

VEEDA CLINICAL RESEARCH LIMITED

Notice is hereby given that the Third Extra Ordinary General Meeting of the Members of **VEEDA CLINICAL RESEARCH LIMITED** will be held on Wednesday 15th January, 2025 at 1100 hours at the Corporate Office of the Company situated at Satyamev Corporate, Near Shalin Bunglows, Corporate Road, Prahladnagar, Ahmedabad - 380015, Gujarat to transact the following Business:

SPECIAL BUSINESS: SPECIAL RESOLUTION

1) APPROVE ALTERATION OF ARTICLES OF ASSOCIATION OF COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (“Companies Act”) and in order to align the articles of association with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and the stock exchanges, the set of existing articles of association of the Company be and are hereby altered and substituted with the set of revised articles of association of which a copy is placed before the meeting, duly initialed by the chairperson of the meeting, be and are hereby approved and adopted as the articles of association of the Company in total exclusion and substitution of the existing articles of association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms with the relevant authorities and doing all such acts, deeds, and things as may be required or deemed necessary to implement this resolution;

RESOLVED FURTHER THAT Dr. Mahesh Bhalgat, Managing Director or Mr. Nirmal Bhatia, Company Secretary & Chief Financial Officer of the Company, be and is hereby individually and severally authorized to represent, sign / e-sign, e-file all e-forms to the, Registrar of Companies, RBI FIRMS portal registration, any government body, semi government body/authority, Corporations, Institutes, joint venture agreement, technical agreement and all related forms, letters, share certificates, etc. and to do the necessary acts, deeds, negotiate, approve, authorize, empower, give power of attorney to any officer of the Company, nominate any officer/person of

the Company to do so, sign any forms, letters, agreements, etc. and do all such acts as may be necessary to appear before and represent the Company with all statutory bodies as required.”

2) APPROVE INCREASE IN NON-RESIDENT INDIANS AND OVERSEAS CITIZENS OF INDIA INVESTMENT LIMIT

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

“RESOLVED THAT subject to the approval of the shareholders of the Company and pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India, Master Directions – Foreign Investment issued by the Reserve Bank of India (as amended from time to time), the Companies Act, 2013 as amended, as the case may be and all other applicable acts, rules, regulations, provisions and guidelines (including any statutory modifications or re-enactments thereof for the time being in force) and subject to all applicable approvals, permissions and sanctions of the Reserve Bank of India, Ministry of Finance, Government of India, 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, the respective limits of investment by non-resident Indians and overseas citizens of India 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 paid-up equity share capital of the Company, provided however that the shareholding of each non-resident Indian and overseas citizens of India in the Company shall not exceed 5% of the total paid-up equity share capital of the Company on a fully diluted basis or the limit as may be stipulated by RBI in each case, from time to time;

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms with the relevant authorities and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions;

RESOLVED FURTHER THAT Dr. Mahesh Bhalgat, Managing Director or Mr. Nirmal Bhatia, Company Secretary & Chief Financial Officer of the Company, be and is hereby individually and severally authorized to represent, sign / e-sign, e-file all e-forms to the, Registrar of Companies,



RBI FIRMS portal registration, any government body, semi government body/authority, Corporations, Institutes, joint venture agreement, technical agreement and all related forms, letters, share certificates, etc. and to do the necessary acts, deeds, negotiate, approve, authorize, empower, give power of attorney to any officer of the Company, nominate any officer/person of the Company to do so, sign any forms, letters, agreements, etc. and do all such acts as may be necessary to appear before and represent the Company with all statutory bodies as required.”

3) APPROVE THE APPOINTMENT OF MR. DAVID KENNY (DIN: 10867455) AS AN INDEPENDENT DIRECTOR

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

“RESOLVED THAT, pursuant to the recommendation of the Nomination and Remuneration Committee of the Board of Directors and pursuant to the provisions of the Companies Act, 2013 along with the rules made thereunder, each as amended (“Companies Act”), Regulation 17 and other applicable provisions thereof, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), and pursuant to the provisions of the Articles of Association of the Company, Mr. David Paul Kenny (DIN: 10867455), who possesses relevant expertise and experience and is not disqualified under Section 164(2) of the Companies Act and who has signified his consent to act as an independent director of Veeda Clinical Research Limited (the “Company”), and has submitted a declaration that he meets the criteria for appointment as an independent director under the Section 149(6) of the Companies Act and the SEBI Listing Regulations, and is eligible for appointment, be and is hereby appointed as an independent director (Non-Executive) on the board of directors of the Company (the “Board” or “Board of Directors”), who shall hold office for a term of five years commencing on 11th December, 2024, and not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company or any duly authorized committee or representative thereof, be and are hereby severally authorized to take all steps for giving effect to the aforesaid resolutions, including making the necessary applications, filing forms and doing all such acts, deeds, and things as may be required or deemed necessary to implement such resolutions;

