

**CERTIFIED TRUE COPY OF BOARD RESOLUTION PASSED AT THE BOARD MEETING OF THE DIRECTORS OF AMWILL HEALTH CARE LIMITED (FORMERLY KNOWN AS AMWILL HEALTH CARE PRIVATE LIMITED) AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 157, 1ST FLOOR, 2ND MAIN 3RD CROSSCHAMRAJPET, BANGALORE, KARNATAKA, INDIA, 560018 HELD ON THURSDAY, JANUARY 25, 2024 AT 05:00 P.M.**

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

“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 27<sup>th</sup> January, 2024 to 26<sup>th</sup> 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 Board of Directors of the Company subject to the approval of shareholders of the Company.

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

1. **Period of Appointment:** Mr. Anand Gandhi (DIN: 07854699) shall hold office as the Managing Director of the Company for a period of 3(three) years effective from 27<sup>th</sup> January, 2024 to 26<sup>th</sup> 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

**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 To Be True//

For AMWILL HEALTH CARE LIMITED

  
TARUN GANDHI

(Director)

DIN: 07854699

Place: Mumbai

Date:25/01/2024

# AMWILL

**CERTIFIED TRUE COPY OF BOARD RESOLUTION PASSED AT THE BOARD MEETING OF THE DIRECTORS OF AMWILL HEALTH CARE LIMITED (FORMERLY KNOWN AS AMWILL HEALTH CARE PRIVATE LIMITED) AT THE REGISTERED OFFICE OF THE COMPANY AT NO. 157, 1ST FLOOR, 2ND MAIN 3RD CROSS CHAMRAJPET, BANGALORE, KARNATAKA, INDIA, 560018 HELD ON THURSDAY, JANUARY 25, 2024 AT 05:00 P.M.**

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

“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 27<sup>th</sup> January, 2024 to 26<sup>th</sup> 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 Board of Directors of the Company subject to the approval of shareholders 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 27<sup>th</sup> January, 2024 to 26<sup>th</sup> 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

**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 To Be True//

For **AMWILL HEALTH CARE LIMITED**

  
**TARUN GANDHI**

(Director)

DIN: 07854699

Place: Mumbai

Date: 25/01/2024