9 November 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400001,
Maharashtra, India

The National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai 400051,
Maharashtra, India

Scrip Code: 540975

Scrip Symbol: ASTERDM

Dear Sir/ Madam,

Subject: Submission of reports of the Audit Committee and Independent Directors certifying payment of net sale proceeds to shareholders entitled to fractional shares pursuant to the Scheme of Amalgamation

Ref: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Scheme of Amalgamation between Quality Care India Limited ("Transferor Company") and Aster DM Healthcare Limited (name changed to Aster DM Quality Care Limited) ("Transferee Company") and their respective Shareholders and Creditors ("Scheme")

In accordance with the provisions of Para D of Part – I of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, please find enclosed herewith the Reports of Audit Committee and Independent Directors of the Company certifying that the Company has compensated the eligible shareholders of Quality Care India Limited who were eligible for fractional shares of the Company pursuant to the Scheme in accordance with Clause 16 (vi) of the Scheme.

The above is being made available on the Company's website i.e. www.asterqualitycare.com

You are requested to take the above on your records.

Thanking you,

For **Aster DM Quality Care Limited**
(Formerly Aster DM Healthcare Limited)

HEMISH PURUSHOTTAM
Digitally signed by HEMISH PURUSHOTTAM
Date: 2026.11.09 10:53:41 +05'30'

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Hemish Purushottam
Company Secretary and Compliance Officer
M. No.: A24331

REPORT OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS OF ASTER DM QUALITY CARE LIMITED (ERSTWHILE ASTER DM HEALTHCARE LIMITED) DATED 06 NOVEMBER 2026, CERTIFYING DISTRIBUTION OF PROCEEDS TO ELIGIBLE SHAREHOLDERS OF FRACTIONAL SHARES ("REPORT") PURSUANT TO THE SCHEME OF AMALGAMATION AMONG QUALITY CARE INDIA LIMITED ("TRANSFEROR COMPANY") AND ASTER DM HEALTHCARE LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Members of the Audit Committee

Sr. No	Name of Member	Category
1	Dr. James Mathews	Chairman – Independent Director
2	Mr. Sunil Theckath Vasudevana	Member – Independent Director
3	Mr. Neeraj Jain	Member – Independent Director
4	Mr. Kewal Handa	Member – Independent Director
5	Ms. Alisha Moopen	Member – Non-Executive Director
6	Ms. Ayshwarya Vikram	Member – Non-Executive Director

1. **Background**

(a) Scheme of Amalgamation among Quality Care India Limited ("Transferor Company/QCIL") and Aster DM Healthcare Limited ("Transferee Company/Company") and their respective shareholders and creditors ("Scheme"), as approved and sanctioned by the Hon'ble National Company Law Tribunal, Hyderabad Bench ('Hon'ble NCLT') vide its Order dated 19 June 2026 ("Order"). The certified copy of the order was received on 22 June 2026. Accordingly, after fulfilling all the conditions specified in Clause 24 (Conditions Precedent to Effectiveness) of the Scheme read with Clauses E(e) and E(m) (Definitions of Appointed Date and Effective Date respectively) of the Scheme, QCIL and the Company on 26 June 2026, filed the certified copies of the Order and the Scheme in Form INC-28 with the Registrar of Companies, Hyderabad, Ministry of Corporate Affairs, Government of India.

(b) Consequently, QCIL stands amalgamated into and with Company and dissolved without being wound up as of July 1, 2026. In accordance with the Scheme, the Appointed Date is the same as the Effective Date i.e. July 1, 2026.

(c) Subsequently, on Monday, 13 July 2026 Company has approved the allotment of 35,35,51,410 equity shares of face value INR 10/- each of the Company to the eligible equity shareholders of QCIL as on the Record Date i.e Thursday, 9 July 2026, in the share exchange ratio, which includes the allotment of 65 equity shares ("said fractional shares") arising out of consolidation of the fractional share entitlements in the name of CTL Trusteeship Limited, Trustee of the Company, to hold such fractional shares in trust on behalf of the eligible shareholders of QCIL who are entitled to fractional shareholding in accordance with the Scheme.

(d) Further, in terms of the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular"), as amended from time to time, a report from Audit Committee is required to certify that proceeds from the sale of consolidated fractional entitlement are given to the eligible shareholders in proportion to their entitlements.

2. <u>Treatment of fractional entitlements</u>

a) In accordance with the provisions of the Scheme and SEBI Master Circular, the said fractional shares are required to be sold in the open market within 90 days from the date of allotment and net proceeds out of the sell are to be distributed to the respective shareholders of the QCIL in proportion to their respective fractional entitlements. Accordingly, the fractional shares were sold at market price on 8 October 2026.

b) The process for distribution of the net sale proceeds to the Eligible Shareholders was undertaken on 3 November 2026, details of which are set out below.

