Veerhealth Care Ltd.
(Formerly known as
NIYATI INDUSTRIES LTD.)
CIN : L65910MH1992PLC067632

Date: 5th October, 2018

To,
BSE Limited,
Department of Corporate Services
P. J. Towers,
Dalal Street, Fort,
Mumbai – 400001.
Scrip Code: 511523

Sub.: Annual Report of the Company for the Financial Year 2017-18

Dear Sir,

In Compliance with Regulation 34 of the SEBI (LODR) Regulations, 2015, please find attached herewith Annual Report of the Company for the Financial Year 2017-18 duly approved and adopted by the Shareholders at the 26th Annual General Meeting of the Company held on Friday, September 28, 2018.

This is for your information and records.

Thanking You,

Yours faithfully
For **VEERHEALTH CARE LIMITED**

Bhavin S. Shah
Managing Director
DIN: 03129574

VEERHEALTH CARE LTD. MUMBAI

Encl.: As Above

VeerHealth Care Ltd.

"NATURE-AL DIRECTION TO REMEDIES"

26th ANNUAL REPORT

2017-2018

For further details please log in to www.veerhealthcare.net or E-mail us at info@veerhealthcare.net

VEERHEALTH CARE LIMITED

BOARD OF DIRECTORS

NAME	DESIGNATION
Mr. Yogesh M. Shah	Chairman & Non-Executive Director
Mr. Bhavin S. Shah	Managing Director
Ms. Shruti Y. Shah	Executive Director
Mr. Arvind M. Shah	Independent Director
Dr. Dharnendra B. Shah	Independent Director
Mr. Mitesh J. Kuvadia	Independent Director

AUDITORS

NAME	OFFICE
M/s. M. H. Dalal & Associates Chartered Accountants.	301/308, Balaji Darshan, Tilak Road, Santacruz West, Mumbai - 400054.

REGISTERED OFFICE

629-A, Gazdar House, 1st Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai – 400002.

VEERHEALTH CARE LIMITED

CIN: L65910MH1992PLC067632
Regd. 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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the members of M/s. Veerhealth Care Limited will be held on Friday, September 28, 2018 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, 2018 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 Ms. Shruti Y. Shah (DIN: 06952245), who retires by rotation and being eligible, offers herself for re-appointment.

Special Business:

Item No. 3 – Re-appointment of Mr. Arvind M. Shah as Independent Director

To re-appoint Mr. Arvind M. Shah as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arvind M. Shah (DIN: 01645534), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024."

Item No. 4 – Re-appointment of Mr. Dharnendra B. Shah as Independent Director

To re-appoint Mr. Dharnendra B. Shah as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dharnendra B. Shah (DIN: 00229621), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent

Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024."

Item No. 5 – Re-appointment of Mr. Mitesh J. Kuvadia as Independent Director

To re-appoint Mr. Mitesh J. Kuvadia as an Independent Director and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mitesh J. Kuvadia (DIN: 03256900), who was appointed as an Independent Director and who holds office as an Independent Director up to March 31, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, i.e. up to March 31, 2024."

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.

2. 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.

3. 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.

4. 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.

5. Members / proxies/ authorized representatives are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

6. 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.

7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2017.

8. 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.

9. Members may note that the Notice of the 26th AGM and the Annual Report 2017-18 will be available on the Company's website, 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.

10. The Register of Members and Share Transfer Books will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of 26th Annual General Meeting of the Company.

11. 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.

12. The Notice of the AGM along with the Annual Report 2017-18 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. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

13. 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.

14. Members are requested to update their e-mail address with their Depository Participants to enable the Company to send communications electronically.

<u>Instructions for e-voting</u>

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). 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. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

i) Open email and open PDF file titled 'Veerhealth Care Limited e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com.
iii) Click on Shareholder – Login.
iv) Enter the user ID and password (the initial password noted in step (i) above). Click Login.
v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
vi) Home page of e-voting will open. Click on e-voting: Active Voting Cycles.
vii) Select 'EVEN' (E-voting Event Number) of Veerhealth Care Limited.
viii) Now you are ready for e-voting as the 'Cast Vote' page opens.
ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
xii) Institutional members (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. together with attested specimen signature of the duly authorized signatory(ies) who is/ are authorized to vote, to the Scrutinizer through e-mail to cs@veerhealthcare.net with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

i) Initial password is provided as below at the bottom of the Attendance Slip for the AGM:

EVEN (E-voting Event Number) **USER ID** **PASSWORD**

ii) Please follow all steps from (ii) to (xii) above, to cast your vote.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

IV. 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 Password' option available on the site to reset the password.

V. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.

VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

VII. The e-voting period commences on September 25, 2018 (9:00 a.m.) and ends on September 27, 2018 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2018, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she shall not be allowed to change it subsequently.

VIII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.

IX. Mrs. Khushboo Shah, M.Com, has been appointed as the Scrutinizer to scrutinize the voting at the meeting and e-voting process in a fair and transparent manner.

X. The result 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. The Company shall simultaneously forward the results to all the stock exchanges, where the shares of the Company are listed.

By Order of the Board of Directors
For Veerhealth Care Limited

Sd/-

Place: Mumbai **Bhavin S. Shah**
Date: 14th August, 2018 **Managing Director**

Explanatory Statement pursuant to Section 102(1) 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

Mr. Arvind M. Shah (DIN: 01645534) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to March 31, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Arvind M. Shah as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. Accordingly, it is proposed to re-appoint Mr. Arvind M. Shah as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Arvind M. Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Arvind M. Shah that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Arvind M. Shah fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Arvind M. Shah is independent of the management.

Brief Profile of Mr. Arvind M. Shah, is annexed to the Notice. Copy of draft letter of appointment of Mr. Arvind M. Shah setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Arvind M. Shah is interested in the resolution set out at Item No. 3 of the Notice with regard to his reappointment. Relatives of Mr. Arvind M. Shah may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, in the resolution.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No. 4

Mr. Dharnendra B. Shah (DIN: 00229621) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to March 31, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Dharnendra B. Shah as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. Accordingly, it is proposed to re-appoint Mr. Dharnendra B. Shah as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Dharnendra B. Shah is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Dharnendra B. Shah that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Dharnendra B. Shah fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Dharnendra B. Shah is independent of the management.

Brief Profile of Mr. Dharnendra B. Shah, is annexed to the Notice. Copy of draft letter of appointment of Mr. Dharnendra B. Shah setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Dharnendra B. Shah is interested in the resolution set out at Item No. 4 of the Notice with regard to his reappointment. Relatives of Mr. Dharnendra B. Shah may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, in the resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No. 5

Mr. Mitesh J. Kuvadia (DIN: 03256900) was appointed as an Independent Director of the Company and he holds office as an Independent Director of the Company up to March 31, 2019 ("first term").

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Mitesh J. Kuvadia as an Independent Director for a second term of 5 (five) consecutive years on the Board of the Company. Accordingly, it is proposed to re-appoint Mr. Mitesh J. Kuvadia as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Mr. Mitesh J. Kuvadia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Mitesh J. Kuvadia that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Mitesh J. Kuvadia fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Mitesh J. Kuvadia is independent of the management.

Brief Profile of Mr. Mitesh J. Kuvadia, is annexed to the Notice. Copy of draft letter of appointment of Mr. Mitesh J. Kuvadia setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Mr. Mitesh J. Kuvadia is interested in the resolution set out at Item No. 5 of the Notice with regard to his reappointment. Relatives of Mr. Mitesh J. Kuvadia may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, in the resolution.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

By Order of the Board of Directors
For Veerhealth Care Limited

Sd/-
Bhavin S. Shah
Managing Director

Place: Mumbai
Date: 14th August, 2018

ADDITIONAL INFORMATION ON DIRECTORS RECOMMENDED FOR APPOINTMENT / RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1) BRIEF PROFILE OF MS. SHRUTI Y. SHAH

Particulars	Re-appointment
Name of the Director	Ms. Shruti Y. Shah
Age	26 Years
Date of first appointment on the Board	12/09/2014
Qualification and Experience	Ms. Shruti Y. Shah holds degree of Bachelor in Financial Markets and she is also pursuing LLB. She is looking after the company compliances.
Relationship with other Directors / Key Managerial Personnel	Ms. Shruti Y. Shah is the daughter of Mr. Yogesh M. Shah and Spouse of Mr. Akash Shah. Other than this, she is not related to any other Director / Key Managerial Personnel.
Listed Companies (other than Veerhealth Care) in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Nil
Shareholding in the Company as on March 31, 2018	234714 Equity Shares

2) BRIEF PROFILE OF MR. ARVIND M. SHAH

Particulars	Re-appointment
Name of the Director	Mr. Arvind M. Shah
Age	60 Years
Date of first appointment on the Board	30/10/1999
Qualification and Experience	Mr. Arvind M. Shah holds Bachelor of Commerce degree and LLB (Gen). He has vast experience in the field of Income Tax and Sales Tax.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Listed Companies (other than Veerhealth Care) in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Nil
Shareholding in the Company as on March 31, 2018	Nil

3) **BRIEF PROFILE OF MR. DHARNENDRA B. SHAH**

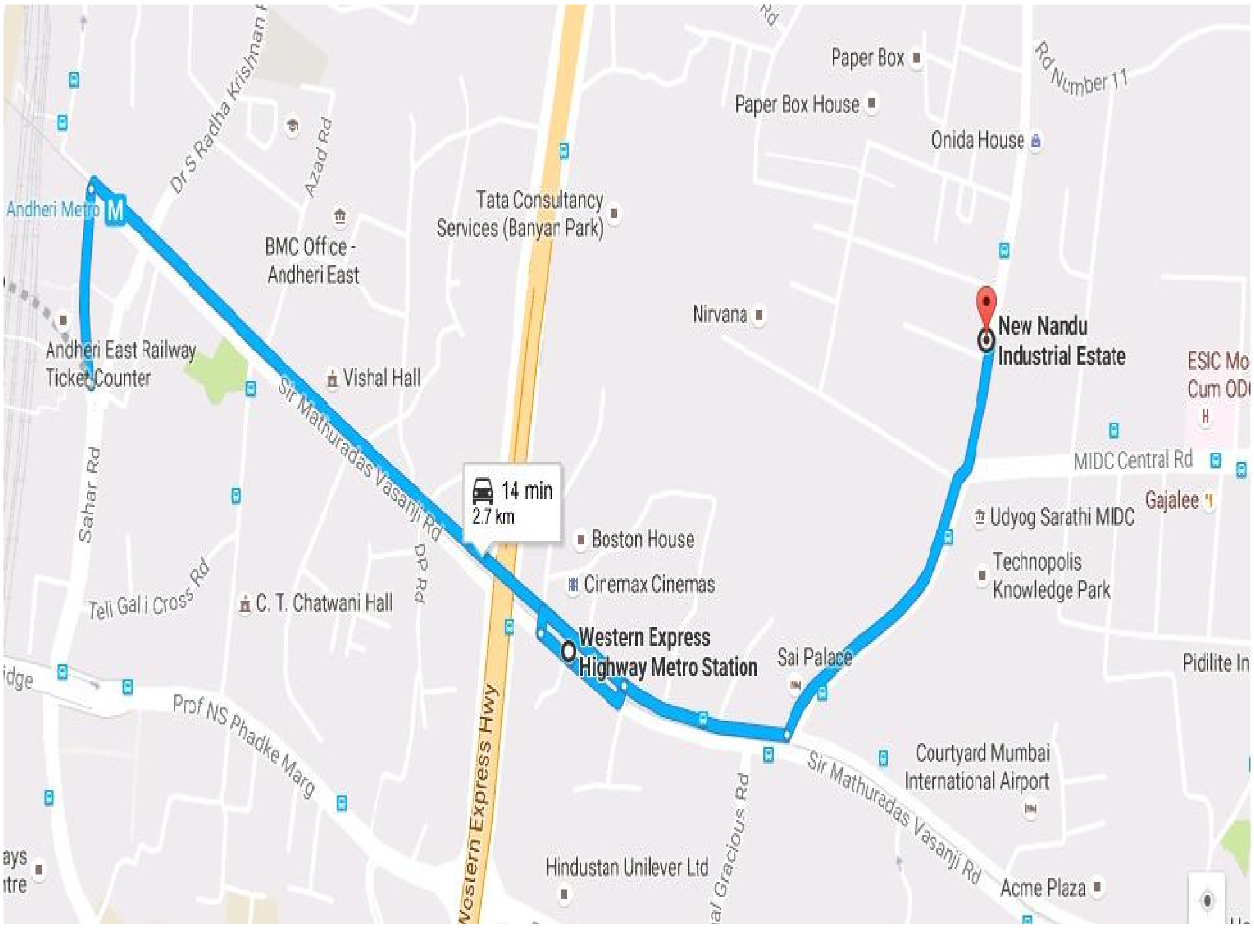
Particulars	Re-appointment
Name of the Director	Mr. Dharnendra B. Shah
Age	69 Years
Date of first appointment on the Board	22/05/2013
Qualification and Experience	Mr. Dharnendra B. Shah is a practicing Doctor with experience of more than 37 years.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Listed Companies (other than Veerhealth Care) in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Nil
Shareholding in the Company as on March 31, 2018	5750 Equity Shares

4) **BRIEF PROFILE OF MR. MITESH J. KUVADIA**

Particulars	Re-appointment
Name of the Director	Mr. Mitesh J. Kuvadia
Age	27 Years
Date of first appointment on the Board	12/09/2014
Qualification and Experience	Mr. Mitesh J. Kuvadia holds Bachelor of Commerce degree from University of Mumbai and is carrying his own business. He has more than four years of experience in the field of marketing and operations.
Relationship with other Directors / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel.
Listed Companies (other than Veerhealth Care) in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Veer Energy & Infrastructure Limited • Audit Committee - Member • Nomination and Remuneration Committee – Member • Stakeholders' Relationship Committee – Member
Shareholding in the Company as on March 31, 2018	Nil

Route Map to the AGM Venue

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



DIRECTORS REPORT

To
The Members,

The Board hereby presents the 26th Annual Report along with Audited Statements of Accounts for the Financial Year ended March 31, 2018.

FINANCIAL SUMMARY

Particulars	Amount In Lakhs	
	2017-18	2016-17
Income:		
Revenue from operations	516.93	192.16
Other Income	72.20	72.22
Total Revenue (I)	**588.95**	**264.38**
Expenses:		
Cost of Goods Sold	367.80	116.05
Employee benefit expense	57.16	58.01
Other expenses	104.36	54.37
Total (II)	**529.32**	**228.43**
Earning/(loss) before interest, tax, depreciation and amortization (EBITDA) (I) - (II)	**59.63**	**35.95**
Depreciation and amortization expense	27.48	22.70
Finance cost	7.09	10.11
Profit for the year	**25.07**	**3.13**
Current tax	5.19	0.95
Deferred tax	6.16	(0.09)
Profit after tax	**13.71**	**2.27**
Net Worth	1310.21	1285.10

DIVIDEND

In view of inadequate profit during the year, the directors do not recommend any dividend on equity shares for the year ended on 31st March, 2018.

OPERATIONS

The Company has a team of experienced Marketing Representatives for Over the Counter & Ethical marketing in Maharashtra & Gujarat. The Company is also a registered member of various online portals to generate leads. The Company is manufacturing Oil, Shampoo, Ointment and Toothpaste.

