

**ADDENDUM TO THE NOTICE OF 30<sup>TH</sup> ANNUAL GENERAL MEETING OF MEMBERS OF VIKAS LIFECARE LIMITED TO BE HELD ON MONDAY, SEPTEMBER 29, 2025, AT 12:30 P.M. THROUGH VIDEO CONFERENCING (VC)/ OTHER AUDIO-VISUAL MEANS (OAVM)**

Pursuant to the provisions of Section 160 of the Companies Act, 2013 ('the Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, notice is hereby given that the Company has received, on September 15, 2025, a notice from a member signifying his intention to propose the candidature of Mr. Shri Pal Goel (DIN: 07352580) for appointment to the office of Independent Director of the Company.

Since the Notice from the Member pursuant to Section 160 of the Act was received subsequent to issuance of Notice of the 30th AGM to the Members on September 29, 2025. Accordingly, an Addendum to the 30<sup>th</sup> AGM Notice is being circulated electronically to the Members to whom Notice of the 30th AGM has been sent, in terms of the provisions of the Companies Act, 2013 and SEBI Listing Regulations. This Addendum shall be deemed to be integral part of the original Notice dated September 02, 2025, and the notes provided therein.

The proposal for appointment of Mr. Shri Pal Goel to the Office of Independent Director will be taken into consideration by the Members of the Company at the 30th AGM as a part of Special Business, in the form of a Special Resolution as item no. 15, as set forth below:

**15. APPOINTMENT OF MR. SHRI PAL GOEL (DIN: 07352580) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 read with Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Regulation as per relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any amendments thereto or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the Applicable Laws) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the approval of the members of the company be and is hereby accorded for the appointment of Mr. Shri Pal Goel (DIN: 07352580), who meets the criteria of Independence as provided under the Act and the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment, as a Independent Director of the Company for a term of 5 (Five) consecutive years with effect from September 29, 2025 to September 28, 2030, not liable to retire by rotation, pursuant to the notice received from a member in terms of Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014

**RESOLVED FURTHER THAT** any of the Directors and/or Company Secretary be and are hereby severally authorized to file pay returns/ forms with the Registrar of Companies and to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.

Place: New Delhi  
Date: September 16, 2025

By order of the Board  
For **Vikas Lifecare Limited**  
Digitally signed by  
SUNDEEP KUMAR  
DHAWAN  
**Sundeep Kumar Dhawan**  
Managing Director  
DIN: 09508137

**NOTES:**

1. The explanatory statement pursuant to Section 102(1) of the Act and other applicable provisions, which sets out details relating to the proposed Special Business above to be transacted at the AGM is annexed hereto.
2. In compliance with the applicable MCA Circulars and SEBI Circulars dated May 12, 2020 and May 13, 2022 read with January 05, 2023, Addendum to the Notice of the AGM is being sent only through electronic mode to those Members to whom the Notice dated September 02, 2025 were sent, on the email ids as available with the Company/ Depositories/RTA.
3. Members may note that the Addendum to the Notice of AGM will also be available on the Company's website and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
4. Relevant documents referred to in this Addendum to Notice of AGM are available electronically for inspection without any fees by the Members from the date of circulation of this Notice upto the date of the AGM.
5. Information required under Regulation 36(3) of SEBI Listing Regulations and Para 1.2.5 of Secretarial Standard – 2 on General Meetings issued by ICSI, in respect of Director seeking appointment at the AGM is furnished as annexure to this Addendum to Notice of AGM.
6. All the processes, notes and instructions relating to remote e-voting and e-voting during the 30th AGM as well as the process of attending the 30th AGM through VC/OAVM as set out in the 30th AGM Notice dated September 02, 2025, shall mutatis-mutandis apply to the Resolution proposed in this Addendum to the Notice. Furthermore, the Scrutinizers appointed for the ensuing 30th AGM will act as Scrutinizers for the Resolution proposed in this Addendum to the Notice of 30th AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 15**

Pursuant to the provisions of Section 160 of the Companies Act, 2013 ('the Act') read with Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company has received, on September 15, 2025, a notice from a member signifying his intention to propose the candidature of Mr. Shri Pal Goel (DIN: 07352580) for appointment to the office of Independent Director of the Company.

