NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that the 28th Annual General Meeting (AGM) of the Members of **VLCC Health Care Limited** (‘the Company’) will be held at shorter notice on Saturday, 28th September, 2024, **at 2:30 p.m**. through video conference or other audio visual means (OAVM), 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, 2024 and the reports of the Board of Directors and Auditors thereon (b) the audited consolidated financial statements for the financial year ended 31st March, 2024, 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, 2024 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and is hereby considered and adopted.

   RESOLVED FURTHER THAT the audited consolidated financial statements of the Company for the financial year ended 31st March, 2024 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. Amit Jain (DIN No. 06917608), who retires by rotation and being eligible, offer himself for re-appointment and in this regard, pass the following resolution as **Ordinary Resolution:**

   “**RESOLVED THAT** pursuant to 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. Amit Jain (DIN No. 06917608), 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. Aamir Zeb (DIN No. 09813777), who retires by rotation and being eligible, offer himself for re-appointment and in this regard, pass the following resolution as **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to 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. Aamir Zeb (DIN No. 09813777), 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 2025 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 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 of the Company 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 2025.

5. Approval for change in the name of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13(2), Section 14 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and subject to approval of shareholders of the company and Central Government (Registrar of Companies), consent of the Board of Directors be and is hereby accorded to change the name of the Company from 'VLCC Health Care Limited' to 'VLCC Limited' or any other name, if required and consequently the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause for existing Clause 1 thereof:

"The name of the Company is VLCC Limited.

RESOLVED FURTHER THAT the name "VLCC Health Care Limited" wherever appearing in Memorandum and Articles of Association and other documents and papers of the Company be substituted by the name "VLCC Limited" or any other name upon the approval of the same by the Central Government (Registrar of Companies).

RESOLVED FURTHER THAT Mr. Vikas Gupta, Managing Director & Group CEO and the Company Secretary of the Company be and are hereby, jointly/severally, authorized to make an application to the Central Government (Registrar of Companies) for obtaining approval of new name of the Company and to sign and file forms and other documents with the Central Government (Registrar of Companies) and do all other acts, deeds ,things and matters as are necessary to give effect to the above said resolution and to agree to such modifications in name and other terms & conditions as me be directed by the Registrar of Companies and to modify the same accordingly as are necessary or expedient in this regard.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to issue a certified copy of resolution to the concerned parties including the Central Government (Registrar of Companies).**"**

6. Approval for sub-division/ split of existing equity shares of the Company and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and other applicable provisions of the Companies Act, 2013 ("Act") (if any), read with relevant Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and on recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded for sub-division/ split of the existing equity shares of the Company, such that each equity share having face value of Rs. 10/- (Rupees ten only) each fully paid-up, be sub-divided/split into such number of equity shares having face value of Rs. 1/- (Rupees One only) each fully paid-up, ranking pari-passu with each other in all respects with effect from 20th September, 2024 as approved by the Board of Directors.

RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, all the equity shares of face value of Rs. 10/- (Rupees Ten only) each consisting in the Authorized equity share capital existing on 20th September, 2024 shall stand sub-divided/split as follows:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of equity shares	Face Value (Rs.)	Total equity share capital (Rs.)	No. of equity shares	Face Value (Rs.)	Total equity share capital (Rs.)
Authorized equity Share Capital	4,59,99,700	10/-	45,99,97,000/-	45,99,97,000	1/-	45,99,97,000/-

RESOLVED FURTHER THAT pursuant to the sub-division/split of equity shares of the Company, all the equity shares of face value of Rs. 10/- (Rupees Ten only) each fully paid-up consisting in the Issued, Subscribed and Paid-up equity share capital existing on 20th September, 2024 shall stand sub-divided/split as follows:

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of equity shares	Face Value (Rs.)	Total equity share capital (Rs.)	No. of equity shares	Face Value (Rs.)	Total equity share capital (Rs.)
Issued, Subscribed and Paid-up Equity Share Capital	4,36,97,796	10/-	43,69,77,960/-	43,69,77,960	1/-	43,69,77,960/-

RESOLVED FURTHER THAT upon sub-division/split of equity shares as aforesaid and with effect from the date of this meeting, the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their depository participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the participants under the ‘ VLCC Employees Stock Option Plan 2023’ of the Company due to sub-division/split of equity shares as aforesaid to the outstanding stock options (whether vested or unvested as on the Record Date) in accordance with the applicable provisions of the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division/split of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies, and other appropriate authorities in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members.”

7. To approve alteration of Capital Clause of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

   “RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013 (if any), read with relevant Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), the Articles of Association of the Company and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals and on recommendation of the Board of Directors of the Company (hereinafter referred to as "the Board", which expression shall include any Committee of the Board of Directors), approval of the Members of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and insert the following new Clause V:

V. The Authorized Equity Share Capital of the Company is Rs. 45,99,97,000/- (Rupees Forty Five Crores Ninety Nine Lacs Ninety Seven Thousand only) divided into 45,99,97,000 Equity Shares of face value of Rs.1/- (Rupees One only) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to settle any question, difficulty that may arise and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including execution and filing of all the relevant documents with the Registrar of Companies and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members."

By Order of the Board
For VLCC Health Care Limited

Krishan Kumar
Company Secretary & Compliance officer

Date: 21.09.2024

NOTES:

1. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (‘Act’), relating to the Special Business(s) to be transacted at the Annual General Meeting (‘Meeting’) is annexed.

   Further, the facts as specified in Secretarial Standard-2 on ‘General Meetings’ issued by the Institute of Company Secretaries of India for Item no. 2, 3, 5 and 6 have been given in the explanatory statement annexed to this notice.

