

January 23, 2024

The Secretary Listing Department, BSE Limited, 1 st 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: Results of postal ballot and submission of Scrutinizer's Report

This is in continuation to our letter dated December 23, 2023, regarding the Postal Ballot Notice for seeking approval of the Members of the Company by way of Postal Ballot voting (only through e-Voting) for the businesses as set out in the Postal Ballot Notice dated December 22, 2023.

In this regard, please note that Mr. M Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries, who was appointed as the Scrutinizer has submitted their report on January 23, 2024. The resolutions as set out in the Postal Ballot Notice has been passed by the Members with the requisite majority, through postal ballot by e-Voting process.

In accordance with the Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the voting results and Scrutinizer's Report for the resolutions passed in this regard. We request you to kindly take the above information on record.

The same shall also be made available on the Company's website at <https://www.asterdmhealthcare.com/investors/shareholders-services/postal-ballot>

Thank you

For **Aster DM Healthcare Limited**

HEMISH
PURUSHOTTAM

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HEMISH PURUSHOTTAM
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Hemish Purushottam
Company Secretary and Compliance Officer

Result of Postal Ballot

Pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (the “Rules”), read with General Circular No. 09/2023 dated September 25, 2023 (in continuation of Circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022 and 11/2022 dated December 28, 2022) issued by the Ministry of Corporate Affairs, Government of India (“MCA Circulars”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) the approval of members of the Company was sought by Postal Ballot Notice dated December 22, 2023 sent to all the members of the Company, on the following proposal by way of postal ballot only through remote e-voting:

S. No	Description of resolution	Type of Resolution
1	To approve: (a) a material related party transaction, being the sale by Affinity Holdings Private Limited, a wholly owned material subsidiary of the Company, of its entire ownership of the shares in entities conducting business in the GCC region, including Aster DM Healthcare FZC, i.e., a material subsidiary of the Company to Alpha GCC Holdings Limited in terms of Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, read with Company’s ‘Policy on Material Subsidiaries’ and ‘Related Party Transaction Policy’ and Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, (b) a consequential transaction being ‘Non-Compete and Brand Co-existence Agreement’, with Affinity Holdings Private Limited, Aster DM Healthcare FZC, Alpha GCC Holdings Limited and Dr. Azad Moopen, and Ms. Alisha Moopen, being the promoters of the Company, and (c) consequential arrangement being ‘MVT’ (Medical Value Travel) with Aster DM Healthcare FZC	Ordinary resolution to be passed by majority of public shareholders
2	To approve the sale by Affinity Holdings Private Limited, a wholly owned subsidiary of the Company, of its entire ownership of the shares in entities conducting business in the GCC region, including Aster DM Healthcare FZC, i.e., a material subsidiary of the Company, to Alpha GCC Holdings Limited, in terms of Regulations 16(1)(c), 24(5) and other applicable regulations of the SEBI Listing Regulations, as amended from time to time, read with Company’s ‘Policy on Material Subsidiaries’ and other applicable provisions of the Act, read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any	Special Resolution

Mr. M Damodaran, Managing Partner, M Damodaran & Associates LLP, Practicing Company Secretaries, (ICSI Membership No. FCS 5837 COP: 5081) who was appointed as the scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner, submitted his report on the postal ballot.

On the basis of the report received from Mr. M Damodaran, scrutinizer, I hereby declare the result of the postal ballot voting process for the above-mentioned proposals as per **Annexure I**.

99.8554%, of total votes polled are in favour of the said Resolution no. 1, I hereby declare the resolution carried as an ordinary resolution passed by majority of public shareholders as mentioned in the notice dated December 22, 2023 with requisite majority.

99.9624%, of total votes polled are in favour of the said Resolution no. 2, I hereby declare the resolution carried as special resolution as mentioned in the notice dated December 22, 2023 passed with requisite majority.

Thank you

For **Aster DM Healthcare Limited**

HEMISH

PURUSHOTTAM

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HEMISH PURUSHOTTAM
Date: 2024.01.23
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Hemish Purushottam

