FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]

सत्यमेव जयते

Annual Return

(other than OPCs and Small Companies)

Form language (•) English ( ) Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company: U74899DL1996PLC082842 [Pre-fill]

Global Location Number (GLN) of the company:

* Permanent Account Number (PAN) of the company: AAACC4808P

(ii) (a) Name of the company: VLCC HEALTH CARE LIMITED

(b) Registered office address

M-14 Greater Kailash-II, Commercial Complex NA
New Delhi
Delhi
110048
India

(c) *e-mail ID of the company: RE*******************SS.COM

(d) *Telephone number with STD code: 01*******63

(e) Website: www.vlccwellness.com

(iii) Date of Incorporation: 23/10/1996

(iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital (•) Yes ( ) No

(vi) *Whether shares listed on recognized Stock Exchange(s) ( ) Yes (•) No

(b) CIN of the Registrar and Transfer Agent: L72400TG2017PLC117649 [Pre-fill]

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ◉ Yes ○ No

(a) If yes, date of AGM 28/09/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ○ Yes ◉ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 2

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	S	Personal and Household service	S4	Other Personal service activities	78.55
2	P	Education	P2	Higher education, technical & vocational education	21.45

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 15 Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	VLCC PERSONAL CARE LIMITED	U52212DL2000PLC107566	Subsidiary	100
2	VLCC ONLINE SERVICES PRIVAT	U93000HR2016PTC058548	Subsidiary	100
3	HAPPILY UNMARRIED MARKET	U51909DL2007PTC167121	Subsidiary	100
4	VLCC International INC		Subsidiary	100
5	VLCC International L.L.C, Duba		Subsidiary	100
6	VLCC Middle East LLC,Dubai		Subsidiary	100

7	VLCC Overseas Limited, Dubai		Subsidiary	100
8	VLCC Health Care (Bangladesh		Subsidiary	100
9	VLCC Healthcare Lanka (Pvt) Lt		Subsidiary	100
10	VLCC Europe Ltd.		Subsidiary	100
11	VLCC International Qatar Co. (\		Subsidiary	100
12	V L C C International-Kuwait H		Subsidiary	100
13	VLCC international Limited Lia		Subsidiary	100
14	VLCC Healthcare Egypt LLC		Subsidiary	100
15	VLCC Wellness (East Africa) Lim		Subsidiary	70

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	46,000,000	43,619,661	43,619,661	43,619,661
Total amount of equity shares (in Rupees)	460,000,000	436,196,610	436,196,610	436,196,610

Number of classes: 2

Class of Shares: Ordinary Equity Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	45,999,700	43,619,361	43,619,361	43,619,361
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	459,997,000	436,193,610	436,193,610	436,193,610
Class of Shares: Differential Voting Rights	**Authorised capital**	**Issued capital**	**Subscribed capital**	**Paid up capital**
Number of equity shares	300	300	300	300
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	3,000	3,000	3,000	3,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	4,000,000	1,848	1,848	1,848
Total amount of preference shares (in rupees)	40,000,000	18,480	18,480	18,480

Number of classes: 1

Class of shares Preference Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	4,000,000	1,848	1,848	1,848
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	40,000,000	18,480	18,480	18,480

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	0	42,194,442	42194442	421,944,42(	421,944,42	
Increase during the year	0	1,425,219	1425219	14,252,190	14,252,19(	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	1,425,219	1425219	14,252,190	14,252,19(	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify NA				0	0	
At the end of the year	0	43,619,661	43619661	436,196,61(	436,196,61	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	1,427,067	1427067	14,270,670	14,270,67(	0
i. Issues of shares	0	1,427,067	1427067	14,270,670	14,270,670	
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify NA				0	0	
Decrease during the year	0	0	0	14,252,190	14,252,19(	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify Conversion of Preference Shares into Equity				14,252,190	14,252,19(	
At the end of the year	0	1,427,067	1427067	18,480	18,480	

ISIN of the equity shares of the company: INE498R01012

(ii) Details of stock split/consolidation during the year (for each class of shares): 0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media] ○ Yes ○ No ○ Not Applicable

Separate sheet attached for details of transfers ○ Yes ○ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting			
Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			

Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)
Ledger Folio of Transferor		

Transferor's Name			
	Surname	middle name	first name

Ledger Folio of Transferee	

Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures) 0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover 4,298,436,478.44

(ii) Net worth of the Company 5,020,788,546.75

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	0
	(ii) Non-resident Indian (NRI)	12,822,456	29.4	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0

6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	27,237,615	62.44	0	0
10.	Others	0	0	0	0
	Total	40,060,071	91.84	0	0