CORPORATE GOVERNANCE

As per SEBI Listing Regulations, corporate governance report with auditors' certificate thereon and management discussion and analysis are attached, which forms part of this report.

PERFORMANCE

The turnover of the Company for the year under review is Rs. 516.93 Lakhs as against Rs. 192.16 Lakhs in the previous year. Your Directors are hopeful to improve the growth rate in turnover and profitability in current year.

Net Profit before tax for the year under review is Rs. 25.07 Lakhs as against Rs. 3.13 Lakhs in the previous year. Net Profit after tax and other provisions is at Rs. 13.71 Lakhs as against Rs. 2.27 Lakhs in the previous year.

FUTURE PROSPECTS

The Company has started manufacturing of toothpaste and other cosmetic products. The company has also increased its focus on third party manufacturing contracts and shall introduce new products as per market trends.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, there has been no change in the management of the Company. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Agreement.

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, and of the directors individually, as well as the evaluation of its compliance committees. The manner in which the evaluation has been carried out has been explained in detail in the Corporate Governance Report, which forms part of this Annual Report.

The following policies of the Company are annexed to this report:

1) Policy for selection of Directors and determining Directors independence (Annexure I); and
2) Remuneration Policy for Directors, Key Managerial Personnel and other employees (Annexure II).

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

No company has become or ceased to be a subsidiary, joint venture or associate during the financial year 2017-18.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

a) In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures;

b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the Profit and Loss of the Company for the year ended on that date;

c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) They have prepared the annual accounts on a going concern basis;

e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and

f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Directors draw attention of the members to notes to the financial statement which sets out related party disclosures.

AUDITORS & AUDITORS' REPORT

Board of Directors have appointed M/s. M. H. Dalal & Associates, Chartered Accountants in the Annual General Meeting held on September 29, 2017 for a period of five years to hold office till the conclusion of the 30th Annual General Meeting of the Company. They have confirmed their eligibility and that they are not disqualified for appointment.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITOR

The Board has appointed M/s. Nidhi Shah & Associates, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as Annexure III to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

DISCLOSURES

Audit Committee
The Audit Committee comprises of three Independent Directors namely Mr. Arvind M. Shah (Chairman), Dr. Dharnendra B. Shah (Member) and Mr. Mitesh J. Kuvadia (Member). All the recommendations made by the Audit Committee were accepted by the Board.

Vigil Mechanism
The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the Listing Agreement, comprises of senior executives of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or dedicated telephone line or a letter to the Chairman of the Audit Committee.

Meetings of the Board
Four meetings of the Board of Directors were held during the year. For further details, please refer report on Corporate Governance of this Annual Report.

Particulars of Loans given, Investments made, Guarantees given and Securities provided
Particulars of loans given, investments made, guarantees given and securities provided are provided in the notes to the Financial Statements.

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
Energy conservation continues to be an area of focus for Veerhealth Care. Initiatives to integrate energy efficiency into overall operations are undertaken through operational practices and awareness is created amongst associates on energy conservation through campaigns and events. The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company's operations do not require significant import of technology. There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. The Company has not entered into any technology transfer agreement.

Extract of Annual Return
Extract of Annual Return of the Company is annexed herewith marked as Annexure IV to this Report.

Particulars of Employees and related disclosures
Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith marked as Annexure V to this Report.

No disclosure or reporting is required in terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as there are no employees drawing remuneration in excess of the limits set out in the said rules.

Corporate Social Responsibility
The Company is not required to constitute Corporate Social Responsibility Committee in terms of the provisions of Section 135 of the Companies Act, 2013.

Material changes and commitments affecting financial position between the end of the financial year and date of the report

There has been no material changes and commitment affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, government authorities and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

By Order of the Board of Directors
For Veerhealth Care Limited

	Sd/-	**Sd/-**
Place: Mumbai	**Bhavin S. Shah**	**Yogesh M. Shah**
Date: 14th August, 2018	**Managing Director**	**Director**

ANNEXURE I

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS INDEPENDENCE

Qualifications and criteria

The Nomination and Remuneration Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.

In evaluating the suitability of individual Board members, the Nomination and Remuneration Committee may take into account factors, such as general understanding of the Company's business dynamics, social perspective, educational and professional background, personal and professional ethics, integrity and values, willingness to devote sufficient time in carrying out their duties and responsibilities effectively.

The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Listing Agreement and other relevant laws.

The Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

Criteria of Independence

The Nomination and Remuneration Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director and the criteria of independence shall be same as laid down in Companies Act, 2013 and Clause 49 of the Listing Agreement. The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

Other directorships / committee memberships

The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The Nomination and Remuneration Committee shall take into account the nature of, and the time involved in Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

ANNEXURE II

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The Company has formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:

1. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
2. Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
3. Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

Remuneration to Executive Directors and Key Managerial Personnel
The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.

The Board, on the recommendation of the Nomination and Remuneration Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company. The remuneration structure to the Executive Directors and Key Managerial Personnel shall include Basic Pay, Perquisites and Allowances and Annual Performance Bonus.

Remuneration to Non-Executive Directors
The Board, on the recommendation of the Nomination and Remuneration Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.

Non-Executive Directors shall be entitled to conveyance/sitting fees for attending the meetings of the Board and the Committees thereof.

Remuneration to other employees
Employee's remuneration shall be based on their individual qualifications and work experience, competencies as well as their roles and responsibilities in the organization, job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

ANNEXURE III

Form No. MR.3

Secretarial Audit Report for the financial year ended on March 31, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the companies (Appointment and remuneration of managerial personnel) Rule, 2014]

To,
The Members
Veerhealth Care Limited
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Veerhealth Care Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

I. The Companies Act, 2013 (**the Act**) and the Rules made there-under;
II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there-under;
III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act')** to the extent applicable to the Company;
   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)Regulations, 2011;
   b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
   c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)Regulations, 2009;
   d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents)Regulations, 1993 regarding the Companies Act and dealing with client;
VI. Other law applicable specifically to the Company, as detailed below;
   1. Factories Act, 1948
   2. Payment of Wages Act, 1936 and
   3. Foreign Exchange Management Act, 1999
   4. Payment of Gratuity Act, 1972
   5. Industrial Disputes Act, 1947

6. Minimum Wages Act, 1948
7. Environment (Protection) Act, 1986
8. Water (Prevention and Control of Pollution), Act, 1981
9. Air (Prevention and Control of Pollution), Act, 1974
10. Hazardous Waste (Management and Handling) Rules, 1989
11. The Electricity Act, 2013
12. Drug & Cosmetics Act, 1940
13. The Drugs & Magic Remedies Act, 1954
14. The Trademarks Act, 1999
15. The Patents Act, 1970

We have also examined compliance with the applicable clauses of the following;

(i) Secretarial Standards issued by The Institute of Company Secretaries of India
(ii) The SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015
(iii) The listing agreement entered into by the Company with Stock Exchanges in India.

We report that, during the financial year under review, the Company has complied with the provisions of the Act, rules, regulations, guidelines as mentioned above. We further report that, there was no action/event in pursuance of;

a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
c) The Securities and Exchange Board of India (Issue of Debt Securities) Regulations, 2008
d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company and test verification on random basis carried out for compliances under other applicable Acts, Laws and Regulations to the Company.

The compliance by the Company of the applicable direct tax laws, indirect tax laws and other financial laws has not been reviewed in this Audit, since the same have been subject to review by the other designated professionals and being relied on the reports given by such designated professionals.

We further report that, based on the information provided and representation made by the Company and also on the review of compliance reports of the respective department/unit heads/Company Secretary/CFO/CEO taken on record by the Board of Directors of the Company, in our opinion adequate system and process exits in the company commensurate with the size and operations of the Company to monitor and ensure compliance with the applicable general laws like labour laws, competition law and environmental laws.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.

As per the minutes of the meeting duly recorded and signed by the Chairman, majority decision carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that,

There were no specific events/actions in pursuance of any of the above referred laws, rules, regulations, guidelines etc., having a major bearing on the Company affairs.

Sd/-
Place: Mumbai **Nidhi Shah**
Date: May 29, 2018 **ACS No. 45720, CP No. 16854**

Note: This report is to be read with our letter of even date which is annexed as "Annexure A" and forms and integral part of this report.

Annexure – "A"
To,
The Members
Veerhealth Care Limited
Mumbai

Our Secretarial Audit Report of even date is to be read along with this letter;

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc.;
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Sd/-
Place: Mumbai **Nidhi Shah**
Date: May 29, 2018 **ACS No. 45720, CP No. 16854**

ANNEXURE IV

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31st March, 2018

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L65910MH1992PLC067632
2.	Registration Date	10/07/1992
3.	Name of the Company	Veerhealth Care Limited
4.	Category of the Company / Sub-category of the Company	Company Limited by Shares Indian Non-Government Company
5.	Address of the Registered office & contact details	629-A, Gazdar House, 1st Floor, J.S.S. Marg, Near Kalbadevi Post Office, Mumbai – 400002. Tel No.: 022-22018582 Fax No: 022-22072644
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Purva Sharegistry (India) Pvt. Ltd. Unit No. 9, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011. Tel No.: 022-23016761 / 23018261 Fax: 022-23012517

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of Pharmaceutical Products	210- Manufacture of pharmaceuticals, medicinal chemical and botanical products	100.00 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
-	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) **Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the end of the year (As on 31-03-2017)				No. of Shares held at the end of the year (As on 31-03-2018)				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) **Indian**									
a) Individual/ HUF	2681775	0	2681775	38.67	2239628	0	2239628	32.30	-6.37
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	2681775	0	2681775	38.67	2239628	0	2239628	32.30	-6.37
(2) **Foreign**									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2681775	0	2681775	38.67	2239628	0	2239628	32.30	-6.37
B. Public Shareholding									
1. **Institutions**									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Co's	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the end of the year (As on 31-03-2017)				No. of Shares held at the end of the year (As on 31-03-2018)				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	632692	0	632692	9.13	169717	0	169717	2.45	-6.68
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	1470859	234848	1705707	24.60	2048357	213098	2261455	32.61	8.01
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1569224	18800	1588024	22.90	1776251	18800	1795051	25.89	2.99
c) Others (specify)									
i) Clearing Member	49936	0	49936	0.72	108108	0	108108	1.56	0.84
ii) OCB	0	0	0	0.00	0	0	0	0.00	0.00
iii) Non Resident Indians	167327	0	167327	2.41	119301	0	119301	1.72	-0.69
iv) Hindu Undivided Family	108777	0	108777	1.57	240878	0	240878	3.47	1.90
Sub-total (B)(2):-	3998815	253648	4252463	61.33	4462712	231898	4694610	67.70	6.37
Total Public Shareholding (B) = (B)(1)+ (B)(2)	3998815	253648	4252463	61.33	4462712	231898	4694610	67.70	6.37
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	**6678590**	**255648**	**6934238**	**100.00**	**6702340**	**231898**	**6934238**	**100.00**	**0.00**

ii) **Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the end of the year (As on 31-03-2017)			Shareholding at the end of the year (As on 31-03-2018)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Yogesh Mahasuklal Shah	883135	12.74	0.00	935035	13.48	0.00	0.74
2	Divyabala Mahasuklal Shah	464047	6.69	0.00	0	0.00	0.00	-6.69
3	Mahasuklal Shah HUF	337965	4.87	0.00	337965	4.87	0.00	0.00
4	Shruti Yogesh Shah	234714	3.38	0.00	234714	3.38	0.00	0.00
5	Yogesh Shah HUF	201595	2.91	0.00	201595	2.91	0.00	0.00
6	Kalpana D. Shah	196987	2.84	0.00	196987	2.84	0.00	0.00
7	Krupa Yogesh Shah	152000	2.19	0.00	152000	2.19	0.00	0.00
8	Bhavin Satish Shah	50000	0.72	0.00	50000	0.72	0.00	0.00
9	Nisha Bhavin Shah	71720	1.03	0.00	41720	0.60	0.00	-0.43
10	Jigar Jayant Shah	38900	0.56	0.00	38900	0.56	0.00	0.00
11	Ashish Jayant Shah	24950	0.36	0.00	24950	0.36	0.00	0.00
12	Jayant Seventilal Shah	18262	0.26	0.00	18262	0.26	0.00	0.00
13	Dharnendra B. Shah	5750	0.08	0.00	5750	0.08	0.00	0.00
14	Arvind M. Shah HUF	1750	0.03	0.00	1750	0.03	0.00	0.00
	Total	**2681775**	**38.67**	**0.00**	**2239628**	**32.30**	**0.00**	**-6.37**

iii) **Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year (As on 01-04-2017)		Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	2681775	38.67	*	*
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): *	-442147	-6.37	*	*
3	At the end of the year	2239628	32.30	*	*

* Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease Cumulative Shareholding

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of Shares at the beginning (01-04-2017/ end of the year (31-03-2018)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Yogesh Mahasuklal Shah	883135	12.74	01/04/2017				
				25/01/2018	51900	Buy	935035	13.48
		935035	13.48	31/03/2018				
2	Divyabala Mahasuklal Shah	464047	6.69	01/04/2017				
				05/01/2018	-464047	Sell	0	0.00
		0	0.00	31/03/2018				
3	Nisha Bhavin Shah	71720	1.03	01/04/2017				
				05/01/2018	-30000	Sell	41720	0.60
		41720	0.60	31/03/2018				

iv) **Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Particulars	Shareholding at the beginning of the year (As on 01-04-2017)		Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	*	*	*	*
2	Date wise Increase / Decrease in top ten Shareholders during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	*	*	*	*
3	At the end of the year	*	*	*	*

* Date wise Increase / Decrease in top ten Shareholders during the year specifying the reasons for increase / decrease Cumulative Shareholding

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of Shares at the beginning (01-04-2017/ end of the year (31-03-2018)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Gujarat State Financial Corporation	210600	3.04	01/04/2017				
				25/01/2018	-131300	Sell	79300	1.14
		79300	1.14	31/03/2018				
2	Sumtinath Shares And Services Private Limited	206352	2.98	01/04/2017				
				15/12/2017	-206352	Sell	0	0.00
		0	0.00	31/03/2018				
3	Shree Mallikarjun Tradeinvest Pvt Ltd	169514	2.44	01/04/2017				
				15/12/2017	-169514	Sell	0	2.44
		0	0.00	31/03/2018				

4	Deval Nilay Shah	160000	2.31	01/04/2017				
				02/02/2018	3000	Buy	163000	2.35
				09/02/2018	3059	Buy	166059	2.39
				16/02/2018	2348	Buy	168407	2.43
		168407	2.43	31/03/2018				
5	Nilay Suvratbhai Shah	100000	1.44	01/04/2017		No Change		
		100000	1.44	31/03/2018				
6	Smita Suhagbhai Maniar	97979	1.41	01/04/2017				
				07/04/2017	980	Buy	98959	1.43
				14/04/2017	2000	Buy	100959	1.46
				21/04/2017	5000	Buy	105959	1.53
				16/06/2017	500	Buy	106459	1.54
				28/07/2017	646	Buy	107105	1.54
				04/08/2017	23230	Buy	130335	1.88
				18/08/2017	3000	Buy	133335	1.92
				25/08/2017	2583	Buy	135918	1.96
				20/10/2017	4904	Buy	140822	2.03
				31/10/2017	1943	Buy	142765	2.06
				03/11/2017	150	Buy	142915	2.06
				10/11/2017	26132	Buy	169047	2.44
				17/11/2017	17080	Buy	186127	2.68
				24/11/2017	15271	Buy	201398	2.90
				01/12/2017	6724	Buy	208122	3.00
				15/12/2017	-10000	Sell	198122	2.86
				22/12/2017	-10000	Sell	188122	2.71
				29/12/2017	-188122	Sell	0	0.00
		0	0.00	31/03/2018				
7	Prakash Chandulal Shah	94315	1.36	01/04/2017				
				21/04/2017	1920	Buy	96235	1.39
				05/01/2018	-88100	Sell	8135	0.12
		8135	0.12	31/01/2018				