Particulars	**Amount/details**
Number of consolidated fractional shares sold	65 equity shares
Stock exchange through which the shares were sold	The National Stock Exchange of India Limited (NSE)
Date of sale	8 October 2026
Average sale price per share	₹676.0669

Gross sale proceeds	₹43,944.35
Less: brokerage and statutory/ transaction charges	₹65.92
Net sale proceeds available for distribution	₹43,834.43

c) Out of the aforesaid net sale proceeds, an amount aggregating to ₹1,886.45 pertaining to 8 Eligible Shareholder(s) could not be remitted. The said amount continues to be held by the Company on behalf of the concerned Eligible Shareholder(s) and shall be dealt with in accordance with the applicable provisions of law. The Company shall continue to take appropriate steps for facilitating payment of such amount to the concerned Eligible Shareholder(s).

3. Certification

The Independent Directors, after due deliberation and consideration of the relevant documents and information placed before them, certify that the net proceeds arising from the sale of the consolidated fractional entitlements have been remittance thereof has been undertaken to the Eligible Shareholders in proportion to their respective fractional entitlements, in accordance with the Scheme and the applicable SEBI requirements, save and except an aggregate amount of ₹1,886.45 relating to 8 Eligible Shareholder(s), which could not be successfully remitted/credited and continues to be held on their behalf pending payment/claim in accordance with applicable law."

For and on behalf of the Independent Directors of
Aster DM Quality Care Limited
(formerly Aster DM Healthcare Limited)

Dr. James Mathew
Independent Director
DIN: 07572909
Duly authorised by the Independent Directors
Date: 06 November 2026
Place: Dubai

REPORT OF THE INDEPENDENT DIRECTORS OF ASTER DM QUALITY CARE LIMITED (ERSTWHILE ASTER DM HEALTHCARE LIMITED) DATED 06 NOVEMBER 2026, CERTIFYING DISTRIBUTION OF PROCEEDS TO ELIGIBLE SHAREHOLDERS OF FRACTIONAL SHARES ("REPORT") PURSUANT TO THE SCHEME OF AMALGAMATION AMONG QUALITY CARE INDIA LIMITED ("TRANSFEROR COMPANY") AND ASTER DM HEALTHCARE LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Independent Director of the Company:

Sr. No	Name of Member	Category
1	Dr. James Mathew	Independent Director
2	Mr. Sunil Theckath Vasudevana	Independent Director
3	Mr. Neeraj Jain	Independent Director
4	Mr. Kewal Handa	Independent Director
5	Ms. Neela Bhattacherjee	Independent Director
6	Mr. V K Mathews	Independent Director

1. **Background**

(a) Scheme of Amalgamation among Quality Care India Limited ("Transferor Company/QCIL") and Aster DM Healthcare Limited ("Transferee Company/Company") and their respective shareholders and creditors ("Scheme"), as approved and sanctioned by the Hon'ble National Company Law Tribunal, Hyderabad Bench ('Hon'ble NCLT') vide its Order dated 19 June 2026 ("Order''). The certified copy of the order was received on 22 June 2026. Accordingly, after fulfilling all the conditions specified in Clause 24 (Conditions Precedent to Effectiveness) of the Scheme read with Clauses E(e) and E(m) (Definitions of Appointed Date and Effective Date respectively) of the Scheme, QCIL and Company on 26 June 2026, filed the certified copies of the Order and the Scheme in Form INC-28 with the Registrar of Companies, Hyderabad, Ministry of Corporate Affairs, Government of India.

(b) Consequently, QCIL stands amalgamated into and with Company and dissolved without being wound up as of July 1, 2026. In accordance with the Scheme, the Appointed Date is the same as the Effective Date i.e. 1 July 2026.

(c) Subsequently, on Monday, 13 July 2026 Company has approved the allotment of 35,35,51,410 equity shares of face value INR 10/- each of the Company to the eligible equity shareholders of QCIL as on the Record Date i.e Thursday, 9 July 2026, in the share exchange ratio, which includes the allotment of 65 equity shares ("said fractional shares") arising out of consolidation of the fractional share entitlements in the name of CTL Trusteeship Limited, Trustee, to hold such fractional shares in trust on behalf of the eligible shareholders of QCIL who are entitled to fractional shareholding in accordance with the Scheme.

(d) Further, in terms of the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("SEBI Master Circular"), as amended from time to time, a report from Independent Directors is required to certify that proceeds from the sale of consolidated fractional entitlement are given to the eligible shareholders in proportion to their entitlements.

2. <u>Treatment of fractional entitlements</u>

a) In accordance with the provisions of the Scheme and SEBI Master Circular, the said fractional shares are required to be sold in the open market within 90 days from the date of allotment and net proceeds out of the sell are to be distributed to the respective shareholders of the QCIL in proportion to their respective fractional entitlements. Accordingly, the fractional shares were sold at market price on 8 October 2026.

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3. Certification

The Independent Directors, after due deliberation and consideration of the relevant documents and information placed before them, certify that the net proceeds arising from the sale of the consolidated fractional entitlements have been remittance thereof has been undertaken to the Eligible Shareholders in proportion to their respective fractional entitlements, in accordance with the Scheme and the applicable SEBI requirements, save and except an aggregate amount of ₹1,886.45 relating to 8 Eligible Shareholder(s), which could not be successfully remitted/credited and continues to be held on their behalf pending payment/claim in accordance with applicable law."

For and on behalf of the Independent Directors of
Aster DM Quality Care Limited
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Dr. James Mathew
Independent Director
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