

OASIS NUTRACEUTICALS LIMITED

(Formerly known Sam Leaseco Limited)

(CIN No: L51101MH1980PLC022765)

H-4/5, Everest Building, 9th Floor, Tardeo Road, Mumbai – 400034, (M.H), India.

Tel: 022-23524403. Email: oasisnutra786@gmail.com

BSE/ONL/2018-19

Date: 11.10.2018

The Department of Corporate Services,

BSE Limited,

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai - 400 001

Scrip ID : SAMLEPU

Scrip Code: 504345

Sub.:- Submission of Annual Report for the F.Y. 2017-18 pursuant to Regulation 34 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

Dear Sir,

With reference to the captioned subject, please find copy of Annual Report containing Statutory Auditors and Directors Report along with Balance Sheet and Profit and Loss Account of the Company for the financial year ended 31.03.2018 as adopted by the Shareholders at the Annual General Meeting held on 29.09.2018

The above is for your kind information and record. You are requested to acknowledge the receipt.

Thanking you

Yours Faithfully,

For Oasis Nutraceuticals Limited

Rajkishore Maniyar

Managing Director

Encl. As Above

OASIS NUTRACEUTICALS LIMITED
(Formerly Sam Leaseco Ltd)

37TH ANNUAL REPORT
2017-2018

OASIS NUTRACEUTICALS LIMITED

BOARD OF DIRECTORS

Mr. Rajkishore Maniyar
Mr. Nitin Velhal
Ms. Daksha Kakadiya

REGISTERED OFFICE

H-4-5, Everest Building,
9th Floor, Tardeo Road,
Mumbai – 400 034, Maharashtra

BANKERS

Corporation Bank
Oriental Bank of Commerce
The South Indian Bank

SHARE TRANSFER AGENT

Sharex Dynamic (India) Pvt. Ltd
Unit-1, Luthra Ind. Premises,
1st Floor, 44-E, M Vasanti Marg,
Andheri- Kurla Road, Safed Pool,
Andheri (E), Mumbai - 400072, Maharashtra

STATUTORY AUDITORS

Singhvi and Sancheti
(Chartered Accountants)

SECRETARIAL AUDITORS

Jain Rahul & Associates
Company Secretaries

Index	Page No.
Notice	2 - 6
Directors' Report	7 - 35
Auditor's Report	36 - 43
Financials	44 - 49
Notes to Accounts	50 - 61
Attendance Slip	62
Proxy Form	63
Road Map	64

OASIS NUTRACEUTICALS LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF OASIS NUTRACEUTICALS LIMITED (FORMERLY SAM LEASECO LIMITED) WILL BE HELD ON SATURDAY, 29TH SEPTEMBER, 2018 AT 4:00 PM AT OFFICE NO.20, EVEREST BUILDING, 7TH FLOOR, TARDEO ROAD, MUMBAI – 400 034, MAHARASHTRA, TO TRANSACT THE FOLLOWING BUSINESS

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2018 together with the reports of the Boards of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rajkishore Maniyar (DIN 01687800) who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to Section 139 and all other applicable, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Singhvi and Sancheti, Chartered Accountants, Mumbai (Firm Reg. No.110286W), as Statutory Auditors of the Company to hold office from the conclusion of these Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors.”

By order of the Board of Directors
For **Oasis Nutraceuticals Limited**

Place : Mumbai
Date : 14.08.2018

Sd/-
Rajkishore Maniyar
Managing Director
DIN: 01687800

OASIS NUTRACEUTICALS LIMITED

NOTES:

1. The details of the Director proposed to be re-appointed or seeking appointment at the AGM pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is annexed here.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The proxies to be effective should be deposited at the registered office of the company not less than forty eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. 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 carrying voting rights.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 28th September, 2018 to Saturday 29th September, 2018 (both days inclusive).
5. Corporate members attending the meeting are requested to carry a duly certified copy of the resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at 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. Members / Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
8. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. In terms of the provisions of Regulation 44 of Listing Regulation and Section 108 of Companies, Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended the Company is providing the facility to its members as on cut-off date, being Saturday, 22nd September, 2018 to exercise their right to vote by electronic means and voting at the venue of the Meeting on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting are being sent to all Members alongwith the notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 26th September, 2018 at 9:00 a.m. and ends on Friday, 28th September, 2018 at 5:00 p.m. During this period shareholders of Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 22nd September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.

OASIS NUTRACEUTICALS LIMITED

- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a **FIRST TIME** user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA0000001 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth in (dd/mm/yy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

OASIS NUTRACEUTICALS LIMITED

- (xii) Click on the EVSN :(_____) for <Oasis Nutraceuticals Limited> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- a) **In case of members receiving the physical copy:**
Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

OASIS NUTRACEUTICALS LIMITED

- b) A member who is entitled to vote but has not exercised his right to vote through remote e-voting may vote at the AGM through Ballot paper for business specified in the Notice. And a member who had cast his vote by remote e-voting may attend the meeting but shall not be entitled to cast his vote again.
- c) The Company has appointed CS Shreyans Jain, Practicing Company Secretary, (Membership No. FCS 8519), to act as the Scrutinizer to scrutinize the electronic voting and voting through poll / ballot process at the meeting in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- d) The Scrutinizer shall after the conclusion of the voting at the AGM shall unlock the Ballot Box and also unblock the e-voting in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favor or against, if any, and submit forthwith to the chairman of Company.
- e) The Results shall be declared within the 48 hours of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also intimated to Stock Exchanges and will be placed on the website of the Company & CDSL within prescribed period.

**By order of the Board of Directors
For Oasis Nutraceuticals Limited**

**Place : Mumbai
Date : 14.08.2018**

Sd/
**Rajkishore Maniyar
Managing Director**

Details of Director seeking reappointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36 of the Listing Regulations)

Particulars	Mr. Rajkishore Maniyar
Date of Birth and Nationality	15.05.1968 & Indian
Relationship with other Directors <i>Interse</i>	None
Date of Appointment	07.12.2015
Expertise in specific functional area	Finance and Accounts
No. of Equity Shares held in the Company	Nil
Directorship in other Listed entities as on 31.03.18	NIL

OASIS NUTRACEUTICALS LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 37th Annual Report and the audited financial statements of the Company for the year ended 31st March 2018.

- 1) **Financial Performance:** The financial performance of the Company for the financial year ended 31st March 2018 is summarized below:

(Rs. in Lakh)

Particulars	2017 - 18	2016 - 17
Revenue and other Income	518.45	630.43
Profit before Depreciation and Tax	9.99	11.81
Depreciation	-	0.01
Profit / (Loss) Before Tax	9.99	11.80
Provision for Tax	2.57	3.64
Provision for Deferred Tax	0.00	0.00
Profit/(Loss) After Tax for the year	7.42	8.16

- 2) **State Of Company's Affairs:** Your Company's revenue for the financial year 2017-18 is Rs.518.45 Lakh as compare to Rs.630.43 Lakh for the financial year 2016-17. Further your Company's Profit after tax for the financial year 2017-18 is Rs.7.42 Lakh as against Net Profit after Tax of Rs.8.16 Lakh in the financial year 2016-17.
- 3) **Change in Nature of Business:** There has been no change in the Company's Business.
- 4) **Dividend:** In order to conserve the reserves to meet the needs of increased operation and for the growth of the Company the Board of Directors has decided not to declare dividend for the financial year.
- 5) **Amount Transferred To Reserves:** During the financial year the Company has not transferred any amount to the reserves maintained by the Company.
- 6) **Share Capital:** The paid up Equity Share Capital as at 31st March, 2018 is Rs.10,20,00,000 divided into 10,20,00,000 of Re.1/-. During the year the Company has not issued shares with differential voting rights, Sweat Equity Shares or Equity Shares under Employee Stock option Scheme. As on 31st March, 2018, none of the Directors of the Company hold instruments convertible into equity shares of the Company.
- 7) **Extract of The Annual Report:** Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual report in form MGT – 9 as required attached as **Annexure – A** to this report.
- 8) **Number of Meeting of The Board:** The Board of Director of the Company met at a regular interval during the year to discuss on the past, current and prospective business of the Company. The Board Met 4 (Four) Times during the financial year 2017 - 18 on the following dates:

OASIS NUTRACEUTICALS LIMITED

Sr. No.	Date of Meeting
1.	30 th May, 2017
2.	21 st August, 2017
3.	14 th December, 2017
4.	14 th February, 2018

- 9) **Material Changes Affecting the Financial Position:** In terms of Section 134(3)(l) of the Companies Act, 2013, there have been no material change and commitment, if any, 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 relates and the date of the report.
- 10) **Details of Subsidiary / Associate Companies and Joint Ventures:** The Company does not have any subsidiary / associate Company or joint venture as on year end 31st March, 2018.
- 11) **Details of Deposits:** The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 to 76 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the details relating to deposits as also requirement for furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.
- 12) **Particulars Of Loans, Guarantees Or Investments By Company:** Details of Loans, Guarantees and Investments covered under the provisions of the Section 186 of the Companies Act, 2013 are provided in notes to financial Statements.
- 13) **Related Party Contracts or Arrangements:** There are no contracts or arrangements made by related party during the year under review as provided in the provisions of Section 188 (1) of the Companies Act, 2013 excepting as disclosed in the notes to financial statements.
- 14) **Directors And Key Managerial Personnel:** The Board of Directors of the Company comprises of (3) Three Directors consisting of (1) One Non – Executive Independent Directors as on 31st March, 2018.
- Pursuant to Section 149(7) of the Act the Company has received declaration of Independence from all the Independent Directors as stipulated under section 149(6) and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").
- Mr. Devanshu Desai Independent Director of the Company has resigned from the Board w.e.f. 14th February, 2018 and your Company places on record its appreciation for the valuable services and guidance rendered by him during his tenure.
- In accordance with the provisions of Section 152 of the companies Act, 2013 and the Company's Articles of Association Mr. Rajkishore Maniyar, Director retires by rotation at the forth coming annual general meeting and being eligible offer himself for re-appointment.
- Further the familiarization program for Independent Directors is also available on the website of the Company viz. www.oasisnutra.com.
- Further the Company is making effort to appoint other Key Managerial Personnel as required under the Act.
- 15) **Directors' Responsibility Statement:** With respect to Directors Responsibility Statement, pursuant to Section 134 (5) of the Companies Act, 2013, it is hereby confirmed that;

