VEERHEALTH CARE LIMITED
CIN: L65910MH1992PLC067632
Regd. Office: 629-A, Gazdar House, 1st Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai – 400002.
Tel: (022) 22018582 Fax: (022) 22072644 Email: info@veerhealthcare.net Website: www.veerhealthcare.net

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting (EGM) of the members of M/s. Veerhealth Care Limited will be held on Tuesday, 10th January, 2023 at 10.30 am at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai – 400093 to transact the following Special business:

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1. INCRCEASE IN AUTHORIZED CAPITAL FROM RS. 10 CRORE TO RS. 20 CRORE AND CONSEQUENT ALTERATION IN MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed there under, as may be applicable, the Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional capital of Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of the face value of Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed there under, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:

"V. The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors of the Company is and hereby severally authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

2. ISSUANCE OF 30,65,000 (THIRTY LAKH SIXTY FIVE THOUSAND) EQUITY SHARES ON PREFERENTIAL BASIS

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

"RESOLVED THAT pursuant to Sections 23, 42, 62(1)(c) and all other applicable provisions & Rules made there under, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made there under (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, 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 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreement entered into by the Company with BSE Limited, on which the Equity Shares of the Company having face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI SAST Regulations"), the Foreign Exchange Management Act, 1999 and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued there under from time to time by any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities"), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall be deemed to include any duly constituted / to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to create, offer, issue, and allot up to 30,65,000 (Thirty Lakh Sixty Five Thousand) fully paid up equity shares of face value of Rs. 10/- each at an Issue Price of Rs. 19.25/- each per Equity Share or at such price as may be determined in accordance with Regulation 164 of SEBI ICDR Regulations to the following Investor (the "Allottee") by way of

Preferential Allotment on a Private Placement basis ("Preferential Allotment"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws and, on such terms and conditions as mentioned hereunder:

Sr. No.	Name of the Proposed Allottee	Details of the Proposed Allottee	No. and price of equity shares proposed to be issued and allotted
1	Shanti Properties	AEIFS6131A	340000 Equity Shares @ Rs. 65,45,000
2	Bhogilal M Vora	ABXPV0678F	340000 Equity Shares @ Rs. 65,45,000
3	Kulin S Vora	ACUPV3226B	340000 Equity Shares @ Rs. 65,45,000
4	Rocky R Vora	AFMPV0684E	340000 Equity Shares @ Rs. 65,45,000
5	Dhaval H Vora	ACMPV7898P	135000 Equity Shares @ Rs. 25,98,750
6	Jaypraksah A Mehta HUF	AAAHJ3064P	108000 Equity Shares @ Rs. 20,79,000
7	Jinendra R Shah	BESPS7147M	100000 Equity Shares @ Rs. 19,25,000/-
8	Jinendra R Shah HUF	AAJHJ0811R	100000 Equity Shares @ Rs. 19,25,000/-
9	Ankita J Shah	CSBPS7446F	100000 Equity Shares @ Rs. 19,25,000/-
10	Ramesh M Shah HUF	AAXHR5009P	100000 Equity Shares @ Rs. 19,25,000/-
11	Daxa R Shah	AAQPS4546K	100000 Equity Shares @ Rs. 19,25,000/-
12	Anraj H Shah	AAFPS5941M	82000 Equity Shares @ Rs. 15,78,500/-
13	Pinesh A Shah	ACAPS6368M	82000 Equity Shares @ Rs. 15,78,500/-
14	Vivek A Shah	AMXPS1506Q	82000 Equity Shares @ Rs. 15,78,500/-
15	Rekha P Shah	AMXPS1580Q	82000 Equity Shares @ Rs. 15,78,500/-
16	Shantaben A Shah	AAPPS5081C	82000 Equity Shares @ Rs. 15,78,500/-
17	Sweety V Shah	ADGPC7658F	82000 Equity Shares @ Rs. 15,78,500/-
18	Anraj H Shah HUF	AALHA9218F	82000 Equity Shares @ Rs. 15,78,500/-

