NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting (AGM) of the Members of **VLCC Health Care Limited** will be held at shorter notice on Tuesday, **1st August**, **2023 at 3: 00 p.m**. at its Registered Office situated at M-14, Greater Kailash-II, Commercial Complex, New Delhi-110048, India, to transact the following businesses:

ORDINARY BUSINESS: -

1. To receive, consider and adopt (a) the audited financial statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon (b) the audited consolidated financial statements for the financial year ended 31st March, 2023, and the reports of Auditors thereon, and in this regard, to consider and pass the following resolution as **Ordinary Resolution**:

"RESOLVED THAT audited financial statements of the Company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and is hereby considered and adopted.
RESOLVE FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended 31st March, 2023 and the reports of Auditors thereon, as circulated to the Members, be and is hereby considered and adopted.

2. To appoint a director in place of Mr. Mukesh Luthra (DIN No. 00296830), who retires by rotation and being eligible, offer themselves for re-appointment and in this regard, pass the following resolution as **Ordinary Resolution:**
"RESOLVED THAT pursuant Article 93.1(e) of Articles of Association of the Company read with Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Mukesh Luthra (DIN No. 00296830), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

3. To appoint a director in place of Mr. Sanjay Mehta (DIN No. 00297971), who retires by rotation and being eligible, offer themselves for re-appointment and in this regard, pass the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant Article Article 93.1(e) of Articles of Association of the Company read with Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Sanjay Mehta (DIN No. 00297971), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

SPECIAL BUSINESS: -

4. Ratification of the remuneration payable to Cost Auditor for the financial year ending on 31st March 2024 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the consent of the Members be and is hereby accorded to ratify the remuneration approved by the Board of Directors, based on the recommendation of the Audit Committee, of Rs. 2,00,000/- (Rupees Two Lac only) plus Goods & Service Tax at the applicable rates and reimbursement of out of pocket expenses to M/s. Subhash Agarwal & Co., Cost Accountants, (Firm Registration No: 103987) who have been appointed by the Board of Directors of the Company, for conducting the cost audit of education business of the Company for the financial year ending on 31st March 2024.

5. To approve reclassification of authorized Share Capital Clause in Memorandum of Association and in this regard to consider and if thought fit, to pass with or without modification(s), the following as **Ordinary Resolution**

"**Resolved That** pursuant to the provisions of Sections 13, 61 and 64 and all other applicable provisions of the Companies Act, 2013 ("**the Act**") if any, (including any statutory modification(s) or re-enactment thereof for the time being in force and rules framed thereunder) and the Articles of Association of the Company, the approval of Shareholders of the Company, be and is hereby accorded to reclassify the Authorized Share Capital of the Company from existing Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 4,59,99,700 (Four Crore Fifty Nine Lakhs and Ninety Nine Thousand and Seven Hundred Only) Equity Shares of Rs. 10 each, 40,00,000 (Forty Lakhs) 0.0001% Compulsorily Convertible Preference Shares of Rs. 10 each and 300 (Three Hundred) Equity Shares with Differential Voting Rights of Rs. 10/- each to Rs. 50,00,00,000 (Rupees Fifty Crore only) divided into 4,59,99,700 (Four Crore Fifty Nine Lakhs and Ninety Nine Thousand and Seven Hundred Only) Equity Shares of Rs. 10 each, 40,00,000 (Forty Lakhs) Compulsorily Convertible Preference Shares of Rs. 10 each and 300 (Three Hundred) Equity Shares with Differential Voting Rights of Rs. 10/- each.