OASIS NUTRACEUTICALS LIMITED

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
 - b) accounting policies have been selected and applied consistently and judgments and estimates have made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for the year ended 31st March, 2018;
 - c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
 - d) the annual accounts have been prepared on a 'going concern' basis;
 - e) the internal financial controls have been laid down to be followed by the Company and such internal financial control are adequate and were operating effectively;
 - f) proper system has been devised to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively;
- 16) **Disclosure as per Section 134(3)(m) of The Companies Act, 2013 for Conversation Energy, Technology Absorption and Foreign Exchange Earning and Outgo:** Considering the nature of Business of the Company there are no particulars which are required to furnish in this report pertaining to conversation of energy, technology absorption and Foreign Exchange Earning and Outgo.
- 17) **Audit Committee:** The Audit Committee of Directors was reconstituted pursuant to the provisions of Section 177 of the Companies Act, 2013. Consequent to resignation of Mr. Devanshu Desai, Independent Director w.e.f. 14.02.2018, the composition of the Audit Committee is not in conformity with the provisions of the said section and Regulation 18 of the Listing Regulation. The Composition and the functions of the Audit Committee of the Board of Directors of the Company are disclosed in the Report on Corporate Governance, which is forming a part of this report.
- 18) **Corporate Social Responsibility:** Your Company's net worth or turnover or net profit is below the threshold as specified under Section 135 of the Companies Act, 2013 for constituting a Corporate Social Responsibility Committee and as such the Company is not required to comply with these provision hence the Board is not required to provide any report or comments about the same.
- 19) **Nomination and Remuneration Committee:** The Nomination and Remuneration Committee (NRC) of the Directors was reconstituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 18 of the Listing Regulation, However consequent to resignation of Mr. Devanshu Desai, Independent Director w.e.f. 14.02.2018 the composition is not in accordance with the provisions. The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The Nomination and Remuneration Policy of the Company is attached herewith as **Annexure - B**.
- 20) **Vigil Mechanism and Whistle Blower Policy:** The Board has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22(1) of the Listing Regulation framed whistle blower policy to report genuine concerns or grievances relating to reportable matters such as breach of

OASIS NUTRACEUTICALS LIMITED

code of conduct, fraud, employee misconduct, misappropriation of funds, health and safety matters etc.

The mechanism provides for adequate safeguards against victimization of Whistle Blower who avail of such mechanism and provides for direct access to the chairman of the Audit Committee. The functioning of the Whistle Blower policy is being reviewed by the Audit Committee from time to time. None of the Whistle Blower has been denied access to the Audit Committee of the Board. The whistle blower policy has been posted on the website of the Company (www.oasisnutra.com).

- 21) **Risk Management:** The Board has approved Risk Management policy, which acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed across the organization. The Board is overall responsible for identifying, evaluating and managing all significant risks faced by the Company.
- 22) **Performance Evaluation of Board, Committees & Individual Directors:** Pursuant to the provisions of the Companies Act, 2013 and the provisions of the Listing Regulation, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, Composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was completed. The performance evaluation of the Non – Independent Director was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.
- 23) **Secretarial Audit:** Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has Appointed Jain Rahul and Associates a firm of practicing Company Secretary (C.P. No.15504) to undertake the Secretarial Audit of the Company, The Secretarial Audit Report is included as **Annexure – C** and forms an integral part of this report. The Following are the observation in the Secretarial Audit Report and comments of the management for the same as mentioned below:
- a) *In terms of the provisions of Section 203 of the Companies Act, 2013 the Company is required to have Whole Time Key Managerial Personnel (KMP) as specified in clause (i), (ii) & (iii) of the sub-section (1) of the said section, however the Company yet to appoint the KMP under (ii) and (iii) of sub-section (1) of Section 203 of the Act i.e. Chief Financial Officer and Company Secretary and the time allowed to comply with the said requirements is already elapse.*
- The Board of Directors are making efforts to appoint the Whole Time KMP namely Chief Financial Officer and Company Secretary presently these functions are being done under the supervisions of the Managing Director.
- b) *In terms of clause 38 of the Listing Agreement entered by the Company with BSE Limited ("Stock Exchange") and Regulation 14 of the Listing Regulation the Company is required to pay Listing Fees on or before 30th April in each year. However the Listing Fees for the financial year 2015-16, 2016-17, 2017-18 and 2018-19 has not yet been paid by the Company as also the application for change of name with Stock Exchange is yet to be processed.*
- c) *The Company is not in compliance with the notice No. 20151218-28 and 20160115-8 of BSE Limited issued in respect of Suspension of companies as a Surveillance measure and consequently the trading in Equity Shares remains under Suspension.*

OASIS NUTRACEUTICALS LIMITED

Your Board wish to inform you that substantial documents were submitted to the BSE Limited and certain are yet to be submitted in connection with suspension of trading in the Equity Shares of the Company which will be done in the due course. As regards non-payment of listing fees efforts are being made to pay the same in future and other observations are self-explanatory.

- 24) **Statutory Auditors:** At the 34th Annual General Meeting held on 30th September, 2015 the members had approved the Appointment of M/s. Singhvi and Sancheti, Chartered Accountants (Firm Registration No. 110286W) as Statutory Auditors of the Company to hold office until the conclusion of Consecutive Sixth Annual General Meeting (subject to ratification of the appointment by the members at every AGM). The Company has received confirmation from M/s. Singhvi and Sancheti, Chartered Accountants to the effect that they fulfill the eligibility criteria prescribed under section 139 and 141 of the Companies Act, 2013.

The Board of Directors recommends ratification of M/s. Singhvi and Sancheti as the Statutory Auditors of the Company at the ensuing Annual General Meeting.

With respect to the comments given in the Auditor's report your Board of Directors inform you that the delay in payment of taxes was on account of changes in Key Managerial Personnel and the Board is confident to pay the same in due course.

- 25) **Report on Corporate Governance and Management Discussion and Analysis:** In terms of Regulation 34 Listing Regulations, 2015 read with Para C of Schedule V, a separate report on the Corporate Governance practices followed by the Company together with a certificate from the Company's Statutory Auditors confirming compliance with conditions of Corporate Governance forms an integral part of this report as **Annexure – D**.

Further the Management's Discussion and Analysis Report for the year under review, as stipulated under Para B Schedule 5 with the Stock Exchanges is given in **Annexure - E** to this report.

- 26) **Particulars of Employees:** The details required to be disclosed in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with the Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014, regarding the remuneration etc forms part of this report as **Annexure - F**.

- 27) **DISCLOSURE:** the Company is in generally compliance with applicable provisions of Secretarial Standards i.e. SS-1 and SS-2.

- 28) **Information Required Under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:** Your Company is in compliance with respect to the Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013.

- 29) **Acknowledgments:** The Board of Directors would like to express their appreciation for the co-operation and assistance received from the Government authorities, the financial institutions, banks, vendors, customers and Shareholders during the year under review. The Board of Directors also wishes to place on record their deep sense of appreciation for the committed services by all the employees of the Company.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 30.05.2018

Sd/-
Rajkishore Maniyar
Managing Director
DIN: 01687800

Sd/-
Nitin Vehlal
Director
DIN : 00820859

OASIS NUTRACEUTICALS LIMITED

ANNEXURE - A

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 and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i. CIN	L51101MH1980PLC022765
ii. Registration Date	30 th June, 1980
iii. Name of the Company	Oasis Nutraceuticals Limited (Formerly Sam Leaseco Limited)
iv. Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
v. Address of the Registered office and contact details	H-4-5, Everest Building, 9 th Floor, Tardeo Road, Mumbai – 400 034, Maharashtra
vi. Whether listed Company	Yes (Status as Suspended)
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Private Limited Unit No-1, Luthra Ind, Premises, 1 st Floor, 44-E, M Vasanti Marg, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400072, Maharashtra. Tel: 022 – 2852 8087

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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Other non-specialised wholesale trade n.e.c.	46909	91.55

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	Applicable Section
1.	N.A.	N.A.	N.A.	N.A.

OASIS NUTRACEUTICALS LIMITED

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

i) CATEGORY-WISE SHARE HOLDING:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual / HUF	200,000	100,000	300,000	0.29	200,000	100,000	300,000	0.29	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	10,50,000	0	10,50,000	1.03	10,50,000	0	10,50,000	1.03	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
Sub-total A(1)	12,50,000	100,000	13,50,000	1.32	12,50,000	100,000	13,50,000	1.32	-
2) Foreign									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
Sub-total A(2)	0	0	0	0	0	0	0	0	-
Total Shareholding of Promoter (A) = A(1) + A(2)	12,50,000	100,000	13,50,000	1.32	12,50,000	100,000	13,50,000	1.32	-
B. Public Shareholding									
1) Institutions	40,000	0	40,000	0.04	-	-	-	-	(0.04)
Sub-total B(1)	40,000	0	40,000	0.04	-	-	-	-	(0.04)
2. Non-Institutions									
a) Bodies Corporate									
i. Indian	44,735,118	0	44,735,118	43.86	44,720,103	0	44,720,103	43.84	-0.02
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to Rs. 2 Lakh	159,838	2,570	162,408	0.16	174,848	2,575	177,423	0.17	0.00
ii. Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	51,617,110	5,000	51,617,110	50.61	51,617,110	0	51,617,110	50.610	0.02
c) Others specify									
HUF	4,090,364	0	4,090,364	4.01	4,090,364	5,000	4,095,364	4.01	0.00
Trust	-	-	-	-	40,000	0	40,000	0.04	0.04
Non Resident Indians	-	-	-	-	-	-	-	-	-
Sub-total B(2)	100,602,430	7,570	100,650,000	98.68	100,602,430	7,570	100,650,000	98.68	0
Total Public Shareholding (B)=B(1)+B(2)	100,642,430	7,570	100,650,000	98.68	100,642,430	7,570	100,650,000	98.68	0
C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS (NIL)									
Grand Total (A+B+C)	101,892,430	107,570	102,000,000	100	101,892,430	107,570	102,000,000	100	-