8	Krutesh Devendra Shah	78628	1.13	01/04/2017				
				29/12/2017	-78628	Sell	0	0.00
		0	0.00	31/01/2018				
9	Vina Prakash Shah	67872	0.98	01/04/2017				
				28/04/2017	-1000	Sell	66872	0.96
				29/12/2017	-8380	Sell	58492	0.84
				19/01/2018	-2000	Sell	56492	0.81
				09/02/2018	-500	Sell	55992	0.81
				16/02/2018	-3000	Sell	52992	0.76
				16/03/2018	-500	Sell	52492	0.76
		52492	0.76	31/03/2018				
10	Sneha Chandresh Sanghvi	66050	0.95	01/04/2017				
				05/01/2018	-66050	Sell	0	0.00
		0	0.00	31/03/2018				
11	Varsha Sharad Shah	0	0.00	01/04/2017				
				22/12/2017	210000	Buy	210000	3.03
		210000	3.03	31/03/2018				
12	Kamal Gadalay	0	0.00	01/04/2017				
				29/12/2017	20000	Buy	20000	0.29
				05/01/2018	30000	Buy	50000	0.72
				12/01/2018	30000	Buy	80000	1.15
		80000	1.15	31/03/2018				
13	Jatin Rasiklal Mansata	0	0.00	01/04/2017				
				02/02/2018	54700	Buy	54700	0.79
				16/02/2018	25000	Buy	79700	1.15
		79700	1.15	31/03/2018				
14	Grishma Devendra Shah	0	0.00	01/04/2017				
				25/01/2018	79400	Buy	79400	1.15
		79400	1.15	31/03/2018				

15	Jigna Kanayalal Shah	0	0.00	01/04/2017				
				22/12/2017	75000	Buy	75000	1.08
		75000	1.08	31/03/2018				
16	Sharad Kanayalal Shah	0	0.00	01/04/2017				
				22/12/2017	71000	Buy	71000	1.02
		71000	1.02	31/03/2018				
17	Namit Singh Bakshi	0	0.00	01/04/2017				
				12/01/2018	65000	Buy	65000	0.94
		65000	0.94	31/03/2018				

v) **Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2017 to 31-03-2018)	
		No. of Shares at the beginning (01-04-2017/ end of the year (31-03-2018)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Bhavin S. Shah Managing Director	50000	0.72	01/04/2017		No Change		
		50000	0.72	31/03/2018				
2	Shruti Y. Shah Executive Director	234714	3.38	01/04/2017		No Change		
		234714	3.38	31/03/2018				
3	Yogesh M. Shah Non-Executive Director	883135	12.74	01/04/2017				
				25/01/2018	51900	Buy	935035	13.48
		935035	13.48	31/03/2018				
4	Arvind M. Shah Non-Executive Director	0	0.00	01/04/2017		No Change		
		0	0.00	31/03/2018				
5	Dharnendra B. Shah Non-Executive Director	5750	0.08	01/04/2017		No Change		
		5750	0.08	31/03/2018				
6	Mitesh J. Kuvadia Non-Executive Director	45000	0.65	01/04/2017				
				29/12/2017	-45000	Sell	0	0.00
		0	0.00	31/03/2018				
7	Akash P. Shah CFO	1400	0.02	01/04/2017				
				15/12/2017	-200	Sell	1200	0.02
		1200	0.02	31/03/2018				
8	Rony M. Shah Company Secretary	0	0.00	01/04/2017		No Change		
		0	0.00	31/03/2018				

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	(16.90)	-	-	(16.90)
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**(16.90)**	**-**	**-**	**(16.90)**
Change in Indebtedness during the financial year				
* Addition	46.36	92.00	-	138.36
* Reduction	-	-	-	-
Net Change	**46.36**	**92.00**	**-**	**138.36**
Indebtedness at the end of the financial year				
i) Principal Amount	29.46	92.00	-	121.46
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**29.46**	**92.00**	**-**	**121.46**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. **Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Bhavin S. Shah Managing Director	Shruti Y. Shah Executive Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,70,000	3,90,000	11,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify…	 - -	 - -	 - -
5	Others, please specify	-	-	-
	Total (A)	**7,70,000**	**3,90,000**	**11,60,000**
	Ceiling as per the Act	Rs. 84 Lakhs as provided in Section II, Part II of Schedule V of the Companies Act, 2013 and as amended vide MCA Notification No. S.O. 2922(E) dated 12th September, 2016.		

B. **Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Arvind M. Shah	Dharnendra B. Shah	Mitesh J. Kuvadia	Yogesh M. Shah	
1	Independent Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others - Conveyance	2,000	1,000	2,000	-	5,000
	Total (1)	2,000	1,000	2,000	-	5,000
2	Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	**2,000**	**1,000**	**2,000**	**-**	**5,000**
	Total Managerial Remuneration (A)+ (B)					**11,65,000**
	Overall Ceiling as per the Act	Rs. 84 Lakhs as provided in Section II, Part II of Schedule V of the Companies Act, 2013 and as amended vide MCA Notification No. S.O. 2922(E) dated 12th September, 2016.				

C. **Remuneration to Key Managerial Personnel other than MD/Manager/WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Rony M. Shah Company Secretary	Akash P. Shah CFO	Total Amount
1	Gross salary	Not Applicable			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		4,03,000	5,00,000	9,03,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-		-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-		-
2	Stock Option		-		-
3	Sweat Equity		-		-
4	Commission				
	- as % of profit		-		-
	- others, specify…		-		-
5	Others, please specify		-		-
	Total		**4,03,000**	**5,00,000**	**9,03,000**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	**Section of the Companies Act**	**Brief Description**	**Details of Penalty / Punishment/ Compounding fees imposed**	**Authority [RD / NCLT/ COURT]**	**Appeal made, if any (give Details)**
A. COMPANY			**NIL**		
Penalty					
Punishment					
Compounding					
B. DIRECTORS			**NIL**		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			**NIL**		
Penalty					
Punishment					
Compounding					

ANNEXURE V

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 are as under:

Sr. No	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2017-18	% increase in Remuneration in the Financial Year 2017-18	Ratio of Remuneration of each Director/to median remuneration of employees
1	Bhavin S. Shah Managing Director	7,70,000	Nil	3.95
2	Shruti Y. Shah Executive Director	3,90,000	11.11%	2.00
3	Yogesh M. Shah Non-Executive Director	Nil	Nil	Nil
4	Arvind M. Shah Non-Executive Director	Nil	Nil	Nil
5	Dharnendra B. Shah Non-Executive Director	Nil	Nil	Nil
6	Mitesh J. Kuvadia Non-Executive Director	Nil	Nil	Nil
7	Akash P. Shah Chief Financial Officer	5,00,000	Nil	Not Applicable
8	Rony M. Shah Company Secretary	4,03,000	14.81%	Not Applicable

ii) The median remuneration of employees of the Company during the financial year 2017-18 was Rs. 1,95,000.

iii) In the financial year, there was an increase of 10.95% in the median remuneration of employees.

iv) There were 13 permanent employees on the rolls of Company as on 31st March, 2018.

v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2017-18 was 14.25% whereas the average percentage increase in the managerial remuneration for the same financial year was 2.80%.

vi) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is an ongoing process that ensures that the Company displays the highest standards of professionalism, integrity, accountability, fairness, transparency, social responsiveness and business ethics in its dealings. Good Corporate Governance is a critical doctrine to the global economic system, enabling the business to not only effectively and efficiently achieve its corporate objectives but also develop a structure and methodology to sustain its survival in a globally competitive environment. Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in all interactions with its Shareholders, Depositors, Employees, Creditors, Debtors and Regulatory Authorities.

BOARD OF DIRECTORS

As per Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Board of Directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent of the Board of Directors comprising non-executive directors.

Veerhealth Care Limited's Board comprises of Six Directors, including one woman director, of which two are Executive Directors, one Non-Executive Non-Independent Director and three Non-Executive Independent Directors.

BRIEF PROFILE OF DIRECTORS IS GIVEN BELOW:

1) Mr. Bhavin Shah (DIN: 03129574), Managing Director (37 Years), holds Master of commerce degree from Mumbai University. He carries an enormous experience of more than 12 years in the field of production and procurement management. He also has a vast experience in the field of Operations.

2) Mr. Yogesh M Shah (DIN: 00169189), Director (60 years) holds Bachelor of Commerce degree from University of Mumbai. He carries an immeasurable knowledge in the field of Accountancy & Taxation. He has shown the way from the front to make Veerhealth Care Limited a leading provider of ayurvedic medicines.

3) Ms. Shruti Y. Shah (DIN: 06952245) (26 Years) has achieved the degree of Bachelor in Financial Markets and she is Executive Woman Director. She is looking after the company compliances.

4) Mr. Arvind M. Shah (DIN: 01645534) (60 years) holds Bachelor of Commerce degree and LLB (Gen) and also has a vast experience in the field of Income Tax and Sales Tax.

5) Dr. Dharnendra B. Shah (DIN: 00229621) (69 years) is a practicing Doctor with experience of more than 37 years.

6) Mr. Mitesh J. Kuvadia (DIN: 03256900) (27 years) holds Bachelor of Commerce degree from University of Mumbai and is carrying his own business. He has more than four years of experience in the field of marketing and operations.

SELECTION & TRAINING OF INDEPENDENT DIRECTORS

Considering the requirement of skill sets on the Board, eminent people having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee, for appointment, as Independent Directors on the Board. The Committee, inter alia, considers qualification, positive attributes, area of expertise and number of Directorships and Memberships held in various committees of other companies by such persons in accordance with the Company's Policy for selection of Directors and determining Directors' independence. The Board considers the Committee's recommendation, and takes appropriate decision.

The Board members are provided with necessary documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices. All Independent Directors are aware and further updated about their roles, rights and responsibilities in the Company. Each director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director.

EVALUATION OF THE BOARD'S PERFORMANCE

During the year, the Board adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Board's functioning such as composition of the Board and its Committees, experience & competencies, performance of specific duties and obligations, governance issues, etc. The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

BOARD MEETING

Mr. Yogesh M. Shah, Director of the Company, chairs the Board Meeting. During the financial year ended 31st March, 2018, four (4) Board Meetings were held i.e. on 29/05/2017, 14/08/2017, 11/12/2017 and 14/02/2018.

Attendance of each Director at Board Meetings, last Annual General Meeting and Number of other directorships and chairmanships / memberships of Committees in various companies:

Name of the Director	No. of Board Meetings attended	Last AGM attended	No. of other Directorship(s) as on 31-03-2018	No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies as on 31-03-2018
Mr. Bhavin S. Shah	4	Yes	Nil	Nil
Mr. Yogesh M. Shah	3	Yes	3	Nil
Ms. Shruti Y. Shah	2	No	Nil	Nil
Mr. Arvind M. Shah	2	Yes	Nil	Nil
Dr. Dharnendra B. Shah	1	No	Nil	Nil
Mr. Mitesh J. Kuvadia	2	Yes	2	2 (Member)

AUDIT COMMITTEE

The Audit Committee comprises of three Independent Directors namely Mr. Arvind M. Shah as Chairman and Dr. Dharnendra B. Shah and Mr. Mitesh J. Kuvadia as members.

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and SEBI Listing Regulations. Members of the Audit Committee possess financial / accounting expertise / exposure. The powers & role of Audit committee and review of information by the Audit Committee shall be same as prescribed in SEBI Listing Regulations.

Four (4) meetings of the Audit Committee were held during the year. The meetings were held on 29/05/2017, 14/08/2017, 11/12/2017 and 14/02/2018.

Attendance of members of the Audit Committee during the Financial Year 2017-18 is as under:

Member	No. of Meetings Attended
Mr. Arvind M. Shah	4
Dr. Dharnendra B. Shah	4
Mr. Mitesh J. Kuvadia	4

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee comprises of three Independent Directors namely Mr. Arvind M. Shah as Chairman and Dr. Dharnendra B. Shah and Mr. Mitesh J. Kuvadia as members.

The Nomination and Remuneration Committee identifies persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal. The Committee formulates the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.

Two (2) meetings of the Nomination and Remuneration Committee were held during the year. The meetings were held on 14/04/2017 and 11/12/2017.

Attendance of members of the Nomination and Remuneration Committee during the Financial Year 2017 – 2018 is as under:

Member	No. of Meetings Attended
Mr. Arvind M. Shah	2
Dr. Dharnendra B. Shah	2
Mr. Mitesh J. Kuvadia	2

REMUNERATION TO DIRECTORS

The Company's Remuneration Policy for Directors, Key Managerial Personnel and other employees is annexed as Annexure II to the Directors' Report. The remuneration policy is in consonance with the existing industry practice.

Mr. Bhavin S. Shah, Managing Director and Ms. Shruti Y. Shah were executive directors on the Board, rest were Non – Executive Directors. Salary drawn annually for the financial year 2017-18 by Mr. Bhavin S. Shah and Ms. Shruti Y. Shah was Rs. 7,70,000 and Rs. 3,90,000 respectively. The Company has not granted any stock option to any of its Executive Directors.

The tenure of office of the Managing Director and Whole-time Director is for five years from their respective dates of appointment and can be terminated by either party by giving three months notice in writing. There is no separate provision for payment of severance fees. During the year, only conveyance/sitting fees were paid to Non-Executive Directors. The Company has not granted any stock option to any of its Non-Executive Directors.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee comprises of three Independent Directors namely Mr. Arvind M. Shah as Chairman and Dr. Dharnendra B. Shah and Mr. Mitesh J. Kuvadia as members.

The Stakeholders Relationship Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of shareholders' / investors' / security holders' complaints.

Details of investor complaints received and redressed during the year 2017-18 are as follows

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	1	1	0

Two (2) meetings of the Stakeholders Relationship Committee were held during the year. The meetings were held on 14/04/2017 and 11/12/2017.

Attendance of members of the Stakeholders Relationship Committee during the Financial Year 2017 – 2018 is as under:

Member	No. of Meetings Attended
Mr. Arvind M. Shah	**2**
Dr. Dharnendra B. Shah	**2**
Mr. Mitesh J. Kuvadia	**2**

GENERAL MEETINGS

The details of last three Annual General Meetings of the Company are as under:

MEETING	DATE AND TIME OF AGM	PLACE	SPECIAL RESOLUTION PASSED
23rd AGM	30-09-2015 at 12.30 PM	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093.	1. To increase the borrowing limits of the Company. 2. To create Charge / Mortgage on the Assets of the Company. 3. To give loans, guarantees, make investments and provide securities. 4. To adopt new set of Articles of Association of the Company.
24th AGM	30-09-2016 at 11.30 AM	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093.	1. To consolidate equity shares of the Company from Re. 1 to Rs. 10 per share. 2. To amend Clause V of Memorandum of Association of the Company.
25th AGM	29-09-2017 at 11.30 AM	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093.	No Special Resolution was passed in the meeting.