19	Pinesh A Shah HUF	AAOHS3095M	82000 Equity Shares @ Rs. 15,78,500/-
20	Vivek A Shah HUF	AAGHV9339B	82000 Equity Shares @ Rs. 15,78,500/-
21	Neev P Shah	NUSPS6332C	82000 Equity Shares @ Rs. 15,78,500/-
22	Bindu J Mehta	AAFPM9272K	54000 Equity Shares @ Rs. 10,39,500
23	Kalpana J Shah	AABPS6822R	34000 Equity Shares @ Rs. 6,54,500
24	Nilesh K Shah	ACCPS2229K	27000 Equity Shares @ Rs. 5,19,750
25	Bhavya N Shah	KNJPS0762P	27000 Equity Shares @ Rs. 5,19,750

RESOLVED FURTHER THAT the Equity Shares shall be fully paid-up and listed on the Stock Exchanges and rank paripasu with the then existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than any statutory lock-in under the SEBI ICDR Regulations), and shall be subject to the requirements of all applicable laws and the provisions of the Memorandum of Association and Articles of Association of the Company."

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottee by way of a Preferential Allotment shall inter-alia be subject to the following:

(a) The Equity Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of passing of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by applicable regulatory authorities (including but not limited to the in-principle approval of the Stock Exchanges for the issuance of the Equity Shares to the Proposed Allottee on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time;

(b) The "Relevant Date" as per the Chapter V of the SEBI ICDR Regulations, for determination of floor price of the Equity Shares shall be December 10, 2022;

(c) The Equity Shares shall be subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations;

(d) No partly paid-up Equity Shares shall be issued/ allotted;

(e) Allotment of Equity Shares shall only be made in dematerialised form;

(f) The Equity Shares so offered, issued and allotted will be listed on the Stock Exchanges, subject to the receipt of necessary regulatory permissions and approvals as the case may be;

(g) The Equity Shares so offered, issued and allotted shall not exceed the number of Shares as approved hereinabove; and

(h) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, issue of the be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the Members and Shares, as it may, in its sole and absolute discretion deem fit within the scope of this approval of letter in expedient and to make an offer to the Allottee through private placement offer cum application Consent or Form Approval PAS-4 as prescribed under the Companies Act, 2013), without being required to seek any further of the Members Placement.

RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013 complete record of Private is recorded in Form PAS-5 for the Issue of invitation to subscribe to the Shares.

RESOLVED FURTHER THAT the Board / Committee of the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient or desirable for such purpose and for the purpose of giving effect to the foregoing resolution, including without limitation:

i) to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Equity Shares;

ii) making applications to the Stock Exchanges for obtaining in-principle approvals;

iii) listing of shares, filing requisite documents with MCA and other regulatory authorities;

iv) filing of requisite documents with the depositories;

v) to resolve and settle any questions and difficulties that may arise in the preferential offer;

vi) issue and allotment of the Shares; and

vii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the members of the Company, and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board / Committee of the Board in relation to the foregoing shall be final and conclusive and all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors of
For Veerhealth Care Limited

Sd/-
Yogesh Mahasukhlal Shah
Director
DIN: 00169189

Place: Mumbai
Date: 05/12/2022

Registered Office:
629-A, Gazdar House, 1st Floor,
Near Kalbadevi Post Office, J.S.S. Marg,
Mumbai – 400002.
CIN: L65910MH1992PLC067632
Email Id: info@veerhealthcare.net
Website: www.veerhealthcare.net

Notes:

1. The relevant Explanatory Statement pursuant to Section 102 setting out the material facts and reasons for the proposed Resolution of the Extra Ordinary General Meeting Notice is appended herein below for your consideration.

2. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide Remote e-Voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to Remote e-Voting is mentioned in note no. 18 of this Notice.

3. In compliance with the MCA Circulars, the EGM Notice along with the instructions regarding Remote e-Voting is being sent by electronic mode only to those Members whose names appear in the Register of Members / list of Beneficial Owners, maintained by the Company / Depositories as **at close of business hours on Friday, December 09, 2022 (i.e. Cut-off date)**, and whose e-mail IDs are registered with the Depository Participants (DPs) or with the Company or its Registrar and Transfer Agent as on the Cut-off date and will be sent to those member who will register their e-mail address in accordance with the process outlined in this Notice. For Members who have not registered their e-mail IDs, please follow the instructions given under point 17.

4. As per the MCA Circulars, physical copies of the EGM Notice, Proxy forms and pre-paid business reply envelopes are not being sent to Members for this EGM. Members are requested to provide their assent or dissent through Remote e-Voting only. The Company has engaged the services of NSDL to provide Remote e-Voting facility to its members.