OASIS NUTRACEUTICALS LIMITED

ii) SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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.	Aditi Asim Dalal	50,000	0.049	-	50,000	0.049	-	-
2.	Bhupendra C. Dalal	100,000	0.098	-	100,000	0.098	-	-
3.	Satyen Bhupendra Dalal	50,000	0.049	-	50,000	0.049	-	-
4.	Veena Milan Dalal	50,000	0.049	-	50,000	0.049	-	-
5.	Asim Bhupendra Dalal	50,000	0.049	-	50,000	0.049	-	-
6.	Cifco Limited	47,500	0.047	-	47,500	0.047	-	-
7.	Cifco Finance Limited	200,000	0.196	-	200,000	0.196	-	-
8.	Swarnadhara Holdings Pvt Ltd	200,000	0.196	-	200,000	0.196	-	-
9.	Cheshtha Holdings Pvt Ltd	200,000	0.196	-	200,000	0.196	-	-
10.	Satyajyoti Holdings Pvt Ltd	200,000	0.196	-	200,000	0.196	-	-
11.	Milan Investments Ltd	2,500	0.002	-	2,500	0.002	-	-
12.	Ornate Talcum Pvt Ltd	200,000	0.196	-	200,000	0.196	-	-
	Total :	1,350,000	1.323	-	1,350,000	1.323-	-	-

(iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr.No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
NO CHANGES DURING THE YEAR					

OASIS NUTRACEUTICALS LIMITED

(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		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	PRAGNA KEDIA				
	At the beginning of the year	17,000,000	16.667	17,000,000	16.667
	No Changes during the year	-	-	17,000,000	16.667
	At the end of the year	-	-	17,000,000	16.667
2.	KIRTI KEDIA				
	At the beginning of the year	6,000,000	5.882	6,000,000	5.882
	No Changes during the year	-	-	6,000,000	5.882
	At the end of the year	-	-	6,000,000	5.882
3.	CHANDRAKANT S. SHETH				
	At the beginning of the year	5,967,799	5.851	5,967,799	5.851
	No Changes during the year	-	-	5,967,799	5.851
	At the end of the year	-	-	5,967,799	5.851
4.	KALIMATA INVESTMENT CONSULTANCY PVT. LTD.				
	At the beginning of the year	5,727,124	5.615	5,727,124	5.615
	No Changes during the year	-	-	5,727,124	5.615
	At the end of the year	-	-	5,727,124	5.615
5.	WONDER VINCOM PVT. LTD.				
	At the beginning of the year	4,698,704	4.607	4,698,704	4.607
	No Changes during the year	-	-	4,698,704	4.607
	At the end of the year	-	-	4,698,704	4.607
6.	SEGMENT AGENCIES PVT. LTD.				
	At the beginning of the year	3,414,116	3.347	3,414,116	3.347
	No Changes during the year	-	-	3,414,116	3.347
	At the end of the year	-	-	3,414,116	3.347
7.	FUNCTION FINANCIAL CONSULTANTS PVT. LTD.				
	At the beginning of the year	3,019,055	2.960	3,019,055	2.960
	No Changes during the year	-	-	3,019,055	2.960
	At the end of the year	-	-	3,019,055	2.960
8.	JALPA NILESH SHETH				
	At the beginning of the year	2,803,575	2.749	2,803,575	2.749
	No Changes during the year	-	-	2,803,575	2.749
	At the end of the year	-	-	2,803,575	2.749
9.	AAKRITI DEALERS PVT. LTD.				
	At the beginning of the year	2,722,591	2.669	2,722,591	2.669
	No Changes during the year	-	-	2,722,591	2.669
	At the end of the year	-	-	2,722,591	2.669
10.	FANTASTIC HIRISE PRIVATE LIMITED				
	At the beginning of the year	1,622,076	2.078	1,622,076	2.078
	Purchase on 23.02.2018	714,718	0.701	2,336,794	2.779
	At the end of the year	2,336,794	2.779	2,336,794	2.779

OASIS NUTRACEUTICALS LIMITED

v) **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Sr. No.	Shareholding of each Directors and each Key Managers	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	Mr. Rajkishore Maniyar				
	At the Beginning of the Year	-	-	-	-
	Changes During the Year	-	-	-	-
	At the end of the year	-	-	-	-
2.	Mr. Nitin Velhal				
	At the Beginning of the Year	-	-	-	-
	Changes During the Year	-	-	-	-
	At the end of the year	-	-	-	-
3.	Ms. Daksha Kakadiya				
	At the Beginning of the Year	-	-	-	-
	Changes During the Year	-	-	-	-
	At the end of the year	-	-	-	-

vi) **INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT**

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
INDEBTEDNESS AT THE BEGINNING OF THE FINANCIAL YEAR				
i. Principal Amount	-	4,960,657	-	4,960,657
ii. Interest due but not paid	-	9,215,092	-	9,215,092
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	14,175,749	-	14,175,749
CHANGE IN INDEBTEDNESS DURING THE FINANCIAL YEAR				
Additions	-	0.00	-	0.00
Reductions	-	(800,000)	-	(800,000)
INDEBTEDNESS AT THE END OF THE FINANCIAL YEAR				
i. Principal Amount	-	4,160,657	-	4,160,657
ii. Interest due but not paid	-	9,215,092	-	9,215,092
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	13,375,749	-	13,375,749

OASIS NUTRACEUTICALS LIMITED

vii) **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 Mr. Rajkishore Maniyar (MD)	Total Amount
1.	Gross Salary	Nil	Nil

B. **REMUNERATION TO OTHER DIRECTORS:**

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Devanshu Desai	Ms. Daksha Kakadiya	
3.	Independent Directors	Mr. Devanshu Desai	Ms. Daksha Kakadiya	
	• Fee for attending board committee meetings	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL
4.	Other Non-Executive Directors	-		
	• Fee for attending board committee meetings	-		-
	Total (2)	NIL		NIL
	Total (B)=(1+2)	NIL		NIL
	Total Managerial Remuneration	NIL		NIL
	Overall Ceiling as per the Act	NIL		NIL

**Resigned w.e.f. 14.02.2018.*

C. **REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD:**
During the year there the Company was not able to appoint such Key Managerial Personnel.

viii) **PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:****During the year there are no penalties / punishments / compounding fees is imposed by any of the authorities as mentioned against the company its directors and officers.**

OASIS NUTRACEUTICALS LIMITED

ANNEXURE B

NOMINATION AND REMUNERATION POLICY

OASIS NUTRACEUTICALS LIMITED (Formerly known as Sam Leaseco Limited)

Policy Title	Nomination and Remuneration Policy
Authorised by	Board of Directors

The Nomination and Remuneration Committee and this Policy shall be in compliance with provisions of Section 178(3) of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 ("Listing Regulation"). The Key Objectives of the Committee would be:

1. OBJECTIVE

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- To evaluate performance of Board members and provide necessary report to Board for further evaluation of the Board;
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- To provide to Key Managerial Personnel and Senior Management rewards linked directly to their efforts, performance, dedication and achievement relating to the Company's operations;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial personnel's and create competitive advantage;
- To devise a policy on Board diversity;
- To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

- "**Act**" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- "**Board**" means Board of Directors of the Company.
- "**Directors**" mean Directors of the Company.
- "**Key Managerial Personnel**" means –
 - a) Chief Executive Officer or the Managing Director or the Manager or Whole-time director or Chief Financial Officer or Company Secretary.
 - b) "**Senior Management**" means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

OASIS NUTRACEUTICALS LIMITED

3. COMPOSITION

- The Committee shall consist of a minimum three non-executive directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.
- Chairperson of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- Chairperson of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

4. ROLE OF COMMITTEE :Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).
- Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.
- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

OASIS NUTRACEUTICALS LIMITED

ANNEXURE - C

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of
The Companies (Appointment and Remuneration Personnel) Rules, 2014]*

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

To,
The Members,
OASIS NUTRACEUTICALS LIMITED
(Formerly Sam Leaseco Limited)
H-4-5, Everest Building,
9th Floor Tardeo Road,
Mumbai – 400 034, Maharashtra

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Oasis Nutraceuticals Limited** (CIN L51101MH1980PLC022765) (here in after 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 company’s 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 31st March, 2018 complied with the statutory provisions listed here under 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 here in after:

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 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 1956 (to the extent applicable) and the Companies Act, 2013 (the Act) and the rules made thereunder;
- (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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not Applicable to the Company during the Audit Period**);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Take overs) Regulations, 2011;

OASIS NUTRACEUTICALS LIMITED

- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**);
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable to the Company during the Audit Period**);
 - f. 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;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**); and
 - h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2009 (**Not Applicable to the Company during the Audit Period**);
- (vi) As informed by the Company there are no laws which are specifically applicable to the Company during the year under review;

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

- (i) Secretarial Standards I & II issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations;

In terms of the provisions of Section 203 of the Companies Act, 2013 the Company is required to have Whole Time Key Managerial Personnel (KMP) as specified in clause (i), (ii) & (iii) of the sub-section (1) of the said section, however the Company yet to appoint the KMP under (ii) and (iii) of sub-section (1) of Section 203 of the Act i.e. Chief Financial Officer and Company Secretary and the time allowed to comply with the said requirements is already elapse.

In terms of clause 38 of the Listing Agreement entered by the Company with BSE Limited ("Stock Exchange") and Regulation 14 of the Listing Regulation the Company is required to pay Listing Fees on or before 30th April in each year. However the Listing Fees for the financial year 2015-16, 2016-17, 2017-18 and 2018-19 has not yet been paid by the Company as also the application for change of name with Stock Exchange is yet to be processed.

The Company is not in compliance with the notice No. 20151218-28 and 20160115-8 of BSE Limited issued in respect of Suspension of companies as a Surveillance measure and consequently the trading in Equity Shares remains under Suspension.

In terms of provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 every listed Company shall constitute an Audit Committee with Independent Directors forming a majority and Nomination and Remuneration Committee consisting of 3 or more Non - Executive Directors out of which not less than one-half shall be Independent Directors. However the Company after resignation of Mr. Devanshu Desai, independent director on 14.02.2018 has not re-constitute the same.