RESOLVED FURTHER THAT Dr. Mahesh Bhalgat, Managing Director or Mr. Nirmal Bhatia, Company Secretary & Chief Financial Officer of the Company, be and is hereby individually and severally authorized to represent, sign / e-sign, e-file all e-forms to the, Registrar of Companies, RBI FIRMS portal registration, any government body, semi government body/authority, Corporations, Institutes, joint venture agreement, technical agreement and all related forms, letters, share certificates, etc. and to do the necessary acts, deeds, negotiate, approve, authorize, empower, give power of attorney to any officer of the Company, nominate any officer/person of

the Company to do so, sign any forms, letters, agreements, etc. and do all such acts as may be necessary to appear before and represent the Company with all statutory bodies as required.”

**SPECIAL BUSINESS:
ORDINARY RESOLUTION**

4) APPROVE THE REMUNERATION PAYABLE TO MR. DAVID KENNY (DIN: 10867455), AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, consent of the shareholders be and is hereby accorded to pay a remuneration or fees of Euro 4,000/- (Euro Four Thousand Only) per year, inclusive of all benefits and subject to deduction of taxes to Mr. David Kenny (DIN: 10867455), Non-Executive Independent Director of Company toward rendering of the professional services and approve the draft agreement to be entered by Company for same;

RESOLVED FURTHER THAT Dr. Mahesh Bhalgat, Managing Director or Mr. Nirmal Bhatia, Company Secretary & Chief Financial Officer of the Company, be and is hereby individually and severally authorized to represent, sign / e-sign, e-file all e-forms to the, Registrar of Companies, RBI FIRMS portal registration, any government body, semi government body/authority, Corporations, Institutes, joint venture agreement, technical agreement and all related forms, letters, share certificates, etc. and to do the necessary acts, deeds, negotiate, approve, authorize, empower, give power of attorney to any officer of the Company, nominate any officer/person of the Company to do so, sign any forms, letters, agreements, etc. and do all such acts as may be necessary to appear before and represent the Company with all statutory bodies as required.”

**By order of the Board
For, Veeda Clinical Research Ltd.
(Nirmal Bhatia)
N.A. Bhatia
Company Secretary
MN: 12551**

**Registered Office:
Shivalik Plaza – A, Near I.I.M.
Ambawadi, Ahmedabad 380015
Date: 23rd December, 2024**

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY, THE PROXIES, DULY SIGNED AND COMPLETED, TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY BEFORE COMMENCEMENT OF THE MEETING.
- "Pursuant to the provisions of Section 105 of the Act, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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. Proxies submitted on behalf of limited companies, societies, etc. must be supported by an appropriate resolution / authorization, as applicable”
- The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the Act) in respect of the business of the Notice set out above, is provided herein below.
The proxy form MGT-11, has been attached to this notice.
- The instrument appointing proxy / proxies in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting.
- Corporate Members intending to send their authorized representatives to attend the Extra Ordinary General Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution / Power of Attorney together with their specimen signatures authorizing their representative(s) to attend and vote at the Extra Ordinary General Meeting.
- The route map showing directions to reach the venue of the EOGM is annexed and forms part of the Notice.
- All documents referred to in this Notice shall be made available for inspection by the Members at the registered office of the Company during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EOGM.
- The Board has finalized the 20th December, 2024 as a Record date for the purpose of identification of members and sending of Notice of Extra Ordinary General Meeting thereon and 8th January, 2025 as a Record date for the purpose of E-voting at the Extra Ordinary General Meeting of the Company.