5. A copy of the EGM Notice is available on the website of the Company at www.veerhealthcare.net website of the stock exchange i.e. BSE Limited at www.bseindia.com and on the website of our e-Voting agency i.e. National Securities Depository Limited's ('NSDL') e-voting website at www.evoting.nsdl.com.

6. All documents referred to in the Notice will also be available electronically for inspection, without any fee, to Members from the date of circulation of the Notice up to the closure of the voting period. Members desirous of inspecting the documents referred to in the Notice or Statement may send their requests to info@veerhealthcare.net from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID.

7. After sending the notice of EGM through email, an advertisement shall be published in English newspaper and Marathi newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.veerhealthcare.net.

8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. **Tuesday, January 03, 2023**. Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-off Date shall only be considered eligible for the purpose of Remote e-Voting and those members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the Remote e-Voting process. Any person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.

9. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

10. The Remote e-Voting will commence on **Saturday, January 07, 2023 at 9:00 a.m. (IST) and** will end on **Monday, January 09, 2023 at 5:00 p.m. (IST)**. During this period, members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The Remote e-Voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

11. Members are requested to cast their vote through the Remote e-Voting process not later than **5:00 p.m. IST on Monday, January 09, 2023,** in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.

12. The Board of Directors of the Company has appointed CS Vijaykumar Tiwari, Proprietor of M/s. Vijay S. Tiwari & Associates, Practicing Company Secretary, as Scrutinizer, to scrutinize through Remote e-Voting process in a fair and transparent manner. He has communicated his willingness for such appointment and will be available for the same.

13. The Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman after the completion of scrutiny and the result of the voting through the Remote e-Voting process will be announced by the Chairman, or such person as authorised in the EGM. The Scrutinizer's decision on the validity of the e-voting shall be final and binding.

14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.veerhealthcare.net and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Chairman or any other person authorized by him, and the same shall be communicated to the Stock Exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company.

15. To support 'Green Initiative', the shareholders who have not registered their email-id are requested to register the same with their DPs in case shares are held in dematerialised form and with Purva Sharegistry (India) Pvt Ltd in case shares are held in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email-id registration facility to its members through Purva Sharegistry (India) Pvt Ltd, for the purpose of receiving all the communications including notice of meetings and Annual Report, etc. in electronic mode.

16. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020, had decided to enable e-voting to all the demat account holders by way of a single login credential through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. Therefore, to support the above initiative undertaken by SEBI, members are requested to intimate/ update changes, if any, pertaining to their email address & mobile numbers with the respective Depositories/ Depository Participants. Members holding shares in physical form and who want to avail the above initiatives of SEBI are requested to convert their physical holdings into Demat form. Members can contact Purva Sharegistry (India) Pvt Ltd for any assistance in this regard.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Saturday, January 07, 2023 at 9:00 a.m. (IST)** and will end on **Monday, January 09, 2023 at 5:00 p.m. (IST)** 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. **Tuesday, January 03, 2023**, 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 Tuesday, January 03, 2023.

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:

Step1: Access to NSDL e-Voting system

A) **Login method for e-Voting 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 me 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.	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. 1. 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 2. 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. 3. 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. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 above mentioned 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.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 the helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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 use 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-digit 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.co.in 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 and join General Meeting 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 who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
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 cs@veerhealthcare.net with a copy marked to evoting@nsdl.co.in.
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 toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote (Assistant Manager) at evoting@nsdl.co.in.

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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to support@purvashare.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to support@purvashare.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 and joining virtual meeting for Individual shareholders holding securities in demat mode.

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

4. In terms of SEBI circular dated December 09, 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.

The results declared along with the Scrutinizer's Report shall be placed on the Company's Website: www.veerhealthcare.net and on the website of the service provider i.e. NSDL immediately after the result is declared and shall simultaneously also be communicated to BSE Limited.

By Order of the Board of Directors
For Veerhealth Care Limited

Sd/-
Yogesh Mahasukhlal Shah
Director
DIN: 00169189

Place: Mumbai
Date: 05/12/2022

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

As required under Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned under Item No. 1 to 2 of this notice.

The Company's long-stated strategy of balanced product mix, diversified distribution, continuous product innovation and re-imagining insurance through effective use of technology has enabled it to deliver long-term value for all the stakeholders despite the ever-changing external environment.

The Company has proposed raising additional capital to support its future growth objectives and to further augment its capital position.

