VLCC Limited
(formerly known as VLCC Health Care Limited)
Corp. Office: Magnum City Centre, 2nd Floor, Sector – 63A, Golf Course Extension Road, Gurgaon, Haryana – 122011
regd.office@vlccgroup.com
+91 124 4719700
www.vlcc.com

NOTICE OF 29TH ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting (AGM) of the Members of **VLCC Limited** (*formerly known as VLCC Health Care Limited*, hereinafter referred as 'the Company') will be held at shorter notice on **Tuesday, 30th September, 2025, at 2:00 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, 2025 and the reports of the Board of Directors and Auditors thereon (b) the audited consolidated financial statements for the financial year ended 31st March, 2025, 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, 2025 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, 2025 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 00296830), 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. Mukesh Luthra (DIN No. 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 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. 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. To approve the appointment of Mr. Anuj Poddar (DIN : 01908009) as Non-Executive Director 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 Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules framed thereunder (including any statutory modification or re-enactment thereof) and the relevant provisions of the Articles of Association of the Company, Mr. Anuj Poddar (DIN: 01908009), who was appointed by the Board of Directors as additional director of the Company with effect from 26th September, 2025 pursuant to Section 161 of the Companies Act, 2013 and the articles of association of the Company and who hold office up to the date of the next annual general meeting, be and is hereby appointed as non-executive non-independent director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT each of the directors and the Company Secretary be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and for matters connected therewith or incidental thereto.**"**

5. 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**:

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"**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.

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 authorities including the Central Government (Registrar of Companies)."

By Order of the Board
For VLCC Limited

Krishan Kumar
Company Secretary

Date: 26.09.2025

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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. 4 and 5 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 29th 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 29th 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 Limited

Krishan Kumar
Company Secretary
Membership No. A18018
Date: 26.09.2025

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

Item No. 4

The Board of Directors of the Company in its meeting held on 26th September, 2025 had appointed Mr. Anuj Poddar (DIN: 01908009), as an additional director (non-executive) on the Board of the Company effective from 26th September, 2025. It is proposed to regularize the appointment of Mr. Anuj Poddar as a Non-Executive and Non-independent Director of the Company and hence, proposed to the members of the company for their approval under section 152(2) of the Companies Act, 2013.

None of the directors, key managerial personnel of the Company and/ or their relatives are in any way, concerned or interested in the proposed resolution.

The Board recommends the ordinary resolution set forth in item no. 4 for the approval of the members.

Item No. 5

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 2025-26 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 2026, 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.