

MINUTES OF THE MEETING NO. FY 27/2023-24 OF THE BOARD OF DIRECTORS OF RICHESM HEALTHCARE LIMITED HELD ON FRIDAY, 1ST DAY OF MARCH 2024 AT 11:00 AM AT THE REGISTERED OFFICE OF COMPANY LOCATED AT OFFICE NO. 1/54, 1ST FLOOR, WAVE SILVER TOWER, PLOT NO. D-6, SECTOR 18, NOIDA, UTTAR PRADESH, INDIA, 201301.



PRESENT

Mr. Ashish Aggarwal	Chairman & Managing Director
Ms. Dilmeet Kaur	Whole Time Director
Mr. Vishweshwar Dayal Goel	Director
Mr. Gurmeet Singh	Director
Mr. Ramayan Prasad Tiwari	Director
Mr. Vikash Kumar	CFO

1. CHAIRMAN

The Chairman Mr. Ashish Aggarwal took the chair and welcomed the other Director to the meeting of the Board of Directors of the Company. The meeting commenced at 11.00 A.M.

2. QUORUM

The Chairman ascertained the quorum and called the meeting to the order.

3. LEAVE OF ABSENCE

Since all the Directors were present hence no leave of absence was granted.

4. CONFIRMATION OF MINUTES OF PREVIOUS BOARD MEETING

Minutes of previous board meeting were read, confirmed and taken on record by the chairman.

5. APPOINTMENT OF COMPANY SECRETARY (CS) MS. PREETI SRIVASTAVA:

The Chairman informed the board that to comply with the provisions of Section 203 of the Companies Act' there is requirement to appoint a Whole-time Company Secretary and after due discussion the following resolution passed:

"RESOLVED THAT pursuant to provisions of Section 203 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("The Act") read with rule 8 and 8A of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any other rules made under the Act, including any amendments thereto for the time being in force, Ms. Preeti Srivastava, Membership No. A-31615 be and is hereby appointed as the "Company Secretary" of the Company ("CS") on the terms and conditions as per the appointment letter placed before the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Kanpur."

5. CONSTITUTION OF AUDIT COMMITTEE

To comply with the provisions of Section 177 of the Companies Act' 2013 and Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014, board has accorded its consent to constitute an Audit Committee and passed the following resolution in this regard:

RICHESM HEALTHCARE LIMITED.

(formerly known as RichesM Healthcare Private Limited)

CIN NO. U24299UP2021PLC141099

ashish@richesm.com
care@richesm.com

Tel. +91-9205095008

Reg. Off.: Office No. 1/54, 1st Floor, Sector-18, Wave Silver Tower, Noida U.P. - 201301

ASHISH
DIRECTOR

"RESOLVED THAT in pursuance of the provisions of Section 177 of the Companies Act, 2013 a Committee of the board of directors be and is hereby constituted to be called as "Audit Committee" with the following members:



1. Mr. Ashish Aggarwal, Managing Director (DIN: 09049444)
2. Mr. Vishweshwar Dayal Goyal, Independent Director (DIN: 10302281)
3. Mr. Ramayan Prasad Tiwari, Independent Director (DIN: 10302965)

FURTHER RESOLVED THAT any member of this Committee may be removed or replaced at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Audit Committee.

FURTHER RESOLVED THAT the members of the Committee shall elect the chairperson amongst themselves.

FURTHER RESOLVED THAT the committee be and is hereby vested with the following roles and responsibilities:

- (i) recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- (ii) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- (iii) examination of the financial statement and the auditors' report thereon;
- (iv) approval or any subsequent modification of transactions of the company with related parties;
- (v) scrutiny of inter-corporate loans and investments;
- (vi) valuation of undertakings or assets of the company, wherever it is necessary;
- (vii) evaluation of internal financial controls and risk management systems;
- (viii) monitoring the end use of funds raised through public offers and related matters.
- (ix) any other responsibility as may be assigned by the board from time to time.

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things which may be necessary for giving effects to this resolution.

6. CONSTITUTION OF NOMINATION & MANAGERIAL REMUNERATION COMMITTEE:

To comply with the provisions of Section 178 of the Companies Act' 2013 and Rule 6 of the Companies (Meeting of Board and its Powers) Rules, 2014, board has accorded its consent to constitute a Nomination & Managerial Remuneration Committee and passed the following resolution in this regard:

"RESOLVED THAT in pursuance of the provisions of Section 178 of the Companies Act, 2013 a Committee of the board of directors be and is hereby constituted to be called as "Nomination & Remuneration Committee" with the following members:

1. Mr. Ashish Aggarwal, Managing Director (DIN: 09049444)

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2. Mr. Vishweshwar Dayal Goyal, Independent Director (DIN: 10302281)

3. Mr. Ramayan Prasad Tiwari, Independent Director (DIN: 10302965)



FURTHER RESOLVED THAT any member of this Committee may be removed or cease to hold office at any time by the Board. Any member of this committee ceasing to be a director shall also be ceased to be a member of the Audit Committee.

