Amwill Health Care Limited
Corporate Identity Number: L36994KA2017PLC105721
Registered Office: No. 90,4th Floor, 2nd Main, 7th Cross, Chamrajpet,
Bangalore, Karnataka, India, 560018
Website: www.amwillhealthcare.com E-mail ID: investors@amwillhealthcare.com
Telephone: +91 080 26605825

NOTICE

(Pursuant to Section 101 of the Companies Act, 2013)

NOTICE is hereby given that 09th (Ninth) Annual General Meeting of the Members of **AMWILL HEALTH CARE LIMITED ("The Company")** will be held on 14th August, 2026 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 2026 and notes together with the Report of the Directors and the Auditors of the Company and if thought fit, to pass, with or without modification(s).
   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March 2026 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. To declare the Final Dividend on Equity Shares for the Financial Year ended 31st March 2026 and, in this regard,
   To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   "RESOLVED THAT approval be and is hereby accorded for declaration and payment of final dividend of ₹ 0.50 (Rupees fifty paise only) per equity share of the face value of ₹ 10 (Rupee Ten) each fully paid up, of the Company, as recommended by the Board of Directors for the financial year ended 31st March 2026.

   RESOLVED FURTHER THAT the said dividend be paid to those members whose names appear in the register of members/ beneficial owners in the records of the depositories as on the record date fixed for the purpose, through electronic modes or such other modes as may be permissible under applicable law."

3. Appointment of a director in the place of Ms. Sapna Parmar (DIN: 10198855), who retires by rotation and being eligible, offers herself 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, Ms. Sapna Parmar (DIN: 10198855), Director (Non-Executive) of the Company, who retires by rotation at this annual general meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director (Non-Executive) of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. To approve the re-appointment of Mr. Tarun Gandhi (DIN: 07854699) as the Managing director of the Company,

   To consider and, if thought fit, pass the following resolution as **Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 **("Act")**, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** (including any statutory modification(s), amendments(s) or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required and pursuant to the provisions of the Articles of Association of the Company and in line with the Remuneration Policy of the Company, and on the recommendations of the Nomination & Remuneration Committee **("NRC")** and the Board of Directors, consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Tarun Gandhi (DIN: 07854699) as Managing Director of the Company, not liable to retire by rotation and a Key Managerial Personnel (KMP) of the Company, whose current term of office is expiring on January 26, 2027, for a further period of **05 (five) years**, with effect from **January 27, 2027 till January 26, 2032**, on the terms & conditions including remuneration as set out hereunder, with the liberty to the Board of Directors [hereinafter referred to as the "board"which term shall be deemed to NRC of the Board] to alter, vary and modify the terms & conditions of the said appointment and/ or remuneration, in such manner, as may be agreed to between the Board and Mr. Tarun Gandhi (DIN: 07854699) within and in accordance with the Act or other applicable provisions or any amendment thereto:

Period of appointment: 05 (five) years, January 27, 2027 till January 26, 2032.

a) **Basic Salary:** Not exceeding ₹1,57,20,000/- (Rupees One Crore Fifty-Seven Lakh Twenty Thousand only) per annum.

b) **Perquisites and Allowances:** NA

c) **Reimbursement of Expenses:** Reimbursement of expenses incurred for travelling, boarding, and lodging during business trips; provision of cars for use on the Company' business shall be reimbursed and not considered as the Perquisites.

d) **General:**

(i) The Managing Director shall perform the duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board, from time to time in all respect and confirm to and comply with all such directions and regulations as may from time to time, be given and made by the Board.

(ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors.

(iii) The Managing Director shall adhere to the Company' Code of Conduct.

(iv) The office of the Managing Director may be terminated by the Company by giving 03 (three) months' prior notice in writing, by either party.

(v) No sitting fee will be paid for attending any meetings of the Board of Directors or any committee(s) thereof.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, wherein any financial year, during the currency of the tenure of Mr. Tarun Gandhi (DIN: 07854699) as Managing Director, the Company has no profit or its profits are inadequate, the Company shall, subject to the requisite approvals/ sanctions, if any, wherever required and subject to the provisions of Sections 196 and 197 read with Schedule V to the Act, pay to Mr. Tarun Gandhi (DIN: 07854699), Basic Salary, Perquisites and Allowances, the minimum remuneration as set out herein, without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the above Resolution, read together with the Managing Director Agreement to be executed between the Company and Mr. Tarun Gandhi (DIN: 07854699), setting out the terms and conditions of his re-appointment as Managing Director, shall be treated as the written memorandum of the terms of his re-appointment in compliance with the provisions of Section 190 of the Companies Act, 2013.

