LOOKS HEALTH SERVICES LIMITED
CIN: L93030GJ2011PLC184357

To,
The Manager,
Listing Compliance Department,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400001.

Date: 27/11/2026

Sub: Notice of Extra-Ordinary General Meeting of the Company.

Scrip Symbol: LOOKS **Scrip Code: 534422**

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Extra-Ordinary General Meeting ("EGM") of the Members of Looks Health Services Limited ("Company") will be held on Saturday, 19th December, 2026 at 02:00 P.M. at the Registered Office of the Company situated at Office No. 402 and 403, Signature-1, Near Divya Bhaskar, Sarkhej Gandhinagar Highway, Makarba, Ahmedabad, Gujarat, India – 380051, to transact the businesses as set out in the Notice convening the EGM.

The Notice convening the EGM, setting out the businesses to be transacted at the said meeting, is enclosed herewith for your information and records.

You are requested to kindly take the above information and the enclosed Notice of EGM on record.

For, LOOKS HEALTH SERVICES LIMITED

Monika Joshi

Digitally signed by Monika Joshi
Date: 2026.11.27 19:28:23 +05'30'

MONIKA JOSHI
MANAGING DIRECTOR
DIN: 10652494

Date: November 27, 2026
Place: Ahmedabad

LOOKS HEALTH SERVICES LIMITED

CIN: L93030GJ2011PLC184357

Registered Office: Office No. 402 and 403, Signature-1, Nr. Divya Bhaskar, Sarkhej Gandhinagar Highway, Makarba, Ahmedabad, Gujarat, India, 380051

Tel No. 7032103751; Email: lookshealthserv@gmail.com; Website: www.looksclinic.in

NOTICE

NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF LOOKS HEALTH SERVICES LIMITED "THE COMPANY" WILL BE HELD ON SATURDAY, 19TH DECEMBER, 2026 AT 02:00 PM (IST) AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT OFFICE NO. 402 AND 403, SIGNATURE-1, NR. DIVYA BHASKAR, SARKHEJ GANDHINAGAR HIGHWAY, MAKARBA, AHMEDABAD, GUJARAT, INDIA, 380051, GUJARAT, INDIA TO CONSIDER AND TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION 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 subject to Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other approval(s) from the concerned Statutory Authority(ies), the consent of the members of the Company be and is hereby accorded to increase and alter the authorized share capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crore Only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of face value of Rs. 10/- (Rupees Ten) each to Rs. 22,00,00,000 (Rupees Twenty-Two Crore Only) divided into 2,20,00,000 (Two Crore twenty lakh only) Equity Shares of face value of Rs. 10/- (Rupees Ten) each and thereby to alter the authorized share capital clause of the Memorandum of Association and that all the shares shall rank pari passu to the existing Equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company shall be altered by deleting the same and substituting in its place and instead thereof, the following as a new Clause V:

V. "The Authorized share capital of the Company is Rs. 22,00,00,000 (Rupees Twenty-Two Crore Only) divided into 2,20,00,000 (Two Crore twenty lakh only) Equity Shares of face value of Rs. 10/- (Rupees Ten) each. "

RESLOVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors of the Company ("the Board") (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental or desirable, and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the powers herein vested in the Board to any Director(s) or any other Key Managerial Personnel or the Officer(s) of the Company as may be required in order to give effect to the aforesaid Resolution."

2. TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 14, 62, and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and subject to the provisions of the Memorandum and Articles of Association of the Company, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") and other applicable SEBI regulations, and subject to the approval of the members of the Company and such other approvals, permissions and sanctions

as may be necessary from appropriate authorities, the consent of the Board be and is hereby accorded to alter the Articles of Association of the Company by inserting the following provision in Clause III of the Articles of Association of the Company:

"Notwithstanding anything contained in these Articles, the Company shall be entitled to issue, offer and allot Convertible warrants or Convertible Securities (including but not limited to fully or partly convertible debentures or any other instruments convertible into equity shares), whether by way of preferential allotment, rights issue, private placement or otherwise, in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of law as may be applicable from time to time. Such convertible instruments may be issued on such terms and conditions, including but not limited to the tenure of conversion, conversion price or pricing formula, payment terms, entitlement ratio, exercise period, etc., as may be determined by the Board of Directors or any committee thereof, in accordance with the applicable laws."

RESOLVED FURTHER THAT the Board or, Company Secretary of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents, filing with Ministry of Corporate Affairs/ Registrar of Companies, Stock Exchanges, Depositories or any other agency as may be necessary and incidental to give effect to the aforesaid Resolution."

3. TO ISSUE UPTO 82,30,449 EQUITY SHARES ON PREFERENTIAL ISSUE BASIS FOR CONSIDERATION AT CASH:

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (the 'Act') or any other applicable law, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'SEBI Listing Regulations'), the listing agreement entered into by the Company with BSE Limited ('Stock Exchange') on which the Equity Shares having face value of Rs. 10/- each of the Company ('Equity Shares') are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ('SEBI') and/ or any other competent authorities, whether in India or abroad (hereinafter referred to as 'Applicable Regulatory 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, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to mean and include one or more Committee(s)constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) may agree, the consent of the members of the Company be and is hereby accorded to the Board of Directors to create, issue, offer and allot upto 82,30,449 (Eighty-Two Lakh Thirty Thousand Four Hundred Forty-Nine) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), to non-promoters for cash at an issue price of Rs. 12.15/- (Rupees Twelve and Fifteen Paise Only) per Equity Share, including a securities premium of Rs. 2.15/- (Rupees Two and Fifteen Paise Only) per Equity Share to the following persons for a total consideration of upto Rs. 99,999,955.35/- (Rupees Nine Crore Ninety-Nine Lakh Ninety-Nine Thousand Nine Hundred Fifty-Five and Thirty-Five Paisa Only), on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category
1	Sonali Joshi	864,197	Non-Promoter
2	Nainesh Pandya	823,045	Non-Promoter
3	Rishit P Goyal	1,975,308	Non-Promoter
4	Yesha Nainesh Pandya	823,045	Non-Promoter
5	Sandip Joshi	864,197	Non-Promoter

6	Pinky Samanta	1,646,090	Non-Promoter
7	Bhanuben Merubhai Padheriya	1,234,567	Non-Promoter
	Total	**82,30,449**	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the minimum issue price for the Preferential Allotment of the Equity Shares is Thursday, 19th November, 2026, being the date 30 days prior to the date of this Extraordinary General Meeting which is scheduled on Saturday, 19th December, 2026 and the minimum issue price has been determined accordingly in terms of the applicable provisions of the ICDR Regulations.

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares to Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws and regulations;

a) The full consideration in respect of Equity Shares shall be paid by the Proposed Allottees on or prior to the date of allotment of Equity Shares and the consideration must be paid from respective Proposed Allottees' bank account.

b) The Equity Shares proposed to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company bearing ISIN: INE204N01013 in all respects (including voting powers and the right to receive dividend) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

c) The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchange subject to receipt of necessary permissions and approvals.

d) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

e) The Subscription Shares to be allotted to the Proposed allottees shall be listed on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

f) The pre-preferential shareholding, if any, of the Proposed Investors shall be under lock-in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

g) The equity shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;

h) The preferential issue shall not result in a change in control of the Company. However, the proposed preferential issue envisages the allotment of more than 5% (Five Percent) of the post-issue fully diluted share capital of the Company to the Proposed Allottees. The valuation of the Equity Shares has been determined in accordance with the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, based on the Valuation Report dated 27th November, 2026 issued by Hiten Prajapati, Director of M/s. Maitri Valuation Pvt. Ltd, Registered Valuer, having Registration No.IBBI/RV-E/11/2023/184.

RESOLVED FURTHER THAT as required under the provisions of Regulation 163(2) of SEBI ICDR Regulations, a certificate dated 27th November, 2026 issued by Mr. Himanshu Surendrakumar Gupta, Practicing Company Secretary, Certifying, inter alia, that the Preferential Issue is being made in accordance with the Chapter V of the SEBI ICDR Regulations is noted and taken on record.

RESOLVED FURTHER THAT subject to the receipt of requisite approvals as may be required under applicable law, consent of the members of the Company is hereby accorded to record the name and details of the Proposed Investors in Form PAS-5 and the Board of Directors of the Company be and is hereby authorized to make an offer to the Proposed Investors through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Act and SEBI ICDR

Regulations containing the terms and conditions of the Investors Preferential Issue ("Offer Document") after passing of this resolution and upon receiving the applicable regulatory approvals and within the timelines prescribed under the applicable laws.

