

# AMWILL

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE EXTRA ORDINARY GENERAL MEETING OF SHAREHOLDERS OF AMWILL HEALTH CARE LIMITED (FORMERLY KNOWN AS AMWILL HEALTH CARE PRIVATE LIMITED) HELD ON SATURDAY, JANUARY 27, 2024 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 157, 1ST FLOOR, 2ND MAIN 3RD CROSS CHAMRAJPET, BANGALORE, KARNATAKA 560018, INDIA.

## TO APPROVE INCREASE IN AUTHORIZED SHARE CAPITAL AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION:

To consider and if deemed fit to pass with or without modification(s) the following Resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** pursuant to sections 13, 61 and 64 read along with Rule 15 of Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) as amended from time to time the Authorized Capital of the Company be increased from Rs. **25,00,000 (Rupees Twenty-Five Lakhs)** divided into Equity Shares of **2,50,000** (Two Lakh Fifty Thousand) of Rs. **10/-** each to Rs. **21,00,00,000 (Rupees Twenty-One Crore)** divided into Equity Shares of **2,10,00,000** of Rs. **10/-** each.

**RESOLVED FURTHER THAT** Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following:

" *V. The Authorized Share Capital of the Company is Rs. 21,00,00,000 (Rupees Twenty-One Crore) divided into Equity Shares of 2,10,00,000 of Rs. 10/- each.*"

**RESOLVED FURTHER THAT** any one of the Director be and is hereby authorized to do such other acts and deeds as may be necessary for giving effect to this resolution."

CERTIFIED TRUE COPY

For AMWILL HEALTH CARE LIMITED

  
TARUN GANDHI  
(Director)  
DIN: 07854699



Place: Bangalore  
Date: 27/01/2024

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## Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

The Company proposes to undertake an Initial Public Offer ("IPO") of its equity shares and list the same with the National Stock Exchange of India Limited (NSE) at an opportune time in consultation with Merchant Banker(s) and other advisors, in accordance with applicable laws and subject to applicable regulatory approvals.

For the purpose of undertaking the IPO and list the equity shares of the Company it is necessary to increase the component of the existing Authorised Equity Share Capital of the Company by issuing further Equity shares and thereby increase in Authorised Share Capital to Rs. 21,00,00,000/- (Rupees Twenty-One Crores only) divided into 2,10,00,000 Equity Shares of Rs. 10/- each.

The Board of Directors recommends the resolution for approval of members of the Company at item No.1 as a Special resolution.

**Interest of the Directors and KMP:** None of the Directors, Key Managerial Personnel (KMP) of the Company and their relatives may be deemed to be concerned or interested in this resolution except to the extent of their shareholding held in the Company.

For **AMWILL HEALTH CARE LIMITED**



**TARUN GANDHI**  
(Director)  
DIN: 07854699



Place: Bangalore  
Date: 27/01/2024