



NOTICE

NOTICE is hereby given that 8th (Eighth) Annual General Meeting of the Members of **AMWILL HEALTH CARE LIMITED (FORMERLY KNOWN AS AMWILL HEALTH CARE PRIVATE LIMITED)** will be held on 14th August, 2025 at 01:00 P.M. (IST) through Video Conferencing / Other Audio-Visual Means (“VC”/ “OAVM”), to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider, and adopt the Audited Financial Statements of the Company for the year ended 31st March 2025 and notes together with the Report of the Directors and the Auditors of the Company.

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025 along-with the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

- 2) Appointment of a director in the place of Mr. Tarun Gandhi (DIN:07854699), who retires by rotation and being eligible, offers himself for re-appointment

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Tarun Gandhi (DIN:07854699), Director (Executive) of the Company, designated as Managing Director (KMP) of the Company, who retires by rotation at this annual general meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Executive) designated as Managing Director (KMP) of the Company, liable to retire by rotation.”

- 3) Appointment of a director in the place of Mr. Anand Gandhi (DIN: 07854706), who retires by rotation and being eligible, offers himself for re-appointment

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act, 2013, Mr. Anand Gandhi (DIN: 07854706), Director (Executive) of the Company, designated as Managing Director (KMP) of the Company, who retires by rotation at this annual general meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director (Executive) designated as Managing Director (KMP) of the Company, liable to retire by rotation.”

SPECIAL BUSINESS

- 4) To approve the appointment of Ms. Mehak Gupta (FCS 10703, COP No. 15013), Practicing Company Secretary, Peer Review Certificate No. 1643/2022 as the Secretarial Auditors of the Company at the 08th Annual General Meeting for a term of 5 consecutive years, including the manner in which the remuneration and other terms of appointment of the Secretarial Auditors shall be fixed and, in this regard, to consider and, if thought fit, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactments thereof) and rules of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) read with Circulars issued thereunder from time to time and applicable provisions of the Companies Act, 2013 (“the Act”) and Rules made thereunder

[including any statutory modification or re-enactment thereof for the time being in force] and in accordance with the recommendation of the Board of Directors of the Company, Ms. Mehak Gupta (FCS 10703, COP No. 15013), Practicing Company Secretary, Peer Review Certificate No. 1643/2022 be appointed at this 08th Annual General Meeting as the Secretarial Auditors of the Company for a term of 5 consecutive years, to conduct the Secretarial Audit of five consecutive financial years respectively ending on 31st March, 2026, 31st March, 2027, 31st March, 2028, 31st March, 2029 and 31st March, 2030 (**‘the Term’**) and to issue the Secretarial Audit Report under Section 204 of the Act for the Term, at a remuneration to be determined by the Board of Directors of the Company (referred to as the Board which expression shall include any Committee thereof or person(s) authorized by the Board).

RESOLVED FURTHER THAT approval of the members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the Applicable Laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to submit prescribed applications, e-forms to Registrar of Companies, Bangalore and to intimate the same to the appropriate authorities, regulatory / statutory body(s) and to the stock exchanges, namely, the BSE and to do any other acts, things and deeds as may be required to give effect to the aforesaid resolution.”

- 5) To approve the appointment of Mr. Vasanth Kumar (DIN: 03570216) as an Independent Director.

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with Rule 8, 9, and 14 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16, 17 and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] and the Articles of Association of the Company and on the recommendations of the Nomination & Remuneration Committee and the Board of Directors, Mr. Vasanth Kumar (DIN: 03570216), who was appointed as an Additional Director in the capacity of an Independent Director of the Company, w.e.f. April 17, 2025, by the Board, on recommendation of the Nomination & Remuneration Committee, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a member, signifying his intention to propose Mr. Vasanth Kumar’s candidature for the office of director and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 05 (five) consecutive years commencing from April 17, 2025 till April 16, 2030 (both days inclusive).

RESOLVED FURTHER THAT subject to the necessary permissions/approvals, the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the members of the Company, including without limitation, finalizing and executing any agreement, deeds and such other documents as may be necessary and to delegate all or any of the powers vested or conferred herein to any Director(s) or Officer(s) of the Company, as may be required to give effect to the above resolution.



RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to submit prescribed applications, e-forms to Registrar of Companies, Bangalore and to intimate the same to the appropriate authorities, regulatory / statutory body(s) and to the stock exchanges, namely, the BSE and to do any other acts, things and deeds as may be required to the give effect to the aforesaid resolution.”

- 6) To approve the appointment of Ms. Sapna Parmar (DIN: 10198855) as Non-Executive (Non-Independent Director)
To consider and if deemed fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Ms. Sapna Parmar (DIN: 10198855) who was appointed as an Additional Non-Executive Non- Independent Director of the Company by the Board of Directors with effect from April 17, 2025, who holds office up to the date of this Annual General Meeting in terms of Section and 161(1) of the Companies Act, 2013 (the “Act”) and who is eligible for appointment and has consented to act as Director (liable to retire by rotation) of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non- Independent Director of the Company.”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company, be and are hereby severally authorized to submit prescribed applications, e-forms to Registrar of Companies, Bangalore and to intimate the same to the appropriate authorities, regulatory / statutory body(s) and to the stock exchanges, namely, the BSE and to do any other acts, things and deeds as may be required to the give effect to the aforesaid resolution.”

For AMWILL HEALTH CARE LIMITED

Sd/-

TARUN GANDHI
MANAGING DIRECTOR

DIN: 07854699

ADDRESS: No. 90,4th Floor, 2nd Main, 7th Cross,
Chamrajpet, Bangalore,
Karnataka, India, 560018

Place: Bangalore

Date: 08/07/2025

Section A – Attendance and Documents Inspection

1. Pursuant to General Circular No. 09/2023 dated September 25, 2023 read with General Circular No.10/2022 dated December 28, 2022 read with General Circular No. 02/2022 dated May 05, 2022 read with General Circular No. 19/2021 dated December 08, 2021 read with General Circular No. 21/2021 dated December 14, 2021 read with General Circular No. 02/2021 dated January 13, 2021 read with General Circular No. 20/2020 dated May 05, 2020, General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as the “MCA Circulars”) and the Securities and Exchange Board of India (“SEBI”) vide Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 read with SEBI/HO/CFD/PoD2/P/ CIR/2023/4 dated January 05, 2023 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter collectively referred to as the “SEBI Circulars”) have permitted the companies to hold their general meetings through video conferencing / any other audio visual means (“VC/OAVM facility”) without the physical presence of the members at a common venue. Hence, in compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC facility.
2. **The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at ‘No. 90,4th Floor, 2nd Main, 7th Cross, Chamrajpet, Chamrajpet (Bangalore), Bangalore, Bangalore, Karnataka, India, 560018, Amwill Health Care Limited.**
3. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for FY 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Company/Depositories. Members may note that the Notice and Annual Report for FY 2024-25 are also available on the Company’s website (www.amwillhealthcare.com) under ‘Investors’ section, websites of the Stock Exchanges i.e., the BSE Limited (www.bseindia.com) and the National Stock Exchange of India Limited (www.nseindia.com), and on the website of NSDL (<https://evoting@nsdl.com>). In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2024-25 and Notice of the 08th AGM of the Company, he/she may send request to the Company’s email address at investors@amwillhealthcare.com .in mentioning Folio No./ DP ID, Client ID and the No. of shares held.
4. The Notice is being sent to all the members, whose names appeared in the Register of Members / records of depositories as beneficial owners, as on Friday, July 04, 2025. Pursuant to Regulation 36 of the SEBI Listing Regulations, a letter containing the weblink to access the Notice of AGM and Annual Report for FY 2024–25 has been sent to members who have not registered their email addresses.
5. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND THE SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE**

PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.

6. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, as amended (“Act”) with respect to Item Nos. 4 to 6 forms part of this Notice. The relevant details, pursuant to Regulations 36(3) and 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM forms part of the Explanatory Statement. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
7. Only registered members of the Company may attend and vote at the AGM through VC/OAVM facility. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Members can join the AGM in the VC/OAVM mode at least 30 minutes before and till 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
9. **Speaker Registration:** Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at investors@amwillhealthcare.com.in up to **Friday, August 08th, 2025**. Those Members who have registered themselves shall be given an opportunity of speaking live in AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM and avoid repetition of questions.
10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investors@amwillhealthcare.com.
11. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 08th AGM through VC/OAVM facility. Corporate members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC/ OAVM or to vote through remote e-Voting are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at cssaurabhtalwar@gmail.com with a copy marked to evoting@nsdl.com and the Company at investors@amwillhealthcare.com.
12. Members desiring any information with regard to Annual Accounts/ Annual Report are requested to submit their queries addressed to the Company Secretary at investors@amwillhealthcare.com in at least 10 (ten) days in advance of the AGM so that the information called for can be made available to the concerned shareholder(s).

Section B – Up-dation of records, Nomination, KYC and Unpaid Dividend/IEPF

13. Members are requested to direct notifications about change of name/address, email address, telephone/mobile numbers, Permanent Account Number (PAN), Nomination, power of attorney, bank account details or any other information to their respective depository participant(s) (DP) in case the shares are held in electronic mode or in the Physical form to Bigshare Services Private Limited, Registrar and Share Transfer Agent of the Company (“**Bigshare**”) at Bigshare Services Private Limited, Unit: Amwill Health Care Limited, S6-2, 6th Pinnacle Business Park, Mahakali Caves Road, next to Ahura Centre, Andheri East, Mumbai- 400093, Maharashtra, India, Contact No: 022 – 62638200, Fax No:62638299, Email: investor@bigshareonline.com .
14. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY’S RTA. MEMBERS HOLDING SHARES IN PHYSICAL FORM, IN THEIR OWN INTEREST, ARE REQUESTED TO DEMATERIALIZER THE SHARES TO AVAIL THE BENEFITS OF ELECTRONIC HOLDING/TRADING.**
15. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
16. For shares held in electronic form: to their Depository Participants (“DPs”);
17. For shares held in physical form: to the Company/RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/ CIR/2023/169 dated October 12, 2023. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.

TRANSFER OF SHARES PERMITTED IN DEMAT FORM ONLY:

18. As per Regulation 40 of the SEBI Listing Regulations, as amended, transfer of securities would be carried out in dematerialized form only with effect from April 1, 2019. However, members can continue to hold shares in physical form. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Further, SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Company’s Registrar and Share Transfer Agent, Bigshare Services Private Limited at investor@bigshareonline.com for assistance in this regard.
19. **NOMINATION:** As per the provisions of Section 72 of the Act, the facility for making Nomination is available for the members in respect of the shares held by them. Members who

have not yet registered their Nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier Nomination and record a fresh Nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Bigshare Services Private Limited at investor@bigshareonline.com , in case the shares are held in physical form.

20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
21. Non-Resident Indian members are requested to inform the Company's RTA immediately of:
 - i. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
22. Members holding shares in dematerialized mode are requested to intimate all changes pertaining to their bank details/ NECS/ mandates, nominations, power of attorney, change of postal address/ name, Permanent Account Number ('PAN') details, email address, telephone/mobile numbers, etc. to their Depository Participant, only and not to the Company/ the Company's RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and its RTA provide efficient and better service to the members.
In case of members holding shares in physical form, such information is required to be provided to the Company's RTA in physical mode, or in electronic mode at investors@bidshares.com .

Section C – Voting through electronic means and attending AGM through VC/OAVM

23. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations, as amended and the MCA Circulars issued by the Ministry of Corporate Affairs and Secretarial Standard-2 (SS-2) on "General Meetings" issued by the Institute of Company Secretaries of India, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM.
24. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
25. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company in the AGM Notice.
26. **CUT-OFF DATE:** A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e., **August 08, 2025** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **Cut- Off Date i.e., August 08, 2025**. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the Cut-off Date may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company at: investor@amwillhealthcare.com and/or RTA at: investor@bigshareonline.com .
27. **REMOTE E-VOTING PERIOD:** The remote e-voting period commences on **Monday, August 11th, 2025 (09:00 a.m. IST) and ends on Wednesday, August 13th, 2025 (05:00 p.m. IST)**. During this period, shareholders of the Company, holding shares either in physical form