RESOLVED FURTHER THAT subject to any applicable statutory approval(s) or permission(s), if required, the aforesaid approval accorded by the members of the Company, shall not become infructuous in its entirety for the mere reason that if any of the above Proposed Allottee(s) is/are held either ineligible or disqualified or otherwise failed to comply with any of the statutory requirement including the terms of this approval by members; and the Board/Committee(s) of the Board may, in the best interest of the Company, give effect to this resolution after eliminating the name(s) of such Proposed Allottee(s).

RESOLVED FURTHER THAT, the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT, for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

4. TO ISSUE 8,23,04,528 FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL ISSUE BASIS:

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

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in terms of the provisions of the Foreign Exchange Management Act, 1999, as amended or restated ("FEMA"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011 (the "SEBI Takeover Regulations") each as amended from time to time, the listing agreements entered into by the Company with BSE Limited (the "Stock Exchange") where the securities of the Company are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("MCA"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI") and/or any other competent authorities (hereinafter referred to as "Applicable Regulatory 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 such approvals, consents, permissions and sanctions as may be necessary or required from the lenders or any other authority, if any and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, if any, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any

committee(s) constituted / to be constituted by the Board or committee constituted/ to be constituted of management to exercise its powers including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, upto 8,23,04,528 (Eight Crore Twenty-Three Lakh Four Thousand Five Hundred Twenty-Eight) Warrants fully convertible warrants ("warrants") in dematerialized form, each convertible into, or exchangeable, at an option of Proposed Allottees, within a maximum period of 18 months from the date of allotment of warrants into equivalent number of fully paid up equity share of the Company of face value of Rs.10/- (Rupee Ten Only) each at a price of Rs. 12.15/- (Rupees Twelve and Fifteen Paise Only) each payable in cash ("Warrant Issue Price"), aggregating up to Rs. 1,000,000,015 /- (Rupees One Hundred Crore and Fifteen Only), to the below mentioned proposed allottees ("Proposed Allottees"), on preferential issue basis in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws to the following persons:

Sr. No.	Name of Investor	Maximum No. of Convertible Warrants proposed to be allotted	Category
1	Emerging Market Opportunities Limited	20,576,132.00	Non- Promoter
2	Blue Feather Investment Limited	20,576,132.00	Non- Promoter
3	Ghaith Investment Limited	20,576,132.00	Non- Promoter
4	Electronic Device Limited	20,576,132.00	Non- Promoter
	Total	**82,304,528.00**	

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue of the warrants is Thursday, 19th November, 2026, being the date 30 days prior to the date on which the meeting of shareholders i.e. Extra Ordinary General Meeting is held to consider the special resolution of the preferential issue.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the warrants and equity shares to be allotted on exercise of the option attached to the warrants under the preferential issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

a) The warrants shall be allotted in dematerialized form within a period of fifteen days from the date of passing of the special resolution by the Members, provided that where the allotment of warrants is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of fifteen days from the date of receipt of last of such approvals or permissions.

b) The equity shares to be allotted on exercise of warrants shall be in dematerialized form only and subject to the provisions of the Memorandum and Article of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing equity shares of the Company.

c) An amount equivalent to at least 25% of the warrant issue price per warrant shall be payable upfront along with the application and the balance 75% shall be payable by the Proposed Allottees on the exercise of option of conversion of the warrant(s). The amount paid against warrants shall be adjusted/ set-off against the issue price for the resultant equity shares.

d) The issue of warrants as well as equity shares arising from the conversion of the warrants shall be governed by the regulations issued by the SEBI or any other statutory authority as the case may be or any modifications thereof.

e) The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company and warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of option attached to such warrants shall be subject to lock-in as specified in the provisions of Chapter V of the ICDR Regulations.

f) The price determined above and the number of equity shares to be allotted on exercise of the option attached to the warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

g) The equity shares allotted pursuant to conversion of such warrants shall be subject to a lock-in as stipulated under chapter V of the SEBI ICDR Regulations from time to time.

h) The option attached to the warrants may be exercised by the proposed allottees, in one or more tranches, at any time on or before the expiry of eighteen months from the date of allotment of the warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the balance of the warrant issue price in cash. The company shall accordingly, without any further approval from the members, allot the corresponding number of equity shares in dematerialized form.

i) In the event, the proposed allottee does not exercise the conversion option within eighteen months from the date of allotment of the warrants, the warrants shall lapse, and the consideration paid in respect of such warrants shall stand forfeited by the Company, in terms of applicable SEBI ICDR Regulations.

j) The warrants so allotted under this resolution shall not be sold, hypothecated, or encumbered in any manner during the period of lock-in as provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

k) The warrants by itself until converted into equity shares, does not give any voting rights in the Company to the proposed allottees. However, the warrant holders shall be entitled to any corporate action such as issuance of bonus shares, right issue, split or consolidation of shares etc. announced by the Company between the date of warrants allotment and their conversion into equity shares.

l) In the event that the Company completes any form of capital restructuring prior to the conversion of the warrants, then, the number of equity shares that each warrant converts into and the price payable for such equity shares, shall be adjusted accordingly in a manner that, to the extent permitted by applicable laws, proposed allottees:

(a) receives such number of equity shares that proposed allottees would have been titled to receive; and
(b) pays such consideration for such equity shares to the Company which Proposed Allottees would have been required to pay, had the warrants been exercised immediately prior to the completion of such capital restructuring.

m) The equity shares arising from the exercise of the warrants will be listed on the stock exchanges subject to the receipt of necessary regulatory permissions and approvals as the case may be.

n) The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company except mentioned herein above.

RESOLVED FURTHER THAT the monies received by the Company from the proposed allottee, for subscription of the warrants and exercise of option of conversion of the warrants into equity shares pursuant to the preferential issue shall be kept by the Company in a separate bank account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the SEBI Regulations and the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members and that the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or the Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements,

documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and equity shares upon conversion and listing of equity shares with the stock exchanges as appropriate and utilization of proceeds of the issue, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

5. TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES THROUGH QIP AND/OR FCCB AND/OR SWAP OF SHARES AND/OR ANY OTHER PERMISSIBLE MODES

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42, 55, 62 (1)(c), 71, 179 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the relevant rules made thereunder, including, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (each including any amendment(s), statutory modification(s) or re-enactment thereof), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company; the Foreign Exchange Management Act, 1999 and the relevant Rules and Regulations made thereunder; the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"); the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"); the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended (the "FCCB Scheme"), Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, as amended, the Master Direction – External Commercial Borrowings, Trade Credits and Structured Obligations dated March 26, 2019, (as amended from time to time), issued by Reserve Bank of India ("RBI"), (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force); the extant consolidated Foreign Direct Investment Policy (effective October 15, 2020), as amended and replaced from time to time ("FDI Policy") and the Foreign Exchange Management (Non- Debt Instruments) Rules, 2019, as amended, ("FEMA NDI Rules") and such other applicable laws, statutes, rules, regulations, guidelines, notifications, circulars and clarifications issued/ to be issued thereon by the Government of India ("GOI"), Ministry of Finance (Department of Economic Affairs) ("MoF"), Department for Promotion of Industry and Internal Trade, Ministry of Corporate Affairs ("MCA"), RBI, the Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited, Calcutta Stock Exchange Ltd (together the "Stock Exchanges") and/or any other regulatory/ statutory authorities under any other applicable law, from time to time (hereinafter singly or collectively referred to as the "Appropriate Authorities") to the extent applicable and subject to the term(s), condition(s), modification(s), consent(s), sanction(s) and approval(s) of any of the Appropriate Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such terms, conditions, modifications, approvals, consents and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), approval of the Members be and is hereby accorded to the Board and the Board be and is hereby authorized to raise funds by way of issuance of equity shares, preference shares or other eligible securities through permissible modes, including but not limited to a private placement, preferential issue, qualified institutions placement and/or by way of issuance and allotment in one or more tranches of private or public offerings (including on preferential allotment basis) in international markets, through prospectus/ offer letter/ offering circular/ offering memorandum or other permissible/requisite offer documents, Foreign Currency Convertible Bonds (FCCBs) (in one or more tranches) and/or any other similar securities which are convertible or exchangeable into equity shares and/or preference shares and/or Global Depositary Receipts (GDRs) and/or American Depositary Receipts (ADRs) and/or any other financial instrument(s)/ securities convertible into and/or linked to equity shares of the Company ("Securities") including swap option or any other methods or combinations thereof, listed or unlisted, at the option of the Company and/ or the security

holders, denominated and subscribed to in foreign currency by eligible persons as determined by the Board in its discretion, whether unsecured or secured by creation of charge/encumbrance on the assets of the Company, in such manner and on such terms and condition(s) or such modification(s) thereto as the Board may determine in consultation with the Lead Manager(s) and/or Underwriters and/or Arrangers and/or other advisors, subject to applicable laws; provided that the aggregate amount to be raised by issuance of such Securities shall not exceed USD 25 Million (US Dollar 25 Million) or its equivalent thereof in Indian Rupees or in any other foreign currency(ies),in one or more tranches, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion;