OASIS NUTRACEUTICALS LIMITED

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors; Independent Directors and a Woman Director. 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, However vacancy caused due to resignation of an Independent Director is yet to be filled.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while there were no dissenting members as verified from the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Jain Rahul & Associates
Company Secretaries**

**RahulJain
(Proprietor)
M. No. ACS 41518
C.P. No. 15504**

Place : Mumbai
Date : 30.05.2018

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

OASIS NUTRACEUTICALS LIMITED

Annexure - A: Annexure to the Secretarial Audit Report for the year ended 31st March, 2018

To,
The Members,
OASIS NUTRACEUTICALS LIMITED
(Formerly Sam Leaseco Limited)
H-4-5, Everest Building,
9th Floor Tardeo Road, Mumbai – 400 034, Maharashtra

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

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Where ever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. 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.

For **Jain Rahul & Associates**
Company Secretaries

Place : Mumbai
Date : 30.05.2018

Sd/-
Rahul Jain
(Proprietor)
M.No. ACS 41518
C.P. No. 15504

OASIS NUTRACEUTICALS LIMITED

ANNEXURE - D

REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2017 - 18

(In accordance with Para – C Schedule – V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015)

1. COMPANY’S PHILOSOPHY:

The Company’s philosophy on Corporate Governance finds its roots in the rich legacy of ethical governance practices. This philosophy has been sought to be strengthened through the Code of Conduct. The Company will continue to focus its energies and resources in creating and safeguarding Shareholder’s wealth and at the same time, protect the interest of all its Stakeholders.

2. BOARD OF DIRECTORS:

2.1 Composition:

The Board of Company is formed with the proper mix of Executive, Non-Executive and Independent Directors as at 31st March, 2018. The Board of Directors presently comprises of 3 (Three) Directors, of which 1 (One) is Independent Non-Executive Directors. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of Stakeholders and the Company. None of the Directors are related to any other Directors on the Board. None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees (as specified in Regulation 26 (1) of the Listing Regulation) across all the Companies in which he is a Director.

The details as required under clause 2; para C of Schedule V to the Listing Regulation with respect to composition and category of Directors, the attendance record of the Directors at the Board Meetings held during the Financial year ended 31st March, 2018 and the Last Annual General Meeting (AGM), and details of their other Directorships, and Committee Chairmanships and Memberships are given below:

2.2 Composition of Board and attendance record:

Name of Director	Category of Directorship	Attendance at		No. of other Directorships and other Committee Memberships / Chairmanship		
		Board Meetings	Last AGM	Other Directorships #	Committee Memberships ##	Committee Chairmanships
Mr. Rajkishore Maniyar	Executive, Managing Director	4	YES	1	1	-
Mr. Nitin Velhal	Executive Director	4	NO	3	2	-
Mr. Devanshu Desai (Resigned w.e.f 14.02.18)	Non-Executive Independent Director	3	NO	2	1	-
Ms. Daksha Kakadiya	Non-Executive Independent Director	4	YES	1	-	2

Alternate Directorships and directorships in private companies, foreign companies and Section 8 Companies are excluded.

Represents Memberships / Chairmanships of Audit Committee, Stakeholder Relationship Committee.

*Mr. Devanshu Desai has resigned from office of Director w.e.f 14.02.2018.

Notes: None of the Directors hold shares in the Company.

OASIS NUTRACEUTICALS LIMITED

- 2.3 Number of Board Meeting and date of Meeting:** During financial year 2017-18 Four (4) Board meetings were held and the gap between two meetings does not exceed four months. The details of the Board Meetings were as follows;

Date of Meeting	No. of Directors Entitled	No. of Directors Attended
30 th May, 2017	4	4
21 st August, 2017	4	4
14 th December, 2017	4	4
14 th February, 2018	3	3

The company does not pay any fees / Remuneration to any Non – Executive. Also, no sitting fee has been paid to any Non – Executive Director during the year.

3. AUDIT COMMITTEE:

The Audit Committee has been reconstituted from time to time in order to comply with the requirements of Regulation 18 of the Listing Regulation. The Audit Committee comprises of three Directors, and Ms. Daksha Kakadiya is the Chairperson of the Audit Committee. Consequently the Company has an adequately qualified Audit Committee and its composition meets the requirements of section 177 of the Companies Act, 2013 and Regulation 18 of the listing Regulations.

Consequent to resignation of Mr. Devanshu Desai, Independent Directors, the Audit committee have only 2 (two) members and their being only one Independent Director in the Company.

The Audit Committee met 4 times during the year under review on 30th May, 2017; 21th August, 2017; 14th December, 2017 and 14th February, 2018 the statutory auditors also attended the meeting and attendance of the members was as under;

Sl. No	Name of Directors	Position	Meetings Held	No. of Meetings Attended
1.	Ms. Daksha Kakadiya	Chairman	4	4
2.	Mr. Devanshu Desai (Resigned w.e.f 14.02.2018)	Member	3	3
3.	Mr. Nitin Velhal	Member	4	4

Terms of Reference:

- Overseeing of the entity's financial reporting process and the disclosure of its financial information to ensure that the financial state are correct, sufficient and credible;
- Recommending to the Board the appointment, Remuneration and terms of appointment of Statutory Auditors;
- Approval of payment to Statutory auditors for any other services rendered by them;

OASIS NUTRACEUTICALS LIMITED

- To review the financial statements and auditor's report before submission to Board;
 - To review the weakness in internal controls, if any reported by Statutory Auditors, etc;
 - In addition, the powers and role of the Audit Committee are as laid down under Part C Schedule II of Listing Regulation; and the Companies Act, 2013.
- 4. NOMINATION AND REMUNERATION COMMITTEE:** The Board has framed the Nomination and Remuneration Committee Policy which ensures effective compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulation.

Pursuant to Regulation 19 of the Listing Regulation the Nomination and Remuneration committee to be consist of only Non- Executive Directors. Consequent to resignation of Mr. Devanshu Desai, Non-Executive Director the Nomination and Remuneration committee consist of only 2 (One) members. The Company is looking for a suitable candidate in the category of non-executive independent director in the Company, Ms. Daksha Kakadiya acts as chairperson of the committee.

The Remuneration Committee met 1 (One) during the year on 30th May, 2017. The constitution of the committee and the attendance of each member during the year is as given below :

Name of Directors	Position	No. of Meetings Held	No. of Meetings Attended
Ms. Daksha Kakadiya	Chairperson	1	1
Mr. Rajkishore Maniyar (Inducted w.e.f.30.5.2017)	Member	1	1
Mr. Devanshu Desai (resigned w.e.f 14.02.2018)	Member	1	1

The terms of reference of the 'Remuneration Committee' are as follows:

To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees;

To carry out the evaluation of every Director's Performance;

To evaluate the criteria for evaluation of Independent Directors and the Board;

To help in determining the appropriate size, diversity and composition of the Board;

To provide necessary report to the Chairman after the evaluation process is completed by the Director's

To assist in developing a succession plan for the Board;

To assist the Board in fulfilling responsibilities entrusted from time to time;

Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

To perform such other functions as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended by such committee.

OASIS NUTRACEUTICALS LIMITED

The details of the remuneration paid to executive director are disclosed in the related party transactions in the notes to accounts section of the report. However, there is no sitting fees paid to Non – Executive / Independent Directors for attending Board and Committee Meetings.

5. **STAKEHOLDERS RELATIONSHIP / GRIEVANCE COMMITTEE:** The committee comprises of following Directors and detail of attendance at the meeting held on 30th May, 2017 and 14th December 2017 is given below:

During the year the committee was reconstituted on 14.02.17 to comply with the composition requirements of the Listing Regulations and Mr. Devanshu Desai, Independent Director was resigned as Director w.e.f 14.02.2018.

Name of Directors	Position	No. of Meetings Held	No. of Meetings Attended
Mr. Daksha Kakadiya	Chairperson	2	2
Mr. Nitin Velhal	Member	2	2
Mr. Rajkishore Maniyar	Member	2	2

The Committee considers and resolves the grievances of the security holders of the Company including complaint related to transfer of shares, non receipt of annual report and non – receipt of declared dividends.

Details of Compliance officer:

Name : Mr. Nitin Velhal
 Email ID : samleaseco@gmail.com
 Address : H-4-5, Everest Building, 9th Floor, Tardeo Road, Mumbai – 400 034
 Telephone : 022 – 2352 4403

The Company during the year has not received any Complaints and there are no Shareholders complaint pending for Company's disposal.

6. **RISK MANAGEMENT POLICY:** Pursuant to provisions of Regulation 21, since the Company does not falls in the top 100 listed entities on the basis of market capitalization as at the end of the immediate previous financial year, the Company is not require to constitute a Risk Management Committee.
7. **GENERAL MEETINGS:** The details of date, time and location of Annual General Meetings (AGM) / Extra Ordinary General Meetings (EGM) held in previous three years are as under:

AGM / EGM	Date	Time	Venue	Special Resolution
36 th AGM	30.09.2017	04:00 PM	H-4-5, Everest Building, 9th Floor, Tardeo Road, Mumbai – 400 034, Maharashtra	No Special Resolution

OASIS NUTRACEUTICALS LIMITED

AGM / EGM	Date	Time	Venue	Special Resolution
35 th AGM	30.09.2016	04:00 PM	H-4-5, Everest Building, 9th Floor, Tardeo Road, Mumbai – 400 034, Maharashtra	Approval and ratification under Section 27 of the Companies Act, 2013
34 th AGM	25.08.2015	4:00 PM	14, Krishna Kunj, Salasar Brij Bhumi Complex, Near Flyover Bridge, Bhayander (W), Thane – 401 101	No Special Resolution

8. POSTAL BALLOT:

During the year, pursuant to the provisions of the Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company has not passed any resolutions through Postal Ballot.

9. MEANS OF COMMUNICATION:

- a) The quarterly and Annual Results of the Company are sent to the Stock Exchange immediately after they are approved by the Board. The half yearly report is not sent separately to the Shareholders. Annual Reports are sent to the shareholders at their registered e-mail / registered address with the Company.
- b) The Quarterly and Annual Results of the Company are published in the prescribed performa within 48 hours of the conclusion of the meetings of the Board in which they are considered, at least in one English newspaper circulating in the whole of India and in one Vernacular newspaper of the State where the Registered office of the Company is situated.