- or in dematerialized form, as on the Cut-off Date i.e., August 08th, 2025, may cast their vote by remote e-voting. Those members, who will be present in the AGM through the VC facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
28. Any person who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as on the Cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting the vote.
 29. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 30. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e., **August 14th, 2025**.
 31. To support the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form. All such members are requested to kindly get their e-mail addresses updated immediately which will not only save your Company's money incurred on the postage but also contribute a lot to save the environment of this Planet.
 32. Voting Options – In view of meeting being held by audio visual means, the members shall have two options of voting, both electronically as follows:
 - i. Remote e-voting;
 - ii. Electronic e-voting during the AGM.
 33. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
2. The members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.amwillhealthcare.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com

and www.nseindia.com, respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

6. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circulars issued by the Ministry of Corporate Affairs. National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Monday, August 11th, 2025 at 09:00 A.M. and ends on, Wednesday, August 13th, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, August 08, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, August 08th, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and

	Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the

	system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:
<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8-digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evotinbg.nsdl.com

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cssaurabhtalwar@gmail.com with a copy marked to evoting@nsdl.com . Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution /Power of Attorney /Authority Letter etc. by clicking on "Upload Board Resolution /Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to **(Mr. Falguni C, Assistant Manager)** at evoting@nsdl.com .

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to (investors@amwillhealthcare.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (Company email id). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.



4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (investors@amwillhealthcare.com). The same will be replied by the Company suitably.

Section D – Declaration of voting results

1. A member may participate in the 08th AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
2. Scrutinizer for e-Voting: Mr. Sourabh Talwar, Proprietor of Sourabh Talwar & Associates, Practicing Company Secretary, ACS-36045, CP No. 13338, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner. She has communicated her willingness to be appointed and will be available for the said purpose.
3. Scrutinizer's Report: The Scrutinizer shall after the conclusion of voting at the AGM, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting and shall submit not later than two working days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in Favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
4. Voting Results: The results of voting will be declared and the same along with the Scrutinizer's Report will be published on the website of the Company (www.amwillhealthcare.co.in) and the website of NSDL (<https://www.evoting.nsdl.com>).
5. The Company shall simultaneously communicate the results along with the Scrutinizer's Report to the BSE Limited and the National Stock Exchange of India Limited, where the securities of the Company are listed.

If you have any queries or issues regarding attending AGM & e-Voting from the NSDL e-Voting System, you can write an email to evoting@nsdl.com or contact at toll free no. 1800 210 9911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Falguni C, Assistant Manager, National Securities Depository Limited, T301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra or any queries or grievances related to website issues you may contact : NSDL Helpdesk at Tel No.(022 - 48867000) e-Mail at : evoting@nsdl.com.

Additional information pursuant to the Secretarial Standards - 2 on General Meetings and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Explanatory Statement in respect of the Special Businesses pursuant to Section 102 of the Companies Act, 2013.

Item 4: To approve the appointment of Ms. Mehak Gupta (FCS 10703, COP No. 15013), Practicing Company Secretary, Peer Review Certificate No. 1643/2022 as the Secretarial Auditors of the Company at the 08th Annual General Meeting for a term of 5 consecutive years, including the manner in which the remuneration and other terms of appointment of the Secretarial Auditors shall be fixed and, in this regard.

Pursuant to Section 204 of the Companies Act, 2013 ('the Act') the Company has to annex to its Board's Report a Secretarial Audit Report given by a practicing company secretary in the format as may be prescribed. Rule 9 of the Companies (Appointment and Remuneration) Rules 2014 prescribes Form MR-3 for the said Secretarial Audit Report. Further, Section 179 of the Act read with Rule 8 of the Companies (Meetings of Board and its Powers) Rules, 2014 provide that the appointment of Secretarial Auditor shall be made by the Board at the meeting of the Board. SEBI vide its notification dated 12th December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (the Listing Regulations). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD- 2/CIR/P/2024/185 dated 31st December, 2024 (the Circular) have *inter-alia* prescribed the term of appointment/re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

As per the amended Regulation 24A of the Listing Regulations, the Company and its material unlisted subsidiary company incorporated in India (i.e. CIE Aluminium Casting India Limited) is required to undertake Secretarial Audit by a Secretarial Auditor who profile shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report in such form as specified by SEBI, with the annual report of the Company.