2. Pursuant to the General Circulars No. 14/2020 dated 8th April, 2020, No.22/2020 dated 15th June, 2020, no. 20/2020 dated 15th May, 2020, No. 33/2020 dated 28th September, 2020, No. 11/2022 dated 28th December, 2022, No. 09/2023 dated 25th September,2023 and including the latest being General Circular No. 09/2024 dated 19th September, 2024 issued by Ministry of Corporate Affairs (collectively referred to as “ MCA circulars), the Company is convening 28th Annual General Meeting (AGM) through VC/ OAVM, without the physical presence of the Members at a Common venue. In compliance with the MCA circulars and the applicable provisions of the Act, the AGM of the members of the Company is being held through VC/ OAVM. The deemed venue for the 28th AGM shall be the Registered Office of the Company.

3. Corporate shareholders are required to send a scanned copy of its Board or governing body resolution/ authorization, etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote in the meeting to be held through VC/OAVM.

4. In compliance with aforesaid MCA circulars, notice of the AGM along with all other papers is being sent only through electronic mode to those Members whose email addresses are registered with the Company.

5. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. Since the AGM is being conducted through VC/OAVM, physical attendance of the members has been dispensed with and there is no provision for appointment of proxies. Accordingly, the facility for appointment of proxies by the members under Section 105 of the Act will not be available and hence the proxy form, the route map and Attendance Slip are not annexed in this notice.

However, in pursuance of Section 112 and 113 of the Act, representatives of the members may be appointed for the purpose of participation and voting in the meeting to be held through VC/OAVM.

7 The Company ensures that all other compliances associated with the provisions related to general meetings viz. making of disclosures, inspection of related documents and registers, by members, including register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Act and all other documents referred to in the Notice or authorizations for voting by bodies corporates etc. as provided in the Act and the Articles of Association of the Company are made available for inspection through electronic mode.

8 The Company ensures that the AGM through VC/OAVM facility allows the two way videoconferencing or Zoom for the ease of participation of the members and the participants are allowed to pose questions concurrently or given time to submit questions in advance on the e-mail address of the Company i.e. krishan.kumar@vlccgroup.com

9 The facility for joining the meeting shall be kept open for at least 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after such scheduled time.

10 The meeting will be conducted through audio visual means (Zoom). Members may participate in the meeting through the zoom link which will be shared while circulating notice to the members.

11 The Chairman may decide to conduct the meeting by show of hands unless a demand for poll is made by any member, in accordance with Section 109 of the Act and the rules made thereunder.

By Order of the Board

For VLCC Health Care Limited

Krishan Kumar

Company Secretary

Membership No. A18018

Date: 21.09.2024

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

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 2024 to 31st March 2025 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 2025, as set out under Item No. 4 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

It has been observed that the name of the Company with the word “Health Care” is giving impression to third parties that the Company is engaged in hospital and medical activities. The Company is, in fact, engaged in consumer retail business and therefore, Board of Directors of the Company in its meeting held on 21st September, 2024 have resolved to change the name of the Company from “VLCC Health Care Limited” to “VLCC Limited” subject to the approval of members.

Accordingly, the Board recommends the resolution for approval of the Shareholders of the Company for change of name of the Company to “VLCC Limited” , 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. 6 & 7

In order to make shares more affordable to small investors and to provide greater marketability and liquidity, the Board of Directors of the Company in its meeting held on 21st September, 2024 have resolved to split of the existing equity shares of the Company, such that each equity share having face value of Rs. 10/- (Rupees Ten only) each fully paid-up, be sub-divided/split into such number of equity shares having face value of Rs. 1/- (Rupees One only) each fully paid-up, ranking pari-passu with each other in all respects with effect from the date mentioned above.

The sub-division/split of equity shares of the Company as aforesaid would require consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association ("MOA") of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division/split of equity shares. Further, such sub-division/split shall not be construed as reduction in share capital of the Company i.e. in compliance of the applicable provisions of the Companies Act, 2013 ("Act") and other applicable regulations/ provisions in this regard.

In terms of the provisions of Sections 13 and 61 of the Act, approval of the Members of the Company is sought by way of ordinary resolutions for sub-division/split of equity shares and consequential alteration to Capital Clause (Clause V) of MOA of the Company.

Accordingly, the Board recommends the resolution for approval of the Shareholders of the Company, as set out under Item No. 6 and 7 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.

ANNEXURE TO THIS NOTICE

ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT / RETIRING BY ROTATION AT THE ANNUAL GENERAL MEETING

(Information as per Secretarial Standard (SS–2) on "General Meetings")

Name	Mr. Amit Jain	Mr. Aamir Zeb
DIN	06917608	09813777
Date of Birth	04.05.1981	08.07.1990
Age	43	34
Date of first appointment on the Board	06.12.2022	06.12.2022
Qualifications	(i) MBA, Indian School of Business, Hyderabad (ii) B. Tech. in Mechanical Engineering, IIT Kharagpur	M. Tech and B. Tech in Chemical Engineering- IIT Delhi
Terms and Conditions of Re-Appointment	As per resolution	As per resolution
Existing and Proposed Remuneration	Nil	Nil
Attendance in the Board meetings during the financial year	100%	100%
Relationship with other Directors and KMPs	NA	NA
Other Directorships	(i) Varmora Granito Private Limited (ii) VLCC Online Services Private Limited (iii) VLCC Personal Care Limited (iv) Viyash Life Science Private Limited (v) Carlyle India Advisors Private Limited (vi) Global HCP Limited (vii) Quest Global Services Pte. Ltd. (viii) Florintree Enterprise LLP	(i) Happily Unmarried Marketing Private Limited (ii) Varmora Granito Private Limited
Chairmanship/ Membership of the committee(s) of the Board of Directors of other Companies in which he/she is director	NA	NA
Shareholding in the Company	Nil	Nil