Resolved Further That the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following:

***"V.** The Authorized Share Capital of the Company is Rs. 50,00,00,000/- (Rupees Fifty Crore only) divided into 4,59,99,700 (Four Crore Fifty-Nine Lakhs and Ninety-Nine Thousand and Seven Hundred Only) Equity Shares of Rs. 10 each, 40,00,000 (Forty Lakhs) Compulsorily Convertible Preference Shares of Rs. 10 each and 300 (Three Hundred) Equity Shares with Differential Voting Rights of Rs. 10/- each".*

Resolved Further That for the purpose of giving effect to this resolution, any Director and the Company Secretary, be and is hereby severally authorized, to take all such steps and actions and give such direction as may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek further consent or approval of the Members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

6 To Issue Compulsory Convertible Preference Shares (CCPS) on Preferential Basis and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**

"Resolved That pursuant to the provisions of Section 55, Section 62 read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 (the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re- enactment(s) thereof the time being in force); and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time; by the Ministry of Corporate Affairs, and/or any other competent governmental authorities from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the approval of members of the Company be and is hereby accorded by way of special resolution to create, offer, issue and allot in one or more tranches, up to 14,27,067 (Fourteen Lacs Twenty Seven Thousand & Sixty Seven only) Compulsory Convertible Preference Shares (CCPS) of face value of Rs. 10/- (Rupees Ten only) having terms as set out in Share Purchase Agreement, to certain persons listed below (hereinafter referred to as the "Proposed Allottee /CCPS holder") whether he is Shareholder(s) of the Company or not, more particularly mentioned in the table below, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit:

S. No.	**Proposed Allottee**	**Address & Email ID**	**No. of CCPS Upto**	**Category**
1.	Startup Investments (Holding) Limited (InfoEdge)	Ground Floor, No. GF – 12A, 94, Meghdoot, Nehru Place, New Delhi, 110020 kitty.agarwal@naukri.com	5,40,338	Company
2.	360 One Seed Ventures Fund Series 2 (IIFL)	6th floor, 360 One Centre, Kamala Mill Compound, S. B. Marg, Lower Parel, Mumbai, 400 013 nidhi.ghuman360.one	3,54,041	SEBI registered category II AIF

3.	Wipro Enterprises Private Limited	Wipro House No-8, 7th Main, 80 Feet Road, Koramangala, 1st Block, Bangalore, Karnataka- 560003 sumit.keshan@wipro.com	2,13,016	Company
4	Rajat Tuli	H. No.- 9, RPS Flats, Sheikh Sarai, Phase-1, New Delhi- 110017 rajat@happilyunmarried.com	1,47,825	Promoter of Ustraa
5.	Rahul Anand	H. No.- 11, First Floor, Hemkunt Colony, Greater Kailash, New Delhi- 110048 rahul@happilyunmarried.com	1,47,825	Promoter of Ustraa
6	Arti Lalit Buxi	Chemis des Allinges 3 1006 Lausanne Switzerland artibuxi@gmail.com	924	Investor
7	Manish Buxi	Chemis des Allinges 3 1006 Lausanne Switzerland manishbuxi@gmail.com	1,848	Investor
8	Abu Mallik	42-A, Athenaeum Road, London N 20 9AH abu.mallick@gmail.com	1,848	Investor
9	Manish Anand	6010/5, Santushti Apartment, D-6 Block, Vasant Kunj, New Delhi 110070 Anand.manish@hotmail.com	13,859	Employee
10	Nikhil Saxena	A-702, 7th Floor, Bestech Park View City 2 Near Vatika Business Park Sohna Road, Sector-49, South City- II, Gurgaon Haryana- 122018	3,695	Employee

		nikhil.saxena.1717@gmail.com		
11	Meeta Sandeep	4A, Pocket C, Siddhartha Extn, New Delhi 110014 mastaninazar@gmail.com	1,848	Investor
		Total	14,27,067	

RESOLVED FURTHER THAT subject to the provisions of the Companies Act, 2013 and other applicable laws for the time being, the name of the above allottees be recorded for the issue of invitation to subscribe to the CCPS and an offer letter in Form No. PAS-4 together with an application form be issued to the proposed allottees inviting them to subscribe to the CCPS, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Allottee inviting them to subscribe to the CCPS without being required to seek any further consent or approval of the members.