Pursuant to the amended Regulation 24A of the Listing Regulations, w.e.f. 01st April, 2025, every Listed Company on the recommendation of the Board of Directors shall appoint or re-appoint (i) an Individual as Secretarial Auditor for not more than one term of five consecutive years or (ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years with the approval of its shareholders in its Annual General Meeting.

In accordance with the above, the Board of Directors at its meeting held on 08th July, 2025 considered, approved and recommended to the Shareholders of the Company for their approval, the appointment of Ms. Mehak Gupta (FCS 10703, COP No. 15013), Practicing Company Secretary, Peer Review Certificate No. 1643/2022, as Secretarial Auditors of the Company at the ensuing 08th Annual General Meeting for a term of 5 consecutive Years, to conduct Secretarial Audit of five consecutive financial years respectively ending on 31st March, 2026, 31st March, 2027, 31st March, 2028, 31st March, 2029 and 31st March, 2030 (the Term) and issue the Secretarial Audit Report under Section 204 of the Act for the Term.

Ms. Mehak Gupta (FCS 10703, COP No. 15013) have provided their consent for the proposed appointment and have confirmed that, if appointed, it would be within the limits specified by the Institute of Company Secretaries of India. She has also confirmed that she is not disqualified from being appointed as Secretarial Auditors under the provisions of the Companies Act, 2013, the Company Secretaries Act, 1980, and the rules and regulations made thereunder, as well as under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the related circular.

Brief Profile of Ms. Mehak Gupta (FCS 10703, COP No. 15013), Company Secretaries in Practice:

Ms. Mehak Gupta is a Fellow Member of the Institute of Company Secretaries of India and a Law Graduate. She is the proprietor of M/s Mehak Gupta & Associates, with over 10 years of experience in Secretarial and Legal Matters.

- The firm caters to a client base across diversified industries in India and abroad.
- Providing holistic solutions to Corporates' legal needs and customized professional guidance.
- Diligently nurtured the ability to provide quality services to the clients of varied scale, whether large Multi-National Corporates or Owner-Managed Businesses.
- Acting as representative of clients at various Government Authorities.
- Advisors to the Board of Directors of Companies/ Trust in Corporate Governance matters
- Dedicated team of professionals at Delhi Head-Office and committed network of Associates on PAN India basis

The terms and conditions for appointment of Ms. Mehak Gupta are as follows:

- 1) **Tenure** - 05 consecutive years, to conduct the Secretarial Audit of five consecutive financial years commencing from **April 01, 2025, until March 31, 2030;**
- 2) **Remuneration** - for the Secretarial Audit for the financial year 2025-26 is set at **₹50,000/- (Rupees Fifty Thousand only)**, plus applicable taxes and other out-of-pocket costs incurred in connection with the audit.

The proposed fees are determined based on the scope of work, team size, industry experience, and the time and expertise required to conduct the audit effectively.

There is a material change in the fee proposed for the appointment of the current auditor, with the amount being reduced by half compared to the fee paid to the previous auditor, in line with the company's efforts to optimize costs and align audit fees with prevailing market rates without compromising on the scope or quality of audit services.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with the auditor, and will be subject to approval by the Board of Directors and/or the Audit Committee.

The remuneration for the subsequent financial years will also be approved by the Board and/ or the Audit Committee.

The Secretarial Auditor shall also be entitled to receive reimbursement for any out-of-pocket expenses incurred during the course of the audit or while issuing any other certificate, report, or opinion.

The consent, certificate, and Peer Review Certificate from Ms. Mehak Gupta (FCS 10703, COP No. 15013), along with the letter of engagement (which includes terms such as remuneration), will be available for inspection by the members in electronic form until the date of the Annual General Meeting. Members wishing to inspect these documents can send an email request to investors@amwillhealthcare.com.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise, in this matter.

The Board recommends the approval of the Ordinary Resolution, as set out in Item No. 4 of this Notice, for consideration by the Members.