Website: The Company's Website www.oasisnutra.com contains a separate section "Investors forum" where the latest Shareholders information is available. The Quarterly and Annual Results are posted on the website. Comprehensive information about the Company, its business and operations, Press Release, Shareholding pattern, Investor's Contact details, etc.

10. GENERAL SHAREHOLDERS INFORMATION:

a. Annual General Meeting

Date and Time	:	Saturday, 29 th September, 2018
Venue	:	Office No. 20, 7 th Floor, Everest Building, Tardeo, Mumbai – 400 034, Maharashtra
Dates of Book Closure	:	Friday, 28 th September, 2018 to Saturday 29 th September, 2018
Financial Year	:	2017 - 2018

OASIS NUTRACEUTICALS LIMITED

- b. Listing on Stock Exchanges and Stock Codes:** The Company's Equity Shares are listed on the BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 and the current status of trading is under suspension due to surveillance measures .

The Company's Annual Listing Fees as applicable for the financial year 2018-19 is yet to be paid.

Script Code : 504345
ISIN Equity : INE368N01024
Face Value : Re.1 Per Share

- c. Market Price Data:** The monthly high / low market price of the Equity Shares of Re.1 each during the year 2017-18 at the BSE Limited is as under: **Current status of Listing is under suspension.**

- d. REGISTRAR & SHARE TRANSFER AGENTS:**

Sharex Dynamic (India) Private Limited.

Unit No.1, Luthra Ind, Premises, 1st floor, 44-E, M Vasanti Marg,
Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400072, Maharashtra
Tel: 91-22-22641376 / 22702485; Fax: 91-22641349
E-mail: info@sharexindia.com; Website: www.sharexindia.com

- e. Distribution of Shareholding:** The distribution of shareholding as on 31st March, 2018 is given below:

Sr. No.	No of Equity Shares	No. of Shareholders	No. of Shares (Re.1/-)	% of Total shares
1.	Upto to 100	223	6,883	0.01
2.	101 – 200	23	3,885	0.00
3.	201 – 500	20	8,285	0.01
4.	501 – 1,000	22	19,111	0.02
5.	1001 – 5,000	26	76,730	0.08
6.	5,001 – 10,000	11	93,498	0.09
7.	10,001 – 1,00,000	90	3,864,001	3.79
8.	1,00,001 & Above	98	97,927,607	96.01
	Total	513	102,000,000	100

- f. Dematerialisation of Shares and Liquidity:** The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India – National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Particulars of shares	Equity Shares of Re. 1/- each	
	Number	% of Total
Dematerialised form		
NSDL	46,205,346	45.30
CDSL	55,687,079	54.60
Sub Total	101,892,425	99.89
Physical form	107,575	0.11
Total	102,000,000	100

OASIS NUTRACEUTICALS LIMITED

g. Address for Correspondence:

Registered Office: H-4-5, Everest Building, 9th Floor Tardeo Road,
Mumbai – 400 034, Maharashtra

Designated exclusive e-mail id for Investor servicing: oasisnutra786@gmail.com

Website: www.oasisnutra.com

11. DISCLOSURES:

- 1.1** There were no materially significant related party transactions i.e. transaction of the Company of material nature with its Promoters, Directors or the Management or their relatives etc. that would conflict with the interests of the Company.
- 1.2** No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- 1.3** Company has an established Vigil Mechanism and a Whistle Blower Policy (WBP) in line with Regulation 4(d)(iv) of the Listing Regulation. The Company affirms that no employee has been denied access to the Audit Committee.
- 1.4** All mandatory / non mandatory requirements as per Schedule II of the Listing Regulation has been complied with by the Company.
- 1.5** In terms of Regulation 17 of Listing Regulations the Managing Director made a certification i.e. (CEO / CFO Certificate) to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

12. Code of Conduct for Board Members and Senior Management:

The Board of Directors of the Company has adopted the Code of Conduct for its members and Senior Management personnel of the Company and the code also includes the duties of Independent Directors as laid down in the Companies Act, 2013 and the same are to be posted on the Company's website www.oasisnutra.com

The Code highlights Corporate Governance as the cornerstone for sustained management performance, for serving all the Stakeholders and for instilling pride of association. The Code is applicable to all Directors and specified Senior Management Executives and shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.

13. Declaration affirming compliance of Code of Conduct:

The Company has received confirmation from the Directors regarding compliance of the code of conduct during the year under review. A Declaration by Managing Director affirming compliance of Board Members to the code is also **annexed** herewith.

a. Code of Conduct for Prevention of Insider Trading:

In accordance with the Securities and Exchange Board of India (Prohibition and Insider Trading) Regulations, 2015 as amended (the Regulations) the Company has adopted the Code of Conduct for Prevention of Insider Trading for its Management and Directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares.

OASIS NUTRACEUTICALS LIMITED

b. Reconciliation of Share Capital Audit Report:

Share Capital Audit Report in terms of SEBI directive vide its circular CIR/MRD/DP/30/2010 dated 6th September, 2010, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with National Security Depository Limited and Central Depository Services (India) Limited, is submitted to the Stock Exchanges where the shares of the Company is listed.

c. Compliance Certificate by Auditors:

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of corporate governance as stipulated in part E para C of Schedule V of Listing Regulations, which is annexed herewith.

DECLARATION AFFIRMING COMPLIANCE OF CODE OF CONDUCT

As provided under Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the code of Conduct for the year ended 31st March, 2018

For Oasis Nutraceuticals Limited

**Sd/-
Rajkishore Maniyar
Managing Director**

**Place: Mumbai
Date: 30-05-2018**

OASIS NUTRACEUTICALS LIMITED

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015]

To,
Board of Directors
Oasis Nutraceuticals Limited

We hereby certify that:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2018 and to the best of our knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. These statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. To the best of our knowledge there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct and no instances of fraud took place;
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and have taken steps to rectify the same, wherever found;
- D. We have indicated to the Auditors and the Audit Committee;
- i. Significant changes in internal control over financial reporting during the year;
 - ii. Significant changes in accounting policies, if any, have been disclosed in the notes to the financial statements;
 - iii. instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Oasis Nutraceuticals Limited

Place : Mumbai
Date : 30-05-2018

**Sd/-
Rajkishore Maniyar
Managing Director**

OASIS NUTRACEUTICALS LIMITED

AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:

We have examined the compliance of conditions of Corporate Governance by OASIS NUTRACEUTICALS LIMITED ('the Company') for the year ended March 31, 2018, as stipulated in the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation').

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 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 Signhvi and Sancheti
Chartered Accountants
ICAI Firm Registration No. 110286W**

**Place : Mumbai
Date : 30.05.2018**

**Sd/-
H.M. Sancheti
Partner
Membership No. 043331**

OASIS NUTRACEUTICALS LIMITED

ANNEXURE - E

MANAGEMENT DISCUSSION AND ANALYSIS

INDUSTRY STRUCTURE AND DEVELOPMENTS:

Nutraceuticals are the products that offer health as well as medicinal benefits, consisting of prevention and treatment of disease. The word '*NUTRACEUTICALS*' is a combination of two words - nutrient and pharmaceuticals. Awareness about health care among Indians is growing day by day and pharmaceutical companies are betting big on Nutraceuticals business. Several pharma companies are introducing products in this category and predict a significant increase in their profits from this segment.

BUSINESS OVERVIEW:

Higher purchasing power has prompted Indians to be more health conscious and adopt a healthy diet routine completed with consumption of nutritional supplements. Huge customer base, increasing co-prescription with regular drugs, focus on preventive healthcare, rapid retail growth and e-commerce are some of the major drivers for the growth of the sector.

Indian nutraceuticals market is set to grow over two-fold by 2020 as consumers become more conscious towards health and fitness. The high growth rate of nutraceuticals - products that offer health as well as medicinal benefits.

FINANCIAL AND OPERATING PERFORMANCE:

The total income of the Company for the financial year 2017-18 was at Rs.518.45 Lakhs compared to Rs. 630.43 Lakhs during the previous year. The Company has net profit during the year of Rs.7.42 Lakhs as compared to Profit of Rs.8.15 Lakhs during the previous year. The Company expects to earn increased revenues in the near future.

SEGMENT WISE PERFORMANCE:

The Company's business is of dealing in nutraceuticals products only and not required to furnish segment wise performance.

HUMAN RESOURCES:

Human Resources are important asset of any business. The timely availability of professional team is one of the key challenges. The Company maintains healthy and motivating work environment through various measures. This will help the Company to retain and recruit professional work force. Initiatives are taken to upgrade the knowledge of the employees and to strengthen their managerial capabilities.

RISKS, INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Internal risk is monitored by adopting effective internal control systems and procedures. The Company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by extensive internal audits, regular reviews by management and well-documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements. The Company continuously upgrades these systems in line with best accounting practices.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, changes in Government regulations, tax laws and other factors such as litigation and industrial relations.

OASIS NUTRACEUTICALS LIMITED

ANNEXURE - F

DETAILS OF REMUNERATION PURSUANT TO SUB - SECTION (12) OF SECTION 197 OF THE COMPANIES ACT, 2013

No.	Requirement	Information	
		Director	Ratio
(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year		
		Mr. Rajkishore Maniyar	NA
		Mr. Nitin Velhal	NA
		Ms. Daksha Kakadiya	NA
(ii)	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year		
		Mr. Rajkishore Maniyar	NA
		Mr. Nitin Velhal	NA
		Ms. Daksha Kakadiya	NA
(iii)	The percentage increase in the median remuneration of employees in the financial year	Nil	
(iv)	The number of permanent employees on the rolls of Company	1 Employees during the year	
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	During the year remuneration of Employees (Non - Managerial) remained unchanged in over the previous year. And no remuneration was paid during the year to Managerial Personnel as the same was waived.	
(vi)	Affirmation that the remuneration is as per the remuneration policy of the company	We hereby affirm that the remuneration is as per the Remuneration Policy of the Company	

OASIS NUTRACEUTICALS LIMITED

SINGHVI & SANCHETI

Chartered Accountants

INDEPENDENT AUDITORS' REPORT

To the Members of Oasis Nutraceuticals Limited

Report on the Financial Statements

We have audited the accompanying financial statements of OASIS NUTRACEUTICALS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Ind AS financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (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 Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes 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 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 Standalone 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

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

We have taken into account the provisions of the Act, 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.