DISCLOSURES

None of the transactions with any of related parties were in conflict with the Company's interest. Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 45 of Standalone Financial Statements, forming part of the Annual Report. All related party transactions are negotiated on arm's length basis and are intended to further the Company's interests.

During the last three years, there were no instance of non compliance of any matter relating to the Capital Market and no penalties were imposed on the company by Stock Exchanges or Securities & Exchange Board of India or any other statutory authority on any matter relating to capital markets.

INTERNAL CONTROLS

The Company has adequate internal controls in place considering the complexity, size and nature of operations of the Company.

WHISTLE BLOWER POLICY

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism and Whistle Blower Policy under which the employees are free to report violations of applicable laws and regulations and the Code of Conduct. The reportable matters may be disclosed to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

MEANS OF COMMUNICATION

Quarterly Results
The Board of Directors of the company approves and takes on record the Un-audited/Audited financial results as per the format prescribed by the Stock Exchange on quarterly basis. The results are announced to all the Stock Exchanges where the shares of the Company are listed.

Website
The Company's website (www.veerhealthcare.net) contains a separate dedicated section 'Investors' where shareholders' information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

SEBI Complaints Redress System (SCORES)
The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are Centralised database of all complaints, online upload of Action Taken Reports (ATRs) and online viewing by investors of actions taken on the complaint and its current status.

GENERAL SHAREHOLDERS INFORMATION

Company Registration Details
The Company is registered in the State of Maharashtra, India. The Corporate Identification Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L65910MH1992PLC067632.

Annual General Meeting

Day, Date & Time	Friday, 28th September, 2018 at 11.30 A.M.
Venue	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai – 400 093.

Financial Year
April to March

Date of Book Closure
Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive).

Listing on Stock Exchange

1. BSE Limited (BSE) Scrip Code: 503657; ISIN: INE882C01035
   Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001.
   Ph: 022-2272 1233; Fax: 022-2272 1919; Email: corp.comm@bseindia.com.

2. Metropolitan Stock Exchange of India Limited (MSEI); Symbol: VEERHEALTH
   Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
   Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
   Mumbai – 400098.
   Ph: 022-6112 9000; Fax: 022-2654 4000; Email: corporatecompliance@msei.in.

Payment of Listing Fees
The Company has paid Listing Fees for the year 2018-19 to BSE & MSEI within due date.

Payment of Depository Fees
The Company has paid Annual Custodial fees for the year 2018-19 to NSDL and CDSL within due date.

Registrars and Transfer Agents
Purva Sharegistry (India) Pvt. Ltd.
Unit No. 9, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai – 400011.
Ph: 022-2301 6761/2301 8261; Fax: 022-2301 2517; Email: busicomp@gmail.com.

Shareholders are requested to address their correspondence relating to Share Transfer, Transmission, Demat, Remat, Change of Address, Change of Bank Mandate etc. to the above address only.

DEMATERIALIZATION OF SHARES
96.66% of the Company's paid-up equity share capital has been dematerialized upto 31st March, 2018. Trading in Equity Shares of the Company is permitted only in dematerialization form.

Mode of Holding

NSDL	CDSL	PHYSICAL	TOTAL
2874063	3828277	231898	6934238

The Company has entered into an agreement with the following depositories, which are providing services of dematerialization of equity shares. Shareholders can approach the depository participants of the above depositories for dematerialization of their Shares.

National Securities Depository Limited (NSDL)
Trade World, A Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013.
Ph: 022-2499 4200; Fax: 022-2497 6351; Email: info@nsdl.co.in.

Central Depository Services (India) Limited (CDSL)
Marathon Futurex, Unit No. 2501, 25th Floor, A-Wing, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel, Mumbai 400013.
Ph: 022-2302 3333; Email: helpdesk@cdslindia.com.

PLANT LOCATION

Survey No. 509/F, Opp. Shankheshwar Industrial Estate, Tajpur Road, Sarkhej, Bavada Highway, Changodar, Ahmedabad – 382213.

ADDRESS FOR CORRESPONDENCE

Regd 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.

SHAREHOLDING PATTERN

Share holding pattern of the Company as on 31st March, 2018 is as under:

CATEGORY	PHYSICAL		ELECTRONIC		TOTAL	
	No. of share	**%**	**No. of share**	**%**	**No. of share**	**%**
A. Promoters' Holding						
- Indian Promoters	Nil		2239628	32.30	2239628	32.30
- NRI Promoters	Nil		Nil		Nil	
- Bodies Corporate	Nil		Nil		Nil	
B. Non-Promoters Holding						
Institutions	Nil		Nil		Nil	
Non Institutions	231898	3.34	4462712	64.36	4694610	67.70
Banks, FIIs	Nil		Nil		Nil	
GRAND TOTAL	**231898**	**3.34**	**6702340**	**96.66**	**6934238**	**100.00**

DISTRIBUTION SCHEDULE ON SCRIP VALUE (AS ON 31st MARCH, 2018)

SHARE OF NOMINAL VALUE (1)	NO. OF HOLDERS (2)	% OF HOLDERS (3)	TOTAL AMOUNT (4)	% OF AMOUNT (5)
UPTO 5000	2956	73.20	5381100.00	7.76
5001 TO 10000	483	11.96	4226160.00	6.10
10001 TO 20000	274	6.79	4253560.00	6.13
20001 TO 30000	94	2.33	2431090.00	3.51
30001 TO 40000	41	1.02	1475490.00	2.13
40001 TO 50000	55	1.36	2624100.00	3.78
50001 TO 100000	69	1.71	5187120.00	7.48
100001 AND ABOVE	66	1.63	43763760.00	63.11
TOTAL	4038	100.00	69342380.00	100.00

STOCK MARKET PRICE DATA

MONTH	HIGH	LOW
April 2017	15.80	10.21
May 2017	15.45	11.02
June 2017	12.21	10.07
July 2017	12.10	9.67
August 2017	12.08	9.21
September 2017	12.45	9.61
October 2017	11.54	9.90
November 2017	11.33	9.00
December 2017	19.98	9.25
January 2018	23.45	16.05
February 2018	17.70	13.50
March 2018	16.10	12.00

COMPLIANCE CERTIFICATE OF AUDITOR

Certificate from the Company's Auditor, M/s. M. H. Dalal & Associates, confirming compliance with conditions of Corporate Governance is attached to this Report.

MD / CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board. The annual certificate given by the Managing Director and the Chief Financial Officer is published in this Report.

CODE OF CONDUCT DECLARATION

All board Members and senior management personnel have affirmed their compliance with the Code of Conduct for the year ended 31st March, 2018. The Model Code of Conduct is available on the website of the Company (www.veerhealthcare.net). The declaration from the Managing Director to this effect forms a part of this report.

By Order of the Board of Directors
For Veerhealth Care Limited

	Sd/-	**Sd/-**
Place: Mumbai	**Bhavin S. Shah**	**Yogesh M. Shah**
Date: 14th August, 2018	**Managing Director**	**Director**

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

It is hereby confirmed that all the Members of the Board and Senior Management of the Company have affirmed adherence to and compliance with the Code of Conduct laid down by the Company for the year ended 31st March, 2018.

For Veerhealth Care Limited

	Sd/-
Place: Mumbai	**Bhavin S. Shah**
Date: 14th August, 2018	**Managing Director**

MD AND CFO CERTIFICATION

To,
The Board of Directors
Veerhealth Care Limited

Dear members of the Board,

We, Mr. Bhavin S. Shah, Managing Director and Mr. Akash P. Shah, Chief Financial Officer of Veerhealth Care Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's report.

2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.

4. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative the Company's Code of Conduct.

5. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.

6. We have indicated to the Auditors and the Audit Committee:
   i) that there are no significant changes in internal control over financial reporting during the year;
   ii) that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   iii) that there are no instances of significant fraud of which we have become aware.

	Sd/-	**Sd/**
Place: Mumbai	**Bhavin S. Shah**	**Akash P. Shah**
Date: 14th August, 2018	**Managing Director**	**Chief Financial Officer**

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Veerhealth Care Limited,

We have examined the compliance of conditions of Corporate Governance by Veerhealth Care Limited ('the Company'), for the year ended on 31st March, 2018, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to review the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement / Listing Regulations, as applicable.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For M. H. Dalal & Associates
Chartered Accountants
Firm Regn. No. 112449W

Sd/-
Devang M. Dalal
Partner
Membership No. 109049

Place: Mumbai
Date: 14th August, 2018

MANAGEMENT DISCUSSION & ANALYSIS

Industry Structure and Outlook

Ayurveda is the system of medicine that evolved in India with a rationale logical foundation and it has survived as a distinct entity from remote antiquity to the present day. The fundamentals on which the Ayurvedic system is based are essentially true for all times and do not change from are to age. These are based on human actors, on intrinsic causes. Natural and traditional approaches are being welcomed over the world. This industry has become globally competitive as it exports a significant amount of its products.

Ayurveda developed significantly during the vedic period and later some of the non-vedic systems such as Buddhism and Jainism also developed medical concepts and practices that appear in the classical Ayurveda texts. Developments in ayurveda during the past two centuries through organised production of medicine, institutionalisation of education and professionalization of clinical practice have often been parallel to developments in biomedicine in India.

SWOT Analysis

Strengths

- The Company carries out research extensively and introduces research based products in the market.
- Products are based on herbal formulation and do not have side effects.
- The company produces 100% natural products which are not tested on animals, thus the range of products are 100% cruelty free.
- The Company has an extensive range of Ayurvedic medicines.
- The company has a strong manufacturing base having an able infrastructure.

Weaknesses

- Cut throat competition from existing and new entrants in the market.
- Gaining a customer's trust and confidence is a major challenge in the field of ayurveda.
- Building a brand image involves high cost and considerable amount of time.
- The Company does not have any direct outlets.
- The Drugs & Magic Remedies Act, 1954 provides for prohibition of certain advertisements thus imposing a limitation on the marketing and publicity material.

Opportunities

- Ayurvedic products are emerging as a competing alternative to the biopharmaceutical market.
- Lifestyle changes & unhealthy food habits has led to transformation of the medical preferences.
- Use of unconventional methods of brand promotion and advertising.
- Natural and traditional approaches are being accepted worldwide.
- Expansion in terms of introduction of new product line.

Threats

- Since the cultural mind set is such that Ayurvedic treatment takes more time to heal, people are afraid to start it.
- Constant increase in costs in terms of raw material and packaging costs.
- The change in product pattern and importance given by most of the firms towards nutraceuticals and cosmetics, and the failure of regulation systems, which may hamper the spread of ayurvedic therapeutic tradition and its clinical value in future.
- The allopathy players are of major threat as they invest heavily on advertising and distribution of their products through medical representatives.
- The fast depletion of medicinal plant is a major concern, and higher vertical integration is required for sustaining this industry by reducing the transaction cost.

Risks

Company classifies the risks broadly into two categories, viz., External Risks and Internal Risks. The external risks mainly comprises of business risks on various fronts. The identified business risks and opportunities are deliberated in detail and thereafter considered in the business plan of the Company along with the mitigation plan. The internal risks identified by the Board are systematically addressed on a continuous basis across the locations.

Internal control systems and their adequacy

Our governance and compliance processes, which include the review of internal control over financial reporting ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized, recorded and reported. It also conducts regular internal audits to test compliance with the statutory requirements. Audits are led by professional audit managers and supported by experienced personnel drawn from across the organization. Audit results are used by management to create detailed action plans where the businesses have not yet achieved full compliance with the requirements. Key findings are reported to senior management and summary reports are considered by the Audit Committee of the Board. The nature of the industries in which the company operates means that many of its activities are highly regulated by health, safety and environmental norms while maintaining operational integrity.

Financial Performance

Veerhealth Care has been a consistent value creator for all its stakeholders. Details regarding financial performance is published in the Annual Report.

Human Resources

The positive and motivating work environment of the company advances innovation encourages growth and inculcates a positive spirit among the workforce. Employees are nurtured within the company, which increases their potential and growth in various matters. Working in the company has always made it an enriching experience for the multi-generational, diversified and mobile workforce.

Cautionary Statement

The statements made above may be construed as forward looking statements within the meaning of the applicable laws and regulations. Actual performance of the Company may vary substantially depending upon the business structure and model from time to time.

INDEPENDENT AUDITORS REPORT

To,
The Members of
VEERHEALTH CARE LIMITED

Report on the Financial Statements

1. We have audited the accompanying Ind AS financial statements of **Veerhealth Care Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

2. The Company's Board of Directors' is responsible for the matters in Section 134(5) of the Companies Act, 2013("the act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), cash flows, and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under Section 133 of the Act. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

4. We have taken in to account the provisions of the Act and Rules made there under including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

5. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

6. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements

that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statement.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit (including other comprehensive income) its cash flows and the changes in equity for the year ended on that date.

Other matters

9. The financial information of the Company for the year ended 31st March, 2017 and the transition date opening balance sheet as at April 1, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements for the year ended March 31, 2017 and March 31, 2016 prepared in accordance with the Companies (Accounting Standards) Rules, 2006 (as amended) which were audited by M/s. Jayesh R Shah & Co., on which M/s. Jayesh R Shah & Co. expressed an unmodified opinion dated May 29, 2017 and May 27, 2016 respectively. The adjustments to those financial statements for the differences in accounting principles adopted by the Company on transition to the Ind AS have been audited by us.
   Our opinion is not qualified in respect of the above matter.

Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section(11) of Section 143 of the Companies Act, 2013 ("the Order") and on the basis of such checks of the books and records of the Company as
    we consider appropriate and according to the information and explanation given to us, we give in the Annexure-B a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

11. As required by section 143(3) of the Act, we report that:
    a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
    b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
    c. the Balance Sheet, the Statement of Profit and Loss(including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
    d. in our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act.

e. on the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164(2) of the Act;
f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure A;
g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Company (Audit and Auditors) Rules, 2014 in our opinion and to best of our information and according to the explanation given to us;
   i. The Company does not have any pending litigations as at 31st March, 2018.
   ii. The Company did not have any long term contracts including derivative contracts as at March 31, 2018 for which there were any material foreseeable losses.
   iii. Read with Note of the Ind AS financial statements, there has been no delay in transferring amounts, required to be transferred to the Investor Education and Protector Fund by the Company during the year ended March 31, 2018.

For M. H. Dalal & Associates
Chartered Accountants
Firm Registration No.112449W

Sd/-
Devang Dalal
Partner
Membership No.109049

Place: Mumbai
Date: 29th May, 2018

Annexure-A to the Independent Auditors Report
Referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of Veerhealth Care Limited on the Ind AS financial statements for the year ended March 31, 2018

Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. We have audited the internal financial controls over financial reporting of Veerhealth Care Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial control, both applicable to an audit of internal financial control and both issued by ICAI. Those Standards and the Guidance Note require that I comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company - commensurate with the size of the company and nature of its business considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M. H. Dalal & Associates
Chartered Accountants
Firm Registration No.112449W

Sd/-
Devang Dalal
Partner
Membership No.109049

Place: Mumbai
Date: 29th May, 2018

Annexure-B to the Independent Auditors Report

Referred to in paragraph (10) of the Independent Auditors Report of even date to the members of Veerhealth Care Limited on the Ind AS financial statements for the year ended March 31, 2018

i. (i) The company has maintained proper records showing full particulars including quantitative details and situations of fixed assets on the basis of available information.