Item 5: To approve the appointment of Mr. Vasanth Kumar (DIN: 03570216) as an Independent Director.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors of the Company, in its meeting held on April 16th, 2025, had appointed Mr. Vasanth Kumar (DIN: 03570216) as an Additional Director (Non-Executive Independent) of the Company, w.e.f. April 17th, 2025, pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per the provisions contained under Section 161 of the Act, Mr. Vasanth Kumar holds office as an Additional Director (Independent) of the Company up to the date of this Annual General Meeting ("AGM").

A brief profile of Mr. Vasanth Kumar is mentioned below:

Founder member of the VP & Associates, a firm of Practising Company Secretaries. A fellow member of the Institute of Company Secretaries of India (ICSI) with a Bachelor's degree in Commerce, Practicing as a Company Secretary since 2010.

Experience in handling matters under the ambit of Company law and other legislations and have exposure in liasoning with other regulatory authorities and handling corporate compliance management issues.

Worked in reputed consultancy firms handling corporate, secretarial and financial functions independently prior to starting my practice.

Actively involved and closely associated with the Institute of Company Secretaries of India, Bengaluru. Served as the President of the Rotary Bangalore South East for the year 2015-16. Served as the Chairman of the Bengaluru Chapter of ICSI for the year 2017 -18.

Been part of the Indoor Cricket Indian Team in the Masters World Cup held in South Africa in the year 2019. Served as Independent Director in OTCO International Limited from May 26th 2021 to June 13th 2023. Serving as Independent Director in IZMO Limited since February 14th 2022.

Mr. Vasanth Kumar has given his consent in form DIR-2 to act as director in terms of Section 152(5) of the Act and declaration in form DIR-8 that he is not disqualified from being appointed as a director in terms of Section 164(1) & (2) of the Act.

The Company has also received a declaration from Mr. Vasanth Kumar stating that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. He does not hold any equity shares by himself or on beneficial basis for any other person in the Company as on the date of this Notice.

Also, in compliance with the SEBI Order dated June 14, 2018, to the Stock Exchanges and further SEBI Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018, this is to confirm that Mr. Vasanth Kumar (DIN: 03570216) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority. Considering her vast knowledge and experience and the benefit that the Company may derive on account of his association as a Board member, the Board recommends the appointment of Mr. Vasanth Kumar as an Independent and Non-Executive Director of the Company.

In the opinion of the Board of Directors, Mr. Vasanth Kumar fulfils the conditions specified in the Act read with the rules made thereunder and the SEBI Listing Regulations, for his appointment as an Independent Director of the Company and is independent of the Management.



In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Vasanth Kumar (DIN: 03570216) to be appointed as a director of the Company. A copy of the draft letter of appointment of Mr. Vasanth Kumar setting out terms and conditions of appointment are available for inspection by the members in physical or electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and are also available at the website of the Company at www.amwillhealthcare.com.

A brief profile of Mr. Vasanth Kumar to be appointed as a Non-Executive Independent Director is given under the heading “Details of Directors proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India” or elsewhere in the Notice.

This Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

Mr. Vasanth Kumar is interested in the resolution set out in Item No. 5 of the Notice with regard to his appointment as a director (nonexecutive independent). The relatives of Mr. Vasanth Kumar may be deemed to be interested in the aforesaid resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Further, in accordance with the provisions of Section 149 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mr. Vasanth Kumar as an Independent Director requires approval of members of the Company by passing an Ordinary resolution.

Accordingly, the Board recommends the Ordinary Resolution as set out in item no. 5 of the accompanying Notice for the appointment of Mr. Vasanth Kumar as an Independent Director (Non-Executive) to hold office for a period of 05 (five) consecutive years from April 17, 2025 till April 16, 2030, on such terms as stated therein for approval of the members of the Company.

Item 06: To approve the appointment of Ms. Sapna Parmar (DIN:) as Non-Executive (Non-Independent) Director.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors of the Company, in its meeting held on April 16, 2025, had appointed Ms. Sapna Parmar (DIN: 10198855) as an Additional Director (Non-Executive & Non Independent) of the Company, w.e.f. April 17, 2025, pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). As per the provisions contained under Section 161 of the Act, Ms. Sapna Parmar holds office as an Additional Director (Non-Executive & Non-Independent) of the Company up to the date of this Annual General Meeting ("AGM").

