) has not been received.
- 3) There will be only one Postal Ballot Form for every Folio/ DP ID\_Client ID No. irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- 4) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 5) Shareholders who wish to seek a duplicate Ballot Form may approach Link Intime India Pvt Limited, Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028 or contact (422) 2314792/ 2315792, or can send mail to coimbatore@linkintime.co.in or evoting@nsdl.co.in or download from NSDL's website www.evoting.nsdl.com or Company's Website (www.asterdmhealthcare.com) under 'Investors'.
- 6) Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
- 7) Additionally, please note that the Postal Ballot Form shall be considered invalid if:
  - a. A Form other than one issued by the Company has been used;
  - b. If the form has not been signed by or on behalf of the Member;
  - c. Signature on the Postal Ballot Form doesn't match with the specimen signature with the Company / Depository Participant;
  - d. It is not possible to determine without any doubt the assent or dissent of the Member;
  - e. Neither assent or dissent is mentioned;
  - f. Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member;
  - g. The envelope containing the postal ballot form is received after the last date prescribed;
  - h. The Postal Ballot Form signed in the representative capacity is not accompanied by a certified copy of the relevant specific authority;
  - i. It is defaced or mutilated in such a way that its identity as genuine Form cannot be established;
  - j. The member has made any amendment to the Resolution or imposed any condition while exercising his/her vote.
- 8) Voting by Postal Ballot or through e-voting may be exercised by the Members or its duly constituted attorney. Exercise of vote by Postal Ballot through Proxy is not permitted.
- 9) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

### INSTRUCTIONS FOR E-VOTING

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

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

**Details on Step 1 is mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need 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, your 'initial password' is communicated to you on your postal address.
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

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

10. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
11. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
12. Select "EVEN" of company for which you wish to cast your vote.
13. Now you are ready for e-Voting as the Voting page opens.
14. 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.
15. Upon confirmation, the message "Vote cast successfully" will be displayed.
16. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
17. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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](http://www.evoting.nsdl.com) to reset the password.