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 (1st EGM for FY 2024-25) of members of VLCC Health Care Limited will be held on Thursday, 16th May, 2024 at 11:45 AM (IST) through Video Conferencing/Other Audio Visual means (VC/OAVM) at 2nd Floor, Magnum City Centre, Sector-63A, Golf Course Extension Road, Gurugram, Haryana- 122011, Haryana, to transact the following business:

SPECIAL BUSINESS

1. Offer and issuance of 78,435 equity shares to Mr. Vikas Gupta, Managing Director & Group CEO, on preferential basis and approval of Private Placement Offer Letter (PAS-4)

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 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, and subject to such approvals, including the powers conferred by this resolution, consent of the members of the Company by way of special resolution, be and is hereby accorded to create, offer, issue and allot in one or more tranches, up to 78,435 (Seventy Eight Thousand Four Hundred and Thirty Five only) equity shares of face value of Rs. 10/- (Rupees Ten only) at premium of INR 1,009.94 per share to Mr. Vikas Gupta, Managing Director and Group Chief Executive Officer (hereinafter referred to as the "Proposed Allottee") whether he is

Shareholder of the Company or not, 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 equity shares	Category
1	Vikas Gupta	House No. 1224, Urban Estate Sector 13, Karnal (Rural) (Part)(1), Karnal, Karnal, Haryana, 132001 vikas@vlccgroup.com	78,435	Key Managerial Person

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 allottee be recorded for the issue of invitation to subscribe to the equity shares and an offer letter in Form No. PAS-4 together with an application form be issued to the proposed allottee inviting him to subscribe to the equity shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members is hereby accorded to the issuance of the same to the Allottee inviting him to subscribe to the equity shares without being required to seek any further consent or approval of the Board.

Resolved Further That appointment of Corporate Professionals 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 Valuer be and are hereby taken on record.

Resolved Further That the Company be and is hereby authorized to decide and approve other terms and conditions of the issue of the 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 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 equity shares , 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.”

NOTES:

1 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 and No. 09/2023 dated 25th September,2023 issued by Ministry of Corporate Affairs (collectively referred to as " MCA circulars), the Company is convening 1st Extra Ordinary General Meeting (EGM) for the FY 2024-25, 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 EGM of the members of the Company is being held through VC/ OAVM. The deemed venue for EGM will be 2nd Floor, Magnum City Centre, Sector-63A, Golf Course Extension Road, Gurugram, Haryana- 122011.

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

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

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

5 Since the EGM will be held through VC/OAVM, the route map and Attendance Slip are not annexed in this notice.

6 In case of joint holders attending the EGM, the members whose name appear as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.

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 EGM 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.kuamr@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 Since the EGM will be held through VC/OAVM, where physical attendance of members in any case has been dispensed with, there is no requirement for appointment of proxies. Accordingly, in terms of MCA circulars, the facility for appointment of proxies by the member will not be available for this EGM and hence, proxy form is not annexed to 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.

11 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.

12 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: 18.04.2024
Place: Gurgaon

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

Item No. 1

In terms of ESOP grant letter dated 1st April, 2023 executed as part of Employment Agreement as Group CEO, Mr. Vikas Gupta has been granted 8,93,495 Options under VLCC ESOP 2023. In addition, Mr. Vikas Gupta is entitled to the additional Stock Options (time based) as mentioned in the aforesaid letter subject to the condition that he will make investment by subscribing to the equity securities of the Company and accordingly, his entitlement for additional ESOP shall increase by certain level of bps of equity at the time of exit in proportion to his investment.