Pursuant to the above and based on a comprehensive evaluation of Mr. Shri Pal Goel's profile, experience and expertise, the Nomination and Remuneration Committee and the Board of Directors have assessed and found him suitable and appropriate for the said role. Accordingly, upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors, through resolution(s) passed by circulation, , have recommended the appointment of Mr. Shri Pal Goel as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from September 29, 2025 to September 28, 2030, not liable to retire by rotation, for approval of the shareholders at the ensuing 30th Annual General Meeting, scheduled to be held on September 29, 2025.

The Company has also received the following declarations and confirmations from Mr. Goel:

- A declaration confirming that he meets the criteria of independence as prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- His consent to act as a Director in terms of Section 152 of the Companies Act, 2013;
- A declaration confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- A confirmation that he is not aware of any circumstance or situation that exists or may be reasonably anticipated, which could impair his ability to effectively discharge his duties as an Independent Director of the Company.

Further, additional information and a brief profile of Mr. Shri Pal Goel, pursuant to Regulation 36 of the SEBI Listing Regulations and the Secretarial Standard on General Meetings (SS-2), are provided as part of Annexure-A to this Notice.

As an Independent Director of the Company, Mr. Shri Pal Goel will be entitled to sitting fee and reimbursement of expenses for attending the meetings of the Board, as may be decided by the Board of Directors, from time to time.

The Board of Directors recommends resolution for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives, except Mr. Shri Pal Goel is concerned or interested, financially or otherwise, in the resolution set out in the addendum, except to the extent of their shareholding, if any.

By order of the Board  
**For Vikas Lifecare Limited**  
Digitally signed by  
SUNDEEP KUMAR  
DHAWAN  
**Sundeep Kumar Dhawan**  
Managing Director  
DIN: 09508137

Place: New Delhi

Date: September 16, 2025

**Regd. Office :** Vikas House, 3, Arihant Nagar, Rohtak Road, Punjabi Bagh West, Delhi 110026

**Factory I :** G-83, Vigyan Nagar, RIICO Indl. Area, Shahjahanpur, Dist. Alwar, Rajasthan - 301706

**Factory II :** Plot No. 193, Revenue Survey No. 93, Baikampady, Dist. Dakshina Kannada, Mangaluru, Karnataka - 575011

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT**

[Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard-2 on General Meeting

Particulars	Details
Name of Director	Mr. Shri Pal Goel
DIN	07352580
Date of birth and Age	20-03-1953 72 Years
Nationality	Indian
Qualification	MA (Economics)
Experience and Expertise	Mr. Shri Pal Goel is an MA in Economics from Kurukshetra University (Gold Medalist) having a vast experience of 35+ years of service, worked in different departments and different positions including Retail Banking, Treasury Department, Risk Management etc. He joined Union Bank of India as Probationary officer and retired as General Manager of North Zone, New Delhi. During his tenure, he worked as Branch head, Regional Head and Zonal Head at various different locations. He is also having vast experience in mobilizing and cross selling of all retail products. He also monitored all bank branches and also specialized in fund management with RBI & SBI for return optimization. He is also excelled in monitoring risk management by continuous analysis and regular assessments of large corporate accounts as per credit rating. He also assisted in creating customized products as per requirements. Mr. S.P.Goel has achieved the best business performance awards for 3 years 2003 in Indore MP, 2006 Raipur Chhattisgarh and 2009 in Pune, Maharashtra. Along with all above, he has been positioned with different esteemed positions including Vice-Chairman (Finance & Treasury) for Maharaja Agrasen Institute of Technology Delhi, Trustee & Fund manager with Maharaja Agrasen Hospital and trustee with Balaji Nirogdham (Delhi) and other Charitable organisations in Ayodhya & Salasar.
Directorship held in other Companies (excluding foreign Companies, Private Companies and Section 8 Companies)	1 (Delphi World Money Limited)

Chairmanship/ Membership of Committees in other Companies (only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered)	Member in Audit Committee of Delphi World Money Limited
Relationship with other directors, manager and other key managerial personnel of the Company	No, not related to any existing / New Director
No. of shares held	NIL
Number of meetings attended during the year	NA
Terms & conditions of appointment/ re-appointment	The details have been provided in the Resolution forming part of this Addendum
Remuneration sought to be paid, and remuneration last drawn	Sitting fees