Resolved Further that the following are the particulars which required to be disclosed under Rule 9 of the **Chapter IV- The Companies (Share Capital and Debentures) Rules, 2014:**

Sl. No.	Particulars Required	Disclosure of the Terms
1	The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares;	Yes, they have the priority with respect to repayment of the capital vis a vis equity capital of the company. For details refer the terms of the issue of the CCPS given in explanatory statement.
2	The participation in surplus fund;	Yes, the holders of CCPS shall be entitled to participate in proportion to their inter se shareholding in the Company on an as if converted basis in the event dividends are declared by the Board on Equity Shares.
3	The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	Yes, as per the provisions of Companies Act, 2013.

4	The payment of dividend on cumulative or non-cumulative basis	Cumulative basis
5	The conversion of preference shares into equity shares	The term of the CCPS shall be for a period of 4 months from the Completion Date ("**CCPS Maturity Date**") or such other period as may be agreed in writing between the Sellers and the Company. On the CCPS Maturity Date, each CCPS held by the Seller(s) shall automatically convert into 1 (one) fully paid-up equity share of the Company having face value of INR 10 (Indian Rupees Ten) without the relevant Seller being required to pay any amount for such conversion.
6	The voting rights	The holders of CCPS shall be entitled to voting rights in accordance with the Act.
7	The redemption of preference shares	It is non-redeemable and compulsorily convertible into the equity shares as per terms of the issue of the CCPS.

Resolved Further That the offer, issue and allotment of the aforesaid CCPS to the Proposed Allottee and the Equity Shares resulting from the exercise of the entitlement of the said CCPS, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions as set out in the Investment Agreement and Share Purchase Agreement entered or proposed to be entered into between the Company and the respective Sellers.

Resolved Further that appointment of Corporate Professionals Capital Private Limited as Registered Valuer, for issuing the Valuation Report as per Companies Act, 2013 (including the rules made thereunder) read with Foreign Exchange Management Act, 1999 and rules and regulations framed thereunder, be and is hereby ratified.

Resolved Further that the valuation reports of the Company prepared by Corporate Professionals Capital Private Limited as Registered Valuerbe and are hereby taken on record.

Resolved Further That the Company be and is hereby authorized to issue and allot such equity shares as may be required to be issued and allotted upon conversion of the said CCPS and that equity shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank *pari passu* in all respects, including entitlement for dividend, with the existing equity shares of the Company.

Resolved Further That the Company be and is hereby authorized to decide and approve other terms and conditions of the issue of the CCPS and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

Resolved Further That for the purpose of giving effect to this resolution, any of the Director, Group Chief Executive Officer, Group Chief Financial Officer and the Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue and allotment of the CCPS , to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit."

By Order of the Board
For VLCC Health Care Limited

Place: New Delhi | **Krishan Kumar**
Date: 27.07.2023 | **Company Secretary & Compliance officer**

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument appointing a proxy should, however be deposited at the Registered Office of the Company before the commencement of the meeting. A Proxy

Form is annexed with this notice. Proxies submitted on behalf of corporate members viz. limited companies, body corporate, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

2. Route Map for the convenience of the members is also enclosed with the Notice.
3. An explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, with respect to Special Business to be transacted at the meeting is annexed hereto.
4. The Statutory Registers and referred in the Explanatory Statement shall be open for inspection at the Registered Office on all working days up to the date of the AGM.
5. Documents referred to in the Notice and Explanatory Statement shall be made available for inspection during business hours at the Registered Office of the company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the company.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), sets out all material facts relating to the business mentioned under Item No. 4, 5 and 6 of the accompanying Notice dated 27th July, 2023

Item No. 4

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s. Subhash Agrawal & Co., Cost Accountants for conducting the audit of the cost records of the Company for the financial year 1st April 2023 to 31st March 2024 at a remuneration of INR 2,00,000/- (Rupees Two Lac only) plus Goods & Service Tax at the applicable rates and reimbursement of out of pocket expenses. Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, requires that the remuneration payable to the Cost Auditor shall be ratified/ approved by the Shareholders of the Company.