RESOLVED FURTHER THAT in the event of issuance of FCCBs, pursuant to the provisions of the FCCB Scheme, as amended and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or any committee duly authorized by the Board decides to open the proposed issue of such Securities and the pricing shall be determined by the Board or any Committee duly authorised by the Board, in accordance with the provision of the FCCB Scheme;

RESOLVED FURTHER THAT the Board or any committee duly authorized by the Board, be and is hereby authorised to offer, issue and allot the Securities or any or all of them, subject to such terms and conditions, as the Board or any committee duly authorized by the Board, may deem fit and proper in its absolute discretion, including terms for issue of additional Securities and for disposal of Securities which are not subscribed to by issuing them to banks/ financial institutions/ mutual funds or otherwise;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any committee duly authorized by the Board, be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and take all such steps as may be necessary including without limitation, the determination of the terms and conditions of the issue including timing of the issue(s), the class of investors to whom the Securities are to be issued, number of Securities, number of issues, tranches, issue price, interest rate, listing, premium/ discount, redemption, allotment of Securities and to sign and execute all deeds, documents, undertakings, agreements, papers and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, debenture subscription agreement, debenture trust deed, placement document, placement agreement and any other documents as may be required, and to settle all questions, difficulties or doubts that may arise at any stage from time to time;

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution: a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and b) the Securities to be created, offered, issued and allotted in terms of this resolution, shall rank pari passu in all respects with the existing securities of the Company in all respects, if any;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, as described above, the Board or any committee duly authorized by the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered, face value of securities, issue price, rate of interest, discount, conversion ratio and proportion thereof, security for creation of charge, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalize, approve and issue any document(s), including but not limited to prospectus and/or letter of offer, offering circular, offering memorandum and/or circular, documents and agreements including filing of such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the

Company or to any other person duly authorized by the Board to do all such acts, deeds, matters and things, to execute such documents, writings etc. as may be necessary and to take all such steps as may be necessary, proper or expedient to give effect to this resolution and matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT the Board be and is hereby authorised to seek any approval that is required in relation to the creation, issuance, allotment and listing of the Securities, from any statutory or regulatory authority or the stock exchanges. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Securities are hereby approved and ratified by the members."

6. TO CONSIDER AND APPROVE THE ENHANCEMENT OF BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 AND CREATION OF CHARGE/ PROVIDING OF SECURITY.

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

RESOLVED THAT in supersession of the resolutions passed earlier in this regard and pursuant to the approval and recommendation of Audit Committee and Approval of the Board and as per provisions of Section 179, Section 180(1)(c) of Companies Act, 2013 and rules & regulations made thereunder, if any (including any statutory modification or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded, to borrow and raise such sums of money from bank and/or other non-banking financial lenders and/or any corporates and/or other financial institutions and lenders (as permitted under applicable laws) in the form of term loans (short term/ long term), cash credit, overdraft facility, working capital demand loan etc., External Commercial Borrowings in Indian Rupees or equivalent thereof in any foreign currency (ies), Rupee Denominated Bonds issued outside India/ overseas or otherwise or in any foreign currency (ies) as permitted by the applicable laws, by issue of Commercial Paper and by issue of Non-Convertible debentures in one or more tranches/ series, from time to time, on such terms and conditions and with or without security, including commercial terms as may be determined by the Board of Directors on the basis of the prevailing market conditions, and as may be required for the purposes of the business of the Company, in excess of the aggregate of the paid-up capital of the Company, free reserves of the Company, that is to say, reserves not set apart for any specific purpose and the securities premium, at a maximum limit of not exceeding Rs. 5,00,00,00,000 (Rupees Five Hundred crores only), subject to the proviso that such borrowings, together with monies already borrowed, shall not at any one time exceed Rs. Rs. 5,00,00,00,000 (Rupees Five Hundred crores only) excluding all temporary loans obtained by the Company from its bankers in the ordinary course of its business.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to create/modify any mortgage, pledge, hypothecation or other charge or encumbrances, from time to time, over the whole or substantially whole of the Company's undertaking including all present and future immovable and movable properties and assets of the Company whosesoever situated, in favour of the banks, financial institutions, and other persons, whether in India or overseas, for securing loans, credits, guarantees or other facilities provided or to be provided by them to the Company and/or to secure debentures issued/ to be issued by the Company and/or to secure offshore bonds (whether rupee denominated or otherwise) issued / to be issued by the Company whether in India or outside India, which borrowings and facilities and debentures and offshore bonds together with the existing ones shall not exceed an aggregate limit 5,00,00,00,000 (Rupees Five Hundred crores only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all the requisite, incidental, consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required for giving effect to this resolution".

7. TO GIVE LOANS, GUARANTEE OR PROVIDE SECURITY UNDER SECTION 186 OF COMPANIES ACT, 2013:

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

"RESOLVED THAT pursuant to recommendation of the audit committee and approval of Board and as per the provisions of Section 186 of the Companies Act, 2013 (the "Act") and any other applicable provisions of the "Act" read with applicable rules framed thereunder (including any statutory amendment, modification or reenactment thereof, for the time in force)and/or other applicable laws and enabling provisions of

Articles of Association of the Company, the consent of the members be and is hereby accorded to empower the Board of Directors of the Company (hereinafter referred to as the ("Board"), which term shall be deemed to include, unless the context otherwise requires, any Committee, including the Audit Committee, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, provided that the aggregate of the loans &investments and guarantees given or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, in one or more tranches, from time to time, in future, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of Rs. 5,00,00,00,000 (Rupees Five Hundred Crore) or the permissible limit, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company."

8. INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS AND NON-RESIDENT INDIANS/ OVERSEAS CITIZENS OF INDIA.

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

"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended ("FEMA"), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, which came into force with effect from October 17, 2019, and the Consolidated FDI Policy Circular of 2017, as amended, the Companies Act, 2013, as amended, and the rules and regulations made thereunder (collectively referred to as the "Companies Act") and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India ("RBI"), the Ministry of Finance, the Ministry of Corporate Affairs, Government of India and other concerned authorities and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company ("Board"), the aggregate limit of investment by the Non-resident Indians ("NRI") and Overseas Citizens of India ("OCI"), together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, is increased from 10% to 24% of the total paid-up equity share capital of the Company or such other limit as may be stipulated by RBI, from time to time and the aggregate limit of investment by the Foreign Portfolio Investors ("FPI") together, in the equity shares of the Company in accordance with the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 is increased from 24% to Sectoral cap Percentage of the total paid-up equity share capital of the Company, as may be applicable.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, things and deeds on behalf of the Company and make such filings / application with the regulatory authorities, including RBI, to effectively implement this resolution."

Registered Office:
Office No. 402 and 403, Signature-1, ,
Nr. Divya Bhaskar, Sarkhej Gandhinagar
Highway, Makarba, Ahmedabad, Gujarat, India, 380051,

By order of the Board,
For, LOOKS HEALTH SERVICES LIMITED

Monika Joshi Digitally signed by Monika Joshi Date: 2026.11.27 19:29:14 +05'30'

Monika Joshi
Managing Director
DIN: 10652494

Date: 27/11/2026
Place: Ahmedabad

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy so appointed need not be a member of the company.

2. Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution / authority as applicable, issued on behalf of the nominating organization.

3. Member/proxies should bring duly-filed Attendance Slips sent herewith to attend the meeting.

4. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

5. A proxy shall not have a right to speak at the EGM and shall not be entitled to vote except on poll.

6. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Extra-Ordinary General Meeting. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slip at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.

7. Members are requested to notify the changes in their Address, Bank Details, e-mail etc. if any, to the Company, Registrar and Transfer Agents. Shareholders should quote their folio numbers/DP ID in all their correspondence with the Company and the Registrar and Transfer agents.

8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. Members who hold the shares in electronic form, are requested to intimate details regarding change of address, etc. to the Depository Participants, where they have their Demat accounts.

10. The Notice of the EGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Skyline Financial Services Pvt. Ltd /Depositories.

11. Members, who hold shares in electronic form, are requested to bring their Client Id and DP Id for easy Identification.

12. In case members wish to ask any information about accounts or operations of the Company, they are requested to send their queries in writing at least 10 days before the date of the meeting, so that the information can be made available at the time of the meeting.

13. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, and in terms of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Including any Statutory Modification or re-enactment thereof for the time being in force), the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.

14. Members will not be distributed any kind of Gift, Complement or any kinds of such nature at venue of the Extra- Ordinary General Meeting.

15. Route Map showing directions to reach to the venue of the EGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting."