We conducted our audit of the Standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone Ind AS financial statements. The procedures selected depend on the auditors' judgment,

OASIS NUTRACEUTICALS LIMITED

SINGHVI & SANCHETI

Chartered Accountants

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone 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 including the Ind AS, of the state of affairs (financial position) of the Company as at March 31, 2018, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (CARO 2016) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "**Annexure – A**" statement on the matters specified in paragraph 3 and 4 of the Order to the extent applicable.
2. 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 purposes 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 Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid Standalone Ind AS financial statements comply with the Ind AS prescribed 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

OASIS NUTRACEUTICALS LIMITED

SINGHVI & SANCHETI

Chartered Accountants

March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.

- (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 B**”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to explanations given to us :
 - i. The company has disclosed the impact of pending litigations on its financial position in its financial position in its standalone financial statements – refer Note 27 to the financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any. The Company did not have long term contracts including derivative contracts except forward contract.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Singhvi & Sancheti
Chartered Accountants
FRN No. 110286W

Sd/-
H.M. Sancheti
Partner

Membership No. 043331

Place: Mumbai
Date: 30.05.2018

OASIS NUTRACEUTICALS LIMITED

SINGHVI & SANCHETI

Chartered Accountants

ANNEXURE – A

TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Oasis Nutraceuticals Limited on the standalone Ind AS financial statements for the year ended March 31, 2018.

1.
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - b) The Fixed Assets have been physically verified by the management at reasonable intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Further, during the verification no material discrepancies between the book records and the physical fixed assets have been noticed.
 - c) The Company does not possess any immovable property and consequently clause 3 (i) (c) of the order is not applicable.
2. As explained to us, inventories have been physically verified by the management at regular intervals during the year. The discrepancies noticed on such physical verification as compared to book records were not material and have been appropriately dealt with in the books of accounts.
3. According to the information and explanations given to us, the company has not granted unsecured loans to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, no comments are required to be made on sub clause (a), (b) and (c) of clause 3.
4. In our opinion and according to the information and explanations given to us, In respect of loans, investments, guarantees, and security provided the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. According to information and explanation given to us, the Central Government has not prescribed the maintenance of Cost Records by under sub-section (1) of Section 148 of the Companies Act, 2013, in respect of the activities carried on by the Company. Therefore paragraph 3(vi) of the order is not applicable.
7.
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Income-Tax, Cess and any other statutory dues with

OASIS NUTRACEUTICALS LIMITED

SINGHVI & SANCHETI

Chartered Accountants

the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on when they become payable, except for the income tax payable for the A.Y. 2016-17 amounting to Rs.170,648/-.

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute except the details given below:

According to the records of the Company, disputed Municipal Property Tax together with Penalty not deposited on account of disputes are as follows:

Name of Statute	Nature of the dues	Amount (Rs.)	Period to which it relates	Forum where dispute is pending
Workman Compensation Act, 1923	Workmen compensation	45,174	1997-98	
Transactions in Security Act, 1992	Loan	27,33,157	1993-94	The custodian under special court
Transactions in Security Act, 1992	Interest	92,15,092	1993-94 to 2011-12	The custodian under special court

8. In our opinion and according to the information and explanations given to us, the Company has not taken any loan either from Banks, financial institutions or from the government and has not issued any debentures and consequently clause 3 (viii) of the order is not applicable.
9. Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the order are not applicable.
10. Based upon the audit procedures performed and the examination of the records, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, there is no managerial remuneration being paid and hence the Company is not required to comply with provision of Section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements, as required by the applicable accounting standards.

OASIS NUTRACEUTICALS LIMITED

SINGHVI & SANCHETI

Chartered Accountants

14. 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 provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

For Singhvi & Sancheti
Chartered Accountants
FRN No. 110286W

Sd/-

H.M. Sancheti
Partner

Membership No. 043331

Place: Mumbai
Date: 30.05.2018

OASIS NUTRACEUTICALS LIMITED

SINGHVI & SANCHETI

Chartered Accountants

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Oasis Nutraceuticals Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Oasis Nutraceuticals Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended March 31, 2018

Management’s Responsibility for Internal Financial Controls

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. 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 Companies Act, 2013.

Auditors’ Responsibility

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, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we 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.

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 judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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.

OASIS NUTRACEUTICALS LIMITED

SINGHVI & SANCHETI

Chartered Accountants

Meaning of Internal Financial Controls over Financial Reporting

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 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

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

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 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 Singhvi & Sancheti
Chartered Accountants
FRN No. 110286W

Sd/-

H.M. Sancheti

Partner

Membership No. 043331

Place: Mumbai
Date: 30.05.2018

OASIS NUTRACEUTICALS LIMITED

CIN: L65910MH1980PLC022765

BALANCE SHEET AS AT MARCH 31, 2018

Sr. No.	Particulars	Note Nos.	As at 31.03.2018 ₹	As at 31.03.2017 ₹	As at 31.03.2016 ₹
B)	ASSETS :				
I)	NON - CURRENT ASSETS				
a)	Property, Plant and Equipment	2	-	1,056	1,794
b)	Non - Current Financial Assets				
(i)	Non - Current Investment	3	922,072	922,072	922,865
(ii)	Loans and Advances	4	103,614,168	108,672,604	115,157,560
	Total Non - Current Financial Assets		104,536,240	109,594,676	116,080,425
c)	Deferred Tax Assets (Net)	5	1,936	1,936	1,961
d)	Other Non - Current Assets	6	-	-	400,832
	Total Non - Current Assets		104,538,176	109,597,668	116,485,012
II)	CURRENT ASSETS				
a)	Inventories	7	241,152	241,152	-
b)	Current Financial Assets				
(i)	Current Investment	8	10,045,214	10,045,214	10,045,214
(ii)	Trade Receivables	9	95,136,645	47,671,045	800,000
(iii)	Cash & Cash Equivalents	10	101,418	125,945	95,333
(iv)	Loans & Advances		-	-	-
	Total current financial assets		105,283,277	57,842,204	10,940,547
c)	Current Asset (net)	11	1,003,497	1,050,539	-
d)	Other Current Assets		-	-	-
	Total Current Assets		106,527,926	59,133,895	10,940,547
	TOTAL ASSETS ₹		211,066,102	168,731,563	127,425,560
A.	EQUITY AND LIABILITIES:				
I)	Equity				
a)	Equity Share Capital	12	102,000,000	102,000,000	102,000,000
b)	Other Equity	13	11,166,270	10,424,641	9,608,915
	Total Equity		113,166,270	112,424,641	111,608,915
II)	NON-CURRENT LIABILITIES				
a)	Borrowings	14	4,160,657	4,960,657	4,095,657
b)	Other Non - Current Liabilities	15	9,215,092	9,215,092	9,215,092
	Total Non - Current Liabilities		13,375,749	14,175,749	13,310,749
III)	CURRENT LIABILITIES				
a)	Current Financial Liabilities				
(i)	Trade Payables	16	83,226,300	40,852,020	-
b)	Provisions	17	1,127,135	623,512	2,505,896
c)	Current Tax Liabilities	18	170,648	655,641	-
	Total Current Liabilities		84,524,083	42,131,173	2,505,896
	TOTAL EQUITY & LIABILITY ₹		211,066,102	168,731,563	27,425,560
	SIGNIFICANT ACCOUNTING POLICIES	1			
	NOTES ON FINANCIAL STATEMENTS	2-39			
As per our report of even date For Singhvi & Sancheti Chartered Accountants FRN No. 110286W			For and on behalf of the Board		
Sd/- H.M. Sancheti Partner Membership No. 043331 Place : Mumbai, Date : 30.05.2018			Sd/- Rajkishore Maniyar Managing Director DIN 01687800		Sd/- Nitin Velhal Director DIN 00820859

OASIS NUTRACEUTICALS LIMITED

CIN: L65910MH1980PLC022765

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

Sr. No.	Particulars	Note No.	For the year ended 31.03.2018 ₹	For the year ended 31.03.2017 ₹
I)	Revenue from operation	19	47,465,600	58,193,978
II)	Other Income	20	4,379,515	4,849,938
III)	TOTAL REVENUE (I+II)		51,845,115	63,043,916
IV)	EXPENSES			
a)	Cost of Materials Consumed		-	-
b)	Purchase of Stock - in - trade	21	49,969,280	60,088,377
c)	Changes in Inventories of Finished Goods	22	-	(241,152)
d)	Employee Benefits Expenses	23	-	507,500
e)	Depreciation and Amortisation Expenses	2	-	738
f)	Finance Costs	24	-	166,667
g)	Other Expenses	25	875,841	1,341,225
	TOTAL EXPENSES		50,845,121	61,863,355
V)	Profit Before Exceptional And Extra - Ordinary Items & Tax (III-IV)		999,994	1,180,561
VI)	Exceptional Items		-	-
VII)	Profit Before Extraordinary Items & Tax (V - VI)		999,994	1,180,561
VIII)	Extraordinary Items		-	-
IX)	Profit Before Tax (VII-VIII)		999,994	1,180,561
X)	Tax Expenses			
a)	Current Tax & Prior Year		257,309	364,810
b)	Deferred Tax Assets		-	25
	Total Tax Expenses		257,309	364,835
XI)	PROFIT FOR THE PERIOD (IX - X)		742,685	815,726
XII)	EARNINGS PER EQUITY SHARE (Face Value Re.1):			
a)	Basic		0.01	0.01
b)	Diluted		0.01	0.01
	SIGNIFICANT ACCOUNTING POLICIES	1		
	NOTES ON FINANCIAL STATEMENTS	2-39		

As per our report of even date
For Singhvi & Sancheti
 Chartered Accountants
 FRN No. 110286W

For and on behalf of the Board

Sd/-
H.M. Sancheti
 Partner
 Membership No. 043331
 Place : Mumbai
 Date : 30.05.2018