Accordingly, the Board recommends the resolution for approval of the Shareholders of the Company ratifying the remuneration payable to the Cost Auditors for the year ending on 31st March 2024, as set out under Item No. 5 of the notice.

None of the Directors, Manager or any other key managerial personnel or any of their relatives, is / are concerned or interested, whether financially or otherwise, in this Resolution.

Item No. 5

Pursuant to the Investment Agreement dated 8th June, 2023, as amended by Investment Amendment Agreement dated 26th July, 2023 executed amongst the Company, Happily Unmarried Marketing Services Private Limited (Ustraa), Rajat Tuli, Rahul Anand, Startup Investments (Holding) Limited, Wipro Enterprises Private Limited and 360 One Seed Ventures Fund Series 2, (Rajat Tuli, Rahul Anand, Startup Investments (Holding) Limited, Wipro Enterprises Private Limited and 360 One Seed Ventures Fund Series 2, are hereinafter referred to as "Sellers"), and other Share Purchase Agreements (SPA), 14,27,067 (Fourteen Lacs Twenty Seven Thousand and Sixty Seven) Compulsory Convertible Preference Shares with face value of Rupees 10/- each ("**CCPS**") having terms of issue different from the existing CCPS lying in Capital Clause of the Memorandum of Association, are to be issued by the Company to the Sellers as consideration for the Swap Sale Shares (as defined in the Investment Agreement) held by the respective Seller in Ustraa immediately before the closing, on preferential basis under Section 62 (1) (c) read with Section 42 of the Companies Act, 2013 and rules made thereunder which will result in increase in paid up capital of the Company. It is therefore deemed appropriate to reclassify the authorized share capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be suitably altered as set out at item No. 6 of the accompanying Notice.

The provisions of the Companies Act, 2013 requires the Company to seek the approval of the Members for reclassification of authorized share capital and for alteration of the Memorandum of Association of the Company and accordingly the Board of Directors of the Company ("**Board**") recommends the resolution as set in item no. 5 as an Ordinary Resolution for the approval of the Members.

None of the Directors of the Company or key managerial personnel or their relatives are, in any way, concerned or interested in the resolutions except to the extent of their shareholding in the Company, if any.

Item No. 6

Pursuant to the terms agreed in transaction documents for the acquisition of 100% share capital of Happily Unmarried Marketing Services Private Limited (Ustraa) including but limited to the Investment Agreement dated 8th June, 2023, Investment Amendment Agreement dated 26th July, 2023 and Other SPAs, Company has agreed to purchase 38,615 (Thirty Eight Thousand Six Hundred Fifteen only) equity shares of Ustraa by issuing 14,27,067 (Fourteen lacs Twenty Seven Thousand Sixty Seven only) Compulsory Convertible Preference Shares to the Sellers, on preferential basis.

As per Section 42, Section 55 and Section 62 of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company offering or making an invitation to subscribe to securities, on a preferential basis, is required to obtain prior approval of the shareholders by way of a Special Resolution, for the offers and invitations.

The approval of members is accordingly being sought by way of a Special Resolution under Section 42, 55 and 62 of the Act read with the Rules made there under, for the issue of 14,27,067 (Fourteen Lacs Twenty-Seven Thousand Sixty-Seventy only) CCPS, of face value of Rs. 10 in exchange of 38615 (Thirty-Eight Thousand Six Hundred Fifteen only) swap equity shares held by Sellers in the paid-up share capital of the Ustraa, immediately before Closing.

Given below is a statement of disclosures as required under Rule 9 and Rule 13 of The Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 The Companies (Prospectus and Allotment of Securities) Rules, 2014:

1. Objective of the issue

Pursuant to the Investment Agreement dated 8th June, 2023 as amended by Investment Amendment Agreement dated 26th July, 2023 executed inter alia between the Company, and Happly Unmarried Marketing Services Private Limited (Ustraa), a D2C Men's grooming company, based at Delhi, and Rajat Tuli, Rahul Anand, Startup Investments (Holding) Limited, Wipro Enterprises Private Limited and 360 One Seed Ventures Fund Series 2, Company has acquired Ustraa with a combination of share buyout and swap of shares to reap various benefits including expansion of DTC and e-commerce channel, category expansion into men's grooming and synergies in offline channel, among others.