(ii) According to the information and explanation, the fixed assets have been physically verified by the management once in a year which in our opinion is reasonable, having regards to the size of the Company and nature of its business. No material discrepancies have been noticed on such verifications.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immoveable properties are held in the name of the Company

ii. As per the information furnished, the inventories have been physically verified by the management during the year once in a year, having regard to the nature of stocks, the frequency of the physical verification is reasonable, discrepancies noticed on physical verification of inventories as compared to book records have been properly dealt with in the books of accounts..

iii. As per the information furnished and from verification of the records, we are of the opinion that, the Company has not granted any interest free loans to Companies, firms or other parties covered in the Register, maintained under Section 189 of the Companies Act, 2013; hence para 3(a),(b),(c) of the order is not applicable.

iv. In our opinion, and according to the information and explanations given to us and from verification of the records, the Company has not granted any loans or provided any guarantee or security to the parties covered under section 185. Further the Company has complied with the provisions of section 186 of the Companies Act,, in respect of the loans and investments made, and guarantees and security provided by it.

v. The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under.

vi. As per the information provided and from verification of the records, We are of the opinion that,, the Company is not covered under the requirements for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, and hence the provisions of clause 3(vi) is not applicable to the Company

vii. (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance Fund, Income-tax, Sales-tax, service tax, Custom Duty, Excise Duty, Cess and other material statutory dues as applicable with appropriate authorities.

(b)According to the records of the Company examined by us and the information and explanations given to us, there are no undisputed amounts payable in respect of Income Tax, Service Tax, Custom Duty, Sales Tax, Excise Duty, PF, ESIC and any other statutory dues which have remained outstanding as at 3[1st] March, 2018 for a period of more than six months from the date they become payable.

viii. Based on our audit procedures and the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of its dues to any banks or financial institutes and debenture holders.

ix. We have verified the records of the Company, and of the opinion that the company has not raised any money by way of public offer (including debt instruments). The amount of term loan which company have received were applied for the purpose for which those are raised.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice, and according to the information and explanations given to us, we have neither come across any instances of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.

xi. The Company has provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company

xiii. As per the verification of the records, we are of the opinion that all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Ind AS Financial Statements as required under Ind AS 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly the provision of Clause 3(xiv) is not applicable to the Company.

xv. The Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly the provision of Clause 3(xv) is not applicable to the Company.

xvi. We have been informed that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly the provision of Clause 3(xvi) is not applicable to the Company.

For M. H. Dalal & Associates
Chartered Accountants
Firm Registration No.112449W

Sd/-
Devang Dalal
Partner
Membership No.109049

Place: Mumbai
Date: 29th May, 2018

VEERHEALTH CARE LIMITED
STATEMENT OF ASSETS AND LIABILITIES AS AT 31st MARCH, 2018

ASSETS	Note Number	As at 31-03-2018 Rs. In Lakhs		As at 31-03-2017 Rs. In Lakhs		As at 01-04-2016 Rs. In Lakhs	
NON-CURRENT ASSETS							
(a) Property, Plant and Equipment	4	554.37		252.15		271.41	
(b) Capital-work-in-progress	4	23.80		-		-	
(c) Financial Assets							
(i) Others	5	161.17		249.50		436.71	
(d) Other Non-Current Assets	6	46.97		10.05		22.06	
			786.31		**511.70**		**730.19**
CURRENT ASSETS							
(a) Inventories	7	94.07		153.49		112.38	
(b) Financial Assets							
(i) Trade Receivables	8	91.78		60.99		88.61	
(ii) Cash and Cash Equivalents	9	8.03		2.11		4.40	
(iii) Bank Balance other than (ii) above	9A	-		-		5.55	
(iv) Others	10	393.21		517.93		404.98	
(c) Other Current Assets	11	100.50		59.54		65.26	
			687.59		**794.07**		**681.18**
TOTAL ASSETS			**1,473.90**		**1,305.77**		**1,411.37**
EQUITY AND LIABILITIES							
EQUITY							
(a) Equity Share Capital	12	693.42		693.42		693.42	
(b) Other Equity	13	616.79		591.68		589.97	
			1,310.21		**1,285.10**		**1,283.39**
LIABILITIES							
NON-CURRENT LIABILITIES							
(a) Financial Liabilities							
(i) Borrowings	14	20.75		43.95		64.47	
(b) Provisions	15	2.57		3.15		1.97	
(c) Deferred Tax Liabilities (Net)	16	14.36		8.19		8.30	
			37.68		**55.29**		**74.74**
CURRENT LIABILITIES							
(a) Financial Liabilities							
(i) Borrowings	17	100.71		(60.85)		41.43	
(ii) Trade Payables	18	18.84		21.57		8.06	
(b) Other Current Liabilities	19	1.02		3.62		3.11	
(c) Provisions	20	5.44		1.04		0.64	
			126.01		**(34.62)**		**53.24**
TOTAL EQUITY & LIABILITIES			**1,473.90**		**1,305.77**		**1,411.37**

Corporate Information, Basis of Preparation & Significant Accounting Policies 1-3

The accompanying notes 1 to 38 are an integral part of the Standalone Financial Statements

"As per our report of even date attached"

For M. H. Dalal & Associates
Chartered Accountants
Firm Registration Number: 112449W

Sd/-
Devang M. Dalal
Partner
Membership Number: 109049

Place: Mumbai
Date: 29th May, 2018

ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
Bhavin Shah
Managing Director
DIN: 03129574

Sd/-
Yogesh Shah
Director
DIN: 00169189

Sd/-
Rony Shah
Company Secretary

Sd/-
Akash Shah
Chief Financial Officer

Place: Mumbai
Date: 29th May, 2018

VEERHEALTH CARE LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

(Rs. In lakhs)

	Note Number	For the year ended March 31, 2018		For the year ended March 31, 2017	
INCOME					
Revenue from operations	21	516.93		192.16	
Other income	22	72.02		72.22	
TOTAL INCOME			**588.95**		**264.38**
EXPENSES					
Purchase of stock-in-trade	-	308.38		157.15	
Changes in inventories of stock-in-trade	23	59.42		(41.10)	
Employee benefits expenses	24	57.16		58.01	
Finance Costs	25	7.09		10.11	
Depreciation and amortization expenses	4	27.48		22.70	
Other expenses	26	104.36		54.37	
TOTAL EXPENSES			**563.89**		**261.24**
Profit before tax			**25.07**		**3.13**
Income tax expenses:					
Current tax		(5.19)		(0.95)	
Deferred tax		(6.16)		0.09	
Total tax expenses			**(11.35)**		(0.86)
Profit for the year			**13.71**		**2.27**
Other Comprehensive Income					
Items that will not be re-classified to Profit or Loss:					
Re-measurement of the defined benefit plans		1.72		0.01	
Other Comprehensive Income for the year			**1.72**		**0.01**
Total Comprehensive Income for the year			**15.43**		**2.28**
Earnings Per Equity Share (Face Value of Rs. 10 each)	27				
(i) Basic			**0.20**		0.03
(ii) Diluted			**0.20**		0.03
Corporate Information, Basis of Preparation & Significant Accounting Policies	1-3				

The accompanying notes 1 to 38 are an integral part of the Standalone Financial Statements

"As per our report of even date attached"

ON BEHALF OF THE BOARD OF DIRECTORS

For M. H. Dalal & Associates
Chartered Accountants
Firm Registration Number: 112449W

Sd/-
Bhavin Shah
Managing Director
DIN: 03129574

Sd/-
Yogesh Shah
Director
DIN: 00169189

Sd/-
Devang M. Dalal
Partner
Membership Number: 109049

Sd/-
Rony Shah
Company Secretary

Sd/-
Akash Shah
Chief Financial Officer

Place: Mumbai
Date: 29th May, 2018

Place: Mumbai
Date: 29th May, 2018

VEERHEALTH CARE LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2018

(Rs. In lakhs)

(A) CASH FLOW FROM OPERATING ACTIVITIES	For the year ended March 31, 2018	For the year ended March 31, 2017
Profit Before Tax	**25.07**	**3.13**
Adjustments for:		
Depreciation and amortization	27.48	22.70
Interest and finance charges	7.09	10.11
Interest income	(51.86)	(40.08)
Bad debts written off	8.10	-
Operating Profit before Working Capital Changes	**15.87**	**(4.14)**
Adjustments for changes in working capital :		
(Increase) / Decrease in financial assets - Others	88.33	187.21
(Increase) / Decrease in Other Non-current assets	(36.92)	12.02
(Increase) / Decrease in inventories	59.42	(41.11)
(Increase)/decrease in Trade Receivables	(30.79)	27.62
(Increase)/decrease in Financial assets - others	124.72	(112.95)
(Increase)/decrease in other current assets	(28.61)	6.47
Increase/(decrease) in provisions - Non Current	(0.57)	1.18
Increase /(Decrease) in trade payables	(2.73)	13.51
Increase /(Decrease) in Other Current Liabilities - Current	(2.60)	0.51
Increase/(decrease) in provisions - Current	0.16	0.09
Cash Generated from Operations	**186.29**	**90.39**
Income taxes (paid) / refund	93.72	78.19
Net Cashflow from Operating Activities	**280.01**	**168.58**
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(329.70)	(3.44)
Additions in capital work in progress	(23.80)	-
Interest income	(51.86)	**(40.08)**
Net Cashflow from Investing Activities	**(405.36)**	(43.52)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Payment of long term borrowings	(23.20)	(20.52)
Proceeds / (repayment) from short term borrowings (net)	161.56	(102.28)
Interest and finance charges	(7.09)	(10.11)
Net Cashflow from Financing Activities	**131.27**	**(132.91)**
Net Increase/(Decrease) in Cash and Cash Equivalents	**5.92**	**(7.85)**
Cash and bank balances at the beginning of the year	**2.11**	**9.95**
Cash and bank balances at the end of the year	**8.03**	**2.11**

NOTES:

1) The above cash flow statement has been prepared as per the "Indirect method" set out in the Indian Accounting Standard (Ind AS) - 7 Statement of Cash Flows.
2) Figures in bracket indicate cash outflow.

Cash and cash equivalents comprises:

	As at 31-03-2018	As at 31-03-2017
Balances with banks In current accounts	**0.86**	0.37
Cash on hand	**7.17**	1.74
	8.03	**2.11**

"As per our report of even date attached"
For M. H. Dalal & Associates
Chartered Accountants
Firm Registration Number: 112449W

Sd/-
Devang M. Dalal
Partner
Membership Number: 109049

Place: Mumbai
Date: 29th May, 2018

ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
Bhavin Shah
Managing Director
DIN: 03129574

Sd/-
Yogesh Shah
Director
DIN: 00169189

Sd/-
Rony Shah
Company Secretary

Sd/-
Akash Shah
Chief Financial Officer

Place: Mumbai
Date: 29th May, 2018

VEERHEALTH CARE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH, 2018

(A) EQUITY SHARE CAPITAL

For the year ended 31st March, 2018 (Rs. In Lakhs)

Balance as at 1st April, 2017	Changes in equity share capital during the year	Balance as at 31st March, 2018
693.42	-	693.42

For the year ended 31st March, 2017

Balance as at 1st April, 2016	Changes in equity share capital during the year	Balance as at 31st March, 2017
693.42	-	693.42

(B) STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March, 2018

Particulars	General Reserve	Security Premium Account	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 1st April, 2017	73.06	583.76	(65.15)	0.01	591.68
Profit for the year	-	-	13.71	-	13.71
Movement during the year	-	-	9.68	-	9.68
Other Comprehensive income for the year					
Remeasurements gain on defined benefit plans	-	-	-	1.72	1.72
Balance as at 31st March, 2018	**73.06**	**583.76**	**(41.76)**	**1.73**	**616.79**

For the year ended 31st March, 2017

Particulars	General Reserve	Security premium account	Retained Earnings	FVOCI Reserve	Total Equity
Balance as at 1st April, 2016	73.06	583.76	(66.85)	-	589.97
Profit for the year	-	-	2.27	-	2.27
Movement during the year	-	-	(0.57)	-	(0.57)
Other Comprehensive income for the year					
Remeasurements gain on defined benefit plans	-	-	-	0.01	0.01
Balance as at 31st March, 2017	**73.06**	**583.76**	**(65.15)**	**0.01**	**591.68**

1. CORPORATE INFORMATION:

Veerhealth Care Limited ("the Company") is a public limited company incorporated and domiciled in India. It is engaged in the business of manufacturing and marketing research based ayurvedic medicines. It was originally incorporated on 10 July 1992 as Niyati Leasing Limited with a purpose to start business in Investment and Finance. In 2013, the management of the Company decided to diversify the business activities and changed its main object to Pharma sector. The Company's equity share is listed on the Bombay Stock Exchange and Metropolitan Stock Exchange of India Limited.

The standalone financial statements are approved for issue by the Company's Board of Directors on 29th May 2018.

2. BASIS OF PREPARATION AND PRESENTATION OF STANDALONE FINANCIAL STATEMENTS:

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2016 as amended by the Companies (Indian Accounting standards) (Amendment) Rules, 2016. As per the said roadmap, the Company is required to apply Ind AS starting from financial year beginning on or after 1st April 2017.

For all period, up to and including the year ended 31st March 2017, the Company prepared its financial statements in accordance with the Accounting Standards notified under Section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP). These Financial statements for the year ended 31st March 2018 are the first, the Company has prepared in accordance with Ind AS.

The financial statements have been prepared on historical cost basis, except certain financial assets and liabilities, defined benefits plans, contingent consideration and Assets held for sale, which have been measured at fair value. The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year except where a newly issued accounting standard is initially adopted or a revision to an existing standard requires changes in the accounting policy hitherto in use.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purposes of current / non-current classification of assets and liabilities.

Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.
An asset is treated as current when it is:

a. Expected to be realized or intended to be sold or consumed in normal operating cycle
b. Held primarily for the purpose of trading
c. Expected to be realized within twelve months after the reporting period, or
d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

a. It is expected to be settled in normal operating cycle
b. It is held primarily for the purpose of trading
c. It is due to be settled within twelve months after the reporting period, or
d. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Use of Estimates

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be adjusted due to estimates and assumptions turning out to be different from those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the group and that are believed to be reasonable under the circumstances.

3. SIGNIFICANT ACCOUNTING POLICIES

3.1 Property, plant and equipment:

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Costs include financing costs of borrowed funds attributable to acquisition or construction of fixed assets, up to the date the assets are put-to-use, along with effects of foreign exchange contracts. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Where components of an asset are significant in value in relation to the total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognized separately as independent items and are depreciated over their estimated economic useful lives. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred unless they meet the recognition criteria for capitalization under Property, Plant and Equipment.

Tangible Fixed Assets:
Depreciation is charged as per straight line method on the basis of the expected useful life as specified in Schedule II to the Act. A residual value of 5% (as prescribed in Schedule II to the Act) of the cost of the assets is used for the purpose of calculating the depreciation charge. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful

lives and methods of depreciation of property, plant and equipment at each reporting period end and any revision to these is recognized prospectively in current and future periods, if any.