- Details of the Directors seeking Appointment/ Re-appointment, pursuant to Secretarial Standard-2 issued by the Institute of Company Secretaries of India

Name of the Director	David Paul Kenny
DIN	10867455
Date of Birth	24/08/1981
Age	43 Years
Nationality	Ireland
Date of First appointment on the Board	11/12/2024
Qualifications	<ol style="list-style-type: none"> 1. An associate member of the Chartered Governance Institute 2. Certificate in Computer Science 3. Diploma in Electronic Engineering 4. Degree in Corporate Governance
Brief resume and nature of expertise in functional areas	<p>Mr. David Paul Kenny (DIN: 10867455) has been appointed as a Director on the Board of Company w.e.f. 11th December, 2024. Currently he is designated as an Additional Director and will be Independent Non-Executive Director on the Board of Veeda Clinical Research Limited.</p> <p>Mr. David Paul Kenny is an ambitious, dedicated Chartered Governance professional with 12 years post - graduation experience. He is an associate member of the Chartered Governance Institute with 20 years practical experience in corporate governance and corporate compliance working in a small / medium accountancy practice.</p> <p>Mr. David Paul Kenny further, holds Certificate in Computer Science, Diploma in Electronic Engineering, Degree in Corporate Governance and Qualified Chartered Governance Practitioner. He is practicing with CA firm since last 22 years in Ireland.</p> <p>Mr. David Paul Kenny is also on Board of our three Subsidiary Companies in Ireland i.e. Veeda Clinical Research Ireland Limited, Health Data Specialists (Holdings) Limited and Health Data Specialists Ireland Limited.</p>
Relationship with other Directors, Manager and Key Managerial Personnel	N.A.
Directorships held in other companies as on 31 st March, 2024	N.A.
No. of Board Meeting attended during the year	NIL

Terms and Conditions of Appointment	As per Agreement
Number of shares held in the Company	NIL
Total remuneration drawn in Financial Year ended on 31 st March, 2024	NIL
Declaration	Mr. David Kenny is not debarred or disqualified from being appointed or continuing as a director of any Company by the Ministry of Corporate Affairs or any such statutory authority

This notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, December 20, 2024 ('cut-off date') and whose e-mail addresses are registered with the Company/ Depository Participants ('DP')/ Depository/ Registrar & Share Transfer Agent of the Company. Further, the assent/ dissent of the members on the resolution proposed in this Notice will also be considered through the remote e-Voting system, apart from the in-person Meeting at schedule place and date.

The Company has engaged the services of Link Intime India Private Limited, ("LI IPL") as its agency for providing e-voting facility/platform to the Members of the Company.

The Board of Directors of the Company at its meeting held on Monday, 23rd December, 2024 has appointed Mr. Tushar Vora, a proprietor of M/s Tushar Vora and Associates, a firm of Practicing Company Secretaries (Membership No. F3459, C.P. No.: 1745), Ahmedabad to act as a Scrutinizer to conduct the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the e-voting shall be final.

The Scrutinizer will submit their report to the Chairman of the Company or, in his absence, any person of the Company, duly authorized by the Board for the purpose, after completion of scrutiny of votes in a fair and transparent manner. The results of voting will be announced on or before Saturday 17th January, 2025 i.e., within two (2) working days from close of voting period and also be hosted on website of the Company (<https://www.veedacr.com/>) / (<https://www.veedalifesciences.com/>) and on the website of LI IPL (<https://instavote.linkintime.co.in/>).

The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e., Tuesday, 14th January, 2025, in terms of the Secretarial Standards on General Meeting (SS-2) issued by the Institute of Company Secretaries of India.

The remote e-voting period shall commence at 9.00 A.M. (IST) on Saturday 11th January, 2025 and shall end at 5.00 P.M. (IST) on Tuesday 14th January, 2025. Members are requested to carefully read the instructions in this Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process before the end of the e-voting period. The remote e-voting will not be allowed beyond the aforesaid date and time, and the remote e-voting module shall be disabled by LI IPL upon expiry of the aforesaid period.

Remote e-Voting Instructions for shareholders:

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

1. Individual Shareholders holding securities in demat mode with NSDL
 1. 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 name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. 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 name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. 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. The 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 use 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 the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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, the 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.



- Alternatively, the user can directly access the 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, the user will be able to see the e-Voting option where the e-voting 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. After Successful login, you will be able to see e-Voting option. Once you 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 the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*



**Shareholders holding shares in NSDL form, shall provide 'D' above*

Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33
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Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**InstaVote Support Desk
Link Intime India Private Limited**

ANNEXURE TO THE NOTICE
STATEMENT SETTING OUT MATERIAL FACTS (EXPLANATORY STATEMENT)

(Pursuant to section 102 of the Companies Act, 2013)

ITEM NO. 1:

In relation to the Offer of Equity Shares, the articles of association of the Company would also need to be amended accordingly to reflect the changes pursuant to the restated shareholders' agreement. Accordingly, the Board hereby recommends that the revised articles of association placed before the shareholders be approved and adopted.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, as applicable, any amendment in Article of Association requires approval of the members of the Company by way of a special resolution. The Board recommends the resolution for approval of the members of the Company.