The main object clause of our Memorandum of Association and objects incidental to the attainment of the main objects enables us to acquire entities to expand our business.

2. Particulars of the offer including date of passing of Board resolution;

The Company proposes to issue up to 14,27.067 (Fourteen Lacs Twenty-Seven Thousand Sixty-Seven only) Compulsorily Convertible Preference Shares (CCPS) of face value of Rs. 10 for a consideration other than cash i.e. to purchase 38,615 (Thirty-Eight Thousand Six Hundred Fifteen only) equity shares held by the Promoters and Shareholders of Ustraa immediately prior to the Closing. The Board has approved the same at its meeting held on 27th July, 2023.

3. Kinds of securities offered and the price at which security is being offered:

As mentioned at point 2 above

4. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

On the basis of valuation report issued by the Registered Valuer.

5. Name and address of valuer who performed valuation;

Corporate Professional Capital Private Limited

6. Amount which the company intends to raise by way of such securities;

The company's intention is not to raise money by allotting CCPS by this offer letter. Instead the CCPS are proposed to be allotted as swap securities in consideration of swap sale shares held by Sellers immediately before Closing, in the Ustraa (Investee Company) .

7. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities:

7.1. The terms of the CCPS are as follows:

Sl. No.	Particulars Required	Disclosure of the Terms
1	The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares;	Yes, they have the priority with respect to repayment of the capital vis a vis equity capital of the company. For details refer the terms of the issue of the CCPS given in explanatory statement.
2	The participation in surplus fund;	Yes, the holders of CCPS shall be entitled to participate in proportion to their inter se shareholding in the Company on an as if converted basis in the event dividends are declared by the Board on Equity Shares.
3	The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	Yes, as per the provisions of Companies Act, 2013.
4	The payment of dividend on cumulative or non-cumulative basis	Cumulative basis
5	The conversion of preference shares into equity shares	The term of the CCPS shall be for a period of 4 months from the Completion Date ("**CCPS Maturity Date**") or such other period as may be agreed in writing between the Sellers and the Company. On the CCPS Maturity Date, each CCPS held by the Seller(s) shall automatically convert into 1 (one) fully paid-up equity share of the Company having face value of INR 10 (Indian Rupees Ten) without the relevant Seller being required to pay any amount for such conversion.
6	The voting rights	The holders of CCPS shall be entitled to voting rights in accordance with the Act.
7	The redemption of preference shares	It is non-redeemable and compulsorily convertible into the equity shares as per terms of the issue of the CCPS.

7.2 The purpose and objects of the offer is to issue and allot up to 14,27,067 (Fourteen Lacs Twenty Seven Thousand Sixty Seven only) Compulsory Convertible Preference Shares as swap securities to the proposed allottees against 38,615 (Thirty

Eight Six Hundred Fifteen only) swap sale shares held by Sellers in Ustraa immediately before Closing, in terms of Investment Agreement dated 8th June, 2023 as amended by amendment agreement dated 26 July 2023 read with Share Purchase Agreements proposed to be entered into between the Company, Ustraa and Sellering shareholders of Ustraa.

7.3 No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of the objects of the issue.

7.4 No assets have been charged as securities.

8 The size of the issue and number of CCPS to be issued and nominal value of each share:

The Company proposes to issue up to 14,27,067 (Fourteen Lacs Twenty-Seven Thousand Sixty-Seven only) Compulsorily Convertible Preference Shares (CCPS) of face value of Rs. 10 each for a consideration other than cash i.e. to purchase 38,615 (Thirty-Eight Thousand Six Hundred Fifteen only) equity shares held by Sellers in Ustraa immediately prior to Closing.

9. The terms of issue, including terms and rate of dividend on each share, etc.;

The terms applicable on issue of the shares are as set out in the Share Purchase Agreement executed *inter alia* amongst the Company, Ustraa and its Promoters and Other Shareholders and as captured below:

1. Face Value

The CCPS shall have a face value of INR 10 (Indian Rupees Ten)each.

