

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED AT THE ANNUAL GENERAL MEETING OF THE COMPANY HELD ON FRIDAY, SEPTEMBER 30, 2016 AT 11.30 A.M. AT 6, NEW NANDU INDUSTRIAL ESTATE, MAHAKALI CAVES ROAD, ANDHERI (E), MUMBAI - 400093.

1) TO CONSOLIDATE EQUITY SHARES OF THE COMPANY FROM RE. 1 TO RS. 10 PER SHARE.

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Issued, subscribed and paid up equity capital of Rs. 6,93,42,384 consisting of 6,93,42,384 equity shares of Re. 1 each be divided into 69,34,238 equity shares of Rs. 10 each by consolidating in such manner that every ten of the existing equity shares of Re. 1 each shall constitute one share of Rs. 10 each fully paid.

RESOLVED FURTHER THAT the existing certificates of shares be called in by the Board of Directors and cancelled and that the new certificates be issued in lieu thereof in the terms of the Companies (Share Capital and Debentures) Rules, 2014.

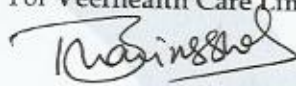
RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

2) TO AMEND CLAUSE V OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

"RESOLVED THAT the existing Authorized Share Capital of Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 10,00,00,000 (Ten Crores) equity shares of Re. 1 each be and is hereby reclassified/ consolidated as 1,00,00,000 (One Crore) equity shares of Rs. 10 each aggregating to Rs. 10,00,00,000/- (Rupees Ten Crores only) and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in place of existing Clause thereof:

V. The Authorized Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore) equity share of Rs. 10 each with a power to increase or reduce the capital of the Company or to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

"Certified True Copy"  
For Veerhealth Care Limited



Bhavin S. Shah  
Managing Director  
DIN: 03129574



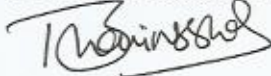
Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

The Paid-up Share Capital of the Company is Rs. 6,93,42,384 consisting of 6,93,42,384 Equity Shares of Re. 1 each. Presently the shares of the Company are not very frequently tradeable because of the involvement of higher expenses based on number of shares. The Board of Directors has considered consolidating the share capital of the Company from Re. 1 per share to Rs. 10 per share resulting in decrease in total number of issued shares and increasing the scope of trading. Pursuant to Section 61 of the Companies Act, 2013 the consolidation of share capital requires the approval of members in general meeting and hence the resolution is submitted to the meeting for member's approval. Consequently Clause V of Memorandum of Association of the Company will be amended accordingly.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolutions set forth in Item Nos. 1 and 2 of the notice except to the extent of their shareholding in the Company.

The Board recommends the resolutions set forth in Item Nos. 1 and 2 for approval of members as Special Resolution.

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



Bhavin S. Shah  
Managing Director  
DIN: 03129574



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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF M/S. VEERHEALTH CARE LIMITED HELD ON SATURDAY, NOVEMBER 12, 2016 AT 4.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 629-A, GAZDAR HOUSE, 1<sup>ST</sup> FLOOR, J.S.S. MARG, NEAR KALBADEVI POST OFFICE, MUMBAI - 400002.

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**TO FIX RECORD DATE FOR CONSOLIDATION OF EQUITY SHARES**

The Chairman informed the Board that Members have approved the consolidation of equity shares at the Annual General Meeting held on 30<sup>th</sup> September, 2016 and as such the Company is required to fix Record Date for the purpose of consolidation of shares for its dealing in Stock Exchange.

Board discussed the matter and the following resolution was passed unanimously:

**“RESOLVED THAT** the Board of Directors of the Company has fixed a Record Date of 30<sup>th</sup> November, 2016 for purpose of Consolidation of equity shares from Re. 1/- per share to Rs. 10/- per share and any one Director of the Company be and is hereby authorized to intimate to the Stock Exchange.

**RESOLVED FURTHER THAT** the consolidation of shares shall be determined on the basis of those shareholders, whose names appear in the Register of Members as on Record Date of 30<sup>th</sup> November, 2016.

**RESOLVED FURTHER THAT** no member shall be entitled to a fraction of a share and all fractional entitlements resulting from the consolidation shall be aggregated into whole shares of the face value of Rs. 10/- each and the number of the whole shares so arising shall be held by a Representative of the Company nominated by the Board of Directors (hereinafter referred as “the Board” which term shall be deemed to include any committee thereof) of the Company, who shall act as a trustee for holding such shares (“Trustee”) and who shall dispose of such whole shares at such price which shall not be less than the book value of such whole shares as determined by the Statutory Auditors of the Company and distribute the proceeds of sale of such whole shares proportionately among the members who would otherwise be entitled to fractional entitlements.

**RESOLVED FURTHER THAT** the existing share certificates issued to the holders of Equity Shares, which are held in physical form on Record Date, be treated as cancelled and fresh share certificates be issued for the fully paid consolidated Equity Shares to such members in lieu thereof pursuant to the Companies (Share Capital and Debentures) Rules, 2014 along with the proportionate consideration amount for the sale of fractional entitlements, if any.



**RESOLVED FURTHER THAT** the respective beneficiary account of the members who hold their existing Equity Shares in dematerialized form on Record Date, be credited with consolidated fully paid Equity Shares in lieu of their existing shares and the proportionate consideration amount for the sale of fractional entitlements, if any, be distributed to such members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all the necessary steps to facilitate the legal and/or procedural formalities and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with the power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard and to delegate any of its powers to such officer of the Company as the Board may think fit."

"Certified True Copy"  
For Veerhealth Care Limited



Bhavin S. Shah  
Managing Director  
DIN: 03129574