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 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."

5. To approve the Re-appointment of Mr. Anand Gandhi (DIN: 07854706) as the Managing director of the Company.

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

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act", the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")** (including any statutory modification(s), amendments(s) or re-enactment thereof for the time being in force) and such other approvals, permissions and sanctions, as may be required and pursuant to the provisions of the Articles of Association of the Company and in line with the Remuneration Policy of the Company, and on the recommendations of the Nomination & Remuneration Committee **("NRC")** and the Board of Directors, consent of the members of the Company, be and is hereby accorded for the re-appointment of Mr. Anand Gandhi (DIN: 07854706)as Managing Director of the Company, not liable to retire by rotation and a Key Managerial Personnel (KMP) of the Company, whose current term of office is expiring on January 26, 2027, for a further period of **05 (five) years**, with effect from **January 27, 2027 till January 26, 2032**, on the terms & conditions including remuneration as set out hereunder, with the liberty to the Board of Directors [hereinafter referred to as the "Board" which term shall be deemed to NRC of the Board] to alter, vary and modify the terms & conditions of the said appointment and/ or remuneration, in such manner, as may be agreed to between the Board and Mr. Anand Gandhi (DIN: 07854706) within and in accordance with the Act or other applicable provisions or any amendment thereto:

Period of appointment: 05 (five) years, January 27, 2027 till January 26, 2032.

a) **Basic Salary:** Not exceeding ₹1,57,20,000/- (Rupees One Crore Fifty-Seven Lakh Twenty Thousand only) per annum.

b) **Perquisites and Allowances:** NA

c) **Reimbursement of Expenses:** Reimbursement of expenses incurred for travelling, boarding, and lodging during business trips; provision of cars for use on the Company' business shall be reimbursed and not considered as the Perquisites.

d) **General:**

(i) The Managing Director shall perform the duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board, from time to time in all respect and confirm to and comply with all such directions and regulations as may from time to time, be given and made by the Board.

(ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to the duties of directors.

(iii) The Managing Director shall adhere to the Company' Code of Conduct.

(iv) The office of the Managing Director may be terminated by the Company by giving 03 (three) months'prior notice in writing, by either party.

(v) No sitting fee will be paid for attending any meetings of the Board of Directors or any committee(s) thereof.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained herein, wherein any financial year, during the currency of the tenure of Mr. Anand Gandhi (DIN: 07854706) as Managing Director, the Company has no profit or its profits are inadequate, the Company shall, subject to the requisite approvals/ sanctions, if any, wherever required and subject to the provisions of Sections 196 and 197 read with Schedule V to the Act, pay to Mr. Anand Gandhi (DIN: 07854706) , Basic Salary, Perquisites and Allowances, the minimum remuneration as set out herein, without any further reference to the members of the Company in general meeting.

RESOLVED FURTHER THAT the above Resolution, read together with the Managing Director Agreement to be executed between the Company and Mr. Anand Gandhi (DIN: 07854706), setting out the terms and conditions of his re-appointment as Managing Director, shall be treated as the written memorandum of the terms of his re-appointment in compliance with the provisions of Section 190 of the Companies Act, 2013.

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 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."

By Order of the Board of Directors
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: Pune
Date: 17/07/2026

Section A –Attendance and Documents Inspection

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("S2. EBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

2. 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.

3. The Members can join the AGM in the VC/OAVM mode 15 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.

4. 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.

5. 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) the Secret arial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 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 e-voting on the date of the AGM will be provided by NSDL.

6. 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.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.

8. **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.

9. **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 2025-26 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 2025-26 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 2025-26 and Notice of the 09th AGM of the Company, he/she may send request to the Company' email address at investors@amwillhealthcare.com .in mentioning Folio No./ DP ID, Client ID and the No. of shares held.

10. 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 17, 2026**. 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 2025-26 has been sent to members who have not registered their email addresses.

11. **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.**

12. 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.

13. 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.

14. 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.

15. **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 07th, 2026.** 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.

16. 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 .

17. Institutional Investors, who are members of the Company, are encouraged to attend and vote at the 09th 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 .

18. 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

19. 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 .

20. **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' RTA. MEMBERS HOLDING SHARES IN PHYSICAL FORM, IN THEIR OWN INTEREST, ARE REQUESTED TO DEMATERIALIZE THE SHARES TOAVAIL THE BENEFITS OF ELECTRONIC HOLDING/TRADING.**

21. 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.