In light of the above, based on the recommendation of the Audit Committee vide its resolution dated November 23, 2022, the Board of Directors of the Company ("Board") at its meeting held on November 23, 2022 considered and approved the proposal to offer, issue and allot 30,65,000 Equity Shares of face value of Rs. 10/- (Rupees ten only) each ("Equity Shares") in one or more tranches, at a price of Rs. 19.25/- per Equity Share which includes a premium of Rs. 9.25/- per Equity Share ("Issue Price"), for cash consideration, free from all the encumbrances by way of preferential issue ("Preferential Issue") under (i) the Companies Act, 2013 ("Act") and the relevant rules made thereunder; (ii) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI ICDR Regulations") (iii) Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), as amended from time to time. The aforementioned approval of the Board is subject to approval of the shareholders and BSE Limited ("BSE").

The above issue price per Equity Share has been determined based on consideration of:

The issue price of the Equity Shares is the higher of the price determined under the Valuation Report of the Registered Valuer and the price of the Equity Shares as calculated in accordance with the provisions of SEBI ICDR Regulations.

The consent of the members is being sought by way of a special resolution to issue Equity Shares on preferential basis to the Proposed Allottee in accordance with the provisions of Sections 23(1)(b), 42 and 62, and other applicable provisions, if any, of the Act, and rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended (collectively as "Rules"), SEBI ICDR Regulations, SEBI LODR Regulations and any other applicable laws, circulars, rules, regulations, guidelines, notifications and clarifications issued by Ministry of Corporate Affairs ("MCA") and other regulatory authorities, from time

to time, including with respect to the pricing of the Equity Shares proposed to be issued by way of a Preferential Issue.

It is to be noted that the issue of Equity Shares on a preferential basis, subject to compliance of the requirements under the SEBI LODR Regulations is exempted from the definition of "related party transaction" under SEBI LODR Regulations. Therefore, the Preferential Issue is not a 'related party transaction' under the provisions of SEBI LODR Regulations and the approval of the shareholders as per the provisions of Regulation 23 of SEBI LODR Regulations is not required. Necessary information/ details in respect of the proposed preferential allotment in terms of Sections 42 and 62 of the Act, read with the Rules and Chapter V of the SEBI ICDR Regulations are as under:

1. Particulars of the issue of Equity Shares including the material terms of issue, date of passing of Board resolution, kind of securities offered, and the issue price:

Details of the Equity Shares to be issued, price of the Equity Shares, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottee are set out in the previous paragraphs. The Equity Shares shall be fully paid-up and listed on the Stock Exchanges, and rank paripasu with the then existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable laws, and shall be subject to the requirements of all applicable laws, rules and regulations and to the provisions of the Memorandum of Association and Articles of Association of the Company.

The allotment of Equity Shares is proposed to be made at a price of Rs. 19.25/- each based on the pricing criteria mentioned in Chapter V of SEBI ICDR Regulations, Registered Valuer Report and pricing certificate obtained in terms of SEBI ICDR Regulations.

2. Purpose/ Objects of the Issue:

The proceeds of the Preferential Issue will be utilized to infuse additional funds in the form of further capitalization in order to meet Company's growth objectives, maintaining solvency ratio and to further strengthen its financial position.

3. Maximum Number of Shares offered, the manner of issue of Shares and the pricing of preferential issue:

The Company proposes to issue upto 30,65,000 Equity Shares of the face value of Rs. 10/- (Rupees ten only) each at a price of Rs. 19.25/- to the Proposed Allottee by way of Preferential Issue on a private placement basis. Please refer to Para 4 below for the basis for determining the price for the preferential issue.

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

The issue price has been determined based on consideration of:

The Equity Shares of the Company are listed and frequently traded on the Stock Exchanges in accordance with SEBI ICDR Regulations. In terms of Regulation 164 (1) of SEBI ICDR Regulations, the price at which Equity Shares will be allotted shall not be less than higher of the following:

(a) Valuation report of the shares of the Company from Registered Valuer, as per the said report price derived is Rs. 19.25/- per equity share; and

(a) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 90 trading days preceding the Relevant Date i.e. December 10, 2022, which is Rs. 15.73/- per equity share; or

(b) Volume weighted average price of the equity shares of the Company quoted on the stock exchange, during the 10 trading days preceding the Relevant Date i.e. December 10, 2022, which is Rs. 19.25/- per equity share. The share price on the BSE has been considered for arriving at the floor price of the shares to be allotted under the Preferential Issue, as BSE is the stock exchange with higher trading volumes of the equity shares of the Company for the 90 trading days prior to the Relevant Date.