Capital Work- in- progress

Capital work- in- progress represents directly attributable costs of construction/ acquisition to be capitalized. All other expenses including interest incurred during construction / acquisition period are capitalized as a part of the construction cost to the extent to which these expenditures are attributable to the construction as per Ind AS-23 "Borrowing Costs". Interest income earned on temporary investment of funds brought in for the project during construction period are set off from the interest expense accounted for as expenditure during the construction period. All these expenses are transferred to fixed assets on commencement of respective projects.

3.2 Impairment of non-financial assets

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company measures it on the basis of discounted cash flows of next five years' projections estimated based on current prices. Assessment is also done at each Balance Sheet date as to whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have decreased.
After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Impairment losses of continuing operations, including impairment on inventories, are recognized in profit and loss section of the statement of profit and loss, except for properties previously revalued with the revaluation taken to other comprehensive Income (the 'OCI'). For such properties, the impairment is recognized in OCI up to the amount of any previous revaluation.

3.3 Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the Company's functional and presentation currency.

Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of transaction.

Conversion

Foreign currency monetary items are reported using the closing rate. In case of items which are covered by forward exchange contract, the difference between year end rate and rate on the date of the contract is recognised as exchange difference and premium paid on forward contracts and option contract is recognised over the life of the contract. Non-monetary items, which are measured in terms of historical costs denominated in foreign currency, are reported using the exchange rate at the date of the transaction. Non-monetary items, which are measured at fair value or other similar valuation denominated in a foreign currency, are translated using the exchange rate at the date when such value was determined.

Exchange Differences

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements including receivables and payables which are likely to be settled in foreseeable future, are recognized as income or as expenses in the year in which they arise. All other exchange differences are recognized as income or as expenses in the period in which they arise.

The gain or loss arising on translation of non-monetary items is recognized in line with the gain or loss of the item that give rise to the translation difference (i.e. translation difference on items whose gain or loss is recognized in other comprehensive income or the statement of profit and loss is also recognized in other comprehensive income or the statement of profit and loss respectively).

3.4 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. Goods & Service Tax (GST), Value Added Tax/Service Tax is not received by the Company on its own account. Rather, it is tax collected on value added to the services by the Company on behalf of the government. Accordingly, it is excluded from revenue. The specific recognition criteria described below must also be met before revenue is recognized.

(i) Sale of goods:
Revenue from the sale of goods is recognised when the goods are delivered and titles have passed, at which time all the following conditions are met:
(a) The Company has transferred to the buyer the significant risks and rewards of ownership of the Goods;
(b) The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
(c) The amount of revenue can be measured reliably;
(d) It is probable that economic benefits associated with the transaction will flow to the Company; and
(e) The costs incurred or to be incurred in respect of the transaction can be measured reliably

(ii) Rendering of services:
Revenue from services is recognized based on the services rendered in accordance with the terms of contracts.

(iii) Interest income:
Interest income from financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income be measured reliably. Interest income is accrued on a time basis, be reference to the amortised cost and the Effective Interest Rate (EIR) applicable.

(iv) Dividend income:
Dividend income from investments is recognized when the Company's right to receive payment is established which is generally when shareholders approve the dividend.

(v) Other income:

Other income is recognised when no significant uncertainty as to its determination or realisation exists.

3.5 Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

A. Financial Assets

a. Initial recognition and measurement:

All financial assets are recognized initially at fair value. In the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset are added to the initial cost of such asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place [regular way trades] are recognized on the settlement date, trade date, i.e., the date that the Company commits to purchase or sell the asset.

b. Subsequent measurement:

For purposes of subsequent measurement, financial assets are classified in four categories:

i. Debt instruments at amortized cost:

A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

- The asset is held with an objective of collecting contractual cash flows

- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate [EIR] method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in interest income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the profit or loss. This category generally applies to trade and other receivables.

ii. Debt instruments at fair value through other comprehensive income [FVTOCI]:

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets

- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income [OCI]. However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

iii. **Debt instruments, derivatives and equity instruments at fair value through profit or loss [FVTPL]:**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Profit & Loss statement.

iv. **Equity instruments measured at fair value through other comprehensive income [FVTOCI]:**

All equity in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company has made such election on an instrument by- by instrument basis. The classification is made on initial recognition and is irrevocable. If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

c. **Derecognition:**

A financial asset is primarily derecognized when:

i. The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either [a] the Company has transferred substantially all the risks and rewards of the asset, or [b] the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

ii. the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership.

d. **Impairment of financial assets:**

In accordance with Ind AS 109, the Company applies expected credit loss [ECL] model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance

b. Trade receivables or any contractual right to receive cash

c. Financial assets that are debt instruments and are measured as at FVTOCI

d. Lease receivables under Ind AS 17

e. Financial guarantee contracts which are not measured as at FVTPL

The Company follows 'simplified approach' for recognition of impairment loss allowance on Point c and d provided above. The application of simplified approach requires the company to recognize the impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used to provide impairment. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive [i.e., all cash shortfalls], discounted at the original EIR.

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

ECL impairment loss allowance [or reversal] recognized during the period is recognized as income/ expense in the statement of profit and loss. The balance sheet presentation for various financial instruments is described below:

a. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

b. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

B. Financial liabilities:

a. Initial recognition and measurement:

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

b. Subsequent measurement:

The measurement of financial liabilities depends on their classification, as described below:

i. Financial liabilities at fair value through profit or loss:

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied for liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the statement of profit or loss. The Company has not designated any financial liability as at fair value through profit and loss.

ii. Loans and borrowings:

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the statement of profit and loss.

iii. Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognized less cumulative amortization.

c. Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

C. Reclassification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company does not restate any previously recognized gains, losses [including impairment gains or losses] or interest.

D. Offsetting of financial instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

3.6 Fair Value Measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a. In the principal market for the asset or liability, or

b. In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted [unadjusted] market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

3.7 Inventories:

Inventories are stated at the lower of cost and net realizable value. Cost is determined on actual cost determined on First-In-First-Out (FIFO) basis. Net realizable value represents the estimated selling price for inventories less all costs necessary to make the sale.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

3.8 Employee benefits

a. Short-term obligation:

Liabilities for wages and salaries, including non monetary benefits that are expected to be settled wholly within 12 months after the end of period in which the employee render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. Employee benefits are recognized as expense at undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.

b. Post employee obligations

The Company operates the following post-employment schemes:

- defined benefit plans such as gratuity
- defined contribution plans such as provident fund

(i) Gratuity obligations:

The liability or asset recognized in the balance sheet in respect of defined gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is determined at the yearend by independent actuary using the projected unit credit method.

The present value of the defined obligation denominated in Indian Rupees is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Actuarial gains and losses in respect of post employment and other long term benefits are debited / credited to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to the profit and loss in the subsequent periods.

(ii) Defined contribution plans:

Provident fund:

The Company pays contributions towards provident fund to the regulatory authorities as per regulations. The contributions are recognized as employee benefit expense when they are due.

c. Bonus plans

The Company recognise a liability and an expense for bonuses. The Company recognise a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

3.9 Income Tax

Income tax expense comprises current and deferred tax.

Current Tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized on the basis of reasonable certainty that the company will be having sufficient future taxable profits and based on the same the DTA has been recognized in the books.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is "realized or the liability is settled, based on tax rates [and tax laws] that have been enacted or substantively enacted at the" reporting date.

Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities.

3.10 Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

3.11 Provisions, Contingent Liabilities and Contingent Assets:

Provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that the outflow of resources will be required to settle the obligation and in respect of which reliable estimates can be made.

A disclosure for contingent liability is made when there is a possible obligation, that may, but probably will not require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision/ disclosure is made. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent assets are not recognized in the financial statements. Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets. Provisions, contingent liabilities, contingent assets and commitments are renewed at each balance sheet date.

3.12 Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

3.13 Earnings per equity share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares outstanding during the period.

Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3.14 New standards/amendments to existing standards issued but not yet adopted

Ind AS 115 Revenue from Contracts with Customers
The Ministry of Corporate Affairs (MCA) has notified the companies (Indian accounting Standards) Amendments Rules, 2018 on March 28, 2018 notifying Ind AS 115 Revenue from Contracts with Customers

These amendments are in accordance with the recent amendments Made by International Accounting Standards Board (IASB).

Ind AS 115 replaces Ind AS 18 which covers contracts for Goods & Services and Ind AS 11 which covers construction contracts. The New standard is based on the principle that revenue is recognised when control of a goods or services transfers to customers – so the notion of control replaces the existing notion of risks and rewards.
It establishes a five-step model to account for revenue arising from contracts with customer. Under Ind AS 115 Revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to the customers. The Company is in the process of analysing the impact of the new standard. This standard will come into force from accounting period commencing on or after April 01, 2018.

There are no other standards, changes in standards and interpretations that are not in force up to reporting period that the Company expects to have a material impact arising from its application in its financial statements.

3.15 Rounding of amounts
All amounts disclose in the financial statements and notes have been rounded off to the nearest lakhs as per the requirements of Schedule III, unless otherwise stated.

VEERHEALTH CARE LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

(Rs. In Lakhs)

4 - PROPERTY, PLANT AND EQUIPMENT

	Freehold land	Buildings	Furniture, Fixtures and Furnishing	Plant and Equipments	Office Equipment	Computers	Vehicles	Total	Capital-work-in-progress
Gross Block:									
As at 1st April, 2016	-	-	67.50	212.65	16.86	0.87	9.55	307.42	-
Additions	-	-	-	3.06	0.37	-	-	3.44	-
As at 31st March, 2017	**-**	**-**	**67.50**	**215.71**	**17.23**	**0.87**	**9.55**	**310.86**	**-**
Additions	187.58	-	1.20	140.87	-	0.06	-	329.70	23.80
As at 31st March, 2018	**187.58**	**-**	**68.70**	**356.58**	**17.23**	**0.92**	**9.55**	**640.56**	**23.80**
Accumulated depreciation:									
As at 1st April, 2016			9.98	16.33	4.69	0.45	4.55	36.01	-
Depreciation charged during the year			6.41	13.59	1.29	0.27	1.13	22.70	-
As at 31st March, 2017	**-**	**-**	**16.40**	**29.92**	**5.98**	**0.73**	**5.69**	**58.71**	**-**
Depreciation charged during the year			6.47	18.69	1.03	0.16	1.13	27.48	-
As at 31st March, 2018	**-**	**-**	**22.86**	**48.61**	**7.01**	**0.88**	**6.82**	**86.19**	**-**
Net Block:									
As at 1st April, 2016	-	-	57.51	196.32	12.17	0.41	5.00	271.41	-
As at 31st March, 2017	-	-	51.10	185.79	11.25	0.14	3.87	252.15	-
As at 31st March, 2018	**187.58**	**-**	**45.83**	**307.97**	**10.22**	**0.04**	**2.73**	**554.37**	**23.80**

VEERHEALTH CARE LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2018

5 - NON CURRENT FINANCIAL ASSETS - OTHERS	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Unsecured and considered good			
Security deposits	161.17	249.50	436.71
	161.17	**249.50**	**436.71**

6 - NON - CURRENT ASSETS - OTHERS	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Deferred Security Deposits	45.91	7.94	22.06
Others	1.06	2.11	-
	46.97	**10.05**	**22.06**

7 - INVENTORIES	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Stock-in-trade	94.07	153.49	112.38
	94.07	**153.49**	**112.38**

8 - TRADE RECEIVABLES	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Unsecured			
Considered good	91.78	60.99	88.61
Considered doubtful	-	-	-
	91.78	60.99	88.61
Less: Provision for doubtful debts	-	-	-
	91.78	**60.99**	**88.61**

9 - CASH AND CASH EQUIVALENTS	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Balances with banks in current accounts	0.86	0.37	0.49
Cash in hand	7.17	1.74	3.91
	8.03	**2.11**	**4.40**

9A - BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Investment in term deposits (with original maturity of more than three months but less than twelve months)	-	-	5.55
	-	**-**	**5.55**

10 - CURRENT FINANCIAL ASSETS - OTHERS	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Loans and Advances	300.19	61.63	6.97
Intercorporate Deposits	87.63	450.50	398.01
Advances to employees	0.31	-	-
Other Deposits	5.08	5.80	-
	393.21	**517.93**	**404.98**

11 - OTHER CURRENT ASSETS	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Unsecured, considered good, unless otherwise stated			
Advance income tax (net of taxes)	16.63	4.28	3.53
Balance with government authorities	57.19	9.04	9.58
Others	26.68	46.22	52.15
	100.50	**59.54**	**65.26**

12 - SHARE CAPITAL	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Authorised:			
1,00,00,000 Equity shares of Rs. 10/- each	**1,000.00**	1,000.00	1,000.00
(March 31, 2017: 1,00,00,000 Equity shares of Rs. 10/- each)			
(April 1, 2016: 10,00,00,000 Equity shares of Rs. 1/- each)			
Issued, Subscribed and fully paid-up:			
69,34,238 Equity shares of Rs. 10/- each	**693.42**	693.42	693.42
(March 31, 2017: 69,34,238 Equity shares of Rs. 10/- each)			
(April 1, 2016: 6,93,42,384 Equity shares of Rs. 1/- each)			
	693.42	**693.42**	**693.42**

(i) Reconciliation of number of shares

	As at 31 March 2018		As at 31 March 2017		As at 1 April 2016	
	Number of shares	Amount (Rs. in lakhs)	Number of shares	Amount (Rs. in lakhs)	Number of shares	Amount (Rs. in lakhs)
Equity Shares:						
Opening balance	6,934,238	**693.42**	6,934,238	**693.42**	69,342,384	693.42
Issued during the year	-	**-**	-	**-**	-	-
Closing balance	**6,934,238**	**693.42**	**6,934,238**	**693.42**	**69,342,384**	**693.42**

(ii) Rights, preferences and restrictions attached to shares

Equity Shares:

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. The dividend, if any, proposed by the Board of Directors of the Company is subject to the approval of the shareholders in the ensuing Annual General Meeting except in case of interim dividend.

(iii) Shareholders holding more than 5% of total equity shares:

		As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
Yogesh M. Shah	Numbers	935,035	883,135	8,831,350
	%	13.48%	12.74%	12.74%
Divyabala M. Shah	Numbers	-	464,047	4,640,475
	%	-	6.69%	6.69%

(iv) During the five years immediately preceeding March 31, 2018, there are no shares allotted as fully paid up pursuant to contract(s) without payment being received in cash. Also, there are no shares allotted as fully paid up by way of bonus shares.

13 - OTHER EQUITY	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Securities Premium	583.76	583.76	583.76
General Reserve	73.06	73.06	73.06
Surplus in Statement of Profit and Loss			
Opening balance	(65.15)	(66.85)	(70.47)
Profit during the year	13.71	2.27	1.91
Adjusted to profit / (loss) on account of Ind AS			
- Fair Valuation of Financial Assets	(0.41)	(0.60)	(0.49)
- Fair Valuation of Financial Liabilities	0.48	1.17	2.20
- Others	9.61	(1.14)	-
Closing balance	**(41.76)**	**(65.15)**	**(66.85)**
Fair Value through Other Comprehensive Income [FVTOCI] Reserve			
Opening balance	0.01	-	-
- Re-measurement gains on employee benefits	1.72	0.01	-
Closing balance	**1.73**	**0.01**	-
Total of Other equity	**616.79**	**591.68**	**589.97**

14 - NON - CURRENT FINANCIAL LIABILITIES - BORROWINGS	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Secured Term Loans From Banks*	20.75	43.95	64.47
	20.75	**43.95**	**64.47**

* It is secured against trade receivables, plant and machineries and personal guarantee of all executive directors of the Company.