None of the directors, key managerial personnel and relatives of directors and/ or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM NO. 2:

In terms of Foreign Exchange Management Act, 1999, as amended ("FEMA"), the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, and the Consolidated Foreign Direct Investment Policy Circular of 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India, as amended, Master Directions – Foreign Investment issued by the Reserve Bank of India (as amended from time to time), the Non-resident Indians ("NRIs") and Overseas Citizens of India ("OCIs"), together, can acquire and hold up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. Further, the limit of 10% can be increased up to 24%, by passing a special resolution to that effect by the shareholders. Considering the proposal of intending to get the equity shares of the Company listed, the Board of Directors of the Company has, at its meeting held on 23rd December, 2024, proposed, subject to the approval of the shareholders by way of a special resolution, to increase the aggregate limit of investment by non-resident Indians in the Company from 10% to 24% of the 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 recommends the resolution for approval of the Members of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/ or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM NO. 3:

The Company intends to list its equity shares (the “Equity Shares”) on one or more stock exchanges to enable the shareholders to have a formal market place for dealing with such Equity Shares. For this purpose, the Company proposes to undertake an initial public offering of the Equity Shares (the “Offer”). In connection with the Offer, the Company will be required to comply with the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “SEBI Listing Regulations”).

Accordingly, the Board has recommended Mr. David Paul Kenny (DIN: 10867455) to be appointed as an Independent Director of the Company, in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the SEBI Listing Regulations, each as amended, in connection with the Offer of the Equity Shares. In this regard, the Board has noted that Mr. David Paul Kenny (DIN: 10867455) fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that Mr. David Paul Kenny (DIN: 10867455) is independent of the management of the Company.

The Board of Directors has recommended the appointment of such Director as an Independent Director for a term of five years subject to such Directors continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations, and shall not be liable to retire by rotation.

The Board recommends the resolution for approval of the members of the Company.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

**By order of the Board
For, Veeda Clinical Research Ltd.**

(Nirmal Bhatia)



Company Secretary

MN: 12551

Registered Office:

Shivalik Plaza – A, Near I.I.M.

Ambawadi, Ahmedabad 380015

Date: 23rd December, 2024

ATTENDANCE SLIP

EXTRA ORDINARY GENERAL MEETING

Venue of the Meeting: Veeda Clinical Research Limited
 CIN: U73100GJ2004PLC044023
 Satyamev Corporate,
 Near Shalin Bunglows,
 Corporate Road, Prahlad Nagar,
 Ahmedabad – 380015
 Gujarat

Date & Time: Wednesday 15th January, 2025 at 1100 hours

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the Meeting.

Registered Folio No./DP ID & Client ID	
Name of Member:	
Address of the Member:	
Type of shares held:	
No of shares held:	

I certify that I am the registered Shareholder / proxy for the registered Shareholder of the Company.

I / We hereby record my / our presence at the Third Extra Ordinary General Meeting of the Company at the corporate office of the Company on Wednesday 15th January, 2025 at 1100 hours.

Name of the Member:	_____
Signature:	_____
Name of the Proxy holder:	_____
Signature:	_____

NOTE:

1. A Member/Proxy holder attending the Meeting should bring copy of the Notice for reference at the Meeting.
2. Only Member/Proxy holder can attend the Meeting.

3. Please complete the Folio No. / DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

FORM MGT-11: PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Veeda Clinical Research Limited

CIN: U73100GJ2004PLC044023

Registered Folio No./DP ID & Client ID	
Name of Member:	
Registered Address of the Member:	
Email Id:	
Type of shares held:	
No of shares held:	

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

Name:.....

...

Address:.....

E-mail

ID:.....

Signature:.....or failing him / her;

Name:.....

Address:.....

E-mail ID:.....

