

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SAVA HEALTHCARE LIMITED ("THE COMPANY") HELD ON 5TH AUGUST 2021 AT 11:00 AM (IST) AT THE CORPORATE OFFICE OF THE COMPANY AT SAVA HOUSE, 4TH FLOOR, B WING, LALWANI PLAZA, SAKORE NAGAR, PUNE - 411014, MAHARASHTRA, INDIA

Approval of Scheme Arrangement and Amalgamation:

"RESOLVED THAT pursuant to the provisions of sections 230 to 232 of the Companies Act 2013 read with section 66 of the Companies Act, 2013 and other applicable provisions, if any, and enabling clauses of the Memorandum and Articles of Association of the Company and subject to the approval of shareholders and creditors of the Company and the Hon'ble National Company Law Tribunal ("NCLT") of Ahmedabad Bench, State of Gujarat and such other approvals, sanctions and permissions from any other competent authority as may be applicable, the draft Scheme of Arrangement and Amalgamation of Sava Medica Limited (**Transferor Company**) with Sava Healthcare Limited (**Transferee Company**) and their respective shareholders, as placed before the Board, be and is hereby approved, subject to modifications, if any, as may be imposed by the shareholders of the Company or NCLT or any other regulatory authority;

RESOLVED FURTHER THAT the terms and conditions as set out in the draft Scheme of Arrangement and Amalgamation which includes, inter-alia, the following:

1. That all assets and liabilities including Income Tax and all other statutory liabilities of the Transferor Company will be transferred to and vest in the Transferee Company.
2. All the permanent employees of the Transferor Company in service on the date immediately preceding the date on which the scheme finally takes effect, i.e., Effective Date, shall become the permanent employees of the Transferee Company on such date without any break or interruption in service and upon terms and conditions not less favorable than those subsisting in the concerned Transferor Company on the said date.
3. The Scheme of Arrangement and Amalgamation shall be effective from the Effective Date, the provisions of this scheme, so far as they relate to the transfer & vesting of the undertaking(s) of the Transferor Company into Transferee Company, shall be applicable and come into operation from the Appointed Date i.e., April 01, 2019, or such other date as the Hon'ble National Company Law Tribunal, Ahmedabad Bench, State of Gujarat may approve.
4. Considering the Nil fair value of equity shares of Transferor company and pursuant to the valuation report submitted by Mr. Amod Vaze, the Registered Valuer there will not be allotment of any fresh new shares to any shareholder of the Transferor Company.

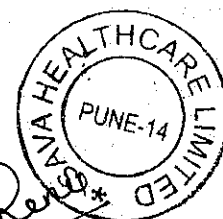
SAVA HEALTHCARE LIMITED

CIN: U51397GJ2004PLC074963

Registered Office: Shed No 508 GIDC 2, Wadhwan City, Dist Surendranagar - 363035, Gujarat, INDIA.

Corporate Office: SAVA House, Off New Airport Road, Viman Nagar, Pune - 411014, INDIA.

Tel.: +91 20 3051 6100 E-mail: sales@savaglobal.com Web.: www.savaglobal.com



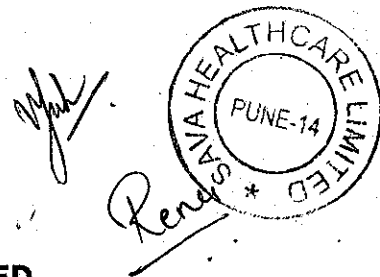
5. The equity share capital of the Transferor Company held by the existing shareholders other than the shares held by the Transferee Company shall stand reduced at face value, i.e., equity share capital of Rs. 6,49,000 divided into 6,490 equity shares of face value Rs. 100/- each by paying them off and after the payment of the amount to the respective shareholders the above-mentioned equity share capital of Rs. 6,49,000 shall stand reduced and the equity share capital so reduced shall stand cancelled, extinguished, and rendered invalid, without any further act or deed by the shareholders of the Transferor Company be and are hereby approved in specific.

RESOLVED FURTHER THAT pursuant to the provisions of sections 230 to 232 of the Companies Act 2013 read with section 66 of the Companies Act, 2013 and other applicable provisions, if any, necessary joint/separate application(s) and petition(s) be moved before Hon'ble National Company Law Tribunal (NCLT), Ahmedabad Bench, State of Gujarat for seeking its directions as to convening, holding and conducting meeting(s) of the equity shareholders, preference shareholders if any, and creditors or dispensation thereof, as the case may be, appointment of chairman, issue and dispatch of notices and advertisements and for such other directions as the Hon'ble National Company Law Tribunal, Ahmedabad Bench, State of Gujarat may deem fit and proper and for seeking its approval for the proposed scheme of arrangement and amalgamation.

RESOLVED FURTHER THAT M/s. KANJ & CO. LLP be and are hereby authorized to represent the Company before the National Company Law Tribunal, Ahmedabad Bench, State of Gujarat and to file all the applications, pleadings, reports as may be necessary in this regard and to sign and issue public advertisements and notices wherever required and also to authorize any person to appear before authorities.

RESOLVED FURTHER THAT any one Director of the Company of the Company be and is hereby severally authorized:

- (i) To make modifications, amendments, revisions, edits, and all other actions as may be required to finalize the scheme;
- (ii) To sign, file, submit or present necessary applications, petitions, supplementary applications/petitions, summons, deeds, documents, instruments, rejoinder, replies and to swear affidavit or execute bonds for the above-mentioned arrangement and amalgamation;
- (iii) To engage any counsel/advocate/consultant to file the application and petition before the Hon'ble National Company Law Tribunal, Ahmedabad Bench, State of Gujarat and to do other needful tasks;
- (iv) To appear (in person or through a representative) before Hon'ble National Company Law Tribunal, Ahmedabad Bench, State of Gujarat; the office of Registrar of Companies, Ahmedabad; and/or before any other authority or person in connection with the aforesaid arrangement and amalgamation;



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(v) To make any alterations/ changes to the scheme as may be expedient or necessary which does not materially change the substance of the scheme, particularly for satisfying the requirements or conditions imposed by the NCLT or any other competent authority in this regard;

(vi) To suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion; and

(vii) To do any other act, deed or thing which may be ancillary or incidental to the above-mentioned matter or which may otherwise be required for the aforesaid purpose.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to submit a certified true copy of the resolution to the Registrar of Companies, Ahmedabad and such other competent authorities, as and when necessary."

For and on behalf of the Board of Directors of
Sava Healthcare Limited


VISHAL RAMCHANDRA JADHAV

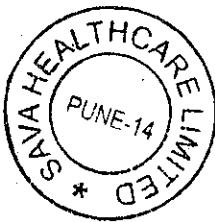
Director

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RENU PRASHANT ANJANIKAR

Director

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