15 - NON - CURRENT PROVISIONS	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Provision for employee benefits of gratuity	2.57	3.15	1.97
	2.57	**3.15**	**1.97**

16 - DEFERRED TAX LIABILITIES (NET)	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Deferred Tax Liabilities on account of Fixed Assets	24.20	21.09	21.96
Deferred Tax Assets on account of Gratuity Provision & losses	9.84	12.90	13.66
Deferred Tax Liabilities (Net)	**14.36**	**8.19**	**8.30**

17 - CURRENT FINANCIAL LIABILITIES - BORROWINGS	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Secured loans from banks			
Term Loan*	23.67	20.98	34.44
Cash Credit*	(14.97)	(81.83)	6.99
Unsecured loans from directors	92.00	-	-
	100.71	**-60.85**	**41.43**

* It is secured against trade receivables, plant and machineries and personal guarantee of all executive directors of the company.

18 - CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Due to micro and small enterprises	-	-	-
Due to other than micro and small enterprises	18.84	21.57	8.06
	18.84	**21.57**	**8.06**

a. Disclosure under Section 22 of Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 is as under:

The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 and hence disclosures as required under Section 22 of The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 regarding:

(a) Principal amount and the interest due thereon remaining unpaid to any suppliers as at the end of accounting year;
(b) Interest paid during the year;
(c) Amount of payment made to the supplier beyond the appointed day during accounting year;
(d) Interest due and payable for the period of delay in making payment;
(e) Interest accrued and unpaid at the end of the accounting year; and
(f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are

have not been given.

The information is given in respect of such vendors to the extent they could be identified as micro and small enterprise on the basis of information available with the Company.

19 - OTHER CURRENT LIABILITIES	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Statutory dues	1.02	3.62	3.11
	1.02	**3.62**	**3.11**

20- SHORT TERM PROVISIONS	As at 31-03-2018 (Rs. In Lakhs)	As at 31-03-2017 (Rs. In Lakhs)	As at 01-04-2016 (Rs. In Lakhs)
Provision for employee benefits of gratuity	0.25	0.09	-
Provision for Income Tax (net of taxes)	5.19	0.95	0.64
	5.44	**1.04**	**0.64**

21 - REVENUE FROM OPERATIONS	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
Sales of goods	396.21	191.77
Sales of services	117.81	-
Other operating revenue	2.91	0.39
	516.93	**192.16**

22 - OTHER INCOME	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
Interest income	51.86	40.08
Subsidy	-	15.00
Miscellaneous income	20.16	17.14
	72.02	**72.22**

23 - CHANGES IN INVENTORIES OF STOCK-IN-TRADE	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
Opening stock	153.49	112.39
Less: Closing stock	(94.07)	(153.49)
	59.42	**-41.10**

24 - EMPLOYEE BENEFITS EXPENSES	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
Salaries, wages, bonus, gratuities and allowances	54.97	56.04
Contribution to provident fund	1.00	1.08
Staff welfare expense	1.19	0.89
	57.16	**58.01**

25 - FINANCE COSTS	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
Interest expenses	6.94	10.11
Bank charges	0.14	-
	7.09	**10.11**

26 - OTHER EXPENSES	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
Excise Duty	0.03	0.47
Clearing, forwarding, freight and packing charges	7.74	0.46
Testing and designing charges	6.18	1.81
Power	10.15	6.55
Water expenses	0.73	1.78
Repairs & maintenance	2.10	0.99
Insurance	1.42	1.42
Advertisement, publicity & sales promotion	23.65	1.69
Travelling expenses	4.92	0.47
Office expenses	0.43	0.62
Repairs & maintenance of Vehicles	0.15	0.51
Printing & stationery	0.41	0.22
Communication expenses	0.80	0.59
Auditors remuneration:		
as auditors	0.70	0.70
for tax audit	0.15	0.15
for certification/limited review	0.15	0.15
Legal, professtional & consultancy charges	7.32	9.09
Trasportation	2.82	4.36
Listing fees	4.91	2.81
Miscellaneous expenses	21.32	16.43
VAT and CST	0.16	3.12
Bad debts written off	8.10	-
	104.36	**54.38**

27 - EARNINGS PER EQUITY SHARE	2017-18 (Rs. In Lakhs)	2016-17 (Rs. In Lakhs)
Profit available to equity shareholders	**13.71**	2.27
Weighted average number of equity shares outstanding	**6,934,238**	6,934,238
Face value per equity share (in Rupees)	**10.00**	10.00
Earnings per Equity Share- Basic and Diluted (in Rupees)	**0.20**	0.03

(Rs. In Lakhs)

28 - CONTINGENT LIABILITIES AND COMMITMENTS

	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
(a) Contingent Liabilities	-	-	-
(b) Commitments			
-Estimated amount of contracts remaining to be executed on capital account and not provided	450.00	-	-

29 - SEGMENT REPORTING

Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based upon analysis of various performance indicators by the Operating Segments. Accordingly, information has been presented on operating segments. The Company's CODM constitutes of managing director, whole-time director and chief financial officer.
The Company has one segment of activity namely "Ayurved Pharma Products'. The Company's operations are limited to India only and its all assets are domiciled in India, there are no reportable geographical segments.

30 - DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND AS) 19 EMPLOYEE BENEFITS

The Company has classified the various benefits provided to employees as under:-

(a) Defined contribution plans

-Provident fund

The Company has recognized the following amounts in the statement of profit and loss:

Employers' contribution to provident fund :- Current Year Rs. 1.00 lakh (Previous Year Rs. 1.08 lakhs)

(b) Defined benefit plans

- Gratuity

In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following assumptions-

Economic Assumptions

The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.

Discount Rate

The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 7.73% p.a. (Previous Year 7.55% p.a.) compound has been used.

Salary Escalation Rate

The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.

The assumptions used are summarized in the following table:

	Gratuity (Unfunded)	
	As at 31-03-2018	As at 31-03-2017
Discount rate (per annum)	**7.73%**	**7.55%**
Future salary increase	**5.00%**	**5.00%**
Mortality Rates	**100.00%**	**100%**
Retirement age	**60 years**	60 years
Withdrawal rates		
- Up to 30 years	**20.00%**	3.00%
- From 31 to 44 years	**15.00%**	2.00%
- Above 44 years	**10.00%**	1.00%

	Gratuity (Unfunded)	
	As at 31-03-2018	As at 31-03-2017
Change in present value of the defined benefit obligation during the year		
Present value of obligation as at the beginning of the year	3.24	1.97
Interest Cost	0.24	0.16
Current Service Cost	1.06	1.13
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(1.51)	0.42
Actuarial Gain on arising from Experience Adjustment	(0.21)	(0.43)
Present value of obligation as at the end of the year	**2.83**	**3.24**
Net Liability recorded in the Balance Sheet		
Present value of obligation as at the end of the year	2.83	3.24
Net Liability Current	**0.25**	**0.09**
Net Liability Non-Current	**2.57**	**3.15**
Expenses recorded in the Statement of Profit & Loss during the year		
Interest Cost	0.24	0.16
Current Service Cost	1.06	1.13
Total expenses included in employee benefit expenses	**1.31**	**1.28**
Recognized in Other Comprehensive Income during the year		
Actuarial (Gain)/Loss on arising from Change in Financial Assumption	(1.51)	0.42
Actuarial Gain on arising from Experience Adjustment	(0.21)	(0.43)
Recognized in Other Comprehensive Income	**(1.72)**	**(0.01)**
Maturity profile of defined benefit obligation		
Within 12 months of the reporting period	1.21	0.17
Between 2 and 5 years	8.37	1.52
Between 6 and 10 years	-	-
Quantitative sensitivity analysis for significant assumption is as below:		
Increase/ (decrease) on present value of defined benefit obligation at the end of the year		
Half percentage point increase in discount rate	(0.03)	(0.03)
Half percentage point decrease in discount rate	0.03	0.03
Half percentage point increase in salary increase rate	0.02	0.02
Half percentage point decrease in salary increase rate	(0.02)	(0.02)
Expected contribution to the defined benefit plan for the next reporting period		
	2017-18	**2016-17**
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	1.49	1.44

31 - CORPORATE SOCIAL RESPONISIBILITY (CSR)

Gross amount required to be spent by the Company for CSR during the year is Rs. NIL (Previous year - Rs. NIL).

32 - DERIVATIVE INSTRUMENTS : The Company does not have any derivative instruments.

33 - RELATED PARTY DISCLOSURES AS PER INDIAN ACCOUNTING STANDARD-24

Related Parties

(a) (i) Key Management Personnel

Mr. Bhavin Shah	Managing Director
Ms. Shruti Shah	Executive Director
Mr. Yogesh M. Shah	Director
Mr. Rony Shah	Company Secretary
Mr. Akash Shah	Chief Financial Officer

(ii) Relatives of Key Management Personnel

Ms. Ruchi Y. Shah	Daughter of Yogesh M. Shah

(iii) Entities controlled by Directors or their relatives

Veer Energy & Infrastructure Limited

(b) Transactions with related parties:

	Key Management Personnel and their relatives		Entities controlled by Directors or their relatives		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Purchase of machinery	-	-	136.91	0.24	**136.91**	**0.24**
Deposit received back	-	-	50.00	-	**50.00**	**-**
Deposit repaid	-	-	-	440.66	**-**	**440.66**
Loan taken	92.00	-	-	-	**92.00**	**-**
Remuneration	23.43	-	-	19.63	**23.43**	**19.63**

(c) Balance Outstanding with related parties at the end of the year:

	Key Management Personnel and their relatives		Entities controlled by Directors or their relatives		Total	
	As at 31 March 2018	As at 31 March 2017	As at 31 March 2018	As at 31 March 2017	As at 31 March 2018	As at 31 March 2017
Current Borrowings	92.00	-	-	-	**92.00**	**-**

Balance outstanding to/from related parties as at 1 April 2016 is Nil.

Note:

(i) The above related party transactions have been reviewed periodically by the Board of Directors of the Company vis-à-vis the applicable provisions of the Companies Act, 2013, and justification of the rates being charged/ terms thereof and approved the same.

(ii) The details of guarantees and collaterals extended by the related parties in respect of borrowings of the Company have been given at the respective notes.

34- Income Tax Expenses

TAX EXPENSE	Year ended March 31, 2018	Year ended March 31, 2017
Current Tax:		
Current Tax on profits for the year	5.19	0.95
Deferred Tax:		
Decrease / (Increase) in Deferred Tax Assets	3.05	0.78
(Decrease) / Increase in Deferred Tax Liabilities	3.11	(0.87)
Income Tax Expenses	**11.35**	**0.86**

Reconciliation of tax expense and accounting profit multiplied by statutory tax rate:

Profit before income taxes	25.07	3.13
Rate of tax	27.55	29.87
Tax Expense at applicable rate	**6.91**	**0.93**
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Expenses not deductible for tax purposes	7.46	7.16
Expenses deductible for tax purposes	(13.53)	(8.15)
Carried forward losses	(1.55)	-
Others	12.07	0.91
Income Tax Expenses	**11.35**	**0.86**

35. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

(Rs. In lakhs)

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

   The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

   Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

   Level 2 : Other techniques for which all inputs which have a significant effects on the recorded fair value are observable, either directly or indirectly.

   Level 3: Techniques which use inputs that have a significant effects on the recorded fair value that are not based on observable market data.

   There are no transfer between level 1, 2 and 3 during the year.

I. Figures as at April 01, 2016

	Amortised Cost	Total Carrying Value	Total Fair Value
Financial assets at amortised cost:			
Other Non-Current Financial Assets	436.71	436.71	436.71
Trade Receivables	88.61	88.61	88.61
Cash and Cash Equivalents	4.40	4.40	4.40
Bank Balances Other than Cash and Cash Equivalents	5.55	5.55	5.55
Other Current Financial Assets	404.98	404.98	404.98
TOTAL	**940.25**	**940.25**	**940.25**
Financial liabilities at amortised cost:			
Borrowings (Non-Current)	64.47	64.47	64.47
Borrowings (Current)	41.43	41.43	41.43
Trade Payables	8.06	8.06	8.06
TOTAL	**113.96**	**113.96**	**113.96**

II. Figures as at March 31, 2017

	Amortised Cost	Total Carrying Value	Total Fair Value
Financial assets at amortised cost:			
Other Non-Current Financial Assets	249.50	249.50	249.50
Trade Receivables	60.99	60.99	60.99
Cash and Cash Equivalents	2.11	2.11	2.11
Other Current Financial Assets	517.93	517.93	517.93
TOTAL	**830.54**	**830.54**	**830.54**
Financial liabilities at amortised cost:			
Borrowings (Non-Current)	43.95	43.95	43.95
Borrowings (Current)	(60.85)	(60.85)	(60.85)
Trade Payables	21.57	21.57	21.57
TOTAL	**4.67**	**4.67**	**4.67**

III. Figures as at March 31, 2018

	Amortised Cost	Total Carrying Value	Total Fair Value
Financial assets:			
Other Non-Current Financial Assets	161.17	161.17	161.17
Trade Receivables	91.78	91.78	91.78
Cash and Cash Equivalents	8.03	8.03	8.03
Other Current Financial Assets	393.21	393.21	393.21
TOTAL	**654.19**	**654.19**	**654.19**
Financial liabilities:			
Borrowings (Non-Current)	20.75	20.75	20.75
Borrowings (Current)	100.71	100.70	100.71
Trade Payables	18.84	18.84	18.84
TOTAL	**140.29**	**140.29**	**140.29**

IV. Description of significant unobservable inputs to valuation:

The following table shows the valuation techniques and inputs used for the financial instruments

	As at 31-03-18	As at 31-03-17	As at 1-04-2016
Other Non-Current Financial Assets	Discounted Cash Flow method using		
Borrowings (Non-Current)	the risk adjusted discount rate		

No, financial instruments have been routed through Other Comprehensive Income and hence separate reconciliation disclosure relating to the same is not applicable.

36. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The company's financial risk management policy is set by the Managing Board.

Market risk

Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributable to all market risk sensitive financial instruments including investments and deposits, foreign currency receivables, payables and loan borrowings.

The Company manages market risk through a Board of Directors (BOD), which evaluates and exercises independent control over the entire process of market risk management. The treasury department recommends risk management objectives and policies, which are approved by Senior Management and the Audit Committee. The activities of this department include management of cash resources, implementing hedging strategies for foreign currency exposures, borrowing strategies, and ensuring compliance with market risk limits and policies.

Interest rate risk

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the company's position with regards to the interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in it total portfolio.

The Company's borrowings are primarily in fixed rate interest bearing investments. Hence, the Company is not significantly exposed to interest rate risk.

Foreign currency risk

The Company operates locally. The nature of its operations does not require it to transact in in several currencies and consequently the Company is not exposed to foreign exchange risk in various foreign currencies.