16. Relevant documents referred to in the Notice, statutory register and the Statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company during normal business hours (10:00 am to 5:00 pm) on all working days except Saturdays up to the date of the Extra- Ordinary General Meeting.

17. In line with the various Ministry of Corporate Affairs (MCA) Circulars and SEBI Circulars, the Notice of EGM, along with other documents is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice of the Extra- Ordinary General Meeting is uploaded on the Company's website and may be accessed by the members at www.looksclinic.in.

18. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.

19. Members are requested to register their email IDs with the demat accounts and encourage paper free communications. The Company would send its documents and other communications to the members on their registered email IDs. The shareholders may register their email IDs with their Brokers or with Company's Registrar and Share Transfer Agent,

    Skyline Financial Services Pvt. Ltd,
    4A9 Gundecha Onclave, Khairani Road,
    Sakinaka, Mumbai, Maharashtra, 400072
    Investor Grievance Email: admin@skylinerta.com.

20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agent,

    Skyline Financial Services Pvt. Ltd,
    4A9 Gundecha Onclave, Khairani Road,
    Sakinaka, Mumbai, Maharashtra, 400072
    Investor Grievance Email: admin@skylinerta.com

21. Electronic copy of the Notice of the Extra-Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

22. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number/Client ID or DP ID numbers, as applicable, including any change of address, e-mail if any, to the Registrar and Transfer Agent of the Company viz.:

    Skyline Financial Services Pvt. Ltd,
    4A9 Gundecha Onclave, Khairani Road,
    Sakinaka, Mumbai, Maharashtra, 400072
    Investor Grievance Email: admin@skylinerta.com

    The facility for voting through poll paper shall be made available at the venue of the meeting and members attending the meeting shall be able to exercise their right at the meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

    The Company has appointed M/s. Himanshu S K Gupta & Associates, Practicing Company Secretary, Ahmedabad, as the Scrutinizer, to scrutinize the entire voting process in a fair and transparent manner.

    The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (**cut-off date**) i.e., **Saturday, December 12, 2026**, may cast their vote. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, December 12, 2026

23. **Voting through electronic means:**

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing to the members facility of voting by electronic means in respect of businesses to be transacted at the Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the Meeting). The Company also proposes to provide the option of voting by means of poll paper at the venue of Meeting in addition to the remote electronic voting mentioned above. The Company has engaged the services of National Securities Depository Limited (NSDL) for facilitating voting by electronic means.

The facility for voting through poll paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of Members shall be in the proportion of their shareholding in the Company as on Cut-off Date.

The Company has appointed **M/s. Himanshu S K Gupta & Associates, Practicing Company Secretary, Ahmedabad**, as the Scrutinizer, to scrutinize the entire voting process including remote e-Voting in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Wednesday, December 16, 2026 at 09:00 a.m. and ends on Friday, December 18, 2026 at 05:00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Saturday, December 12, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, December 12, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

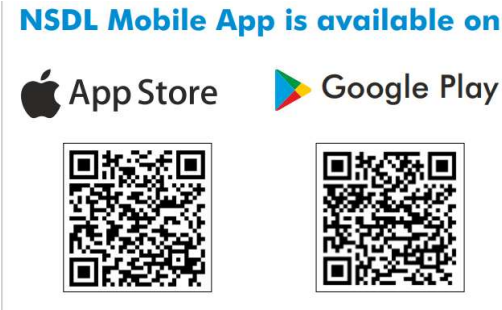
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name **or e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

	2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the

	e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. **Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.**

2. **Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.**

3. **A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.**
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. **Your User ID details are given below:**

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. **Password details for shareholders other than Individual shareholders are given below:**

   a) **If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.**

   b) **If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.**

   c) **How to retrieve your 'initial password'?**
      (i) **If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.**
      (ii) **If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.**

6. **If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:**
   a) **Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.**
   b) **Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.**
   c) **If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.**
   d) **Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.**

7. **After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.**

8. **Now, you will have to click on "Login" button.**
9. **After you click on the "Login" button, Home page of e-Voting will open.**

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to himanshuskgupta@live.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to lookshealthserv@gmail.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digits DPID + CLID or 16 digits beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to lookshealthserv@gmail.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat

account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

General Instructions:

a. The Scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.looksclinic.in within two (2) working days of passing of the resolutions at the EGM of the Company and communicated to the BSE Limited.

Explanatory Statement Pursuant to section 102 of the Companies Act, 2013 and Clause 1.2.5 of SS - 2 Secretarial Standard on General Meetings;

Item: 1) INCREASE IN AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The Present Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 equity shares of Rs. 10/- (Rupees Ten each).

As stated in subsequent business item / resolution at item no. 3, as part of the Preferential Issue the Company is proposing to issue further equity shares to the Proposed Investors. Accordingly, it is proposed to increase the authorised share capital of the Company from Rs. 12,00,00,000/- (Rupees Twelve Crores Only) divided into 1,20,00,000 equity shares of Rs. 10/- (Rupees Ten each) to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores only) divided into 2,20,00,000 equity shares of Rs. 10/- (Rupees Ten each) by creation of additional 1,00,00,000 (One Crore) equity shares of INR 10/- (Rupees Ten Only) each in the existing authorised equity share capital of the Company.

The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require members' approvals in terms of provisions of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

Accordingly, resolution 1 of this Notice is proposed to seek Members' approvals for increase in authorized share capital and consequential alteration to Memorandum of Association of the Company.

The Board of Directors recommends passing of the Resolution at Item No. 1 as an Ordinary Resolution.

None of the Promoters, Directors, Key Managerial Personnel and/or their relatives are financially or otherwise concerned with or interested in the resolution at Item No. 1 of the notice except to the extent of their shareholding in the company, if any.

ITEM NO. 2) TO ALTER THE ARTICLES OF ASSOCIATION OF THE COMPANY

The existing Articles of Association of the Company do not specifically provide for the issuance of convertible warrants or convertible securities (including but not limited to fully or partly convertible debentures or any other instruments convertible into equity shares).

In terms of the provisions of the Companies Act, 2013, the Company is required to have enabling provisions in its Articles of Association to undertake a preferential issue of convertible securities. Therefore, in order to enable the Company to issue such convertible instruments, it is proposed to insert the proposed enabling provision in Clause III of the Articles of Association.

The proposed article will authorize the Company to issue, offer and allot convertible warrants or convertible securities, whether by way of preferential allotment, rights issue, private placement or otherwise, in compliance with the applicable provisions of the Companies Act, 2013 and relevant SEBI Regulations.

The proposed alteration is in line with the requirements under Section 14 of the Companies Act, 2013, which mandates that any amendment in the Articles of Association of the Company requires approval of the shareholders by way of a Special Resolution.

The Board of Directors recommends the resolution set forth in item No. 2 as a special resolution for approval of the members of the Company.

None of the Promoters, Directors, Key Managerial Personnel and/or their relatives are financially or otherwise concerned with or interested in the resolution at Item No. 2 of the notice except to the extent of their shareholding in the company, if any.

Item: 3) and 4) TO ISSUE UPTO 82,30,449 EQUITY SHARES ON PREFERENTIAL ISSUE BASIS FOR CONSIDERATION AT CASH AND TO ISSUE 8,23,04,528 FULLY CONVERTIBLE WARRANTS ON A PREFERENTIAL ISSUE BASIS:

The Board of Directors of the Company ("Board") at its meeting held on Friday, 27th November, 2026, subject to the approval of the members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, have decided and approved:

1) The proposal for raising of funds by way of issuance of upto 82,30,449 (Eighty-Two Lakh Thirty Thousand Four Hundred Forty-Nine) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), to non-promoters for cash at an issue price of Rs. 12.15/- (Rupees Twelve and Fifteen Paise Only) per Equity Share, including a securities premium of Rs. 2.15/- (Rupees Two and Fifteen Paise Only) per Equity Share to the following persons for a total consideration of upto Rs 9,99,99,955.35/- (Rupees Nine Crore Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred Fifty Five and Paise Thirty Five Only); to Specified Investors on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

2) Upto 8,23,04,528 (Eight Crore Twenty-Three Lakh Four Thousand Five Hundred Twenty-Eight) fully convertible warrants ("Warrants"), each convertible into, or exchangeable into equivalent number of fully paid up equity shares of the Company of face value of Rs. 10/- (Rupees Ten Only) each at a price of Rs. Rs. 12.15/- (Rupees Twelve and Fifteen Paise Only) each payable in cash ("Warrant Issue Price") which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months, aggregating upto a consideration not exceeding an amount of Rs. Rs. 1,00,00,00,015/- (Rupees One Hundred Crore and Fifteen Only) to Non-Promoter on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations").

   Pursuant to the above transactions, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified Investors (collectively called the "Investors").