Company Secretary and Compliance Officer

Annexure-I

Postal Ballot Voting Results									
Company Name		Aster DM Healthcare Limited							
Date of Postal Ballot Notice		December 22, 2023							
Voting start date		December 24, 2023							
Voting end date		January 22, 2024							
Record date		December 15, 2023							
Total number of shareholders on record date		68,657							
Resolution Required: Ordinary		1 - To approve: (a) a material related party transaction, being the sale by Affinity Holdings Private Limited, a wholly owned material subsidiary of the Company, of its entire ownership of the shares in entities conducting business in the GCC region, including Aster DM Healthcare FZC, i.e., a material subsidiary of the Company to Alpha GCC Holdings Limited in terms of Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, read with Company's 'Policy on Material Subsidiaries' and 'Related Party Transaction Policy' and Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, (b) a consequential transaction being 'Non-Compete and Brand Co-existence Agreement', with Affinity Holdings Private Limited, Aster DM Healthcare FZC, Alpha GCC Holdings Limited and Dr. Azad Moopen, and Ms. Alisha Moopen, being the promoters of the Company, and (c) consequential arrangement being MVT (Medical Value Travel) with Aster DM Healthcare FZC							
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes							
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100	[8]
Promoter and Promoter Group	E-Voting	209206321	0	0.0000	0	0	0.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		0	0.0000	0	0	0.0000	0.0000	0
Public Institutions	E-Voting	240556144	74933755	31.1502	74786865	146890	99.8040	0.1960	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		74933755	31.1502	74786865	146890	99.8040	0.1960	0
Public Non Institutions	E-Voting	49750595	33721731	67.7816	33711539	10192	99.9698	0.0302	1276114
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		33721731	67.7816	33711539	10192	99.9698	0.0302	1276114
Total		499513060	108655486	21.7523	108498404	157082	99.8554	0.1446	1276114

Resolution Required :Special			2 - To approve the sale by Affinity Holdings Private Limited, a wholly owned subsidiary of the Company, of its entire ownership of the shares in entities conducting business in the GCC region, including Aster DM Healthcare FZC, i.e., a material subsidiary of the Company, to Alpha GCC Holdings Limited, in terms of Regulations 16(1)(c), 24(5) and other applicable regulations of the SEBI Listing Regulations, as amended from time to time, read with Company's 'Policy on Material Subsidiaries' and other applicable provisions of the Act, read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any						
Whether promoter/ promoter group are interested in the agenda/resolution?			No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of votes Invalid
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	[8]
Promoter and Promoter Group	E-Voting	209206321	209206321	100.0000	209206321	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		209206321	100.0000	209206321	0	100.0000	0.0000	0
Public Institutions	E-Voting	240556144	174204964	72.4176	174058074	146890	99.9157	0.0843	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		174204964	72.4176	174058074	146890	99.9157	0.0843	0
Public Non Institutions	E-Voting	49750595	34996549	70.3440	34986025	10524	99.9699	0.0301	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	0
	Total		34996549	70.3440	34986025	10524	99.9699	0.0301	0
Total		499513060	418407834	83.7631	418250420	157414	99.9624	0.0376	0



M DAMODARAN & ASSOCIATES LLP

www.mdassociates.co.in

SCRUTINIZER'S REPORT (POSTAL BALLOT BY MEANS OF REMOTE E-VOTING)

[Pursuant to Section 108 & Section 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Company Secretary and Compliance Officer
ASTER DM HEALTHCARE LIMITED
CIN: L85110KA2008PLC147259
Registered Office:
No.1785, Sarjapur Road, Sector -1,
HSR Layout, Ward No.174, Agara Extension,
Bangalore – 560 102.

Dear Sir,

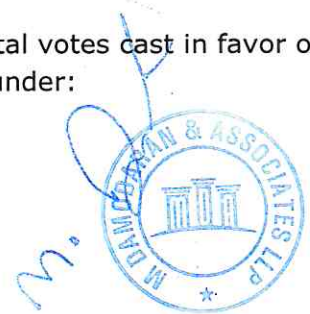
Subject: Scrutinizer's Report

1. I, M. Damodaran, Managing Partner of M Damodaran & Associates LLP, Practicing Company Secretaries, was appointed as a Scrutinizer by the Board of Directors of **ASTER DM HEALTHCARE LIMITED** ("the Company") for the purpose of Scrutinizing the process of postal ballot by means of electronic voting only ("Voting through Electronic means or remote e-Voting"), in a fair and transparent manner, under the provisions of Section 108 & 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") read with relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India in this regard, for ascertaining the requisite majority on voting in respect of the resolutions as set out in the postal ballot Notice.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and Rules made thereunder including the circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India relating to e-voting for the resolutions as set out in the postal ballot notice dated Friday, December 22, 2023. My responsibility as a Scrutinizer was to ensure that the remote e-voting process is conducted in a fair and transparent manner and render Scrutinizer's Report of the total votes casted "in favor" or "against", if any, on the resolutions stated in the postal ballot notice, based on the report generated from the e-voting system provided by M/s. National Securities Depository Limited (NSDL), engaged by the company to provide e-voting facility.





