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## VEERHEALTH CARE LIMITED

CIN: L65910MH1992PLC067632

Regd. Office: 629-A, Gazdar House, 1<sup>st</sup> 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

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### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting of the members of M/s. Veerhealth Care Limited will be held on Monday, September 11, 2023 at 11.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai – 400093 to transact the following businesses:

#### **Ordinary Business:**

##### **Item no. 1 – Adoption of financial statements**

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023 and the reports of the Board of Directors ('the Board') and the Auditors thereon.

##### **Item no. 2 – Appointment of Director liable to retire by rotation**

To appoint a Director in place of Mr. Yogesh M. Shah (DIN: 00169189), who retires by rotation and being eligible, offers himself for re-appointment.

#### **Special Business:**

##### **Item No. 3 – Increase in Authorized Share Capital of the Company and Alteration in 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 **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. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 31,00,00,000/- (Rupees Thirty One Crores Only) divided into 3,10,00,000 (Three Crores Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional capital of Rs. 11,00,00,000 (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore Ten Lakhs) 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. 31,00,00,000/- (Rupees Thirty One Crores Only) divided into 3,10,00,000 (Three Crores Ten Lakhs) 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."

**Item No. 4 – Issue of Bonus Shares**

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

**"RESOLVED THAT** in accordance with the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of The Companies (Share Capital and Debentures) Rules, 2014 and other relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, rules, the enabling provisions of the Articles of Association of the Company read with Article 38 of the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of a sum not exceeding Rs. 9,99,92,380/- (Rupees Nine Crore Ninety Nine Lakh Ninety Two Thousand Three Hundred and Eighty Only) from the Securities Premium Account, Free Reserves or any other permitted Reserves/ Surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up equity shares to the eligible shareholders of the Company, whose names appear in the Register of Members on the 'Record Date' as determined by the Board for this purpose, in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each for every 1 (One) fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each held by Member and that the Bonus Shares so distributed shall, for purposes be treated as an increase in the paid-up capital of the Company held by each such member."

**RESOLVED FURTHER THAT** the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

**"RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares, in the case of Members who hold Equity Shares or opt to receive the Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participant(s) and in the case of Members who hold Equity Shares in physical certificate form, the Bonus Shares shall be credited as per prevailing rules, regulations and laws, prescribed by relevant authorities."

**RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary.

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchange(s) where the securities of the Company are presently listed, as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

**Item No. 5 – Appointment of Mr. Chetan Mehta (DIN: 06609429) as an Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Chetan Mehta (DIN: 06609429), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from August 14, 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 14, 2023 upto August 13, 2028."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Item No. 6 – Appointment of Mr. Prakashbhai Shah (DIN: 01660194) as an Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Prakashbhai Shah (DIN: 01660194), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from August 14, 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who

has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 14, 2023 upto August 13, 2028."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Item No. 7 – Appointment of Mr. Nilesh Shah (DIN: 10264927) as an Independent Director 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 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Nilesh Shah (DIN: 10264927), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from August 14, 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 14, 2023 upto August 13, 2028."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% 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.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. Members / proxies/ authorized representatives are requested to bring their attendance slip at the Meeting.
5. 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.
6. Brief profile of Directors, nature of their expertise in specific functional areas, number of companies in which they hold directorships and memberships / chairmanships of Board Committees, are provided in the Corporate Governance Report forming part of the Annual Report.
7. Members may note that the Notice of the 31<sup>st</sup> AGM and the Annual Report 2022-23 will be available on the Company's website, [www.veerhealthcare.net](http://www.veerhealthcare.net). The physical copies of the documents will also be available at the Company's registered office for inspection on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books will remain closed from Tuesday, September 05, 2023 to Monday, September 11, 2023 (both days inclusive) for the purpose of 31<sup>st</sup> Annual General Meeting of the Company.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar and Transfer Agents of the Company, Purva Sharegistry (India) Pvt. Ltd.
10. The Notice of the AGM along with the Annual Report 2022-23 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.
11. 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 their PAN to their Depository Participants with whom they are maintaining their demit accounts. Members holding shares in physical form are required to submit their PAN details to the Registrar and Transfer Agents, Purva Sharegistry (India) Pvt. Ltd, Unit: Veerhealth Care Limited, Unit No. 9, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011.
12. Members are requested to update their e-mail address with their Depository Participants to enable the Company to send communications electronically.