   It may be noted that;

   1. All existing equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
   2. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
   3. The Company has obtained the Permanent Account Numbers of the proposed allottees.
   4. The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Explanatory Statement sets out all the material facts in respect of aforementioned business. As required under Section 42 and 62 of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, necessary information and details in respect of the proposed Preferential Issue of Equity Shares are as under:

(1) Particulars of the Preferential Issue and fully convertible warrants including date of passing of Board Resolution:

The Board of Directors at its meeting held on Friday, 27th November, 2026 has passed the resolution, subject to the approval of the members and such other approvals as may be required,

a) To issue upto 82,30,449 (Eighty-Two Lakh Thirty Thousand Four Hundred Forty-Nine) Equity Shares of face value of Rs. 10/- (Rupees Ten only) each in dematerialized form, on Preferential basis ('Preferential Issue'), to non-promoters for cash at a price of Rs. 12.15 (Rupees Twelve and Fifteen Paisa Only) per Equity Share for a total consideration of up to Rs. Rs. 9,99,99,955.35/- (Rupees Nine Crore Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred Fifty-Five and Paise Thirty-Five Only);
b) To issue upto 8,23,04,528 (Eight Crore Twenty-Three Lakh Four Thousand Five Hundred Twenty-Eight) fully convertible warrants ("Warrants") each convertible into, or exchangeable into equivalent number of fully paid-up equity shares of the Company of face value of Rs. 10/- (Rupees Ten only) each at a price of Rs. 12.15 (Rupees Twelve and Fifteen Paisa Only) each payable in cash ("Warrant Issue Price") each payable in cash ("Warrant Issue Price") which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months, aggregating upto a consideration of Rs. 1,00,00,00,015/- (Rupees One Hundred Crore and Fifteen Only) to Non-Promoter on preferential issue.

(2) Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

a) Upto 82,30,449 (Eighty-Two Lakh Thirty Thousand Four Hundred Forty-Nine) Equity Shares of face value of Rs. 10/- (Rupees Ten only each in dematerialized form, on Preferential basis ('Preferential Issue'), at an issue price of Rs. 12.15 (Rupees Twelve and Fifteen Paisa Only) per Equity Share payable in cash, being not less than the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, aggregating to not exceeding Rs. 9,99,99,955.35/- (Rupees Nine Crore Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred Fifty-Five and Paise Thirty-Five Only)

b) upto 8,23,04,528 (Eight Crore Twenty-Three Lakh Four Thousand Five Hundred Twenty-Eight) Fully Convertible Warrants having face value of ₹10/- each at an issue price of Rs. 12.15 (Rupees Twelve and Fifteen Paisa Only) per warrant, determined as on the Relevant Date in accordance with the provisions of the ICDR Regulations and applicable laws, aggregating but not exceeding Rs. 1,00,00,00,015/- (Rupees One Hundred Crore and Fifteen Only), which shall be convertible into equity shares of the Company in the ratio of 1:1 (i.e. 1 equity shares against 1 Fully Convertible Warrant issued by the company).

(3) *Objects of the Preferential Issue:

- **Object of the Preferential Issue of Equity Shares**

  The proceeds are intended to support the company's expansion into African healthcare and wellness businesses through Overseas Direct Investment (ODI).

  Specifically, the equity proceeds are proposed to be deployed for:
  - Development of a network of vegan naturopathy and Ayurvedic wellness resorts in Africa.
  - Funding overseas project entities/SPVs established for these wellness projects

  Major Utilization:

- Site acquisition or long-term lease
- Construction and refurbishment
- Architectural and project design
- Treatment and hospitality equipment

- Plant-based kitchens and utilities
- Clinical and wellness staff recruitment
- Training
- Booking and technology systems
- Pre-opening marketing
- Project working capital

➢ **Object of the Preferential Issue of Warrants**

The warrants form part of the same domestic capital-raising programme intended to finance the African healthcare and wellness strategy.

Major Utilization:

- Land/site acquisition
- Development and construction of resort facilities
- Wellness and hospitality infrastructure
- Equipment procurement
- Recruitment and training
- Technology and booking systems
- Marketing and branding
- Working capital for overseas wellness operations

Note: As on the date of this Notice, the specific objects and end-use of the proceeds proposed to be raised through the Preferential Issue have not yet been identified or finalised by the Company. The proposed utilisation of proceeds mentioned above is indicative in nature and shall be subject to identification and finalisation of specific projects, investment opportunities and requirements of the Company. The Company shall utilise the proceeds in accordance with the applicable provisions of law and make necessary disclosures, wherever required.

(4) Basis on which the price has been arrived at and justification for the price (including premium, if any);

The equity shares of the company are listed on BSE only and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares and it is higher of the following:

a. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 9.98/- per Equity Share

b. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 12.13/- per Equity Share

The articles of association of the Company do not provide for any method of determination for the valuation of shares which results in a floor price higher than the determined price pursuant to SEBI ICDR Regulations.

The proposed Preferential Issue is not expected to result in a change in control, however the proposed Preferential Issue envisages the allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to the Proposed Allottees. Therefore, the Company has obtained a valuation report dated 27th November, 2026 issued by Hiten Prajapati (IBBI Registration Number: IBBI/RV-E/11/2023/184) Director of Maitri Valuation Pvt. Ltd, in accordance with the Regulation 166A of the SEBI ICDR Regulations.

The Valuation Report shall be available for inspection by the members at the registered office of the Company and the same may also be accessed on the Company' s website at www.looksclinic.in.

Based on the above, the Board of Directors of the Company has determined the issue price of the securities at Rs. 12.15/- per security (Face Value of Rs. 10/- each and Securities Premium of Rs. 2.15/- each).

(5) The price or price band at/within which the allotment is proposed:

The Equity Shares and Fully Convertible Warrants are proposed to be issued at a price of Rs. 12.15/- (Rupees Twelve and Fiftteen Paisa Only) per Equity Share which consists of Rs.10/- (Rupee Ten Only) as face value and Rs. 2.15/- as a premium per Equity Share. Kindly refer to the above-mentioned point no. (4) for the basis of determination of the price.

(6) Relevant Date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the issue price for the preferential issue of equity shares and Fully Convertible Warrants is Thursday, 19th November, 2026, being the date thirty days prior to the date of Extra Ordinary General Meeting.

(7) The class or classes of persons to whom the allotment is proposed to be made;

The preferential Issue of Equity Shares for consideration at Cash is proposed to be made to investors under the class/ category as mentioned below:

Sr. No.	Name of the proposed Allottee	Maximum no. of Equity Shares proposed to be allotted	Category
1	Sonali Joshi	864,197	Non-Promoter
2	Nainesh Pandya	823,045	Non-Promoter
3	Rishit P Goyal	1,975,308	Non-Promoter
4	Yesha Nainesh Pandya	823,045	Non-Promoter
5	Sandip Joshi	864,197	Non-Promoter
6	Pinky Samanta	1,646,090	Non-Promoter
7	Bhanuben Merubhai Padheriya	1,234,567	Non-Promoter

The preferential Issue of Convertible Warrants for consideration at Cash is proposed to be made to investors under the class/ category as mentioned below:

Sr. No.	Name of Investor	Maximum No. of Convertible Warrants proposed to be allotted	Category
1	Emerging Market Opportunities Limited	2,05,76,132	Non- Promoter
2	Blue Feather Investment Limited	2,05,76,132	Non- Promoter
3	Ghaith Investment Limited	2,05,76,132	Non- Promoter
4	Electronic Device Limited	2,05,76,132	Non- Promoter

(8) Intent of the Promoters, Directors or Key Managerial personnel or Senior Management of the Company to subscribe to the Preferential Issue;

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the equity shares proposed to be issued under the preferential issue;

(9) Proposed time frame within which the Preferential Issue shall be completed;

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a maximum period of 15 days from the date of passing of this member resolution provided that where the allotment of the proposed equity shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(10) Principal terms of assets charged as securities;

Not applicable

(11) Shareholding pattern of the Company before and after the Preferential Issue;

Please refer Annexure - A to this notice for details.

(12) Name and address of valuer who performed valuation;

The equity shares of the company are listed on BSE only and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The floor price is determined as per the pricing formula prescribed under the SEBI ICDR Regulations for the preferential issue of Equity Shares.

The proposed Preferential Issue is not expected to result in a change in control, however the proposed Preferential Issue envisages the allotment of more than 5% (five per cent) of the post-issue fully diluted share capital of the Company to the Proposed Allottees. Therefore, the Company has obtained a valuation report dated 27th November, 2026 issued by issued by Hiten Prajapati, Director of M/s. Maitri Valuation Pvt. Ltd, Registered Valuer, having Registration No.IBBI/RV-E/11/2023/184, in accordance with the Regulation 166A of the SEBI ICDR Regulations.