2. Term

*2.1. Subject to Applicable Laws, the term of the CCPS shall be for a period of 4 months from the Completion Date (as defined in the Investment Agreement or Other SPA as the case may be) or such other period as may be agreed in writing between the Sellers and the Company ("**CCPS Maturity Date**"). On the CCPS Maturity Date, each CCPS held by the Seller(s) shall automatically convert into 1 (one) fully paid-up equity share of the Company having face value of INR 10 (Indian Rupees Ten) ("**Purchaser Equity Share**"), without the relevant Seller being required to pay any amount for such conversion.*

2.2. The Purchaser Equity Shares allotted pursuant to conversion of the CCPS in accordance with Paragraph 2.1 above shall be allotted free and clear of all Encumbrances and shall rank pari passu with all existing Purchaser Equity Shares.

3. Voting Rights

The holders of CCPS shall be entitled to voting rights in accordance with the Act.

4. Amendment

Any amendment or variation to the terms, conditions, and characteristics of the CCPS shall be undertaken in accordance with the Act.

10. The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;

The terms of conversion have been outlined in Paragraph 9.2 above.

11. The manner and modes of redemption;

Not Applicable.

12. The nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non – convertible

Compulsory Convertible Preference Shares

9 The manner of issue of shares;

Preferential Basis

10 The price at which such shares are proposed to be issued;

The securities (CCPS) are being offered for consideration other than cash.
The price per CCPS shall be INR 995.40 (including premium) arrived at vide Valuation Report of Registered Valuer.

11 The basis on which the price has been arrived at:

On the basis of Valuation Report issued by the Registered Valuer.

12 The current shareholding pattern of the company as on 27th July, 2023;

S. No.	Category	No of shares held	% of share holding
A.	**Promoters' holding**		
1	Indian	1,28,22,456	30.39
	Individual/HUF	-	-

	Body Corporates	-	-
	Others (Individual part of Promoter Group)	-	-
	Sub Total	1,28,22,456	30.39
2	Foreign promoters	2,72,37,615	64.55
	Sub Total (A)	**4,00,60,071**	**94.94**
B.	**Non-Promoters holding**		
1	Institutional Investors	-	-
2	Non- Institution	-	-
	Body Corporates	6,27,804	1.49
	Directors and Relatives	14,25,732	3.38
	Indian Public	-	-
	Others [including Non-resident Indians (NRIs)]	80,835	0.19
	Sub Total (B)	**21,34,371**	**5.06**
	Grand Total (A+B)	**4,21,94,442**	**100**

13 The expected dilution in equity share capital upon conversion of preference shares.

3S. No.	**Category**	**No of shares held**	**% of share holding**
A.	**Promoters' holding**		
1	Indian	1,28,22,456	29.39
	Individual/HUF	-	-
	Body Corporates	-	-
	Others (Individual part of Promoter Group)	-	-
	Sub Total	1,28,22,456	29.39
2	Foreign promoters	2,72,37,615	62.44

	Sub Total (A)	**4,00,60,071**	**91.84**
B.	**Non-Promoters holding**		
1	Institutional Investors	3,54,041	0.81
2	Non- Institution		
	Body Corporates	13,81,162	3.17
	Directors and Relatives	14,25,732	3.30
	Indian Public	-	-
	Others (Including NRI)	4,00,507	0.90
	Sub Total (B)	**35,61,438**	**8.16**
	Grand Total (A+B)	**4,36,21,509**	**100**

14 Relevant date with reference to which the price has been arrived at

31st May, 2023

15 The names and class or classes of persons to whom the allotment is proposed to be made and percentage of post preferential capital that may be held by them

S. No.	**Proposed Allottee**	**No. of CCPS Up to**	**% of post issue**	**Category**
1.	Startup Investments (Holding) Limited (InfoEdge)	5,40,338	1.24	Company
2.	360 One Seed Ventures Fund Series 2 (IIFL)	3,54,041	0.81	SEBI registered category II AIF
3.	Wipro Enterprises Private Limited	2,13,016	0.49	Company