### **Instructions for e-voting**

- I. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 04, 2023, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 Hours (IST) on Friday, September 08, 2023 and will end at 17.00 Hours (IST) on Sunday, September, 10, 2023. The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
- II. Mrs. Khushboo Shah, M. Com, has been appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- III. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given below. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions are requested to refer the instructions provided.

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

The remote e-voting period begins on September 08, 2023 at 09:00 A.M. and ends on September 10, 2023 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. 04<sup>th</sup> September, 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 04<sup>th</sup> September, 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:

#### **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.	<p>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> 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 <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p> <ol style="list-style-type: none"> <li>1. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>3. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 whose 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](mailto:cs@veerhealthcare.net) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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](http://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](mailto: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](mailto: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](mailto:support@purvashare.com). If you are an Individual shareholders 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.co.in](mailto: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 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.

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

**Sd/-  
Bhavin S. Shah  
Managing Director  
DIN: 03129574**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2023**

### **Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

#### **Item No. 3**

The Authorised Share Capital of the company as reflected in the Memorandum of Association as on date is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) equity shares of face value of Rs. 10/- each. In view of the proposed Bonus Issue, the Authorised Share Capital of the Company needs to be increased from Rs. 20,00,00,000/- (Rupees Twenty Crores) to Rs. 31,00,00,000/- (Rupees Thirty One Crores).

Accordingly, the Board of Directors, pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, has recommended the proposal to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores) to Rs. 31,00,00,000/- (Rupees Thirty One Crores). The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

The Directors recommend the Resolution set out at Item No. 3 of the accompanying notice for the approval of the members of the Company by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company is interested in the proposed Resolutions except as holders of shares in general.

#### **Item No. 4**

As the Company is having good amount of reserves and surplus, the Board of Directors of the Company in its meeting held on August 14, 2023, decided to share a part of these reserves with the members and thus have recommended for approval of the members, issue of bonus shares to the holders of equity shares of the Company in the ratio of 1:1 (i.e. One bonus equity share of Rs. 10/- for every One fully paid up equity share of Rs. 10/- each held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 9,99,92,380/- (Rupees Nine Crore Ninety Nine Lakh Ninety Two Thousand Three Hundred and Eighty Only) after capitalizing a sum not exceeding Rs. 9,99,92,380/- from the Securities Premium Account, General Reserves or any other permitted reserves/surplus as per the Accounts of the Company for the financial year ended March 31, 2023, and the same is proposed to be applied in paying up in full not exceeding 99,99,238 Equity Shares of Rs. 10/- each.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on its Register of Members on the 'Record Date' to be determined by the Board of Directors of the Company. The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the 'Record Date'.

The Record Date for determining the eligibility of the Shareholders to receive the said Bonus Shares shall be intimated at a later date.

The Promoters of the Company are interested in this Resolution to the extent of their respective shareholdings in the Company. Therefore, they will not participate in any discussions that will be done on this matter.

As per the provisions of the Companies Act, 2013, any bonus issue requires consent and approval of Members of the Company and accordingly, this Resolution to obtain such consent and approval.

The Directors recommend the Resolution set out at Item No. 4 of the accompanying notice for the approval of the members of the Company by way of Special Resolution.

#### **Item No. 5, 6 & 7**

The Board of Directors (the "Board"), on the recommendation of the Nomination and Remuneration Committee (the "NRC") had approved the appointments of Mr. Chetan Mehta (DIN: 06609429), Mr. Prakashbhai Shah (DIN: 01660194) and Mr. Nilesh Shah (DIN: 10264927) as Additional (Independent) Directors of the Company, for a period of 5 (five) years commencing from August 14, 2023 upto August 13, 2028, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointments of Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah at the ensuing Annual General Meeting.

The Company has received a notice in writing from Members, in terms of Section 160 of the Act, proposing the appointments of Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah as Directors of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah with regard to their appointments:

- a. Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- b. Declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- c. Declaration that he meets the criteria of independence prescribed under the Act and the SEBI LODR.
- d. Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- e. Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company.
- f. Confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

In the opinion of the NRC and the Board, Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah fulfills the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR, and is independent of the Management.

Further, in the opinion of the NRC and the Board, Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering their qualifications, experience and expertise. A brief profile of Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah, alongwith additional details as required under Regulation 36 of SEBI LODR and SS-2, are given in Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board, reimbursement of expenses for participation in the meetings. The terms and conditions of appointment of Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah are available for inspection by the members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah are not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah and their relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board recommends the Special Resolutions as set out in this Notice, for approval of members of the Company.