(13) Amount which the Company intends to raise by way of such securities;

The Company intends to raise an amount of up to Rs. 1,099,999,970.35/- (Rupees One Hundred and Crore Ninety Nine Lakh Ninety Nine Thousand Nine Hundred Seventy and Thirty Five Paisa Only) by way of issuance of up to 82,30,449 (Eighty-Two Lakh Thirty Thousand Four Hundred Forty-Nine) Equity Shares and up to 8,23,04,528 (Eight Crore Twenty-Three Lakh Four Thousand Five Hundred Twenty-Eight) Fully Convertible Warrants, aggregating to Rs. 9,99,99,955.35/- and Rs. 1,00,00,00,015/- , respectively, on a preferential basis for consideration in cash.

(14) Material terms of the proposed Preferential Issue of the Equity Shares and Fully Convertible Warrants;

The material terms of the proposed preferential issue of the Equity Shares are stipulated in the special resolution as set out at Item No. 3 and 4 of this Notice.

(15) Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

- No preferential allotment has been made to any person during the year.

(16) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control if any in the issuer consequent to the preferential issues:

The Equity Shares and Fully Convertible Warrants are proposed to be allotted to non-promoter category. No change in control or management of the Company is contemplated consequent to the proposed preferential issue of Equity Shares. The pre and post issue holding of the proposed allottees of Equity Shares and Fully Convertible Warrants are as under:

Name of the Proposed Allottee	Category	Pre-Issue Shareholding	% of Total Equity Capital	No. of Equity Shares Proposed to be Allotted	No. of Fully Convertible Warrants Proposed to be Allotted	Post-Issue Shareholding	% of Total Equity Capital	Ultimate Beneficial Owners
Sonali Joshi	Non-Promoter	-	-	864,197	-	864,197	4.61%	self

Nainesh Pandya	Non-Promoter	-	-	823,045	-	823,045	4.39%	self
Rishit P Goyal	Non-Promoter	-	-	1,975,308	-	1,975,308	10.55%	self
Yesha Nainesh Pandya	Non-Promoter	-	-	823,045	-	823,045	4.39%	self
Sandip Joshi	Non-Promoter	-	-	864,197	-	864,197	4.61%	self
Pinky Samanta	Non-Promoter	-	-	1,646,090	-	1,646,090	8.79%	self
Bhanuben Merubhai Padheriya	Non-Promoter	-	-	1,234,567	-	1,234,567	6.59%	self
Emerging Market Opportunities Limited	Non-Promoter	31919	0.03	-	2,05,76,132	2,06,08,051	20.40%	Michael Rezaie
Blue Feather Investment Limited	Non-Promoter Body Corporate	-	-	-	2,05,76,132	2,05,76,132	20.37%	Alex Di Marco
Ghaith Investment Limited	Non-Promoter Body Corporate	-	-	-	2,05,76,132	2,05,76,132	20.37%	Dhaneshwaree Ansaram
Electronic Device Limited	Non-Promoter Body Corporate	-	-	-	2,05,76,132	2,05,76,132	20.37%	Hans Madhoo

(17) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects;

No contribution is being made by the Promoters or Directors of the Company, either as part of the Preferential Issue or separately, in furtherance of the objects of the issue.

(18) Valuation and Justification for the allotment proposed to be made for consideration other than cash;

Not applicable. The consideration for issue of Equity Shares and Fully Convertible Warrants shall be paid in cash.

(19) Listing;

The equity shares proposed to be issued and equity share arising from conversion of warrants under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. BSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

(20) Lock-in Period;

- The aforesaid allotment of securities on a preferential basis shall be locked in as per Regulation 167 of Chapter V of the SEBI (ICDR) Regulations, 2018, as amended.

- The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

(21) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter, promoter group or non-promoter/Public;

There will be no change in the status of the allottees post the preferential issue. The categorization of allottees as Promoter or Non-Promoter shall remain the same as it is prior to the allotment.

(22) Undertakings;

a) Neither the Company nor any of its Directors and/ or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations

b) Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations.

c) The Company is eligible to make the preferential issue to its Investor under Chapter V of the SEBI ICDR Regulations.

d) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

e) The proposed allottees have confirmed that they have not sold any equity shares of the Company during the 90 (Ninety) trading day preceding the Relevant Date.

f) As the equity shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of the SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

g) The Company shall re-compute the price of the equity shares to be allotted under the preferential allotment in terms of the regulation 166 of SEBI ICDR Regulations if it is required to do so.

h) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the preferential allotment shall continue to be locked-in till the time such amount is paid by the allottees.

i) The Company will ensure compliance with all applicable laws and regulations including the SEBI ICDR Regulations at the time of allotment of Equity Shares.

(23) Company Secretary's Certificate;

The certificate issued by M/s. Himanshu S K Gupta & Associates, Practising Company Secretaries (Membership No.: 12183, COP No.: 22596), certifying that the proposed Preferential Issue is being made in accordance with the requirements contained in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, shall be made available for inspection by the Members up to the date of closure of the remote e-voting period and shall also be made available on the Company's website at https://www.looksclinic.in/investor-relations/**.**

(24) Monitoring of Utilization of Funds

Since the issue size exceeds Rs. 100 Crore, the Company will appoint a Monitoring agency to monitor the issue in terms of the provisions of Regulation 162A of the SEBI ICDR Regulations, 2018.

(25) Other disclosures;

The Company hereby undertakes that:

a) The Equity Shares held by the proposed allottees in the Company are in dematerialized form only;

b) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer is not applicable as the allotment of Equity Shares and Fully Convertible Warrants under the preferential issue is for a cash consideration only;

c) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the

securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares of the Company are listed;

d) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories;

e) The Company is in compliance with the conditions for continuous listing;

f) No person belonging to the promoters / promoter group have sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date;

g) As a result of the proposed preferential allotment of equity shares there will be no change in the composition of the Board of Directors and no change in control of the Company.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, the approval of the members for issue of Equity Shares and Fully Convertible Warrants for cash to the specified Allottees is being sought by way of a special resolution as set out in the said Item no. 3 and 4 of the Notice.

The Board of Directors believes that the proposed preferential issue is in the best interest of the Company and its members and, therefore, recommends the resolution at Item No. 3 and 4 of the accompanying Notice for approval by the members of the Company as a Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 3 and 4 of this notice except to the extent of their shareholding in the company, if any.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

Annexure-A

Pre and Post Preferential Issue Shareholding Pattern of the Company

Sr. No	Category of Shareholder(s)	Pre-Issue Shareholding		Post – Issue Shareholding (Post exercise of Warrants into Equity shares)*	
		No. of Shares Held	% of Shareholding	Post-Issue No. of Shares Held	Post-Issue % of Shareholding
A	**Promoters & Promoter Group Holding**				
1	Indian	-	-	-	-
a)	Individual	-	-	-	-
b)	Bodies Corporate	-	-	-	-
	Sub-Total (A)(1)	-	-	-	-
2	Foreign	-	-	-	-
a)	Individual	-	-	-	-
b)	Bodies Corporate	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)	-	-	-	-

B	**Non-Promoters Holding**				
1	Institutional Investors	-	-	-	-
a)	Mutual Funds	-	-	-	-
b)	Alternate Investment Funds	-	-	-	-
c)	Foreign Portfolio Investors / Foreign Body Corporate	17,83,930	16.99	17,83,930	1.86
d)	Financial Institutions / Banks	-	-	-	-
e)	Insurance Companies	-	-	-	-
	Sub-Total (B)(1)	**17,83,930**	**16.99**	**17,83,930**	**1.77**
2	Central Government / State Government	-	-	-	-
	Sub-Total (B)(2)	-	-	-	-
3	Non-Institutions				
a)	Individuals	-	-	-	-
i)	Key Managerial Personnel	-	-	-	-
ii)	Individual shareholders holding nominal share capita up to Rs. 2 lakhs	4,346,118	41.39	12,608,486	12.48
iii)	Individual shareholders holding nominal share capita in excess of Rs. 2 lakhs	32,88,903	31.32	32,88,903	3.26
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify	-	-	-	-
	Market Maker	-	-	-	-
	Hindu Undivided Family	1,82,217	1.74	1,82,217	0.18
	Non-Resident Indians	99,778	0.95	99,778	0.10
	Firm	1,500	0.01	1,500	0.00
	Trusts	1,000	0.01	1,000	0.00
	Bodies Corporate	796,554	7.59	83,069,163	82.22
	Sub-Total (B)(3)				
	Total Public Shareholding (B)				
C	**Shares held by custodians for ADR and GDR**	-	-	-	-
	Total (A)+(B)+(C)	1,05,00,000	100	10,10,34,977	100

Notes:

1. The post-issue shareholding as shown above is calculated assuming full exercise of current warrants and consequent allotment of the equity shares of the Company. There will be no change in control in the Company consequent to the completion of the preferential issue to the Investors.