7. AUTHORISATION TO MAKE APPLICATION(S) AND APPEAR BEFORE REGULATORY AUTHORITIES IN INDIA

The chairman informed the board that the company has hired M/s Pnam & Co. LLP, Chartered Accountants for adjudication under Companies Act' 2013. The board discussed the matter and passed the resolution unanimously:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and other applicable provisions if any, and rules made there under, consent of the Board be and is hereby accorded to appoint Mr. Abhishek Nahta, Ms. Avinash Kaur, Mr. Rishabh Sachdeva, Ms. Shourya Nandwani or Mr. Anirban Dey of M/s Pnam & Co. LLP, Chartered Accountant, having their place of business at F-14/15, Second Floor, Shivam House, Connaught Place, New Delhi-110001 as its authorised representative and true and lawful attorney to sign any application/document, to make appearance on behalf of the company and further authorized to make the necessary alterations, corrections, additions/deletions and to execute any paper documents and carry all allied and other incidental jobs in connection with the documents, papers, filed/furnished to Registrar of Companies, National Company Law Tribunal or any other authority concerned and any Directors of the Company be and are hereby severally authorized to sign such letters of engagement or such other documents that will be necessary for formalizing the engagement with M/s Pnam & Co. LLP.

RESOLVED FURTHER THAT any director of the company be and is hereby severally authorized to do all necessary acts, deeds and things for giving effect to the above resolution(s)."

8. FORMATION OF STAKEHOLDER'S RELATIONSHIP COMMITTEE:

"RESOLVED THAT pursuant to the provisions of Section 178 (5) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "Companies Act, 2013") and the rules made there under and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations), a committee of the Board of Directors be and is hereby constituted to be called as "Stakeholder's Relationship Committee" with the following members:

Name of the Director	Status in the Committee	Nature of Directorship
Mr. Ramayan Prasad Tiwari	Chairman	Non-Executive Independent Director
Mr. Vishweshwar Dayal Goyal	Member	Non-Executive Independent Director
Ms. Dilmeet Kaur	Member	Executive Director

This committee will address all grievances of Shareholders/Investors and its terms of reference include the following:

- Allotment and listing of our shares in future
- Redressing of shareholders and investor complaints such as non-receipt of declared dividend, annual report, transfer of Equity Shares and issue of duplicate/split/consolidated share certificates;

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- c) Monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of Equity Shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares and debentures;
- d) Reference to statutory and regulatory authorities regarding investor grievances;
- e) To otherwise ensure proper and timely attendance and redressal of investor queries and grievances;
- f) And to do all such acts, things or deeds as may be necessary or incidental to the exercise of the above powers.

RESOLVED FURTHER THAT any member of this committee may be removed or replaced any time by the Board, Any member of this committee ceasing to be a director shall be ceased to be a member of the this committee.

RESOLVED FURTHER THAT members of this committee shall elect a Chairperson amongst themselves.

RESOLVED FURTHER THAT the committee be and is hereby further authorized to do all such acts, deed and things which may be necessary for giving effect to this resolutions."