Sd/-
Rajkishore Maniyar
 Managing Director
 DIN 01687800

Sd/-
Nitin Velhal
 Director
 DIN 00820859

OASIS NUTRACEUTICALS LIMITED

CIN: L65910MH1980PLC022765

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

	Particulars	For the year ended March 31, 2018 ₹	For the year ended March 31, 2017 ₹
A)	CASH FLOW FROM OPERATING ACTIVITIES :		
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	999,994	1,180,561
	ADJUSTMENT FOR :		
	Depreciation, Amortisation and Impairment	-	738
	Dividend Income	-	-
	Finance Cost	-	166,667
	Loss on Sale of Investment	-	144
	(Profit) / Loss on Diminution of Value of Shares	-	(31)
	Miscellaneous expenditure written off	-	400,832
		-	568,350
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	999,994	1,748,911
	ADJUSTMENT FOR :		
	(Increase) / Decrease in Trade receivable	(47,465,600)	(46,871,045)
	(Increase) / Decrease in Inventories	-	(241,152)
	(Increase) / Decrease in other current assets	5,105,478	5,554,604
	Increase / (Decrease) Trade Payable	42,374,280	40,852,020
	Increase / (Decrease) other liabilities & Provisions	18,630	221,289
		32,788	(484,284)
	CASH GENERATED FROM OPERATIONS	1,032,782	1,264,627
	Income Tax Paid / (Refund) (net)	257,309	1,933,029
	NET CASH FROM OPERATING ACTIVITIES	775,473	(668,402)
B)	CASH FLOW FROM INVESTING ACTIVITIES :		
	Proceeds from Sale of Investments	-	681
	Dividend received	-	-
	NET CASH FROM / (USED IN) INVESTING ACTIVITIES	-	681
C)	CASH FLOW FROM FINANCING ACTIVITIES :		
	Proceeds of Long Term Borrowing	(800,000)	698,333
	NET CASH USED IN FINANCING ACTIVITIES	(800,000)	698,333
	NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	(24,527)	30,612
	Cash and Cash Equivalent at the Beginning of the year	125,945	95,333
	Cash and Cash Equivalent at the End of the year	101,418	125,945

As per our report of even date

For Singhvi & Sancheti

Chartered Accountants

FRN No. 110286W

For and on behalf of the Board

Sd/-

H.M. Sancheti

Partner

Membership No. 043331

Place : Mumbai

Date : 30.05.2018

Sd/-

Rajkishore Maniyar

Managing Director

DIN 01687800

Sd/-

Nitin Velhal

Director

DIN 00820859

OASIS NUTRACEUTICALS LIMITED

NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2018:

A. GENERAL INFORMATION:

Oasis Nutraceuticals Limited ('the Company') is a public limited Company domiciled in the city of Mumbai, Maharashtra. The equity shares of the Company are listed on BSE Limited.

B. BASIS OF PREPARATION OF ACCOUNTS:

The Financial Statement of the Company have been prepared in accordance with India Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and relevant provision of the Companies Act, 2013 ("the Act"). These are the Company's first Ind AS financial statement and Ind AS 101. 'First - time Adoption of Indian Accounting Standards have been applied. The policies set out below have been consistently applied during the year presented. For all periods up to and including the year ended 31st March, 2018, the Company's prepared its financial statement in accordance with the accounting standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provision of the Act ("Previous GAAP"). These financial statements for the year ended 31st March, 2018 are the first financials statement of the Company prepared in accordance with the Ind AS.

C. USE OF ESTIMATES:

In preparing these Standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Accounting estimates could change from period to period. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis and appropriate changes are made as management becomes aware of changes in circumstances surrounding the estimates. Revisions to accounting estimates are reflected in the period in which such changes are made and if material, their effects are disclosed in the financial statements.

D. FIXED ASSETS:

a) TANGIBLE ASSETS:

Fixed assets are accounted for on historical cost basis (inclusive of the cost of installation and other incidental costs till commencement of commercial production) net of recoverable taxes, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable costs of brining the asset to its working condition for intended use.

Expenditure on renovation/ modernisation relating to existing fixed assets is added to the cost of such assets where it increases its performance/life significantly.

OASIS NUTRACEUTICALS LIMITED

b) DEPRECIATION:

Depreciation on fixed assets is provided on written down value basis over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013.

Depreciation on addition or on sale / discard of an assets is provided on pro-rata basis from / upto the date of addition or on sale / discard.

E. REVENUE RECOGNITION:

- a) Sale Revenue is recognized net of trade discount, on transfer of the significant risks and rewards of ownership of the goods to the buyer and it is reasonable to expect ultimate collection. Sale revenue excludes the sales tax/VAT which is recoverable from the buyer.
- b) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- c) Dividend is recognized when the right to receive is established.

F. PROVISIONS AND CONTINGENT LIABILITIES:

A Provision is created when an enterprise has a present obligation arising as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation, at the balances sheet date and are not discounted to its present value.

A disclosure for Contingent Liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

G. INVESTMENTS:

- a) Investments that are intended to be held for more than a year from the date of acquisition and those having fixed maturity period of more than a year are classified as long-term Investments and are stated at cost. Provision for diminution in value of long-term investment is made, if the diminution in value is other than temporary.
- b) Current investments are valued at cost or market value, whichever is lower, on scrip wise basis.
- c) Reclassification of investment is made at the lower of cost and fair value at the date of transfer wherever available.

H. INVENTORY VALUATION:

Inventory comprises of finished goods which are valued at cost.

I. IMPAIRMENT OF ASSETS:

- a) At each Balance Sheet date, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS)-28 "Impairment of Assets".

OASIS NUTRACEUTICALS LIMITED

- b) After Impairment, depreciation is provided on the revised carrying amount of the assets.
- c) A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if no impairment loss had been recognized.

J. EMPLOYEE BENEFITS

- a) Liability towards Gratuity is considered as the defined benefit scheme and is recognized on the basis of actuarial valuation on projected unit credit method at balance sheet date.
- b) Earned Leave which is encashable is considered as long term benefit and is provided on the basis of actuarial valuation on projected unit credit method at balance sheet date.
- c) The benefits in the form of contribution to Provident Fund and Employee State Insurance are considered as the defined contribution schemes and are recognized on the basis of the amount paid or payable for the period during which services are rendered by the employees.

K. TAXATION:

Provision for current taxes is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred Tax resulting from “timing differences” between taxable and accounting income is accounted for using the tax rates and laws that have been substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

L. CASH FLOW STATEMENT:

Cash flow are reported using the indirect method, whereby profit / loss before extraordinary items and tax is adjusted for the effects of transactions of non – cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

M. CASH & CASH EQUIVALENT:

Cash and cash equivalent includes cash on hand, and deposits maintained with banks which can be withdrawn by the company at any point of time.

N. EARNING PER SHARE:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

OASIS NUTRACEUTICALS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

2 PROPERTY, PLANT AND EQUIPMENT :

	Description	Gross Block				Depreciation Block				Net Block	
		As on 01.04.2017	Addi- tions	Dedu- ctions	As on 31.03.2018	As on 01.04.2017	For the Year	Dedu- ctions	As on 31.03.2018	As on 31.03.2018	As on 31.03.2017
		₹	₹	₹	₹	₹	₹	₹	₹	₹	₹
1	TANGIBLE ASSETS Furniture & Fixture	11,536	0	0	11,536	10,480	0	0	10,480	1,056	1,056
	TOTAL ₹	11,536	0	0	11,536	10,480	0	0	10,480	1,056	1,056
	PREVIOUS YEAR	11,536	0	0	11,536	10,480	738	0	10,480	1,056	1,056

3 NON-CURRENT INVESTMENTS :

Particulars	Face Value	No. of Shares	As at 31.03.2018	No. of Shares	As at 31.03.2017	No. of Shares	As at 31.03.2016
Long Term Investments							
NON -TRADE:							
In Equity Shares - Quoted, fully paid up							
Industrial Finance Corporation of India Limited	10	100	4,210	100	4,210	100	4,210
RDB Realty Infrastructure Limited.	10	1,875	48,702	1,875	48,702	1,900	49,495
Reliance Infrastrucure Limited	10	100	7,000	100	7,000	100	7,000
State Bank of India Limited	10	2,500	55,000	2,500	55,000	2,500	55,000
Unno Industries Limited	1	116,453	695,224	116,453	695,224	116,453	695,224
In Equity Shares - Unquoted, fully paid up							
Gateway Chemist Ltd	10	250	2,500	250	2,500	250	2,500
Pasupati Fabrics Ltd	10	5,000	50,000	5,000	50,000	5,000	50,000
Samata Sahakari Bank Ltd	10	2,040	51,000	2,040	51,000	2,040	51,000
In Bond - unquoted, fully paid up		No. of Bond		No. of Bond		No. of Bond	
UTI ARS Bonds	10	536	8,435	536	8,435	536	8,435
			922,072		922,072		922,865
Aggregate amount of quoted investments			810,136		810,136		810,929
Aggregate market value of quoted investments			793,806		915,783		652,877
Aggregate amount of unquoted investments			111,935		111,935		111,935
Shares	Shares	Rate 2018	Amt 2018	Rate 2017	Amt 2017	Rate 2016	Amt 2016
Industrial Finance Corporation of India	100	19.75	1,975	29.70	2,970	24.60	2,460
RDB Realty Infrastructure Ltd.	1,875	35.65	66,844	35.95	67,406	28.55	54,245
Reliance Infrastrucure Ltd.	100	426.75	42,675	568.45	56,845	533.60	53,360
State bank of India	2,500	250.10	625,250	292.60	731,500	194.30	485,750
Unno Industries	116,453	0.49	57,062	0.49	57,062	0.49	57,062

OASIS NUTRACEUTICALS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

4. LOANS & ADVANCES :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Unsecured Considered Good			
Capital Advances	28,000,000	28,000,000	28,000,000
Inter Corporate loans & Advances	73,916,569	77,975,005	82,771,424
Other Loans and Advances :			
- Advance Recoverable in Cash Or in Kind for Value to be received	1,697,599	1,697,599	1,697,599
- Others	0	1,000,000	2,688,537
TOTAL ₹	103,614,168	108,672,604	115,157,560