Credit risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is significant increase in credit risk the company compares the risk of a default occurring an the asset at the reporting date with the risk of default as the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

(i)Actual or expected significant adverse changes in business,
(ii)Actual or expected significant changes in the operating results of the counterparty.
(iii)Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to mere its obligation,
(iv)Significant increase in credit risk on other financial instruments of the same counterparty.
(v)Significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. The Company categorises a loan or receivable for write off when a debtor fails to make contractual payments greater than 2 years past due. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in profit or loss.

I. Financial assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)

(Rs. In lakhs)

Particulars	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
Non-current financial assets	161.17	249.50	436.71
Current financial assets	393.21	517.93	404.98
Total	**554.38**	**767.44**	**841.69**

II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL)

(Rs. In lakhs)

Particulars	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
Trade Receivables	91.78	60.99	88.61
Total	**91.78**	**60.99**	**88.61**

Balances with banks are subject to low credit risks due to good credit ratings assigned to these banks.

III. The ageing analysis of these receivables (gross of provision) has been considered from the date the invoice falls due

(Rs. In lakhs)

Particulars	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
Less than 6 months	64.64	21.44	52.50
More than 6 months but within 12 months	1.54	16.67	33.10
More than 1 year	25.60	22.88	3.01
Total	**91.78**	**60.99**	**88.61**

IV. Provision for expected credit losses again "II" and "III" above

The company has assets where the counter- parties have sufficient capacity to meet the obligations and where the risk of default is very low. Hence based on historic default rates, the Company believes that, no impairment allowance is necessary in respect of above mentioned financial assets.

Liquidity Risk

Liquidity Risk is defined as the risk that the company will not be able to settle or meet its obligations on time or at reasonable price. The company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the company's net liquidity position through rolling forecast on the basis of expected cash flows.

Maturity profile of financial liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments.

(Rs. In lakhs)

Particulars	As at 31-03-2018			As at 31-03-2017			As at 01-04-2016		
	Less than 1 year	1 to 5 years	Total	Less than 1 year	1 to 5 years	Total	Less than 1 year	1 to 5 years	Total
Borrowings	100.71	20.75	121.46	-	43.95	43.95	41.43	64.47	105.90
Trade Paybles	18.84	-	18.84	21.57	-	21.57	8.06	-	8.06
Total	**119.54**	**20.75**	**140.29**	**21.57**	**43.95**	**65.52**	**49.49**	**64.47**	**113.96**

Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirement of the financial covenants.

The Company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

(Rs. In lakhs)

Particulars	As at 31-03-2018	As at 31-03-2017	As at 01-04-2016
Total Debt	121.46	43.95	105.90
Equity	1,310.21	1,285.10	589.97
Capital and net debt	**1,431.67**	**1,329.05**	**695.87**
Gearing ratio	**8.48%**	**3.31%**	**15.22%**

37 - FIRST TIME ADOPTION OF IND AS

First-time Adoption of Ind AS

The company has prepared its first Financial Statements in accordance with Ind AS for the year ended March 31, 2017. For periods up to and including the year ended 31 March 2016, the Company prepared its financial statements in accordance with Indian GAAP, including accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended). The effective date for Company's Ind AS Opening Balance Sheet is 1 April 2016 (the date of transition to Ind AS).

The accounting policies set out in Note 3 have been applied in preparing the financial statements for the year ended March 31, 2017, the comparative information presented in these financial statements for the year ended March 31, 2016 and in the preparation of an opening Ind AS Balance Sheet at April 01, 2016 (the Company's date of transition). According to Ind AS 101, the first Ind AS Financial Statements must use recognition and measurement principles that are based on standards and interpretations that are effective at March 31, 2018, the date of first-time preparation of Financial Statements according to Ind AS. These accounting principles and measurement principles must be applied retrospectively to the date of transition to Ind AS and for all periods presented within the first Ind AS Financial Statements.

Any resulting differences between carrying amounts of assets and liabilities according to Ind AS 101 as of April 01, 2016 compared with those presented in the Indian GAAP Balance Sheet as of March 31, 2016, were recognized in equity under retained earnings within the Ind AS Balance Sheet.

An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out in the following notes and reconciliations.

I. Exemptions and exceptions availed:

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from Indian GAAP to Ind AS.

A) Deemed cost:

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the Indian GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets.

Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their Indian GAAP carrying values.

B) Leases:

Appendix C to Ind AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind AS 17, this assessment should be carried out at the inception of the contract or arrangement. Ind AS 101 provides an option to make this assessment on the basis of facts and circumstances existing at the date of transition to Ind AS, except where the effect is expected to be not material. The Company has elected to apply this exemption for such contracts/arrangements.

C) Designation of previously recognised financial instruments:

Ind AS 101 allows an entity to designate investments in equity instruments at FVOCI on the basis of the facts and circumstances at the date of transition to Ind AS. The Company has elected to apply this exemption for its investment in equity investments.

D) Estimates:

An entity's estimates in accordance with Ind ASs at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with Indian GAAP [after adjustments to reflect any difference in accounting policies], unless there is objective evidence that those estimates were in error. Ind AS estimates as at April 1, 2015 are consistent with the estimates as at the same date made in conformity with Indian GAAP. The Company made estimates for following items in accordance with Ind AS at the date of transition as these were not required under Indian GAAP:

i. Investment in equity instruments carried at FVPL or FVOCI;
ii. Investment in debt instruments carried at FVPL; and
iii. Impairment of financial assets based on expected credit loss model.

E) Classification and measurement of financial assets:

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exist at the date of transition to Ind AS.

F) De-recognition of financial assets and liabilities:

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirements in Ind AS 109 retrospectively from a date of the entity's choosing, provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 101: FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS (Contd.)

(Rs. In lakhs)

II. Reconciliation of Balance Sheet as at 1st April, 2016

	Reference	Indian GAAP	Adjustments	Ind AS
ASSETS				
1. NON-CURRENT ASSETS:				
(a) Property, plant and equipment		271.41	0.00	271.41
(b) Financial assets				
(i) Others	I	459.27	(22.56)	436.71
(c) Other non-current assets	I & II	3.17	18.89	22.06
TOTAL NON-CURRENT ASSETS		**733.85**	**(3.66)**	**730.19**
2.CURRENT ASSETS				
(a) Inventories		112.38	-	112.38
(b) Financial assets				
(i) Trade receivables		88.61	-	88.61
(ii) Cash and cash equivalents		4.40	-	4.40
(iii) Bank balances other than (ii) above		5.55	-	5.55
(iv) Others		404.98	-	404.98
(c) Other current assets		62.10	3.16	65.26
TOTAL CURRENT ASSETS		**678.02**	**3.16**	**681.18**
TOTAL ASSETS		**1,411.87**	**(0.50)**	**1,411.37**
EQUITY AND LIABILITIES				
EQUITY:				
(a) Equity share capital		693.42	0.00	693.42
(b) Other equity	I, II & III	588.26	1.71	589.97
TOTAL EQUITY		**1,281.68**	**1.71**	**1,283.39**
LIABILITIES				
NON-CURRENT LIABILITIES				
(a) Financial liabilities				
(i) Borrowings		66.67	(2.20)	64.47
(ii) Other financial liabilities	III			
(b) Provisions		1.97	-	1.97
(c) Deferred tax liabilities (net)		8.30	-	8.30
TOTAL NON-CURRENT LIABILITIES		**76.94**	**(2.20)**	**74.74**
CURRENT LIABILITIES				
(a) Financial liabilities				
(i) Borrowings		41.44	(0.01)	41.43
(ii) Trade payables		8.06	-	8.06
(b) Other current liabilities		3.11	-	3.11
(c) Provisions		0.64	-	0.64
TOTAL CURRENT LIABILITIES		**53.25**	**(0.01)**	**53.24**
TOTAL LIABILITIES		**130.19**	**(2.21)**	**127.98**
TOTAL EQUITY AND LIABILITIES		**1,411.87**	**(0.50)**	**1,411.37**

DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (Ind AS) 101: FIRST TIME ADOPTION OF INDIAN ACCOUNTING STANDARDS (Contd.)

III. Reconciliation of Balance Sheet as at 31st March, 2017

(Rs. In lakhs)

	Reference	Indian GAAP	Adjustments	IND AS
ASSETS				
NON-CURRENT ASSETS				
(a) Property, plant and equipment		252.15	-	252.15
(b) Financial assets				
(i) Others	I	258.62	(9.12)	249.50
(c) Other non-current assets	I & II	2.11	7.94	10.05
TOTAL NON-CURRENT ASSETS		**512.88**	**(1.18)**	**511.70**
CURRENT ASSETS				
(a) Inventories		153.49	-	153.49
(b) Financial assets				
(i) Trade receivables		60.99	-	60.99
(ii) Cash and cash equivalents		2.11	-	2.11
(iii) Others		517.94	-	517.93
(c) Other current assets		59.54	-	59.54
TOTAL CURRENT ASSETS		**794.07**	**-**	**794.07**
TOTAL ASSETS		**1,306.95**	**(1.18)**	**1,305.77**
EQUITY AND LIABILITIES				
EQUITY:				
(a) Equity share capital		693.42	-	693.42
(b) Other equity	I, II & III	591.12	0.56	591.68
		1,284.54	**0.56**	**1,285.10**
LIABILITIES				
1.NON-CURRENT LIABILITIES				
(a) Financial liabilities				
(i) Borrowings	III	45.69	(1.74)	43.95
(b) Provisions		3.15	-	3.15
(c) Deferred tax liabilities (net)		8.19	-	8.19
TOTAL NON-CURRENT LIABILITIES		**57.03**	**(1.74)**	**55.29**
2.CURRENT LIABILITIES				
(a) Financial liabilities				
(i) Borrowings		(60.85)	-	(60.85)
(ii) Trade payables		21.57	-	21.57
(b) Other current liabilities		3.62	-	3.62
(c) Provisions		1.04	-	1.04
TOTAL CURRENT LIABILITIES		**(34.62)**	**-**	**(34.62)**
TOTAL LIABILITIES		**22.41**	**(1.74)**	**20.67**
TOTAL EQUITY AND LIABILITIES		**1,306.95**	**(1.18)**	**1,305.77**

(I) Fair Valuation adjustments for financial assets and financial liabilities:

Under IGAAP, security deposits given and taken were required to be carried at book value. Under Ind AS, the said concept has shifted from book value to fair value hence the same has been valued as per the principles of Amortised Cost.

(II) Actuarial loss on defined benefit plan:

Both under IGAAP and Ind AS, the Company recognised costs related to its post-employment defined benefit plan on an actuarial basis. Under IGAAP, the entire cost, including actuarial gains and losses, are charged to profit or loss. Under Ind AS, re-measurements [comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets excluding amounts included in net interest on the net defined benefit liability] are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI.

(III) Fair valuation of borrowing through profit and loss account

Ind AS 109 mandates financial instruments that are classified as fair value through profit or loss account to be fair valued whenever the financial statements are prepared. As per the provisions of Ind AS 109, where any transaction costs have been incurred at the time of obtaining term loan, then the said costs are required to be amortized at "Effective Interest Rate" (EIR) in time span of the said term loan.

(IV) Others:

Statement of cash flows:

The transition from IGAAP to Ind AS has not had a material impact on the statement of cash flows.

(IV) Reconciliation of Statement of Profit and Loss for the year ended 31st March, 2017 **(Rs. In lakhs)**

	Reference	Indian GAAP	Adjustments	IND AS
REVENUES				
Revenue from operations		192.16	-	192.16
Other income	I	58.20	14.02	72.22
Total REVENUE		**250.36**	**14.02**	**264.38**
EXPENSES				
Purchase of stock-in-trade		157.15	-	157.14
Changes in inventories of stock-in-trade		(41.10)	-	(41.10)
Employees Benefits Expense		58.00	0.01	58.01
Finance costs	II	10.11	-	10.11
Depreciation and amortization expense		22.70	-	22.70
Other expenses	I & III	39.78	14.59	54.37
TOTAL EXPENSES		**246.64**	**14.60**	**261.24**
PROFIT BEFORE TAX		**3.72**	**(0.58)**	**3.14**
TAX EXPENSES				
Current tax		(0.95)	-	(0.95)
Deferred tax		0.09	-	0.09
PROFIT FOR THE YEAR		**2.86**	**(0.58)**	**2.28**
OTHER COMPREHENSIVE INCOME:				
Items that will not be classified to profit or loss				
Re-measurement gains on post employment defined benefit plans		-	0.01	0.01
OTHER COMPREHENSIVE INCOME FOR THE YEAR		**-**	**0.01**	**0.01**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**2.86**	**(0.57)**	**2.29**

(V) Summary of reconciliation of Total Comprehensive Income between previous Indian GAAP and Ind AS

Particulars	For the year ended 31 March 2017
Net profit under previous GAAP	**2.86**
Adjustment as per Ind AS	
On account of unwinding of interest on financial assets	(0.11)
Actuarial gain on post employment defined benefit plan	(0.01)
On account of fair valuation of financial liabilities	(0.47)
Net profit as per Ind AS	**2.27**
Other comprehensive income (net of tax)	0.01
Total Comprehensive Income	**2.28**

(VI) Summary of reconciliation of Equity between previous Indian GAAP and Ind AS

Particulars	As at 31 March 2017	As at 31 March 2016
Equity under previous GAAP	**591.12**	**588.26**
Adjustment as per Ind AS		
On account of unwinding of interest on financial assets	(0.61)	(0.49)
On account of fair valuation of financial liabilities	1.17	2.20
Equity under Ind AS	**591.68**	**589.97**

38- Figures for the corresponding previous years have been regrouped / rearranged wherever necessary, to conform to the classification of the current year.

"As per our report of even date attached"

ON BEHALF OF THE BOARD OF DIRECTORS

For M. H. Dalal & Associates
Chartered Accountants
Firm Registration Number: 112449W

Sd/-
Devang M. Dalal
Partner
Membership Number: 109049

Place: Mumbai
Date: 29th May, 2018

Sd/-
Bhavin Shah
Managing Director
DIN: 03129574

Sd/-
Yogesh Shah
Director
DIN: 00169189

Sd/-
Rony Shah
Company Secretary

Sd/-
Akash Shah
Chief Financial Officer

Place: Mumbai
Date: 29th May, 2018

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 26th Annual General Meeting of the Company, to be held on Friday, 28th September, 2018 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, 2018 and the reports of the Board of Directors and Auditors thereon.		
2	Appointment of Ms. Shruti Y. Shah (DIN: 06952245), a Director retiring by rotation.		
Special Business			
3	Re-appointment of Mr. Arvind M. Shah as an Independent Director.		
4	Re-appointment of Mr. Dharnendra B. Shah as an Independent Director.		
5	Re-appointment of Mr. Mitesh J. Kuvadia as an Independent Director.		

Signed this .... day of .... 2018.

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.

BOOK-POST

To, ____________________________________

____

____

VeerHealth Care Ltd.

"NATURE-AL DIRECTION TO REMEDIES"

Mumbai Office:

629-A, Gazdar House, 1st Floor,

Nr. Kalbadevi Post Office,

J. S. S. Road, Mumbai – 400002

Tel: +91 22 22018582

Fax: +91 22 22072644

Email: info@veerhealthcare.net