

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.

APPOINTMENT OF MR. TARUN GANDHI (DIN: 07854699) AS MANAGING DIRECTOR

To consider and, if thought fit, to pass with or without modification the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, Mr. Tarun Gandhi (DIN: 07854699) be and is hereby appointed as the Managing Director of the Company for a period of 3 years effective from 27th January, 2024 to 26th January, 2027 on the terms and conditions as per the draft agreement (“Agreement”), which is hereby specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or the Agreement, in such manner as may be agreed to between the Board of Directors and in accordance with the requirements of the Act and within the limits approved by the Members of the Company.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration are as follows:

1. **Period of Appointment:** Mr. Tarun Gandhi (DIN: 07854699) shall hold office as the Managing Director of the Company for a period of 3(Three) years effective from 27th January, 2024 to 26th January, 2027.
2. **Remuneration:** The remuneration payable shall be determined by the Board of Directors, from time to time, within the maximum limits as set forth below:
 - (a) Basic Salary: 37,20,833
 - (b) Conveyance Allowance: 18,00,000
 - (c) Employer's Provident Fund: 4,46,500
 - (d) Medical Allowance: 6,00,000
 - (e) Other Allowance: 29,10,167



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RESOLVED FURTHER THAT the Board of Directors shall have the discretion and authority to modify the foregoing terms of remuneration within the limits as approved by the members and that the Board of Directors of the Company be and is hereby authorised to take such steps as they may deem fit, expedient or desirable to give effect to this resolution.”

CERTIFIED TRUE COPY

For AMWILL HEALTH CARE LIMITED


TARUN GANDHI
(Director)
DIN: 07854699



Place: Bangalore
Date: 27/01/2024

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

The Board of Directors at its Board Meeting held on 25th January 2024 have appointed, subject to the shareholder's approval Mr. Tarun Gandhi as Managing Director of the Company for a period of 3 years w.e.f. 27th January, 2024 not liable to retire by rotation.

The terms and conditions of his appointment and remuneration are detailed in the resolution at Item No. 4. The Remuneration payable to Mr. Tarun Gandhi shall be subject to the requirements under Section 197 of the Act. Mr. Tarun Gandhi remuneration has been approved by the Board of Directors. The Company has received declaration from Mr. Tarun Gandhi that he is not disqualified from being appointed as a Director in term of 164 of the Act and has given consent to act as Director of the Company.

The knowledge and experience of Mr. Tarun Gandhi will be of immense benefit to the Company and therefore, your directors recommend his appointment as Managing Director of the Company at resolution No.4 as a Special Resolution for approval by the Members.

The Brief Profile of Mr. Tarun Gandhi as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided under the head "Profile of Directors" forming part of this Notice.

Except Mr. Tarun Gandhi none of the Directors of the Company and their respective relatives are concerned or interested, financial or otherwise, in the passing of the Resolution.

For **AMWILL HEALTH CARE LIMITED**


TARUN GANDHI
(Director)
DIN: 07854699



Place: Bangalore
Date: 27/01/2024

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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.

APPOINTMENT OF MANAGING DIRECTOR MR. ANAND GANDHI (DIN: 07854706)

To consider and, if thought fit, to pass with or without modification the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V of the Act, Mr. Anand Gandhi (DIN: 07854706) be and is hereby appointed as the Managing Director of the Company for a period of 3 years effective from 27th January, 2024 to 26th January, 2027 on the terms and conditions as per the draft agreement ("Agreement"), which is hereby specifically sanctioned with liberty to the Board of Directors to alter, vary and modify the terms and conditions of the said appointment and/or the Agreement, in such manner as may be agreed to between the Board of Directors and in accordance with the requirements of the Act and within the limits approved by the Members of the Company.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration are as follows:

- 1. Period of Appointment:** Mr. Tarun Gandhi (DIN: 07854699) shall hold office as the Managing Director of the Company for a period of 3(three) years effective from 27th January, 2024 to 26th January, 2027.
- 2. Remuneration:** The remuneration payable shall be determined by the Board of Directors, from time to time, within the maximum limits as set forth below:
 - (a) Basic Salary: 37,20,833
 - (b) Conveyance Allowance: 18,00,000
 - (c) Employer's Provident Fund: 4,46,500
 - (d) Medical Allowance: 6,00,000
 - (e) Other Allowance: 29,10,167



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RESOLVED FURTHER THAT the Board of Directors shall have the discretion and authority to modify the foregoing terms of remuneration within the limits as approved by the members and that the Board of Directors of the Company be and is hereby authorised to take such steps as they may deem fit, expedient or desirable to give effect to this resolution.”

CERTIFIED TRUE COPY

For **AMWILL HEALTH CARE LIMITED**


TARUN GANDHI
(Director)
DIN: 07854699



Place: Bangalore
Date: 27/01/2024

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

The Board of Directors at its Board Meeting held on 25th January 2024 have appointed, subject to the shareholder's approval Mr. Anand Gandhi as Managing Director of the Company for a period of 3 years w.e.f. 27th January, 2024 not liable to retire by rotation.

The terms and conditions of his appointment and remuneration are detailed in the resolution at Item No. 5. The Remuneration payable to Mr. Anand Gandhi shall be subject to the requirements under Section 197 of the Act. Mr. Anand Gandhi remuneration has been approved by the Board of Directors.


The Company has received declaration from Mr. Anand Gandhi that he is not disqualified from being appointed as a Director in term of 164 of the Act and has given consent to act as Director of the Company.

The knowledge and experience of Mr. Anand Gandhi will be of immense benefit to the Company and therefore, your directors recommend his appointment as Managing Director of the Company at resolution No.5 as a Special Resolution for approval by the Members.

The Brief Profile of Mr. Anand Gandhi as required under Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, are provided under the head "Profile of Directors" forming part of this Notice.

Except Mr. Anand Gandhi none of the Directors of the Company and their respective relatives are concerned or interested, financial or otherwise, in the passing of the Resolution.

For AMWILL HEALTH CARE LIMITED


TARUN GANDHI
(Director)
DIN: 07854699



Place: Bangalore
Date: 27/01/2024