9. APPROVE THE PUBLIC ISSUE OF THE COMPANY ON SME PLATFORM

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "Companies Act, 2013") and the rules made thereunder, the relevant provisions of the Companies Act, 1956, to the extent that such provisions have not been superseded by the Companies Act, 2013 or repealed (the "Companies Act, 1956"), the Securities Contracts (Regulation) Act, 1956, as amended ("SCRA"), and the rules framed thereunder, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations), the listing agreements to be entered into by the Company with the stock exchanges, where the equity shares of company are proposed to be listed (the "Listing Agreements"), the Foreign Exchange Management Act, 1999 ("FEMA") as amended from time to time, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended and other applicable laws, rules, regulations, policies or guidelines, including the rules, regulations, guidelines, notifications and circulars, if any, prescribed by the Government of India, Securities and Exchange Board of India ("SEBI") or any other competent authority (collectively, the "Regulatory Authorities"), from time to time, to the extent applicable and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to approvals, consents, permissions and sanctions as might be required from the Regulatory Authorities and other third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), subject to the approval of members of the Company in the general meeting be and is hereby accorded for an initial public offering of the equity shares of the Company, and the Board be and is hereby authorized to create, offer, issue and allot not exceeding (..... Only) Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. (Rupees Only) including premium of Rs./- (Rupees Only) as may be decided in any mode whether fixed or through Book Building Mechanism by way of a fresh issuance of Equity Shares, out of the authorized share capital of the Company, and at its discretion, of such number of Equity Shares or up to such amount as the Board may decide (provided that such number of additional Equity Shares as board may deem fit offer to the public may be issued and allotted and / or transferred, as the case may be, as may be required for the purposes of rounding off), to such person or persons, who may or may not be the members of the Company and as the Board may, at its sole discretion, decide in consultation with the Lead Managers ("LM"), so appointed including resident investors, eligible Indian and/or multilateral financial institutions, mutual funds, non-resident Indians, qualified

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institutional buyers, eligible employees of the company, retail investors, bodies corporate, any other company/companies, private or public or other body corporate, whether incorporated or not, and such other persons in one or more combinations thereof and/or any other categories of investors ("Initial Public Offer"), which shall include, reservation of a certain number of Shares for any category or categories of persons as permitted under applicable laws, including, without limitation, eligible employees, customers and shareholders (the "Reservation"), the price including the premium to be determined, in one or more tranches and in the manner, and on the terms and conditions as the Board may, in its absolute sole discretion, decide, in consultation with the LM, whether the price at which the Shares are to be issued, at par or at premium and whether for cash or other consideration, including discount for any category of investors, as permitted under applicable laws, and the decision to determine the category or categories of investors to whom the offer, issue and allotment/ transfer shall be made to the exclusion of all other categories of investors on such terms and conditions as may be finalized by the Board, in consultation with the LM, and that the Board may finalize all matters incidental thereto as it may in its absolute discretion think fit and to list the shares on the stock exchanges as may be decided by the Board from time to time;

"RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorized to make any alteration, addition or variation in relation to the Initial Public Offer, in consultation with the LM or SEBI or such other authorities as may be required and without prejudice to the generality of the aforesaid, decide the exact issue structure and the exact component of the issue structure;

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, any one of the Director of the Company be and is hereby authorised on behalf of the company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of the Equity Shares including the number of Shares that may be offered and proportion thereof, timing for issuance of such Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advice as well as acting as depository, custodian, registrar, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to draft prospectus, prospectus and/or offer documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Shares pursuant to the Initial Public Offer and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, appointment of intermediaries, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Shares pursuant to the Initial Public Offer, any one of the Director of the Company be and is hereby authorised on behalf of the company to seek listing of any or all of such Shares on one or more stock exchanges in India including SME platform;

"RESOLVED FURTHER THAT any one of the Director of the Company be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the company;

"RESOLVED FURTHER THAT the Equity Shares to be issued by the company as stated aforesaid shall rank pari-passu with all existing Equity Shares of the company.

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"RESOLVED FURTHER THAT the Company appoints Skyline Financial Services Private Limited as the Registrar & Transfer Agent (RTA) for the IPO upon such terms and conditions as may be approved."

"RESOLVED FURTHER THAT the Company appoints SKI Capital Services Limited as the Book Running Lead Manager (BRLM) for the IPO upon such terms and conditions as may be approved."

10. INCREASE IN BORROWING POWER OF THE COMPANY

"RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, Subject to the Approval of Shareholders, the consent of the Board be and is hereby accorded (hereinafter referred to as the "Board" which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this Resolution) to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 100 Crore (Rupees Hundred Crores Only)."
RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deem necessary to give effect to the above resolution including but not limited to the appointment of any manager/consultant or any other intermediary in respect of the above offerings and/or to execute all such documents, instruments and writings as may be required.

11. APPOINTMENT OF LEGAL ADVISOR

"RESOLVED THAT Mr. Kaushik Chatterjee, Advocate, Bar Council No. F/1564/1093/2011(WB), be and is hereby appointed as Legal Advisor to the propose SME Initial Public Offer of the equity shares of Richesm Healthcare Limited, to perform legal due diligence of the Company and issue report as per requirement of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

RESOLVED FURTHER THAT any Director of the Company be and is hereby severally authorized to take all such steps and to do all the acts, deeds and things which are necessary and incidental for giving effect to the foregoing resolution."