22. For shares held in electronic form: to their Depository Participants ("Dps");

23. 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:

24. 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' Registrar and Share Transfer Agent, Bigshare Services Private Limited at investor@bigshareonline.com for assistance in this regard.

25. **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' 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.

26. 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.

27. 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.

28. 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' RTA. Changes intimated to the Depository Participant will then be automatically reflected in the Company' 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

29. 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.

30. 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.

31. 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.

32. **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 08th, 2026** 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 08th, 2026**. 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 .

33. **REMOTE E-VOTING PERIOD:** The remote e-voting period commences on **Tuesday, August 11th, 2026 (09:00 a.m. IST) and ends on Thursday, August 13th, 2026 (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, 2026**, 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.

34. 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.

35. 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.

36. 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, 2026**.

37. To support the 'reen 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' 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' money incurred on the postage but also contribute a lot to save the environment of this Planet.

38. 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.

39. 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.

Section D - Dividend Related Information

1. The Board of Directors has recommended final dividend of Rs.0.50 per equity share of face value of Rs. 10 each for the financial year 2025-26 that is proposed to be paid on and from August 14th, 2026, subject to the approval of the members at the 9th AGM. **The Record Date fixed for determining the entitlement of the members to the final dividend is 08th August, 2026.** You are kindly requested to complete your KYC as mentioned in Section B above to ensure payment of dividend(s).

2. **Mandatory Electronic Payment of Dividend:** With effect from November 18, 2025, dividend payments shall be made only in electronic mode, and issuance of dividend warrants/cheques has been discontinued. Payment will be processed subject to shareholders being KYC compliant. Shareholders holding shares in physical form are required to ensure that PAN, nomination (optional), contact details (including mobile number and address), bank account details, and specimen signature are duly updated with the Company/Registrar and Transfer Agent (RTA). Shareholders holding shares in dematerialized form must ensure that their bank details are updated with their Depository Participants (DPs). Dividend in respect of physical folios will be credited only upon completion of the required KYC formalities.

   As per the RBI guidelines, no charges should be levied by your bank branch for electronic credit. In case your bank has levied any service charge for electronic credit, please take up the matter with your bank branch manager.

3. **Tax Deducted at Source ("TDS") on Dividend:** Pursuant to the changes introduced by the Finance Act, 2020, w.e.f. April 01, 2020, dividend income is taxable in the hands of shareholders. Accordingly, the Company, in compliance with the provisions of the Income Tax Act, 2025, would be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders.

   The withholding tax rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company. Application of TDS/withholding tax rate is subject to necessary verification by the Company of the member details as available in the Register of Members as on the Record Date, and other documents available with the Company/RTA provided by the member by the specified date.

   Accordingly, the above referred Final Dividend will be paid after deducting the tax at source as follows:

S. No.	Category of Shareholders	PAN	Dividend amount in a Financial Year after grouping folios/demat a/cs with same PAN of the first holder	Effective TDS rate	Remarks
1	Resident Individual	With or Without PAN	Less than ₹**10,000/-**	No TDS	
2	Resident Individual	With PAN	More than ₹**10,000 – Form 121 submitted**	No TDS	
3	Resident Individual	Without PAN	More than ₹**10,000 – Form 121 submitted**	20%	
4	Resident Individual	With PAN	More than ₹**10,000**	10%	
5	Resident Individual	Without PAN	More than ₹**10,000**	20%	
6	Non-resident Individual shareholders (Other than FPIs / FIIs)	With or Without PAN	Up to ₹**50,00,000**	20.80%	Incl. Health & Edu. Cess of 4%
7	Non-resident Individual shareholders (Other than FPIs / FIIs)	With or Without PAN	From ₹**50,00,001 To ₹1,00,00,000**	22.88%	Incl. Surcharge of 10% and Health & Edu. Cess of 4%
8	Non-resident Individual shareholders (Other than FPIs / FIIs)	With or Without PAN	Above ₹**1,00,00,000**	23.92%	Incl. Surcharge of 15% and Health & Edu. Cess of 4%
9	Foreign Companies / Overseas Body corporates	With or Without PAN	Up to ₹**1,00,00,000**	20.80%	Incl. Health & Edu. Cess of 4%
10	Foreign Companies / Overseas Body corporates	With or Without PAN	Above ₹**1,00,00,000 To ₹10,00,00,000**	21.21%	Incl. Surcharge of 2% and Health & Edu. Cess of 4%
11	Foreign Companies / Overseas Body corporates	With or Without PAN	Above ₹**10,00,00,000**	21.84%	Incl. Surcharge of 5% and Health & Edu. Cess of 4%
12	Non-resident shareholders (Both Individuals and Corporate bodies)	–	Can claim benefit under DTAA by submitting: (a) Tax Residency Certificate; (b) Form 41 (erstwhile Form 10F); (c) Declaration as per format.	–	
13	FPIs / FIIs	With PAN	Up to Rs.50,00,000	20.80%	Incl. Health & Edu. Cess of 4%
14	FPIs / FIIs	With PAN	Above ₹**50,00,000 up to ₹1,00,00,000**	22.88%	Incl. Surcharge of 10% and Health & Edu. Cess of 4%
15	FPIs / FIIs	With PAN	Above ₹**1,00,00,000 up to ₹2,00,00,000**	23.92%	Incl. Surcharge of 15% and Health & Edu. Cess of 4%