A brief profile of Ms. Sapna Parmar is mentioned below:

Ms. Sapna Parmar is an Associate Member of the Institute of Company Secretaries of India (ICSI) and a commerce graduate. She possesses in-depth knowledge of the Companies Act and other applicable rules and regulations. During the Company's IPO process, she played a vital role while serving as the Company Secretary and Compliance Officer, proving to be a valuable asset to Amwill. With her professional expertise and commitment, she is well-positioned to contribute significantly in her new role as a Non-Executive Director of the Company.

Ms. Sapna Parmar has given her consent in form DIR-2 to act as director in terms of Section 152(5) of the Act and declaration in form DIR-8 that She is not disqualified from being appointed as a director in terms of Section 164(1) & (2) of the Act.

Also, in compliance with the SEBI Order dated June 14, 2018, to the Stock Exchanges and further SEBI Circular No. LIST/COMP/14/2018- 19 dated June 20, 2018, this is to confirm that Ms. Sapna Parmar (DIN: 10198855) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority. Considering her vast knowledge and experience and the benefit that the Company may derive on account of her association as a Board member, the Board recommends the appointment of Ms. Sapna Parmar as Non-Executive Director of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Ms. Sapna Parmar (DIN: 10198855) to be appointed as a director of the Company. A copy of the draft letter of appointment of Ms. Sapna Parmar (DIN: 10198855) setting out terms and conditions of appointment are available for inspection by the members in physical or electronic form at the Registered Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the AGM and are also available at the website of the Company at www.amwillhealthcare.com.

A brief profile of Ms. Sapna Parmar to be appointed as a Non-Executive & Non-Independent Director is given under the heading "Details of Directors proposed to be appointed and re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India" or elsewhere in the Notice.

This Statement may also be regarded as a disclosure under Regulation 36(3) of the Listing Regulations and SS-2 on General Meetings issued by the Institute of Company Secretaries of India.

Ms. Sapna Parmar is interested in the resolution set out in Item No. 6 of the Notice with regard to her appointment as a director (nonexecutive independent). The relatives of Ms. Sapna Parmar may be



deemed to be interested in the aforesaid resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is in anyway concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Accordingly, the Board recommends the Ordinary Resolution as set out in Item no. 6 of the accompanying Notice for the appointment of Ms. Sapna Parmar as Director (Non-Executive), on such terms as stated therein for approval of the members of the Company.

For AMWILL HEALTH CARE LIMITED

Sd/-

TARUN GANDHI

MANAGING DIRECTOR

DIN: 07854699

**ADDRESS: No. 90, 4th Floor, 2nd Main, 7th Cross,
Chamrajpet, Bangalore,
Karnataka, India, 560018**

Place: Bangalore

Date: 08/07/2025

Details of Directors proposed to be appointed/ re-appointed, pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard 2 on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Particulars	Mr. Tarun Gandhi	Mr. Anand Gandhi	Mr. Vasanth Kumar	Ms. Sapna Parmar
DIN	07854699	07854706	03570216	10198855
Date of Birth / Age in years	40	41	44	37
Date of first appointment	21/08/2017	21/08/2017	17/04/2025	17/04/2025
Brief resume of the Director	Mr. Tarun Gandhi is the Promoter, Chairman and Managing Director of our Company.	Mr. Anand Gandhi is the Promoter and Managing Director of our Company.	Mr. Vasanth Kumar is the Independent Director of our Company.	Mr. Sapna Parmar is the (non-executive, non-independent) Director of our Company
Nature of expertise in specific functional areas	Mr. Tarun Gandhi holds a bachelor's degree in commerce (advanced financial accounting and management accounting) with honors from Bangalore University.	Mr. Anand Gandhi holds a bachelor's and master's degree in pharmacy (pharmaceutics) with honours from Rajiv Gandhi University of Health Sciences, Karnataka.	Mr. Vasanth Kumar is the founding member of VP & Associates, a firm of Practicing Company Secretaries. A Fellow Member of the Institute of Company Secretaries of India (ICSI), he holds a Bachelor's degree in Commerce and has been practising as a Company Secretary since 2010.	Ms. Sapna Parmar is an Associate Member of the Institute of Company Secretaries of India (ICSI) and a commerce graduate. She possesses in-depth knowledge of the Companies Act and other applicable rules and regulations.
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Skills and capabilities required for this role includes a person to head the product development, business development and finance and accounts divisions of our Company.	Skills and capabilities required for this role includes a person to head the marketing and sales, dermatologist relations divisions of our Company.	Mr. Vasanth Kumar is the founding member of VP & Associates, a firm of Practising Company Secretaries. A Fellow Member of the Institute of Company	Ms. Sapna Parmar is an Associate Member of the Institute of Company Secretaries of India (ICSI) and a commerce graduate. She possesses in-depth knowledge of

