

# **NIDHI SHAH AND ASSOCIATES**

## **COMPANY SECRETARY**

**B-103, Life 360 Degree, Rahatani, Pune-411017**

**Email Id: nidhikshah14@gmail.com Contact No. 8655857602**

**To,**

The Board of Directors

**Veerhealth Care Limited**

**SUBJECT: CERTIFICATE UNDER REGULATION 163(2) OF SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018**

**Dear Sir / Madam,**

I, CS Nidhi Shah (proprietor of Nidhi Shah & Associates), Practicing Company Secretaries, have examined the relevant records and documents of **Veerhealth Care Limited** (“the Company”) in relation to the proposed preferential issue of up to **1,00,00,000 Fully Convertible Warrants (“Warrants”)**, convertible into equity shares of the Company, to persons belonging to Promoter & Promoter Group and Non-Promoter Category, in accordance with the provisions of Chapter V of the **SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”)**.

The Relevant Date for determination of the issue price, in terms of Regulation 161 of the SEBI ICDR Regulations, is **March 31, 2026**.

### **Management Responsibility**

The compliance with the relevant provisions of the SEBI ICDR Regulations and the Act for the proposed preferential issue of fully convertible warrants, convertible into equity shares of the Company and preparation of the Notice of the Extra-Ordinary General Meeting, including its content, is the responsibility of the management of the Company. This responsibility includes the design, implementation, maintenance of and adherence to the internal controls relevant to the preparation and maintenance of the relevant records and providing all relevant information. Also, this responsibility includes ensuring that the relevant records provided to me for my examination are correct and complete.

The management is also responsible for providing all relevant information to the Securities and Exchange Board of India and/ or the stock exchange(s).

### **Our Responsibility**

Pursuant to the requirements of Regulation 163(2) of the SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the proposed preferential issue of the Fully Convertible Warrants (“Warrants”), convertible into equity shares of the Company to the proposed allottees as mentioned above, is being made in accordance with the requirements of

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the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Act and rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/ furnished by the management of the Company, as required under the SEBI ICDR Regulations, I hereby certify that:

1. The proposed preferential issue is being made in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.
2. The Company is eligible to make the preferential issue under the applicable provisions of the SEBI ICDR Regulations.
3. The pricing of the Warrants has been determined in compliance with Regulation 164 of the SEBI ICDR Regulations.
4. The proposed allottees have not sold any equity shares of the Company during the 90 trading days preceding the Relevant Date.
5. The pre-preferential shareholding of the proposed allottees, if any, is held in dematerialized form.

### **Restriction of Use**

This certificate is issued for the purpose of placing before the shareholders of the Company in terms of Regulation 163(2) of the SEBI ICDR Regulations and for no other purpose.

### **Assumptions and limitations of scope and review**

Compliance of the applicable laws and ensuring the authenticity of the documents and information furnished, are the responsibilities of the management of the Company. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

### **For Nidhi Shah & Associates**

Practicing Company Secretaries

**CS Nidhi Shah**

**Membership No.: A45720**

**COP No.:16854**

**UDIN: A045720G004137797**

**Date: March 31, 2026**

**Place: Pune**