12. FORMATION OF VARIOUS POLICIES

The Chairman proposed to form the various policies which are applicable to the company. The Board members discussed the matter in detail and approve the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 179 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment thereof, for the time being in force) (the "Companies Act, 2013") and the rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations), various policy related to IPO as placed before the Board be and are hereby approved.

RESOLVED FURTHER THAT any director of the Company be and is hereby authorize to take necessary steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

13. APPROVAL FOR CONVERSION OF LOAN INTO EQUITY:

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"RESOLVED THAT pursuant to provisions of Section 62 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, consent of the Board be and is hereby accorded to the issue and allotment of 18,85,600 equity shares of Rs. 10/- each to a premium of Rs. 15/- per share credited as fully paid up, in lieu of and against commission of Rs. 4,71,40,000/- taken by the Company from Mr. Ashish Aggarwal (09049444) and Mrs. Dilmeet Kaur (09049445), Directors of the Company.

RESOLVED FURTHER THAT the new equity shares shall rank Pari Passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with ROC.

14. PAYMENT OF MANAGERIAL REMUNERATION TO THE MANAGING DIRECTOR IN EXCESS OF LIMITS PRESCRIBED U/S 197

"RESOLVED THAT subject to consent of the members be and is hereby accorded for revising the terms of remuneration payable to Mr. Ashish Aggarwal (DIN-09049444) Managing Director as may be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs 60,00,000/- Per annum (Rupees Sixty Lacs Only) per year with effect from 1st April 2023 to 31st March, 2026 for a period of 3 (three) years, on the terms and conditions, as set out in the Explanatory Statement annexed to the Notice convening this meeting, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.

RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but subject to the approval of members in the general meeting via special resolution.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance-based incentive shall be paid to Rs 60,00,000/- Per annum (Rupees Sixty Lacs Only) Managing Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

15. PAYMENT OF MANAGERIAL REMUNERATION TO THE WHOLE-TIME DIRECTOR IN EXCESS OF LIMITS PRESCRIBED U/S 197

"RESOLVED THAT subject to consent of the members be and is hereby accorded for revising the terms of remuneration payable to Ms. Dilmeet Kaur (DIN- 09049445) Whole-Time Director as may

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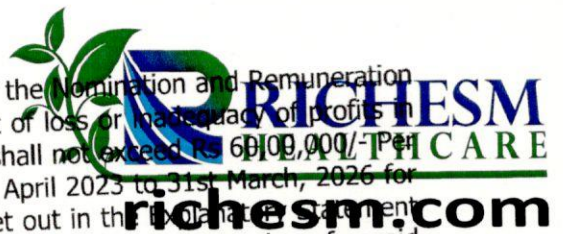
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be fixed by the Board from time to time on recommendation of the Nomination and Remuneration Committee, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year such that the remuneration payable to him shall not exceed Rs 60,00,000/- Per annum (Rupees Sixty Lacs Only) per year with effect from 1st April 2023 to 31st March, 2026 for a period of 3 (three) years, on the terms and conditions, as set out in the Schedule A attached annexed to the Notice convening this meeting, such variation or increase in the aforesaid remuneration may be beyond the permissible limits as under the relevant provisions of Section 196, 197 of the Companies Act, 2013 pursuant to notification issued by Ministry of Corporate Affairs (MCA) dated 12 September 2018.



RESOLVED FURTHER THAT the Ministry of Corporate Affairs (MCA) through its notification dated 12th September 2018 under notified provisions of the Companies (Amendment) Act, 2017 (Amendment Act, 2017) and amended schedule V of Companies Act, 2013. Respectively to the same, the Central Government amends Schedule V of Companies Act, 2013 vide Notification dated 12th September, 2018 and amends Part I and Part II related to conditions to be fulfilled for the Appointments and Remuneration of a Managing or Whole-time director or a Manager without the approval of the Central Government but subject to the approval of members in the general meeting via special resolution.

RESOLVED FURTHER THAT in the event, the Company has no profits or its profits are inadequate during the aforesaid tenure, the managerial remuneration aforesaid consisting of salary, perquisites, allowance, amenities and performance-based incentive shall be paid to Rs 60,00,000/- Per annum (Rupees Sixty Lacs Only) Whole-Time Director as the minimum remuneration as per applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

16. VOTE OF THANKS

There being no other business to be transacted the meeting was concluded at 11.30 A.M. with a vote of thanks to the chair.

Place: Noida
Date of Entry: 01.03.2024
Date of Signing: 01.03.2024

RICHESM HEALTHCARE

Ashish

Ashish Aggarwal
Chairman
DIRECTOR

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