ITEM NO. 5: TO APPROVE RAISING OF FUNDS AND ISSUANCE OF SECURITIES THROUGH QIP AND/OR FCCB AND/OR SWAP OF SHARES AND/OR ANY OTHER PERMISSIBLE MODES

Your Company is an IT solutions company providing solutions through software development, IT Infrastructure solutions and distributing IT Hardware to clients and partners. We act as a strategic link between vendors to partners and clients, thus readying them for unprecedented levels of business performance by catering to SOHO, SMB, Mid size, Large Enterprises and Government Organizations across various industry verticals. Today's computing technology has become more challenging than ever before. Every business relies on technology for every aspect of its business. This is putting more demand on professionals to become experts in understanding different products – from product differentiation to interoperability to implementation issues. The landscape of the business of the Company is not only extremely competitive but also an ever-changing one, because of which your Company continues to face new challenges. In order to face and overcome these challenges and continue to improve its performance, your company needs to be not only dynamic but also sufficiently funded to tackle these challenges effectively. The Company proposes to undertake steps to further enhance its financial capabilities through additional fund raising to support its growth trajectory and future business expansion plans.

Object of the FCCB Issue

The proposed Foreign Currency Convertible Bond (FCCB) programme is intended to support the development of a proposed 300-bed multicare hospital in an ECOWAS (Economic Community of West African States) member country in Africa.

The proceeds raised through the proposed FCCB issue are intended to be utilized towards the development, establishment and operational readiness of the proposed hospital project, including the following purposes:

- Land acquisition and development;
- Civil construction works;
- Procurement of medical equipment;
- Development of power and water infrastructure;
- Implementation of hospital information systems;
- Professional and consulting fees;
- Pre-opening expenses;
- Financing costs;
- Contingencies; and
- Working capital requirements.

The above utilization is indicative in nature and the actual allocation of proceeds may be determined by the Board of Directors, subject to applicable laws, regulatory approvals and the terms and conditions of the FCCB issue.

The proposed FCCB programme is expected to facilitate the development of the hospital project by providing the necessary financial resources for infrastructure development, procurement of medical equipment, establishment of operational facilities and meeting other project-related expenditure. The project is intended to strengthen the Company's business expansion initiatives and provide opportunities for long-term growth and diversification.

Accordingly, the Board of Directors (hereinafter referred to as the 'Board') at its meeting held on November 27 2026, has granted approval, inter-alia, by way of exploring available options for raising of funds through all permitted instruments, including but not limited to, by way of issuance of equity shares (for cash or other than cash)/ convertible bonds/ debentures/ warrants/ preference shares/ foreign currency convertible bond (FCCB) / any other equity linked securities and/ or any other securities including through preferential issue on a private placement basis, qualified institutional placement, including share swap or any other methods or combinations thereof, listed or unlisted, for an amount not exceeding USD 25 Million (US Dollar Twenty Five Million) or its equivalent thereof in Indian Rupees or in any other foreign currency(ies),in one or more tranches, inclusive of such premium as may be fixed on such securities at such a time or times, in such a manner and on such terms and conditions including security, rate of interest, discount (as permitted under applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, subject to such approvals as may be required including that of shareholders / regulatory and statutory approvals;

The aforementioned fund-raise will enhance the financial capabilities of the Company to, inter-alia, support its growth trajectory and future business expansion plans by entering new markets and launching new and innovative products, to fortify its position and strength. This will enable the Company to further establish itself as a leading provider of high-quality content, catering to the evolving needs and preferences of its customers. By expanding its offerings, the Company aims to increase its reach and engagement, diversify its revenue streams, and strengthen its position in the industry. This will also help the Company in maintaining its long-term growth trajectory in the dynamic and competitive environment in the sector in which the Company operates. The proposed fund-raise will provide the Company with the necessary resources to support its growth plans, including investing in new technologies, enhancing its content offerings, and expanding its marketing and distribution efforts. Overall, the fund-raise is a strategic move to support the Company's long-term growth and success, and to establish itself as a leading player in the Industry.

The issue of Securities may be consummated in one or more tranches at such time or times at such price as may be determined by the Board (including any Committee thereof) in its absolute discretion, taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations), and other applicable law, guidelines, notifications, rules and regulations, each as amended.

The issuance of securities may lead to the allocation of securities to investors who may or may not be members of the Company. Accordingly, the consent of the members is being sought by way of Special Resolution outlined in the Notice, in accordance with the relevant provisions of the Companies Act, 2013, ("Act"), the SEBI (Listing obligations and disclosure requirements) Regulations, 2015 ("Listing Regulations"), as amended and any other applicable laws / Regulations in force.

With respect to the issuance of and allotment of Securities by way of qualified institutions placement, the Board, in consultation with the lead manager(s), may offer a discount of not more than 5% or such other percentage as may be permitted under applicable law on the floor price.

The proposed issue of the Securities shall be within the overall borrowing limits of the Company in terms of Section 180(1)(c) read with Section 180(1)(a) of the Act or such other enhanced limit as may be approved by the Members of the Company, from time to time and the issue, if necessary, may be secured by way of mortgage / hypothecation of the Company's assets as may be finalized by the Board in consultation with the Security Holders / Trustees in favour of Security Holders/ Trustees for the holders of the said securities.

The proposed Special Resolution seeks to confer upon the Board (including any Committee thereof) the absolute discretion to issue Securities in one or more tranches, determine the terms of the issuance of Securities, including the exact price, face value, discount, conversion ratio, security, proportion and timing of such issuance, based on analysis of the specific requirements. The detailed terms and conditions of such issuance will be determined by the Board (including any Committee thereof), considering prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, lead managers, underwriters and such other authority or authorities as may be necessary and subject, as applicable, to the ICDR Regulations, and other applicable law, guidelines, notifications, rules and regulations. Accordingly, the Board (including any Committee thereof) may, upon approval of the shareholders, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the members of the Company.

The relevant date (where applicable) for the purpose of pricing the Securities shall be the date of the meeting in which the Board or any Committee duly authorised by the Board, decides to open the issue of such Securities, subsequent to receipt of Members' approval in terms of the applicable laws. For the purposes of clarity: (a) In the event that Securities are issued by way of a QIP, the relevant date for the purpose of pricing of such Securities shall be either the date of the meeting in which the Board decides to open the issue of such Securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as determined by the Board or any Committee duly authorised by the Board; (b) In the event the Securities are proposed to be issued as FCCBs and/or GDRs, the relevant date for the purpose of pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the FCCB Scheme and/or the GDR Scheme and the other applicable pricing provisions issued by the Ministry of Finance.

In connection with the proposed issue of Securities, the Company is required, inter alia, to prepare various documentation and execute various agreements. The Company is yet to identify the investor(s) and decide the quantum of Securities to be issued to them. Accordingly, it is proposed to authorize the Board to identify the investor(s), issue such number of Securities, negotiate, finalize and execute such documents and agreements as may be required and do all such acts, deeds and things in this regard for and on behalf of the Company.

Section 62(1)(c) of the Act inter-alia provides that, such further Securities may be offered to any persons whether or not such persons are existing holders of equity shares of the Company as on the date of offer by way of a Special Resolution passed to that effect by the Company in General Meeting or through a postal ballot, subject to requisite approvals.

Accordingly, approval of the members is being sought for issuing any such instrument(s) as the Company may deem appropriate to parties including other than the existing shareholders.

The Board believes that the issue of Securities of the Company is in the best interest of the Company and none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of the Notice except to the extent of their shareholding, if any, and to the extent of any Securities that may be subscribed by the companies/ institutions in which they are directors or members.

The Board recommends the enabling Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

ITEM NO. 6: TO CONSIDER AND APPROVE THE ENHANCEMENT OF BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013 AND CREATION OF CHARGE/ PROVIDING OF SECURITY

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 ("the Act"), the Board of Directors of a company shall exercise the power to borrow monies, where the monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, only with the consent of the members by way of a Special Resolution.

The Shareholders are requested to provide necessary approvals to the Board of the Company to borrow and raise such sums of money from bank and/or other non-banking financial lenders and/or any corporates and/or other financial institutions and lenders (as permitted under applicable laws) in the form of term loans (short term/ long term), cash credit, overdraft facility, working capital demand loan etc., External Commercial Borrowings in Indian Rupees or equivalent thereof in any foreign currency (ies), Rupee Denominated Bonds issued outside India / overseas or otherwise or in any foreign currency (ies), within the borrowing limits approved by the Shareholders.