In view of the above, the issue price of the equity shares to be issued is Rs. 19.25/- per equity share i.e. the higher of the price determined under the Valuation Report of the Registered Valuer and the price of the Equity Shares as calculated in accordance with the provisions of SEBI ICDR Regulations. Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163 of the SEBI ICDR Regulations.

5. Price/ price band at/ within which the Equity Shares are proposed to be issued:

The price per Equity Share, to be issued, is fixed at Rs. 19.25/- which consists of Rs. 10/- (Rupees ten only) as face value and Rs. 9.25/- as premium per Equity Share. Please see paragraph 4 above for the basis of determination of the issue price.

6. Relevant Date:

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations for the determination of the floor price of Equity Shares to be issued is December 10, 2022.

Relevant date is defined under SEBI ICDR Regulations as the date 30 (thirty) days prior to the date on which the meeting of shareholders is held to consider the proposed preferential issue.

7. Share Capital of the Company before and after the issue:

The pre-issue and post-issue share capital of the Company (considering full allotment of equity shares issued on preferential basis) is given below:

Pre-issue capital	Preferential issue	Post-issue capital
69,342,384	**30,650,000**	**99,992,384**

Note:
1) The pre-issue share capital is as on date.
2) The post-issue paid-up share capital of the Company is subject to alterations on account of any further allotment of Equity Shares, including upon exercise of options granted under existing ESOP Schemes of the Company, if any, as well as under any new ESOP/ ESPS Schemes and consequently the post-issue shareholding percentage of the Proposed Allottee mentioned above may also stand altered.

8. Amount which the Company intends to raise by way of such securities/ size of the issue:

Issuance of 30,65,000 equity shares of the Company having face value of Rs. 10/- each, at a price of Rs. 19.25/- per equity share.

9. Proposal/ Intention of the Promoters, Directors or Key Managerial Personnel to subscribe the offer:

None of the promoters has indicated its intention to subscribe to the preferential issue, subject to offer made by the Company post necessary approvals.

None of the 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 or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above.

10. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, the Company shall complete the allotment of shares on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the members of the Company for issue of Equity Shares, provided that where the issue and allotment of the shares is pending on account of pendency of any approval or permission by any regulatory authority or the Central Government (including but not limited to the in-principle approval of the stock exchanges for the issuance of the Equity Shares to the Proposed Allottee on a preferential basis), the issue and allotment shall be completed

within a period of 15 (fifteen) days from the date of receipt of last of such approvals or permissions.

11. Principal terms of assets charged as securities:

Not applicable.

12. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of the Equity Shares.

13. No. 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:

Not Applicable

14. Valuation for consideration other than cash:

Not Applicable

15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not applicable.

16. Lock-in Period:

The subscription shares to be issued shall be locked in for such period as specified under Regulation 167 and 168 of the SEBI ICDR Regulations.

17. Listing:

The Company will make an application to the stock exchanges at which the existing shares are listed, for listing of the Equity Shares.

18. Practicing Company Secretary's Certificate:

The certificate from M/s. Vijay Tiwari & Associates, Practicing Company Secretaries, certifying that the proposed Preferential Issue is in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the members at the registered office of the Company during working hours, during the e-voting period and is also hosted on website of the Company which can be accessed at the link: www.veerhealthcare.net.

19. Other Disclosures:

(a) The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date. Further, the promoter(s) or the promoter group has not transferred their respective Equity Shares in the Company during the 90 trading days preceding the Relevant Date. (b) The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations. (c) Neither the Company nor any of its Directors or Promoters is categorized as wilful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable. (d) Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

(e) The Company shall re-compute the price of the relevant securities to be allotted under the preferential allotment in terms of the provisions of SEBI ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid. (f) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

The Board, accordingly, recommends the passing of special resolution as set out at Item No. 2 of this notice, for the approval of the members. None of the other Directors, Key Managerial Personnel and their relatives, other than to the extent of their shareholding. and the Company, are concerned/ interested in the above resolution.