Signature:.....or failing him / her;

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 Third Extra Ordinary General Meeting of the Company, to be held on Wednesday 15th January, 2025 at 1100 hours and at any adjournment thereof in respect of such resolutions as indicated below:

Sr. No.	Resolutions	Consent	
		For	Against
SPECIAL RESOLUTION			

Veeda Clinical Research Limited
 Shivalik Plaza-A, Near I.I.M., Ambawadi,
 Ahmedabad-380 015 India
 Tel: +91 79 6777 3000
 Fax: +91 79 6777 3010
info@veedacr.com

www.veedacr.com/ www.veedalifesciences.com

CIN-U73100GJ2004PLC044023

1	Approve alteration of Articles of Association of Company		
2	Approve increase in Non-Resident Indians and Overseas Citizens of India Investment Limit		
3	Approve the appointment of Mr. David Kenny (DIN: 10867455) as an Independent Director		
ORDINARY RESOLUTION			
4	Approve the remuneration payable to Mr. David Kenny (DIN: 10867455), an Independent Director of the Company		

Signed this ____ day of _____ 2024 / 2025

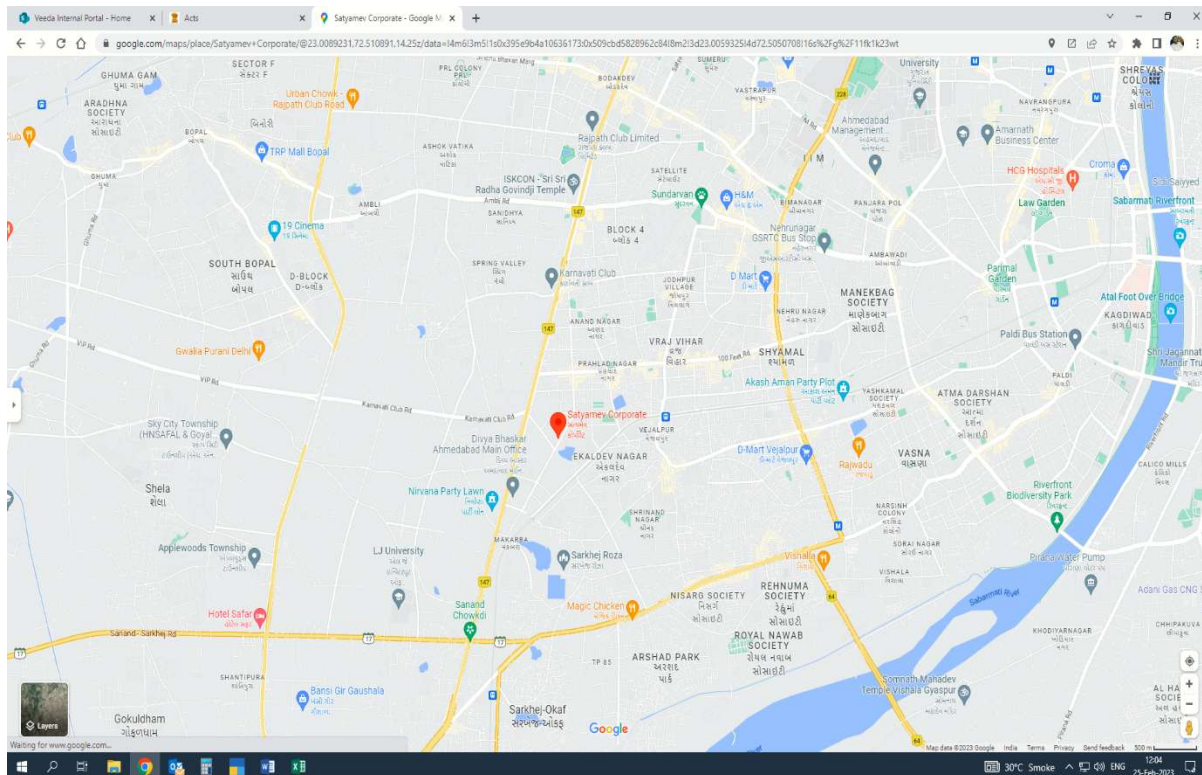


Signature of Member

Signature of Proxy



Route Map to the venue of EOGM:



Corporate Office:
Veeda Clinical Research Limited
Satyamev Corporate,
Near Shalin Bungalows,
Corporate Road,
Prahlad Nagar,
Ahmedabad – 380015

Phone Number
+91 79677 73000

Email Address
info@veedacr.com
investor.relations@veedacr.com

VEEDA CLINICAL RESEARCH LIMITED
CIN: U73100GJ2004PLC044023

**Registered Office: Shivalik Plaza – A, 2nd Floor, Opp. Ahmedabad Management Association,
Ambawadi, Ahmedabad – 380015, Gujarat. Tel No.: +91 79677 73000**

Veeda Clinical Research Limited
Shivalik Plaza-A, Near I.I.M., Ambawadi,
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