16	FPIs / FIIs	With PAN	Above ₹**2,00,00,000 up to** ₹**5,00,00,000**	23.92%	Incl. Surcharge of 15% (capped for dividend income under section 210 r.w. section 393 of the Income-tax Act, 2025) and Health & Edu. Cess of 4%
17	FPIs / FIIs	With PAN	Above ₹**5,00,00,000**	23.92%	Incl. Surcharge of 15% (capped for dividend income under section 210 r.w. section 393 of the Income-tax Act, 2025) and Health & Edu. Cess of 4%

- If the PAN is not as per the database of the Income-tax Portal, it would be considered as invalid PAN. Further, as per the Notification of the Central Board of Direct Taxes, individual shareholders are requested to link their Aadhaar number with PAN within the prescribed timelines, to avoid deduction of tax at higher rates.
- Self-declaration in Form 41 for FY 2026-27: Non-resident shareholders who have PAN and propose to claim treaty benefit need to mandatorily file Form 41 online at the link https://eportal.incometax.gov.in/ for the period 1st April, 2026 to 31st March, 2027.
- The Company is not obligated to apply the beneficial Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the non-resident shareholder and review to the satisfaction of the Company.
- Blank Form 121 can also be downloaded from the link given at the end of this communication or from the website of the Company viz. https://www.amwillhealthcare.com/investor-information Needless to mention, PAN will be mandatorily required along with such declarations. Please note that all fields are mandatory to be filled up and the Company may, at its sole discretion, reject the form if it does not fulfil the requirement of law or the form is otherwise incomplete in any manner.
- In this regard, we request you to kindly upload the duly filled in and signed Form 121 in the RTA' online portal https://www.bigshareonline.com/resources-sebi_circular.aspx#parentHorizontalTab3 or you may also send the forms through email to investors@amwillhealthcare.com on or before Thursday, August 13, 2026. It is advisable to send the documents at the earliest to enable the Company to collate the documents to determine the appropriate TDS rates.
- In case tax on dividend is deducted at a higher rate in the absence of receipt of the aforementioned details/documents, you would still have the option of claiming refund of the excess tax paid at the time of filing your income tax return. No claim shall lie against the Company for such taxes deducted.

- All communication pertaining to non-receipt of dividend can be sent to the Registrar and Share Transfer Agent (RTA) through Online Investor Portal: https:// www.bigshareonline.com.

4. **This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.**

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

The remote e-voting period begins on August 11th, 2026 at 9:00 A.M. and ends on August 13th, 2026 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. August 08th, 2026 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 August 08th, 2026.

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.	1. 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.

<table>
<tr><td rowspan="3">Individual Shareholders holding securities in demat mode with NSDL.</td><td>2. 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.</td></tr>
<tr><td>4. 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.</td></tr>
<tr><td>5. 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</td></tr>
<tr><td>Individual Shareholders holding securities in demat mode with CDSL</td><td>1. 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.</td></tr>
</table>

Individual Shareholders holding securities in demat mode with CDSL	2. 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. 1800-21-09911

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:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) 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.

c) How to retrieve your 'initial password'?

(i) 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'.

(ii) 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:

a) 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.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.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 "C/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 shareholders 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 "C/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.

Declaration of voting results

1. A member may participate in the 09th 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. He has communicated her willingness to be appointed and will be available for the said purpose.

3. Scrutinizer' 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' 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' 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' 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 re-appointment of Mr. Tarun Gandhi (DIN: 07854699) as the Managing director of the Company

Mr. Tarun Gandhi (DIN: 07854699) is the Managing Director of Amwill Health Care Limited.

