# NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting (2nd EGM for FY 2024-25) of members of VLCC Health Care Limited will be held on Thursday, 16th January, 2025 at 2: 00 PM (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( deemed venue), to transact the following business:

## SPECIAL BUSINESS

**1. Offer and issuance of 49,14,320 equity shares to Alpha Wave Ventures LP, II, 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 49,14,320 ( Forty Nine Lacs Fourteen Thousand Three Hundred Twenty) equity shares of face value of Rs. 1/- (Rupees One only) at premium of INR 131.26 per share to Alpha Wave Ventures LP, II (hereinafter referred to as the "Proposed Allottee") whether they are 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 | Alpha Wave Ventures LP, II | Maples Corporate Services Limited, PO Box, 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands notices.awvii@alphawaveglobal.com | 49,14,320 | Body Corporate |

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**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 2nd 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.

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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

Digitally signed by KRISHAN KUMAR
DN: c=IN, st=Haryana, 2.5.4.20=0a779c3ce6a8a77337962101216713f4a1d576f0090fc181bd81a24e7e2acb18, postalCode=122001, street=Gurgaon, pseudonym=1e95397a53fdf93820ff6d76d9e685af, serialNumber=d4b5e68d9d89cec2128da507096938c6f98054793d40165de90d4732a60a191b, o=Personal, cn=KRISHAN KUMAR
Date: 2024.12.14 19:17:17 +05'30'

Krishan Kumar

Company Secretary

Membership No. A18018

Date: 03.12.2024

Place: Gurgaon

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

**Item No. 1**

The Company proposes to make preferential allotment of 49,14,320 equity shares to the Proposed allottee in terms of Securities Subscription and Securities Purchase Agreement dated 8th August, 2024 executed, inter alia, amongst the Company, proposed Allottee and the Existing shareholders.

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 49,14,320 equity shares of face value of Rs. 1/- each at a price of INR 132.26 per share inclusive of share premium of INR 131.26 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 raise funds for working capital requirements and business expansion.

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

49,14,320 equity shares of face value of Rs. 1/-each at a price of INR 132.26 per share inclusive of share premium of INR 131.26 per share

Board of Directors in its meeting held on 3rd December, 2024 have approved the aforesaid offer.

**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

D-28, South Extension Part-1, New Delhi - 110049, India

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

49,14,320 equity shares of face value of Rs. 1/- each are proposed to be offered and issued by Company at a price of INR 132.26 per share for consideration of INR 65,00,00,569 (Indian Rupees Sixty Five Crore Five Hundred Sixty Nine).

**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:**

The equity shares would be offered on preferential basis and the allotment shall be completed at the earliest and not beyond 60 (Sixty days) from the date of receipt of the consideration. The Proposed allottee is subscribing to the offer and the entire contribution will come from them only and no 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:**

49,14,320 equity shares of face value of Rs. 1/- each are proposed to be offered and issued by Company at a price of INR 132.26 per share for consideration of INR 65,00,00,569 (Indian Rupees Sixty Five Crore Five Hundred Sixty Nine).

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

3rd December, 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 allotment is proposed to Alpha Wave Ventures LP, II, a body corporate having office at Maples Corporate Services Limited, PO Box, 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The proposed allotment shall be 1.11 % of post issued share capital of the Company on fully diluted basis and post preferential allotment, the proposed allottee shall hold 24.99% 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;**

Not Applicable

**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.

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**13. Pre Issue and Post Issue shareholding pattern of the Company**

| S. No. | Category | Pre Issue | | Post Issue (on fully diluted basis) | |
|---|---|---|---|---|---|
| | | No. of Shares | % of Shares | No. of Shares (post-split of ) | % of Shares |
| A | **Promoters Shareholding** | | | | |
| 1 | **Indian:** | | | | |
| | Individual | 12,82,24,560 | 29.34 | 8,07,15,420 | 18.26 |
| | Bodies Corporate | - | - | - | - |
| | Sub-total | 12,82,24,560 | 29.39 | 8,07,15,420 | 18.26 |
| 2. | **Foreign Promoters** | 27,23,73,150 | 62.33 | 22,86,00,770 | 51.73 |
| | Sub-total (A) | 40,05,97,710 | 91.67 | 30,93,16,190 | 69.99 |
| B | **Non- Promoters holding** | | | | |
| 1 | Institutional Investors | 98,18,450 | 2.25 | 98,18,450 | 2.22 |
| 2 | Non- Institutional Investors: | | | | |
| | Private Corporate Bodies | 75,33,540 | 1.72 | 11,79,86,700 | 26.70 |
| | Directors and relatives | 1,50,41,670 | 3.44 | 7,84,350 | 0.18 |
| | Indian Public | - | - | - | - |
| | Others [including Non-resident Indians (NRIs)] | 40,05,070 | 0.91 | 40,05,070 | 0.91 |
| | Sub-total (B) | 3,63,98,730 | 8.33 | 13,25,94,570 | 30.01 |
| | **GRAND TOTAL (A + B)** | **43,69,96,440** | **100** | **44,19,10,760** | **100** |

Note: (i) Shareholding pattern includes Equity shares and CCPS.

(ii) The post shareholding pattern includes the impact of split of face value of equity share from INR 10/- each to INR 1/- each

**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.

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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

Digitally signed by KRISHAN KUMAR
DN: c=IN, st=Haryana,
2.5.4.20=0a779c3ce6a8a77337962101216713f4a1d576f0090fc181bd81a24e7e2acb18,
postalCode=122001, street=Gurgaon,
pseudonym=1e95397a53fdf93820ff6d76d9e685af,
serialNumber=d4b5e68d9d89cec2128da507096938c6f98054793d40165de90d4732a60a191b,
o=Personal, cn=KRISHAN KUMAR
Date: 2024.12.14 19:17:52 +05'30'

Krishan Kumar

Company Secretary

Membership No. A18018

Date: 03.12.2024

Place: Gurgaon