4	Rajat Tuli	1,47,825	0.34	Promoter of Ustraa
5.	Rahul Anand	1,47,825	0.34	Promoter of Ustraa
6	Arti Lalit Buxi	924	-	Investor
7	Manish Buxi	1,848	0.004	Investor
8	Abu Mallik	1,848	0.004	Investor
9	Manish Anand	13,859	0.03	Employee
10	Nikhil Saxena	3,695	0.01	Employee
11	Meeta Sandeep	1,848	0.004	Investor
	Total	**14,27,067**	**3.27**	

16 Intention of promoters, directors or key managerial personnel to subscribe to the offer;

No Promoter, Director and KMP will subscribe the offer.

17. **The proposed time within which the allotment shall be completed;**

Allotment shall be completed at the earliest (i.e. within 60 (Sixty days) from the date of receipt of the consideration i.e. transfer of swap sale shares)

18. Pre Issue and Post Issue shareholding pattern of the Company

Shareholding Pattern

S. No.	Category	Pre Issue		Post Issue (on fully diluted basis)	
		No. of Shares	% of Shares	No. of Shares	% of Shares
A	**Promoters Shareholding**				
1	**Indian:**				
	Individual	1,28,22,456	30.39	1,28,22,456	29.39
	Bodies Corporate	-	-	-	-
	Sub-total	1,28,22,456	30.39	1,28,22,456	29.39
2.	**Foreign Promoters**	2,72,37,615	64.55	2,72,37,615	62.44
	Sub-total (A)	**4,00,60,071**	94.94	**4,00,60,071**	91.84
B	**Non- Promoters holding**				
1	Institutional Investors	-	-	3,54,041	0.81
2	Non- Institutional Investors				
	Private Corporate Bodies	6,27,804	1.49	13,81,158	3.17
	Directors and relatives	14,25,732	3.38	14,25,732	3.30
	Indian Public	-	-	-	-
	Others [including Non-resident Indians (NRIs)]	80,835	0.19	4,00,507	0.90
	Sub-total (B)	**21,34,371**	5.06	**35,61,438**	8.16
	GRAND TOTAL (A + B)	**4,21,94,442**	100	**4,36,21,509**	100

Note: Post Shareholding pattern includes Equity shares, DVR and CCPS.

19. The change in control, if any, in the company that would occur consequent to the preferential offer;

No change in control in the company would occur consequent to the preferential offer.

By Order of the Board
For VLCC Health Care Limited

Place: Gurgaon **Krishan Kumar**
Date: 27.07.2023 **Company Secretary & Compliance officer**

Form No. MGT-11 (Proxy form)
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74899DL1996PLC082842
Name of the company: **VLCC Health Care Limited**
Registered Office: M-14, Greater Kailash-II, Commercial Complex, New Delhi-110048
Email: regd.office@vlccwellness.com, Website: www.vlccwellnes.com
Phone: 011-41631975, Fax: 011-41080266

Name of the member (s): Registered address: E-mail Id: Folio No/ Client Id: DP ID:

I/We, being the member (s) of ………… shares of the above named company, hereby appoint

1. Name: ……………………
   Address:
   E-mail Id:
   Signature:……………., or failing him
2. Name: ……………………
   Address:
   E-mail Id:
   Signature:……………., or failing him
3. Name: ……………………
   Address:
   E-mail Id:
   Signature:…………….

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the Tuesday, 1st August, 2023 at 3:00 p.m. at Registered Office of the Company and at any adjournment thereof, in respect of such resolutions as are mentioned in the Notice of the AGM.

Signed this…… day of……… 2023
Signature of shareholder
Signature of Proxy holder(s)

Affix Revenue Stamp

Note:
1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company before the commencement of the Meeting.
2. For the Resolutions and Explanatory Statement, please refer to the Notice of the Annual General Meeting.

Route Map