VLCC HEALTH CARE LIMITED

Registered Office
M-14, Greater Kailash +II, commercial complex,
New Delhi-110148

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of shareholders of VLCC Health Care Limited will be held on Monday, 27th March, 2023 at 3:30 pm (IST) at its Corporate Office at 64, HSIIDC Sector-18, Maruti Industrial Area, Gurgaon-122015, Haryana, to transact the following business:

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass with or without modification(s), the following as **Special Resolution**

   "RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Rules made thereunder, the consent of the shareholders of the Company be and is hereby accorded by way of special resolution for alteration of Articles of Association of the Company in the following manner:

   (i) Under Part-B, in Article 89, in seventh line, after the words, "Confirming Party", the following words shall be inserted:

   "*and the letter agreement dated 18 January 2023 executed amongst the Company, Existing Shareholder, Investor, Other Shareholders, Confirming Party and Aakash Chaudhry ("**New Shareholder**")*"

   (ii) Under definition of "Parties" in Article 92, the word "*and*" appearing after the words " the other shareholder" shall be deleted and the words " *New Investor*" shall be inserted after the words " the Investor and"

(iii) In the Article 93.3, after para (d), the following new para (e), shall be added:

"*For any Shareholder Matter the New Shareholder shall at all times, exercise all voting rights under the SHA, Charter Documents or Applicable Laws in respect of the Equity Securities held by it, in the same manner in which the Investor (or its authorised representatives) exercises the voting rights available to it in respect of the Equity Securities held by it under the SHA, the Charter Documents or Applicable Laws or in the manner instructed by the Investor, in each case, in a meeting of the Shareholders. It is hereby clarified that if the New Shareholder is unable (for any reason) to exercise his voting rights in accordance with the foregoing, the New Shareholder shall abstain from attending or voting in such a meeting of the Shareholders wherein such matter or any incidental, consequential or ancillary matters thereto are tabled or put to vote. For the avoidance of doubt, the Parties agree that any Shareholder Matter proposed at a meeting of the Shareholders shall not be violative of Applicable Laws in any material respect."*

(iv) In the heading of Article 96.2, the word "*and"* appearing after the words "the existing shareholders" shall be deleted and the words "*and New Shareholder*" shall be added after the words "the Other Shareholders".

(v) In Article 96.2, after the para (b), the following new para (c) shall be added:

"*New Shareholder: The New Shareholder shall not, directly or indirectly, Transfer, create any Encumbrance, or otherwise dispose of any Equity Securities held by it, to any Person or otherwise take or authorise any action to dilute its legal and beneficial shareholding interest in the Company, without the prior written consent of the Investor"*

(vi) In Article 98.2, in second line, in the brackets, the words "*or*" appearing the words "affiliate" shall be deleted and the words" *or the New Shareholder*" shall be inserted after the words "the Existing shareholders".

(vii) In Article 98.2, in the sixth line, the words "*and or the New Shareholder*" shall be inserted after the words "the existing shareholder block"

(viii) In Article 98.3, Article 98.4, Article 98.6, Article 98.7 and Article 98.8, the words "*and or the New Shareholder*" shall inserted after the words "the existing shareholder block" wherever appearing

(ix) In Article 98.9, Article 98.10 and Article 98.11, the words “and New Shareholder” shall be inserted after the words “the Existing Shareholders Block” wherever appearing.

RESOLVED FURTHER THAT any of the Director or Company Secretary of the Company be and are hereby authorized to file necessary Forms with Registrar of Companies, NCT of Delhi & Haryana, for alteration of the Articles of Association of the Company.”

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. The proxy form in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting**.

   A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as proxy for any other person or a member.

2. Explanatory statements pursuant to Section 102 (1) of the Companies Act, 2013, (Act) with respect to Special Business as stated under Item No. 1 to be transacted at the meeting is annexed hereto.

3. All the relevant document(s), registers required under the Act referred to in the proposed resolution are available for inspection at the registered office / corporate office of the company during the working hours except on holidays, upto the date of the EGM.

4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the EGM

5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of Board Resolution authorizing their representative to attend and vote on their behalf in the Meeting.

By Order of the Board
For VLCC Health Care Limited

Krishan Kumar
Company Secretary
Membership No. ACS18018
Address: 64, HSIIDC, Sector - 18,
Maruti Industrial Area, Gurgaon, Haryana

Date: 27.03.2023
Place: Gurgaon

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

Item No. 1

Letter Agreement dated 18th January, 2023 (Agreement) has been entered into between the Company, Investor, Existing Shareholder, Other Shareholder, Vandana Luthra and Aakash Chaudhry (New Shareholder) [The parties stated above are individually referred as such and jointly as “Parties”]. In terms of the said Agreement, the Parties have agreed that the new shareholder on become security holder of 845130 equity shares by virtue of transfer of shares from existing employees shall, agree and be bound by all the provisions/ restrictions as contained under the Charter documents and Shareholders Agreement dated 31st October, 2022 and the aforesaid Letter Agreement.

Hence in order to give effect to the above Letter Agreement, the Board of Directors of the Company in its meeting held to be held on 27th March, 2023 will propose amendment in the Articles of Association and recommend the same for your approval by way of special resolution.

None of the Directors, Key Managerial person of the Company or any of their relatives have any particular interest or concern, financial or otherwise in this resolution.