Total number of shareholders (promoters) 2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	**Percentage**	**Number of shares**	**Percentage**
1.	Individual/Hindu Undivided Family				
	(i) Indian	1,160,184	2.66	1,848	100
	(ii) Non-resident Indian (NRI)	583,374	1.34	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	1,381,158	3.17	0	0
10.	Others AIF, VLCC Employee Welfar	434,874	1	0	0

	Total	3,559,590	8.17	1,848	100

Total number of shareholders (other than promoters)	17
Total number of shareholders (Promoters+Public/ Other than promoters)	19

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	6	17
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. **Promoter**	0	1	0	1	0	30.39
B. Non-Promoter	0	8	1	7	0	3.27
(i) Non-Independent	0	6	1	5	0	3.27
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	0	9	1	8	0	33.66

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date	12

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
MUKESH LUTHRA	00296830	Director	12,822,456	
GURVEEN SINGH	09507365	Director	0	
AMIT JAIN	06917608	Director	0	
NEERAJ BHARADWA	01314963	Director	0	
SURESH JAYARAMAI	03033110	Director	0	
AAMIR ZEB	09813777	Director	0	
SANJAY MEHTA	00297971	Director	580,602	
AAKASH CHAUDHRY	00106392	Director	845,130	
VIKAS GUPTA	08578977	Managing Director	1	
GOPAL MISHRA	ABLPM7766R	CFO	1	
KRISHAN KUMAR	AQPPK3301D	Company Secretar	0	
VIKAS GUPTA	ACVPG8566G	CEO	1	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
JAYANT KHOSLA	AAFPK0939F	CEO	03/04/2023	Cessation
KAPIL MODI	07055408	Director	27/12/2023	Cessation
VIKAS GUPTA	ACVPG8566G	CEO	03/04/2023	Appointment
VIKAS GUPTA	08578977	Additional director	15/02/2024	Appointment
VIKAS GUPTA	08578977	Managing Director	15/02/2024	Change in Designation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held 2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	01/08/2023	8	5	98.51
Extra Ordinary General Mee	27/03/2024	18	9	67.1

B. BOARD MEETINGS

*Number of meetings held 6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	01/04/2023	9	3	33.33
2	27/04/2023	9	9	100
3	27/07/2023	9	7	77.78
4	25/08/2023	9	3	33.33
5	07/11/2023	9	8	88.89
6	15/02/2024	8	7	87.5

C. COMMITTEE MEETINGS

Number of meetings held 5

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committ	27/04/2023	3	3	100
2	Audit Committ	27/07/2023	3	3	100
3	Audit Committ	07/11/2023	3	3	100
4	Audit Committ	15/02/2024	3	3	100
5	Nomination an	15/02/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on 28/09/2024 (Y/N/NA)
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	MUKESH LUT	6	4	66.67	0	0	0	No
2	GURVEEN SI	6	4	66.67	5	5	100	No
3	AMIT JAIN	6	6	100	5	5	100	No
4	NEERAJ BHA	6	1	16.67	0	0	0	No
5	SURESH JAY	6	4	66.67	5	5	100	No
6	AAMIR ZEB	6	6	100	0	0	0	Yes
7	SANJAY MEH	6	4	66.67	0	0	0	Yes
8	AAKASH CHA	6	4	66.67	0	0	0	Yes
9	VIKAS GUPTA	0	0	0	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered: 0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of CEO, CFO and Company secretary whose remuneration details to be entered: 0

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1							0
	Total						

Number of other directors whose remuneration details to be entered: 2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Suresh Jayaraman	Director	0	0	0	3,500,000	3,500,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Gurveen Singh	Director	0	0	0	3,500,000	3,500,000
	Total		0	0	0	7,000,000	7,000,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ◉ Yes ○ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

◉ Yes ○ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name: Sujeet Kumar

Whether associate or fellow ○ Associate ◉ Fellow

Certificate of practice number: 22684

I/We certify that:
(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. .. 02 dated 27/07/2023 (DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director: AAMIR ZEB Digitally signed by AAMIR ZEB Date: 2024.11.28 17:18:36 +05'30'

DIN of the director: 0*8*3*7*

To be digitally signed by SUJEET KUMAR Digitally signed by SUJEET KUMAR Date: 2024.11.28 17:47:59 +05'30'

○ Company Secretary

● Company secretary in practice

Membership number: 1*5*2 Certificate of practice number: 2*6*4

Attachments

1. List of share holders, debenture holders — Attach
2. Approval letter for extension of AGM; — Attach
3. Copy of MGT-8; — Attach
4. Optional Attachement(s), if any — Attach

List of attachments

List of shareholders.pdf
Signed MGT-8_VLHC.pdf
Declaration by designated person.pdf
UDIN Generated_MGT-7.pdf
Clarification letter- DSC.pdf

Remove attachment

Modify | Check Form | Prescrutiny | Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company