VLCC HEALTH CARE LTD
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

NOTICE is hereby given that an Extra-Ordinary General Meeting (3rd EGM for FY 2024-25) of members of VLCC Health Care Limited will be held at shorter notice on Monday, 3rd February, 2025 at 12:30 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. To adopt amended and restated Articles of Association of the Company

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

"RESOLVED THAT pursuant to Sections 5 and 14 of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, the consent of members of the Company be and is hereby accorded for adoption of new set of draft articles contained in the Amended and Restated Articles of Association of the Company, as placed before the members of the Company, to the exclusion and substitution of the existing articles of association of the Company.

RESOLVED FURTHER THAT any of the directors of the Company and Company Secretary of the Company be and are hereby authorised jointly or severally, to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.**"**

2. Split of face value of 300 Differential Voting Right (DVR) shares

To consider and, if thought fit, to pass with or without modification(s), the following **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, approval of the members of the Company be and is hereby accorded for sub-division/ split of the existing DVR 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 DVR 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 of this meeting.

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

Type of Capital	Pre sub-division/split			Post sub-division/split		
	No. of DVR shares	Face Value (Rs.)	Total DVR share capital (Rs.)	No. of DVR shares	Face Value (Rs.)	Total DVR share capital (Rs.)
Authorized DVR Share Capital	300	10/-	3,000/-	3,000	1/-	3,000/-

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

Type of Capital	Pre sub-division/split			Post sub-division/split			
	No. of DVR shares	Face Value (Rs.)	Total DVR share capital (Rs.)	No. of DVR shares	Face Value (Rs.)	Total DVR share capital (Rs.)	
Issued, Subscribed and Paid-up DVR Share Capital	300	10/-	3,000/-	3,000	1/-	3,000/-	

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

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."

3. To approve the appointment of Mr. Utsav Mitra (DIN:08958349) as Non- Executive Director of the Company

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 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. Utsav Mitra (DIN:08958349)who was appointed by the Board of Directors as Non-Executive director of the Company with effect from 3rd February, 2025 pursuant to Section 152 of the Companies Act, 2013 and the articles of association of the Company, 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 of the Company and the Company Secretary of the Company 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.**"**

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 3rd 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.

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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

Sd/-
Krishan Kumar

Company Secretary

Membership No. A18018

Date: 02.02.2025

Place: Gurgaon

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

Item No. 1

The Company, Mr. Mukesh Luthra (Existing shareholder), CA Sumatra Investments (Investor-1), Alpha Wave Ventures II, LP (Investor-2) and Vandana Luthra have entered into Shareholders Agreement dated 25th August, 2024 as amended by amendment agreement dated January 25, 2025, in order to record their mutual rights and obligations in respect of the Company and governing their relationship as shareholders of the Company. The existing articles of association are being amended to reflect the provisions of the afore mentioned shareholders agreement and remove references to the rights and obligations of certain erstwhile shareholders of the Company which are no longer relevant.

In this connection, it is proposed to adopt the regulations contained in the amended and restated articles of association in substitution of and to the entire exclusion of the regulations contained in the existing articles of association of the Company. Pursuant to Section 14 of the Act, the Company can alter its articles of association by way of a special resolution of the members. Accordingly, the resolution under item no. 1 has been proposed for approval as a special resolution

The existing article of association of the company and the draft of proposed amended and restated articles of association is available for inspection of the members at the registered office during business hours.

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.

Item No. 2

In order to ensure uniformity with ordinary equity shares, Board of directors in its meeting held on 27th January, 2025 have approved the sub-division of face value of Differential Voting Right (DVR) shares from INR 10/- each to INR 1/- each subject to the approval of shareholders in the general meeting.

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. 2 set out in the Notice for the approval of the Shareholders by way of Ordinary resolution.

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Item no.3

To approve the appointment of Mr. Utsav Mitra (DIN:08958349) as a non-executive director of the Company

The Board of Directors of the Company in its meeting to be held on 3rd February, 2025 will consider and approve the appointment of Mr. Utsav Mitra (DIN:08958349), as non-executive director on the Board of the Company effective from 3rd February, 2025. The Board intends to regularise the appointment of Mr. Utsav Mitra (DIN:08958349) as a Non-Executive and Non-independent Director of the Company and hence, it is proposed to 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. 3 for the approval of the members.

By Order of the Board

For VLCC Health Care Limited

Krishan Kumar

Company Secretary

Membership No. A18018

Date: 02.02.2025

Place: Gurgaon