A brief profile of Mr. Tarun Gandhi (DIN: 07854699) is mentioned below:

Mr. Tarun Gandhi has been an integral part of Amwill since day one, playing a pivotal role in the company' incorporation and its subsequent evolution into a publicly traded entity (IPO). He holds a bachelor' degree in commerce (advanced financial accounting and management accounting) with honours from Bangalore University.He was associated with M/s. Amwill Healthcare in the capacity of pharmaceutical business manager, and was heading the purchase, accounts and financing division. Subsequent to the transfer of business of M/s. Amwill Healthcare to our Company, he was appointed as the Director of our Company, since its incorporation. He was responsible for overseeing the finance, accounts and business development of our Company. He has been designated as the Managing Director of our Company with effect from January 27, 2024.

Mr. Tarun Gandhi brings extensive, hands-on pharmaceutical experience to the leadership team, having managed a nationally reputed pharmaceutical C&F agency and specialized dermatology pharmacies. This background provided him with deep insights into industry ethics, supply chain logistics, and patient care. At Amwill, he heads the product development, business development and finance and accounts divisions of our Company

Previous, Current and Proposed Term

Mr. Tarun Gandhi (DIN: 07854699) was inducted as a Director (Executive) on the Board of Directors of the Company on August 21, 2017, thereafter, as a Managing Director of the Company, by the shareholders of the Company, in their Extra Ordinary General meeting held on January 27, 2024, for a period of 03 (three) years, from January 27, 2024 to January 26, 2027.

The current term of appointment of Mr. Tarun Gandhi, as a Managing Director of the Company, shall expire on January 26, 2027.

Mr. Tarun Gandhi is proposed to be re-appointed as a Managing Director, liable to retire by rotation and a Key Managerial Personnel, for a period of consecutive 05 (five) years commencing from January 27, 2027 to January 26, 2032.

Proposal and Rationale for re-appointment

The performance of Mr. Tarun Gandhi during his association with the Company has been evaluated as satisfactory by the Nomination & Remuneration Committee **("NRC")** and the Board of Directors.
Based on the skills, experience, knowledge and positive outcome of performance evaluation and the substantial contribution made by Mr. Tarun Gandhi, during his tenure as Managing Director of the Company, tremendous personal efforts made by the incumbent, despite tough competition amongst the Company' competitors and he has done a tremendous job in representing the Amwill product at different level, the Board, in its meeting held on **July 17, 2026**, on the recommendations of the NRC, considered, approved and recommended to the shareholders, the re-appointment of Mr. Tarun Gandhi as a Managing Director, not liable to retire by rotation and a Key Managerial

Personnel, for a period of consecutive 05 (five) years commencing from January 27, 2027 to January 26, 2032. , on the terms and conditions including remuneration as mentioned in the item no. 4, in accordance with the provisions of Section 196 and 197 read with Schedule V to the Companies Act, 2013 **("Act")** and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**.

Confirmations/Declarations:

Mr. Tarun Gandhi has given a declaration as per Section 196(3) read with Part I of Schedule V to the Act that he fulfils the conditions for the appointment of a managing director. Mr. Tarun Gandhi has also given declaration in form DIR-8 that he is not dis-qualified 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 Mr. Tarun Gandhi (DIN: 07854699) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

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. Tarun Gandhi is interested in the resolution set out in Item No. 4 of the Notice with regard to his re-appointment as a Managing Director. The relatives of Mr. Tarun Gandhi 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. 4 of the Notice.

Accordingly, the Board recommends the Special Resolution as set out in Item no. 4 of the accompanying Notice for the appointment of Mr. Tarun Gandhi as Managing Director (Executive), on such terms as stated therein for approval of the members of the Company.

Item 5: To approve the re-appointment of Mr. Anand Gandhi (DIN: 07854706) as the Managing director of the Company.

Mr. Anand Gandhi (DIN: 07854706) is the Managing Director of Amwill Health Care Limited.

A brief profile of Mr. Anand Gandhi (DIN: 07854706) is mentioned below:

Mr. Anand Gandhi, aged 42 years, is a Managing Director of our Company. He holds a bachelor's and master's degree in pharmacy (pharmaceuticals) with honours from Rajiv Gandhi University of Health Sciences, Karnataka. He was the proprietor of M/s. Amwill Healthcare, and was responsible for overseeing the marketing and sales division of the proprietorship. Subsequent to the transfer of business of M/s. Amwill Healthcare to our Company, he was appointed as the Director of our Company, since its incorporation. He has been designated as the Managing Director of our Company with effect from January 27, 2024. He 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. Presently, he heads the marketing and sales, dermatologist relations divisions of our Company.