Accordingly, the consent of the Shareholders is being sought for the change in borrowing limits at a maximum limit of not exceeding Rs. 5,00,00,00,000 (Rupees Five Hundred Crores only) and to secure such borrowings by mortgage / charge on any of the movable and/ or immovable properties and / or the whole or any part of the undertaking(s) of the Company as set out in the Special Resolution at Item No. 6 of the Notice.

The Board recommends the resolution set forth in Item no. 6 for the approval of the Shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in the said resolution.

ITEM NO 7: TO GIVE LOANS, GUARANTEE OR PROVIDE SECURITY UNDER SECTION 186 OF COMPANIES ACT, 2013

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, a company is permitted to i) give any loan to any person or other body corporate;, (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any

other body corporate subject to 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher.

However, Where the aggregate of the loans and investment so far made, the amount for which guarantee or security so far provided to or in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board, exceed the limits specified above no investment or loan shall be made or guarantee shall be given or security shall be provided unless previously authorized by a special resolution passed in a general meeting.

In order to support the Company's business objectives, strategic initiatives, expansion plans and to make optimum use of surplus funds, it is proposed to authorize the Board of Directors of the Company to make loans, give guarantees, provide securities and make investments from time to time, in excess of the limits specified under

Section 186 of the Act, up to an aggregate amount not exceeding Rs. 5,00,00,00,000 (Rupees Five Hundred Crores only),

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice, except to the extent of their shareholding, if any.

ITEM NO. 8: INCREASE IN INVESTMENT LIMITS FOR FOREIGN PORTFOLIO INVESTORS AND NON-RESIDENT INDIANS/ OVERSEAS CITIZENS OF INDIA:

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the "FEMA Regulations"), and the Consolidated Policy Circular of 2017, as amended (together with the FEMA Regulations, the "FEMA Laws"), all the Non Resident Indians ("NRI") and Overseas Citizens of India ("OCI"), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of the company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India. Further, the Foreign Portfolio Investors ("FPI") ("OCI"), together, can acquire and hold up to an aggregate limit of 24% of the paid-up equity share capital of the company. The FEMA Laws further provide that the limit of 24% can be further increased up to Sectoral Cap percentage of the total paid up capital of the company by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India.

Keeping in view the issue of FCCB, the Company proposes to increase the aggregate limit of investment by non-resident Indians in the Company from 10% to 24% of the total paid-up equity share capital and the aggregate limit by Foreign Portfolio Investors in the Company from 24% to sectoral cap percentage of the total paid-up equity share capital. This would allow non-resident Indians to acquire to a greater extent the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

Registered Office:
Office No. 402 and 403, Signature-1, ,
Nr. Divya Bhaskar, Sarkhej Gandhinagar
Highway, Makarba, Ahmedabad, Gujarat, India, 380051,

By order of the Board,
For, LOOKS HEALTH SERVICES LIMITED

Monika Joshi
Digitally signed by Monika Joshi
Date: 2026.11.27 19:29:54 +05'30'

Monika Joshi
Managing Director
DIN: 10652494

Date: 27/11/2026
Place: Ahmedabad

LOOKS HEALTH SERVICES LIMITED

CIN: L93030GJ2011PLC184357

Registered Office: Office No. 402 and 403, Signature-1, Nr. Divya Bhaskar, Sarkhej Gandhinagar Highway, Makarba, Ahmedabad, Gujarat, India, 380051

Tel No. 7032103751; Email: lookshealthserv@gmail.com; Website: www.looksclinic.in

ATTENDANCE SLIP

Regd. Folio No.	
D.P. I.D.	
Client I.D.	
No. of Shares held	
Name and Address of the First Shareholder (IN BLOCK LETTERS)	
Name of the Joint holder (if any)	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Members of Looks Health Services Limited to be held on Saturday, 19th December, 2026 at 02:00 P.M. at the Registered Office of the Company situated at Office No. 402 and 403, Signature-1, Nr. Divya Bhaskar, Sarkhej Gandhinagar Highway, Makarba, Ahmedabad, Gujarat, India, 380051.

_____ _____

Member's/Proxy's Name in Block Letters **Member's/Proxy's Signature**

Note: Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

Note: Shareholder/Proxyholder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting.

----------Please tear here----------

LOOKS HEALTH SERVICES LIMITED

CIN: L93030GJ2011PLC184357

Registered Office: Office No. 402 and 403, Signature-1, Nr. Divya Bhaskar, Sarkhej Gandhinagar Highway, Makarba, Ahmedabad, Gujarat, India, 380051

Tel No. 7032103751; Email: lookshealthserv@gmail.com; Website: www.looksclinic.in

PROXY FORM

(Form No. MGT-11 - *Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the member(s)	
Registered Address	
E-mail Id	
Folio No./Client Id	
DP ID:	

I/We, being the member(s) of _____ shares of the above-named Company, hereby appoint:

1. Name: _____
   Address: _____
   E-mail Id:_____ Signature: _____ or failing him
2. Name: _____
   Address: _____
   E-mail Id:_____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Members of Looks Health Services Limited to be held on Saturday, 19th December, 2026 at 02:00 P.M. at the Registered Office of the Company situated at Office No. 402 and 403, Signature-1, Nr. Divya Bhaskar, Sarkhej Gandhinagar Highway, Makarba, Ahmedabad, Gujarat, India, 380051 or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	**Resolution**	**Vote (Optional) (Please mention number of shares)**		
		For	**Against**	**Abstain**
1	Increase in Authorised Share Capital and Consequent Alteration of Capital Clause of the Memorandum of Association of the Company			
2	To Alter the Articles of Association of the Company			
3	To Issue Up to 82,30,449 Equity Shares on Preferential Issue Basis for Consideration at Cash			
4	To Issue 8,23,04,528 Fully Convertible Warrants on a Preferential Issue Basis			

5	To Approve Raising of Funds and Issuance of Securities Through QIP and/or FCCB and/or Any Other Permissible Modes			
6	To Consider and Approve the Enhancement of Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013 and Creation of Charge / Providing of Security			
7	To Give Loans, Guarantee or Provide Security under Section 186 of the Companies Act, 2013			
8	Increase in Investment Limits for Foreign Portfolio Investors and Non-Resident Indians/ Overseas Citizens of India			

Signed this.....day of.....2026

Affix Revenue Stamp of Rs. 1/-

_____ _____

Signature of shareholder **Signature of Proxy holder(s)**

Note:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM, i.e. on or before Thursday, 17th December, 2026 at 02:00 P.M.
2. It is optional to indicate your preference. If you leave the 'For', 'Against' or 'Abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

LOOKS HEALTH SERVICES LIMITED

CIN: L93030GJ2011PLC184357
Registered Office: Office No. 402 and 403, Signature-1, Nr. Divya Bhaskar, Sarkhej Gandhinagar Highway, Makarba, Ahmedabad, Gujarat, India, 380051
Tel No. 7032103751; Email: lookshealthserv@gmail.com; Website: www.looksclinic.in

FORM NO. MGT-12

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Extra-Ordinary General Meeting to be held on Saturday, 19th December, 2026 at 02:00 P.M. at the Registered Office of the Company.

S. No.	Particulars	Details
1.	Name of the first named Shareholder (In Block Letters)	
2.	Postal Address	
3.	Registered Folio No. / Client ID / DP ID	
4.	Class of Share	Equity Shares
5.	Number of Shares	

I hereby exercise my vote in respect of the resolutions set out below by recording my assent or dissent to the respective resolutions in the following manner:

Item No.	Particulars of the Resolution	No. of Shares held	I assent to the resolution	I dissent from the resolution
1	Increase in Authorised Share Capital and Consequent Alteration of Capital Clause of the Memorandum of Association of the Company			
2	To Alter the Articles of Association of the Company			
3	To Issue Up to 82,30,449 Equity Shares on Preferential Issue Basis for Consideration at Cash			
4	To Issue 8,23,04,528 Fully Convertible Warrants on a Preferential Issue Basis			
5	To Approve Raising of Funds and Issuance of Securities Through QIP and/or FCCB and/or Any Other Permissible Modes			

6	To Consider and Approve the Enhancement of Borrowing Limits of the Company under Section 180(1)(c) of the Companies Act, 2013 and Creation of Charge / Providing of Security			
7	To Give Loans, Guarantee or Provide Security under Section 186 of the Companies Act, 2013			
8	Increase in Investment Limits for Foreign Portfolio Investors and Non-Resident Indians/ Overseas Citizens of India			

Place: Ahmedabad
Date: 27th November, 2026 **(Signature of the shareholder*)**

(*as per Company records)

ROUTE MAP TO THE VENUE OF EXTRA-ORDINARY GENERAL MEETING