3. The Company has on Saturday, December 23, 2023, sent the postal ballot notice in electronic form in accordance with the relaxation granted by the Ministry of Corporate Affairs (MCA) vide General Circular No. 09/2023 dated September 25, 2023 to its Members whose name(s) appeared on the Register of Members/ list of beneficiaries as on Friday, December 15, 2023 (cut-off date). The said postal ballot notice contained the procedure for remote e-Voting by members as required under the Act, Rules and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. In accordance with the postal ballot notice dated Friday, December 22, 2023 dispatched to Members by electronic mode on Saturday, December 23, 2023 and the 'Advertisement' pursuant to the Rules published on Sunday, December 24, 2023 the remote e-Voting commenced at 09:00 am (IST) on Sunday, December 24, 2023 and ended at 05:00 pm (IST) on Monday, January 22, 2024.
5. The Members holding shares as on Friday, December 15, 2023, i.e., cut-off date, were entitled to vote on the resolutions stated in the postal ballot notice.
6. The votes were unblocked at 5.01 pm (IST) on Monday, January 22, 2024 in the presence of Mr. K. Janakiraman and Mr. D. Sampath Kumar, who are not in the employment of the company and the e-Voting data/results were downloaded from the e-Voting website of NSDL (<https://www.evoting.nsdl.com/>).
7. The downloaded remote e-Voting data/results were scrutinized and reviewed, the votes were counted and the results were prepared.
8. Based on the data downloaded from NSDL e-Voting system, the total votes cast in favor or against the resolutions proposed in the postal ballot notice are as under:





Resolution 1:

To approve: (a) a material related party transaction, being the sale by Affinity Holdings Private Limited, a wholly owned material subsidiary of the Company, of its entire ownership of the shares in entities conducting business in the GCC region, including Aster DM Healthcare FZC, i.e., a material subsidiary of the Company to Alpha GCC Holdings Limited in terms of Regulation 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, read with Company's 'Policy on Material Subsidiaries' and 'Related Party Transaction Policy' and Section 2(76), Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any, (b) a consequential transaction being 'Non-Compete and Brand Co-existence Agreement', with Affinity Holdings Private Limited, Aster DM Healthcare FZC, Alpha GCC Holdings Limited and Dr. Azad Moopen, and Ms. Alisha Moopen, being the promoters of the Company, and (c) consequential arrangement being 'MVT' (Medical Value Travel) with Aster DM Healthcare FZC

Passed as an Ordinary Resolution as a resolution passed by majority of public shareholders as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	867*	845	108498404	99.8554	22	157082	0.1446	100

**One shareholder had casted its vote "in favor" and "against" for this resolution.*

Mode of Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	13	308477534

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote e-Voting	2	1276114





Resolution 2:

To approve the sale by Affinity Holdings Private Limited, a wholly owned subsidiary of the Company, of its entire ownership of the shares in entities conducting business in the GCC region, including Aster DM Healthcare FZC, i.e., a material subsidiary of the Company, to Alpha GCC Holdings Limited, in terms of Regulations 16(1)(c), 24(5) and other applicable regulations of the SEBI Listing Regulations, as amended from time to time, read with Company's 'Policy on Material Subsidiaries' and other applicable provisions of the Act, read with the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and other applicable laws / statutory provisions, if any.

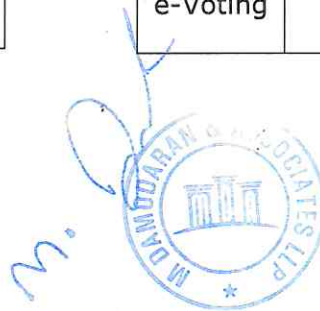
Passed as a **Special Resolution** as follows:

Mode of Voting	Total Valid e-Voting casted (3)+(6)	Favor			Against			Total % of valid votes in Favor & Against (5)+(8)
		Number of e-Voting	Number of shares Voted	%	Number of e-Voting	Number of shares Voted	%	
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Remote e-Voting	880*	854	418250420	99.9624	26	157414	0.0376	100

**One shareholder had casted its vote "in favor" and "against" for this resolution.*

Mode of Voting	Number of members who abstained from voting	Total number of votes abstained
Remote e-Voting	2	1300

Mode of Voting	Number of members whose votes were declared invalid	Total invalid votes
Remote e-Voting	0	0





9. Based on the aforesaid results, I report that the Resolutions as set out in the postal ballot notice dated Friday, December 22, 2023 has been passed with requisite majority on Monday, January 22, 2024.
10. The electronic data and all other relevant records relating to remote e-Voting are under my safe custody and will be handed over to the Chairman/person authorized by him for preserving safely after the Chairman considers, approves and signs the minutes of postal ballot conducted by means of remote e-Voting.

Thanking You,
Yours faithfully,
For **M Damodaran & Associates LLP**

Place: Chennai
Date: 23/01/2024

M. Damodaran
Managing Partner
COP No.: 5081
Membership No.: 5837
FRN: L2019TN006000
PR 3847/2023
ICSI UDIN: F005837E003285168