	Mr. Tarun Gandhi holds experience of more than a decade in financial management, accounts management and business development. Hence, meets all such requirements for this role.	Mr. Anand Gandhi holds experience of more than a decade in brand placement, marketing and sales and enhancing product visibility in the dermatology segment of the pharmaceutical industry. Hence, meets all such requirements for this role	Secretaries of India (ICSI), he holds a Bachelor's degree in Commerce and has been practising as a Company Secretary since 2010. With extensive experience in matters related to Company Law and allied legislations, Mr. Kumar has developed a strong proficiency in liaising with regulatory authorities and managing corporate compliance issues. Before establishing his own practice, he worked with reputed consultancy firms where he independently handled corporate, secretarial, and financial functions. He has been actively involved with the ICSI Bengaluru Chapter and has contributed significantly to the profession. He served as the	the Companies Act and other applicable rules and regulations. During the Company's IPO process, she played a vital role while serving as the Company Secretary and Compliance Officer, proving to be a valuable asset to Amwill. With her professional expertise and commitment, she is well-positioned to contribute significantly in her new role as a Non-Executive Director of the Company.
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			Chairman of the Bengaluru Chapter of ICSI during 2017–18 and has maintained a close association with the Institute over the years. Additionally, he was the President of Rotary Bangalore South East for the year 2015–16. Beyond his professional pursuits, Mr. Kumar represented India as part of the Indoor Cricket Masters Team at the Masters World Cup held in South Africa in 2019. He served as an Independent Director on the Board of OTCO International Limited from May 26, 2021, to June 13, 2023, and has been serving as an Independent Director on the Board of IZMO Limited since February 14, 2022.	
Date of First appointment on the Board	21/08/2017	21/08/2017	17/04/2025	17/04/2025
Directorship held in other companies (excluding foreign companies and	-	-	1. Interoperable India Foundation 2. IZMO Limited	-

section 8 companies)			3. VP Corporate Services Private Limited	
Membership / Chairmanships of Committees of other public Companies	-	-	Member of IZMO Limited Audit Committee, Nomination and remuneration committee, Stakeholders Relationship Committee,	-
Listed entities from which the person has resigned in the past three years	-	-	-	-
Inter-se Relationship between Directors	Relative of Mr. Anand Gandhi	Relative of Mr. Tarun Gandhi	-	-
No. of Shares held in the Company (singly or jointly as first holder) as on date of this Notice	63,28,920	63,28,920	-	-
No. of Board Meetings Held/ Attended in FY25	24	24	-	-
Details of Remuneration sought to be paid	157.20 Lakhs	157.20 Lakhs	Sitting fees	Sitting fees
Last Remuneration drawn (per annum)	157.20 Lakhs	157.20 Lakhs	NA	NA
Disclosure of relationships between directors inter-se	Relative of Mr. Anand Gandhi	Relative of Mr. Tarun Gandhi	-	-
Terms and conditions of re-appointment and remuneration	Director (non-executive) liable to retire by rotation	Director (non-executive) liable to retire by rotation	Independent Director, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from April 17 th , 2025 to April 16 th , 2030 (both days inclusive).	Director (non-executive) liable to retire by rotation