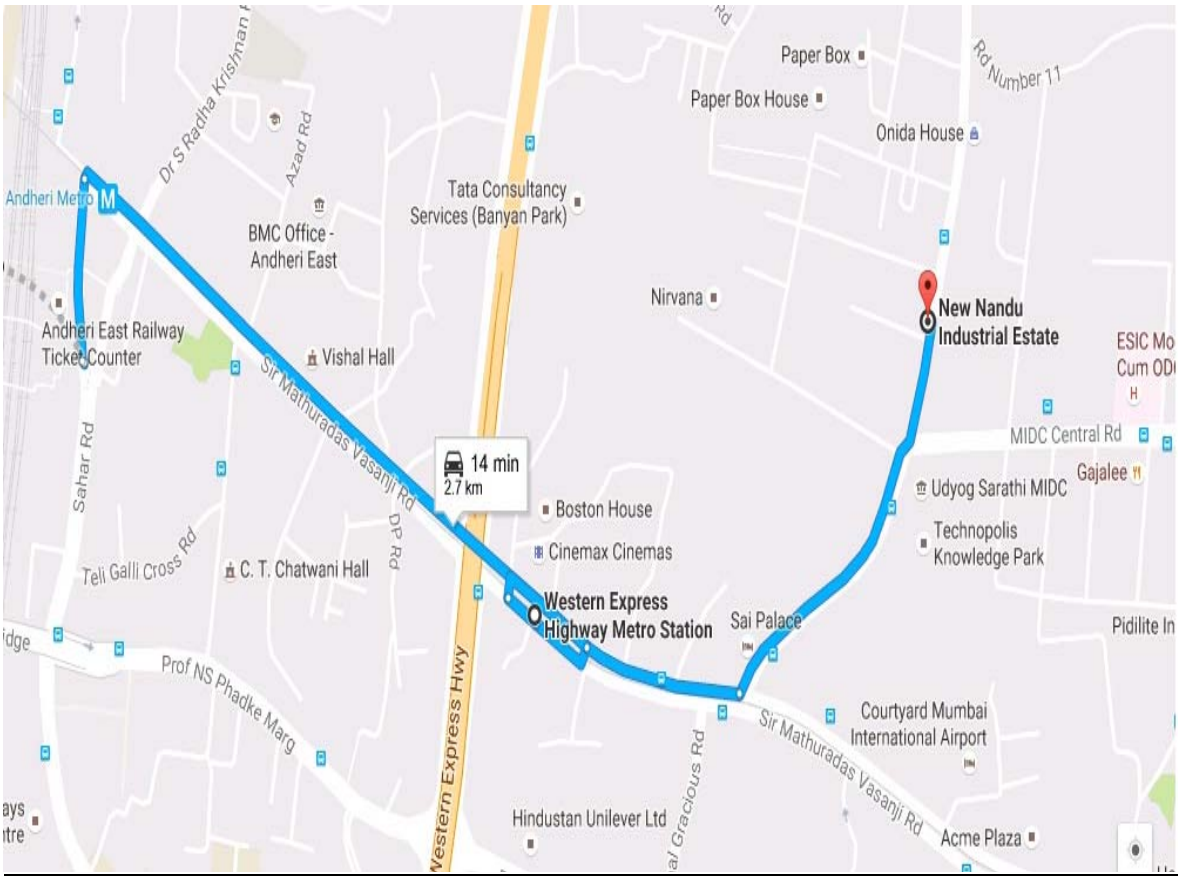
By order of the Board of Directors
For Veerhealth care Limited

Sd/-
Yogesh Mahasukhlal Shah
Director
DIN: 00169189

Place: Mumbai
Date: 05/12/2022

Route Map to the EGM Venue

Venue : 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai – 400093.



VEERHEALTH CARE LIMITED

CIN: L65910MH1992PLC067632
Registered Office: 629-A, Gazdar House, 1st Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai – 400 002.
Tel: (022) 22018582 Fax: (022) 22072644 Email: info@veerhealthcare.net Website: www.veerhealthcare.net

FORM NO. 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]

CIN	L65910MH1992PLC067632
Name of the Company	Veerhealth Care Limited
Registered Office	629-A, Gazdar House, 1st Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai - 400002
Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./DP ID-Client 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 : _____ or failing him
3. 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 Company, to be held on Tuesday, 10th January, 2023 at 10.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		**Vote**	
Special Business		**For**	**Against**
1	Increase in Authorized Share Capital of the Company and Alteration in Capital Clause of Memorandum of Association of the Company.		
2	Preferential Issue of Shares.		

Signed this ..... day of ..... 2023.

Affix Revenue Stamp of Rs. 1

Signature of Shareholder ..... Signature of Proxyholder(s) .....

NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.