As per Section 42 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 members 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 and 62 of the Act read with the Rules made there under, for the issue of 78,435 (Seventy-Eight Thousand Four Hundred and Thirty-Five)1 equity shares of face value of Rs. 10 each at a price of INR 1,019.94 per share inclusive of share premium of INR 1,009.94 per share

Given below is a statement of disclosures as required under 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

The objective of the issue is to offer securities against investment proposed to be made by the allottee as envisaged under ESOP grant letter dated 1st April, 2023 issued to him by the Company

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

78,435 (Seventy-Eight Thousand Four Hundred and Thirty-Five) equity shares having face value of INR 10/- each are proposed to be offered and issued by Company at a price of INR 1,019.94 per share (inclusive of premium of INR 1,009.94 per share) to Mr. Vikas Gupta on preferential basis.

The price of the securities has been determined on the basis of valuation report received from Corporate Professionals Capital Private Limited as Registered Valuer. The Board has approved the same at its meeting held on 18th April, 2024.

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 securities by this offer. Instead the securities are proposed to be allotted against investment proposed to be made by the allottee as stated under ESOP grant letter dated 1st April, 2023 issued to him by the Company. 78,435 (Seventy-Eight Thousand Four Hundred and Thirty-Five) equity shares having face value of INR 10/- each are proposed to be offered and issued by Company at a price of INR 1,019.94 per share for consideration aggregating to INR 8.00 crore.

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:

As mentioned at point no. 6 above, the securities are offered and proposed to be allotted against investment proposed to be made by the allottee as agreed under ESOP grant letter issued to him by the Company. Allotment shall be completed within 60 (Sixty days) from the date of receipt of the consideration. Mr. Vikas Gupta, Managing Director & Group CEO being key managerial person is subscribing to the offer and the entire contribution will come from him only and no other directors, promoters or key managerial person is participating to the said offer. No assets have been charged as security to the offer.

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

78,435 (Seventy-Eight Thousand Four Hundred and Thirty-Five) equity shares having face value of INR 10/- each are proposed to be offered and issued by Company at a price of INR 1,019.94 per share for consideration aggregating to INR 8.00 crore.

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

31st January, 2024

10. 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

The names of proposed allottee is Mr. Vikas Gupta, Managing Director and Group Chief Executive Officer of the Company.
The proposed allottee shall hold 0.18% of post issued share capital of the Company on fully diluted basis.

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

No Promoter, Director and KMP except Mr. Vikas Gupta, Managing Director & Group CEO is subscribing to the offer. Company's intention is not to raise money from him, rather the securities are proposed to be allotted against investment proposed to be made by him as envisaged under ESOP grant letter dated 1st April, 2023 issued to him by the Company.

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

Allotment shall be completed at the earliest but not later than 60 (Sixty days) from the date of receipt of the consideration.

13. 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	29.39	1,28,22,456	29.34
	Bodies Corporate	-	-	-	-
	Sub-total	1,28,22,456	29.39	1,28,22,456	29.34
2.	**Foreign Promoters**	2,72,37,615	62.44	2,72,37,615	62.33
	Sub-total (A)	**4,00,60,071**	91.83	**4,00,60,071**	91.67
B	**Non- Promoters holding**				
1	Institutional Investors	3,54,041	0.81	3,54,041	0.81
2	Non- Institutional Investors				
	Private Corporate Bodies	13,81,158	3.17	13,81,158	3.16
	Directors and relatives	14,25,732	3.30	15,04,167	3.44
	Indian Public	-	-	-	-
	Others [including Non-resident Indians (NRIs)]	4,00,507	0.92	4,00,507	0.91
	Sub-total (B)	**35,61,438**	8.16	**36,39,873**	8.33
	GRAND TOTAL (A + B)	**4,36,21,509**	100	**4,36,99,944**	100

14. 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.

Except Mr. Vikas Gupta, none of the Directors and Key Managerial Person and their relatives has any nature of concern or interest, financial or otherwise, directly or indirectly in respect of proposed resolution.

The Board of Directors of your Company recommend the Resolutions at Item No. 1 set out in the Notice for the approval of the Shareholders by way of Special resolution.

By Order of the Board

For VLCC Health Care Limited

Krishan Kumar
Company Secretary
Membership No. A18018

Date: 18.04.2024

Place: Gurgaon