

**CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS (“BOARD”) OF DR. AGARWAL’S HEALTH CARE LIMITED (THE “COMPANY”) HELD ON THURSDAY, JANUARY 23, 2025, AT THE REGISTERED OFFICE OF THE COMPANY AT CHENNAI – 600 006**

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**Considered and approved the Red Herring Prospectus in relation to the initial public offer**

**RESOLVED THAT** in furtherance of the resolution passed by our Board of Directors at its meeting held on September 27, 2024 approving the draft red herring prospectus and without prejudice to any action, deed or matter undertaken by the Company pursuant thereto, the in-principle approvals dated November 27, 2024 received from BSE Limited and the National Stock Exchange Limited (together with BSE Limited, the “**Stock Exchanges**”) each, the final observation letter bearing reference no. SEBI/CFD/RAC-DIL2/OW/2024/40345/1 dated December 31, 2024 and SEBI/HO/CFD/RAC-DIL2/P/OW/2025/2061/1 dated January 20, 2025, received from the Securities and Exchange Board of India (“**SEBI**”), subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, the applicable provisions of the SEBI Act, 1992, as amended, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), and other regulations issued by the SEBI, the red herring prospectus dated January 23, 2025 (the “**RHP**”), in respect of the initial public offer of equity shares of face value of ₹1 each of the Company (the “**Equity Shares**”) comprising a fresh issue of Equity Shares aggregating up to ₹3,000.00 million (“**Fresh Issue**”) and an offer for sale of up to 67,842,284 Equity Shares (“**Offer for Sale**”) (“**Fresh Issue**” and “**Offer for Sale**” together called “the **Offer**”) at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the book running lead managers to the Offer (“**BRLMs**”), within the price band to be decided by the Company in consultation with the BRLMs, as placed before the Board and containing the requisite information as prescribed by applicable laws and regulations, be and is hereby approved for filing with the RoC (pursuant to Section 32 of the Companies Act, 2013 and the rules made thereunder, each as amended), the SEBI, the Stock Exchanges and such other authorities or persons as may be required under the applicable laws. The portion of the Offer being up to 15,79,399 Equity Shares, (comprising up to 0.5% of our post Offer Equity Share capital), aggregating up to ₹ 63,49,18,398 shall be available for allocation to Eligible Employees (as defined in the RHP) under the Employee Reservation Portion (as defined in the RHP), on a proportionate basis and shall not exceed 0.5% of the post offer Equity Share capital of our Company. The portion of the Offer being up to 11,29,574 Equity Shares, aggregating up to ₹45,40,88,748 shall be available for allocation to eligible shareholders under the Shareholder Reservation Portion (as defined in the RHP), on a proportionate basis and shall not exceed 1.5% of the Offer size;

**RESOLVED FURTHER THAT** any of the Whole-time Director, the Chief Financial Officer and the Company Secretary and Compliance Officer be and are hereby severally authorised to

**Dr. Agarwal's Health Care Limited**

Regd. Office: 1st Floor, Buhari Towers, No.4, Moores Road, Off Greams Road, Near Asan Memorial School, Chennai - 600 006.

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Tel: +91 44 4378 7777 | +91 44 4378 7778 | CIN: U85100TN2010PLC075403 | GST No: 33AADCD4418M1ZO

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make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to submit the same with the RoC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution;

**RESOLVED FURTHER THAT** each of the directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company;

**RESOLVED FURTHER THAT**, the preliminary international wrap dated January 23, 2025 which is placed before the Board in respect of the Offer, be and is hereby approved.

**RESOLVED FURTHER THAT** any of the Whole-time Director, the Chief Financial Officer and Company Secretary and Compliance Officer be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal counsel and the BRLMs appointed in this respect;

**RESOLVED FURTHER THAT** a copy of the above resolutions, certified by any director or the Chief Financial Officer or the Company Secretary and Compliance Officer of the Company, be forwarded to the concerned authorities for necessary action.

**//CERTIFIED TRUE COPY//**

**For Dr. Agarwal's Health Care Limited**



**A Thanikainathan**

**Company Secretary**

Membership No: A25829

Date: January 23, 2025

Place: Chennai

## **Dr. Agarwal's Health Care Limited**

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