Previous, Current and Proposed Term

Mr. Anand Gandhi (DIN: 07854706) was inducted as a Director (Executive) on the Board of Directors of the Company on August 21, 2017, thereafter, as a Managing Director of the Company, by the shareholders of the Company, in their Extra Ordinary General meeting held on January 27, 2024, for a period of 03 (three) years, from January 27, 2024 to January 26, 2027.

The current term of appointment of Mr. Anand Gandhi as a Managing Director of the Company, shall expire on January 26, 2027.

Mr. Anand Gandhi is proposed to be re-appointed as a Managing Director, liable to retire by rotation and a Key Managerial Personnel, for a period of consecutive 05 (five) years commencing from January 27, 2027 to January 26, 2032.

Proposal and Rationale for re-appointment

The performance of Mr. Anand Gandhi during his association with the Company has been evaluated as satisfactory by the Nomination & Remuneration Committee ("NRC") and the Board of Directors. Based on his skills, extensive experience, industry knowledge, positive performance evaluation, and significant contributions during his tenure as Managing Director, the Board has acknowledged his dedicated leadership and consistent efforts in driving the Company's growth despite intense competition in the pharmaceutical industry. Mr. Anand Gandhi has played a pivotal role in strengthening the Company's market presence through his strategic initiatives and sustained focus on business development.

Accordingly, the Board of Directors, at its meeting held on **July 17, 2026**, based on the recommendation of the Nomination & Remuneration Committee, considered and approved the relevant proposal in recognition of his valuable contributions and continued leadership., and recommended to the shareholders, the re-appointment of Mr. Anand Gandhi as a Managing Director, not liable to retire by rotation and a Key Managerial Personnel, for a period of consecutive 05 (five) years commencing from January 27, 2027 to January 26, 2032. , on the terms and conditions including remuneration as mentioned in the item no. 5, in accordance with the provisions of Section 196 and 197 read with Schedule V to the Companies Act, 2013 **("Act")** and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations")**.

Confirmations/Declarations:

Mr. Anand Gandhi has given a declaration as per Section 196(3) read with Part I of Schedule V to the Act that he fulfils the conditions for the appointment of a managing director. Mr. Anand Gandhi has also given declaration in form DIR-8 that he is not dis-qualified 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 Mr. Anand Gandhi (DIN: 07854706) has not been debarred from holding the office of director by virtue of any SEBI order or any other such authority.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

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. Anand Gandhi is interested in the resolution set out in Item No. 5 of the Notice with regard to his appointment as a Managing Director (Executive). The relatives of Mr. Anand Gandhi 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.

Accordingly, the Board recommends the Special Resolution as set out in Item no. 5 of the accompanying Notice for the appointment of Mr. Anand Gandhi as Managing Director (Executive), on such terms as stated therein for approval of the members of the Company.

By Order of the Board of Directors
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: Pune
Date: 17/07/2026

Details of Directors proposed to be 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	Ms. Sapna Parmar
DIN	**7854699**	**7854706**	**10198855**
Date of Birth / Age in years	41	42	38
Date of first appointment	21/08/2017	21/08/2017	17/04/2025
Brief resume of the Director	Mr. Tarun Gandhi is the Promoter and Managing Director of our Company.	Mr. Anand Gandhi is the Promoter and Managing 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	Mr. Anand Gandhi holds a bachelor's and master's degree in pharmacy (pharmaceutics) with honours from Rajiv Gandhi University of Health Sciences, Karnataka.	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	Skills and capabilities required for this role includes a person to head the marketing and sales, dermatologist relations divisions of our 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 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.

Date of First appointment on the Board	21/08/2017	21/08/2017	17/04/2025
Directorship held in other companies (excluding foreign companies and section 8 companies)	-	-	-
Membership / Chairmanships of Committees of other public Companies	-	-	-
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	6,328,920	6,328,920	-
No. of Board Meetings Held/ Attended in FY25	8	7	3
Details of Remuneration sought to be paid	157.20 Lakhs	157.20 Lakhs	Sitting fees
Last Remuneration drawn (per annum)	157.20 Lakhs	157.20 Lakhs	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 (Executive) not liable to retire by rotation	Director (Executive) not liable to retire by rotation	Director (non-executive) liable to retire by rotation