**For Veerhealth Care Limited**

**Place: Mumbai**  
**Date: 14<sup>th</sup> August, 2023**

**Sd/-**  
**Bhavin S. Shah**  
**Managing Director**  
**DIN: 03129574**



## ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT

**Details of Director seeking appointment pursuant to Regulation 36 of SEBI LODR and SS-2**

### **1) BRIEF PROFILE OF MR. YOGESH M. SHAH**

Name of the Director	Mr. Yogesh M. Shah
Director Identification Number	00169189
Particulars	Re-appointment
Age	65 Years
Date of first appointment on the Board	15/06/2011
Qualification and Experience	Mr. Yogesh M. Shah holds Bachelor of Commerce degree from University of Mumbai. He has vast experience in the field of Accountancy and Taxation. He has shown the way from the front to make Veerhealth Care Limited a leading provider of Ayurvedic medicines.
Disclosure of relationships between directors inter-se	Mr. Yogesh M. Shah is the father of Mrs. Shruti A. Shah. Other than this, none of the directors are related to each other.
Other Listed Companies in which Directorship held	M/s. Veer Energy & Infrastructure Limited
Chairperson of Board committees	Nil
Member of Board committees	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of shares held in the Company	935035 Equity Shares

## 2) **BRIEF PROFILE OF MR. CHETAN H. MEHTA**

Name of the Director	Mr. Chetan Hasmukhlal Mehta
Director Identification Number	06609429
Particulars	Appointment of Mr. Chetan Mehta as an Additional Non-Executive Independent Director.
Age	40 Years
Date of first appointment on the Board	14/08/2023
Qualification and Experience	Mr. Chetan Mehta is a Practicing Chartered Accountant with an experience of more than 10 years and has past experience at Deutsche Bank. With an impressive tenure of over a decade as an independent director in another listed company, he brings a profound knowledge and extensive experience to the company. His comprehensive knowledge of direct and indirect tax laws enables him to provide invaluable guidance and strategic insights in matters related to taxation and financial planning.
Disclosure of relationships between directors inter-se	Mr. Chetan Mehta is not related to any of the Directors of the Company.
Other Listed Companies in which Directorship held	M/s. Veer Energy & Infrastructure Limited
Chairperson of Board committees	2
Member of Board committees	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of shares held in the Company	Nil

