VLCC LIMITED
(*formerly known as 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 2025-26) of members of VLCC Limited (*formerly known as VLCC Health Care Limited*) will be held on Tuesday, 23rd December, 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, Haryana, to transact the following business:

SPECIAL BUSINESS

1. **Re-appointment of Ms. Gurveen Singh (DIN: 09507365) as Independent Director**

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 Sections 149, 150, 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 and as recommended by the Board of Directors, approval of Members of the Company be and are hereby accorded for the re-appointment of Ms. Gurveen Singh (DIN:09507365), as an independent director of the Company for a tenure of three years from 13th December, 2025 to 12th December, 2028 at the remuneration of INR 35,00,000 (Rupees Thirty- Five Lakhs Only) per annum or any other amount as may be decided by the Board, subject to the limits on managerial remuneration prescribed under Section 197, Schedule V, and other applicable provisions of the Companies Act 2013**.**

RESOLVED FURTHER THAT any of the directors of the Company 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.**"**

2. **Re-appointment of Mr. J. Suresh (DIN: 03033110) as Independent Director**

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 Sections 149, 150, 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 and as recommended by the Board of Directors, approval of Members of the Company be and are hereby accorded for the appointment of Mr. J. Suresh (DIN: 03033110), as an independent director of the Company for a tenure of three years from 13th December, 2025 to 12th December, 2028 at the remuneration of INR 35,00,000 (Rupees Thirty- Five Lakhs Only) per annum or any other amount as may be decided by the Board, subject to the limits on managerial remuneration prescribed under Section 197, Schedule V, and other applicable provisions of the Companies Act 2013**.**

RESOLVED FURTHER THAT any 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 1st Extra Ordinary General Meeting (EGM) for the FY 2025-26 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 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: 28.11.2025
Place: Gurgaon

<u>Explanatory Statement pursuant to Section 102 of the Companies Act, 2013</u>

Item No. 1& 2

The tenure of appointment of Ms. Gurveen Singh and Mr. J. Suresh as Independent Directors is getting expired on 12th December, 2025.

Board of Directors of the Company in its meeting held on 28th November, 2025 have approved the appointment of Ms. Gurveen Singh and Mr. J. Suresh as Independent Directors for a period of three years from 13th December, 2025 to 12th December, 2028 as second term on remuneration of INR 35 lacs each and have recommended the said appointment and remuneration for your approval by way of special resolution.

The remuneration payable to Managerial Personnel in case of companies having no profits or inadequate profits, are subject to the provisions of Section 196, 197, Schedule V of the Companies Act 2013.

The disclosures required pursuant to proviso (iv) of Part-II, Section-II of Schedule V are as under:

<table>
<tr><td>Sr. No.</td><td></td><td></td></tr>
<tr><td>I</td><td colspan="2">General Information</td></tr>
<tr><td></td><td>Nature of Industry</td><td>To carry on business in the health and wellness space. i.e. to carry on the business of providing the services of beauty/slimming/weight management /hair treatment/ skin care etc. and also running training institutes relating to healthcare/beauty services.</td></tr>
<tr><td></td><td>Financial performance based on given indicators</td><td>
<table>
<tr><td>Standalone basis (FY 2024-25 Audited)</td><td>INR in Crores</td></tr>
<tr><td>Sales & Other Income</td><td>514.52</td></tr>
<tr><td>Profit after tax as per Profit & Loss Account</td><td>(30.44)</td></tr>
<tr><td>Retained Earnings</td><td>(87.30)</td></tr>
<tr><td>Net worth</td><td>566.74</td></tr>
<tr><td>Consolidated basis (FY 2024-25- Audited)</td><td></td></tr>
<tr><td>Sales & Other Income</td><td>964.02</td></tr>
<tr><td>Profit after tax as per Profit & Loss Account</td><td>(153.64)</td></tr>
<tr><td>Retained Earnings</td><td>(267.29)</td></tr>
<tr><td>Net worth</td><td>398.21</td></tr>
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</td></tr>
<tr><td>II</td><td>Information about the appointee</td><td></td></tr>
<tr><td>1</td><td>Background, experience and area of practice</td><td>(i) Ms. Gurveen Singh: Ms. Gurveen Singh completed her Bachelors in Philosophy Honours from Lady Sri Ram College,</td></tr>
</table>

		Delhi University, her Post Graduate in 'Personnel Management and Industrial Relations' from Xavier Labour Relations Institute (XLRI), Jamshedpur, and is a specialist in Human Resource Management. Ms. Gurveen Singh currently serves as an advisor to Landmark Group in Dubai, UAE and serves as an Independent Director on the boards of Eureka Forbs Limited and Viyash Life Sciences Limited (Carlyle's portfolio company). She was associated with Reckitt Benckiser PLC for 30 years, where she headed HR and Talent Development for Emerging Markets including LATAM, North Asia, South Asia, ASEAN, Africa and NAMET (North Africa Middle East Turkey) markets; previously, she was also the regional HRD for East Asia and HR Director of South Asia. (ii) **Mr. J. Suresh**: Mr. J. Suresh served as the MD and CEO at Arvind Fashions and Arvind Lifestyle Brands, a fashion retail chain with over 1300 standalone stores and 5,000 multi brand outlets across India. Arvind Fashion is the exclusive brand license partner in India for leading International apparel and cosmetics labels including GAP, Tommy Hilfiger, Aeropostale, US Polo, Sephora, amongst others. He also serves as an Independent Director on the Board of TCNS clothing ("W" labeled women's clothing brand with 580 exclusive brand outlets in India. Prior to joining Arvind Fashions, Suresh held multiple positions in the Sales and Marketing team at Unilever India.
2	Past remuneration	INR 35 lacs each p.a.
3	Remuneration proposed	INR 35 lacs each p.a.
4	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	VLCC is the largest in this segment and doesn't have any competitor with professional approach of doing business in beauty and slimming segment.

5	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel or other director	The appointee don't have any pecuniary relationship directly or indirectly with the Company or relationship with managerial personnel or other director
III	**Other Information**	
1	Reasons of loss or inadequate profits	FY 2024- 25 ended with net loss of INR 146.3 crore compared to net loss of INR 40.6 crore during previous year mainly on account of increase in finance cost, depreciation and amortization expenses including accelerated depreciation on Guwahati Factory and ROU
2	Steps taken or proposed to be taken for improvement	Company has expanded by opening new clinics which will lead to increase in revenue and at the same time, company is working on optimization of costs. These will ensure overall improvement.
3	Expected increase in productivity and profits in measurable terms	The revenue of the VLCC Group is expected to increase by 26.5% and pre-rent EBITDA by 96.4% for the financial year ended 31st March, 2026.

Except Ms. Gurveen Singh and Mr. J. Suresh, 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 resolutions.

The Board of Directors of your Company recommend the Resolutions at Item No. 1 and Item No. 2 set out in the Notice for the approval of the Shareholders by way of Special resolution.

By Order of the Board

For VLCC Limited

(f*ormerly known as VLCC Health Care Limited*)

Krishan Kumar
Company Secretary
Membership No. A18018

Date: 28.11.2025

Place: Gurgaon