### 3) **BRIEF PROFILE OF MR. PRAKASHBHAI C. SHAH**

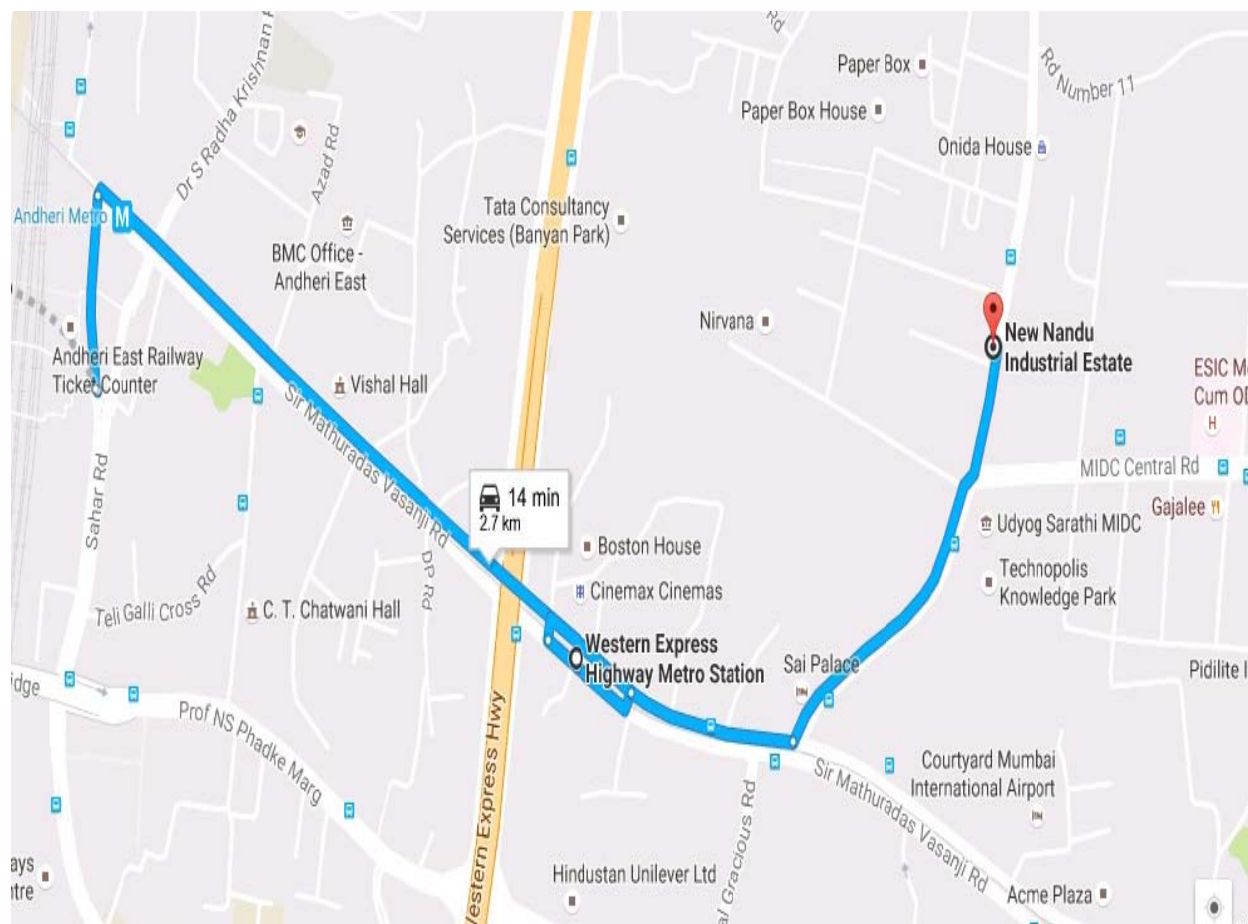
Name of the Director	Mr. Prakashbhai Chandulal Shah
Director Identification Number	01660194
Particulars	Appointment of Mr. Prakashbhai Shah as an Additional Non-Executive Independent Director.
Age	72 Years
Date of first appointment on the Board	14/08/2023
Qualification and Experience	Mr. Prakashbhai Shah holds Bachelor of Commerce degree and also holds Bachelor of Law degree. He is carrying his own business since more than 25 years. He has vast experience in the field of legal and operations.
Disclosure of relationships between directors inter-se	Mr. Prakashbhai Shah is not related to any of the Directors of the Company.
Other Listed Companies in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of shares held in the Company	Nil

#### 4) **BRIEF PROFILE OF MR. NILESH K. SHAH**

Name of the Director	Mr. Nilesh Kantilal Shah
Director Identification Number	10264927
Particulars	Appointment of Mr. Nilesh Shah as an Additional Non-Executive Independent Director.
Age	57 Years
Date of first appointment on the Board	14/08/2023
Qualification and Experience	Mr. Nilesh Shah holds BSc degree from Mumbai University. He is carrying his own business of agency since past 28 years. He has rich experience in handling various kinds of businesses and also possesses good marketing skills.
Disclosure of relationships between directors inter-se	Mr. Nilesh Shah is not related to any of the Directors of the Company.
Other Listed Companies in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Nil
Listed entities from which the person has resigned in the past three years	Nil
Number of shares held in the Company	27800 Equity Shares

### Route Map to the AGM 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, 1<sup>st</sup> 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, 1 <sup>st</sup> 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 31<sup>st</sup> Annual General Meeting of the Company, to be held on Monday, 11<sup>th</sup> September, 2023 at 11.30 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	
Ordinary Business		For	Against
1	Consider and adopt Audited Financial Statement for the financial year ended March 31, 2023 and the reports of the Board of Directors and Auditors thereon.		
2	Appointment of Mr. Yogesh M. Shah (DIN: 00169189), a Director retiring by rotation.		
Special Business			
3	Increase in Authorized Share Capital of the Company and Alteration in Capital Clause of Memorandum of Association of the Company.		
4	Issue of Bonus Shares.		
5	Appointment of Mr. Chetan H. Mehta (DIN: 06609429) as an Independent Director of the Company.		
6	Appointment of Mr. Prakashbhai C. Shah (DIN: 01660194) as an Independent Director of the Company.		
7	Appointment of Mr. Nilesh K. Shah (DIN: 01264927) as an Independent Director of the Company.		

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.**