5 DEFERRED TAXES ASSETS (Net) :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Deferred Tax Assets	1,936	1,936	1,961
TOTAL ₹	1,936	1,936	1,961

6 OTHER NON CURRENT ASSETS

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Others			
Miscellaneous Expenses	-	0	400,832
TOTAL ₹	0	0	400,832

7 INVENTORIES :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Finished Goods	241,152	241,152	0
TOTAL ₹	241,152	241,152	0

OASIS NUTRACEUTICALS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

8 CURRENT INVESTMENT

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
In Equity Shares - Quoted, fully paid up Grandma Trading and Agencies Ltd(C.Y. 4,72,323 Shares of Re. 1 & P.Y. 4,72,323 of Re. 1)	10,045,214	10,045,214	10,045,214
	10,045,214	10,045,214	10,045,214
Aggregate amount of quoted investments	10,045,214	10,045,214	10,045,214
Aggregate market value of quoted investments	2,021,542	3,306,261	10,045,214
Aggregate amount of unquoted investments	0	0	0

9 TRADE RECEIVABLES :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Unsecured Outstanding for a period exceeding six months from due date			
i) Considered good	650,000	650,000	800,000
ii) Considered doubtful	-	0	0
Other Debts			
i) Considered good	94,486,645	47,021,045	0
ii) Considered doubtful	-	0	0
TOTAL ₹	95,136,645	47,671,045	800,000

10 CASH & CASH EQUIVALENT :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Cash on Hand	11,490	18,191	5,642
Balance with Banks in - Current Account	89,928	107,754	89,691
TOTAL ₹	101,418	125,945	95,333

OASIS NUTRACEUTICALS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

11 CURRENT ASSETS (NET)

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
MVAT Receivable 2016-17	930,352	930,352	0
TDS Receivable AY 2017 - 18	73,145	120,187	0
TOTAL ₹	1,003,497	1,050,539	0

12 EQUITY SHARE CAPITAL :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
AUTHORISED CAPITAL			
20,00,00,000 Equity Shares of Rs.1/- each (Previous year 20,00,00,000 Equity Shares of Rs.1/- each)	200,000,000	200,000,000	200,000,000
	200,000,000	200,000,000	200,000,000
Issued Subscribed and Paid up Capital			
10,20,00,000 Equity Shares of Rs. 1/- each fully paid up (Previous Year 10,20,00,000 Equity Shares of Rs. 1/- each)	102,000,000	102,000,000	102,000,000
TOTAL ₹	102,000,000	102,000,000	102,000,000

12.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Equity shares with voting rights			
Shares Outstanding at the Beginning of the Year			
- Number of Shares	102,000,000	102,000,000	102,000,000
- Amount ₹	102,000,000	102,000,000	102,000,000
Additions During the Year			
- Number of Shares	0	0	0
- Amount ₹	0	0	0
Deductions During the Year			
- Number of Shares	0	0	0
- Amount ₹	0	0	0
Shares Outstanding at the end of the Year			
- Number of Shares	102,000,000	102,000,000	102,000,000
- Amount ₹	102,000,000	102,000,000	102,000,000

OASIS NUTRACEUTICALS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

12.2 Terms and Rights attached to Equity Shares

- > The Company has only one class of equity shares having a par value of Re.1/-. Each holder of equity shares is entitled to one vote per share.
- > The Dividend proposed by the Board of Directors is subject to the approval of shareholders except in case of interim dividend.
- > In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution to all preferential amount, in proportion to the shareholding.

12.3 Details of shares held by each shareholder holding more than 5% shares:

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Kirti Kedia			
Number of Shares held	6,000,000	6,000,000	6,000,000
% holding in that class of shares	0	0	0
Pragna Kedia			
Number of Shares held	17,000,000	17,000,000	17,000,000
% holding in that class of shares	0	0	0
Chandrakant Sobhagyanchand			
Number of Shares held	5,967,799	5,967,799	5,967,799
% holding in that class of shares	0	0	0

Note. 13 Other Equity

Particulars	Reserves and Surplus				Items of other comprehensive income	Total
	Securities premium reserve	General reserve	Other reserve (specify nature)#	Retained earnings	Actuarial Gain / (Loss)	
Balance at April 1, 2017	10,000,000	177,500	22,000.00	225,141	-	10,424,641
Profit for the year	-	-	-	741,629	-	741,629
Other comprehensive income for the year, net of income tax			-		-	
Balance at March 31, 2018	10,000,000	177,500	22,000.00	966,770	-	11,166,270

OASIS NUTRACEUTICALS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Reserves and Surplus				Items of other comprehensive income	Total
	Securities premium reserve	General reserve	Other reserve (specify nature)#	Retained earnings	Actuarial Gain / (Loss)	
Balance at April 1, 2016	10,000,000	177,500	22,000	(590,585)	-	9,608,915
Profit for the year	-	-	-	815,726	-	815,726
Other comprehensive income for the year, net of income tax			-		-	
Balance at March 31, 2017	10,000,000	177,500	22,000.00	225,141	-	10,424,641

Particulars	Reserves and Surplus				Items of other comprehensive income	Total
	Securities premium reserve	General reserve	Other reserve (specify nature)#	Retained earnings	Actuarial Gain / (Loss)	
Balance at April 1, 2015	10,000,000	177,500	22,000	(4,325,390)	-	5,874,110
Profit for the year	-	-	-	3,734,805	-	3,734,805
Other comprehensive income for the year, net of income tax			-	-	-	
Balance at March 31, 2016	10,000,000	177,500	22,000.00	(590,585)	-	9,608,915

14 BORROWINGS :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Unsecured borrowings			
<u>Loan & Advances from Related Parties</u>			
From Director and its relatives	65,000	65,000	210,000
Loan & Advances From Others	4,095,657	4,895,657	3,885,657
TOTAL ₹	4,160,657	4,960,657	4,095,657

OASIS NUTRACEUTICALS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

15 OTHER NON - CURRENT LIABILITIES :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Others: Interest Accrued	9,215,092	9,215,092	9,215,092
TOTAL ₹	9,215,092	9,215,092	9,215,092

16 TRADE PAYABLE :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
To micro small and medium enterprise	0	0	0
To Others	83,226,300	40,852,020	0
TOTAL ₹	83,226,300	40,852,020	0

17 SHORT - TERM PROVISIONS :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Provision - Others:			
Provision for Expenses and Others	869,826	623,512	402,223
Income Tax Provision for A.Y. 2015-16	0	0	1,448,032
Income Tax Provision for A.Y. 2016-17	0	0	655,641
Income Tax Provision for A.Y. 2018-19	257,309	0	0
TOTAL ₹	1,127,135	623,512	2,505,896

18 CURRENT TAX LAIBILITIES (NET)

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Income Tax for AY 2016-17	1,197,122	1,197,122	0
TDS Receivable for AY 2016-17	-541,481	-541,481	0
TDS Receivable for AY 2017-18	-484,993	0	0
TOTAL ₹	170,648	655,641	0

OASIS NUTRACEUTICALS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

19 INCOME FROM OPERATION :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹
Sales	47,465,600	58,193,978
TOTAL ₹	47,465,600	58,193,978

20 OTHER INCOME:

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹
Dividend	0	0
Interest Income	4,379,515	4,849,938
TOTAL ₹	4,379,515	4,849,938

21 PURCHASE OF STOCK - IN - TRADE :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹
Purchase	49,969,280	60,088,377
TOTAL ₹	49,969,280	60,088,377

22 CHANGES IN INVENTORIES OF FINISHED GOODS

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹
Finished Goods at the Beginning of the Period	241,152	0
Finished Goods at the End of the Period	241,152	241,152
TOTAL ₹	0	-241,152

OASIS NUTRACEUTICALS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

23 EMPLOYEE BENEFIT EXPENSES

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹
Salary & wages	0	507,500
TOTAL ₹	0	507,500

24 FINANCE COST

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹
Interest Paid	0	166,667
TOTAL ₹	0	166,667

25 OTHER EXPENSES :

Particulars	As at March 31, 2018 ₹	As at March 31, 2017 ₹
Advertising Expenses	32,053	35,150
Auditors Remuneration	30,900	34,500
Bank Charges	707	4,049
BSE Processing Fees	-	28,750
Conveyance Expenses	70,155	58,775
Custodial Fee	112,536	127,337
Legal & Professional Fees	1,215	21,663
Listing Fees	287,500	224,720
Misc. Expenditure Writeoff	-	400,832
Office General Expenses	70,110	91,200
Postage And Courier	55,610	43,800
Printing & Stationery	59,380	47,150
Provision For Diminution In Value Of Investments	-	-31
Registrar Fee	21,563	26,711
Research & Development	-	63,233
Staff Welfare Expenses	75,225	68,500
Transport Expenses	-	31,395
Miscellaneous Expenses	58,887	33,491
TOTAL ₹	875,841	1,341,225

OASIS NUTRACEUTICALS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

26. IN THE OPINION OF THE DIRECTORS:

- a. The Current Assets and Loans & Advances are approximately of the value stated in the financial statement, if realized in the ordinary course of business.
- b. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.

27. SEGMENT REPORTING:

The Company is engaged in the trading of the products of same type/class and has no overseas operations/units and as such there is no reportable segment under Ind AS-108 dealing with the segment reporting.

28. CONTINGENT LIABILITIES NOT PROVIDED FOR:

- a. The Liability for workman compensation of ₹ 45,174/- is disputed by the company and the matter is lying in Labour Court.
- b. The liability for Loan amount ₹ 2,733,157/- is not provided as the matter is pending with the custodian under special court Trial of offence relating to transactions in Security Act, 1992.
- c. The liability for interest amount ₹ 9,215,092/- is not provided as the matter is pending with the custodian under special court Trial of offence relating to transactions in Security Act, 1992.

29. EARNINGS PER SHARE:

PARTICULARS	2017 – 18	2016 – 17
Profit after Tax (Rs.)	742,685	815,726
No. of shares outstanding	102,000,000	102,000,000
Weighted Average no. of shares + potential shares outstanding	102,000,000	102,000,000
Earnings per share (Basic) (Rs.)	0.01	0.01
Earnings per share (Diluted) (Rs.)	0.01	0.01

30. REMUNERATION TO AUDITORS :

PARTICULARS	2017 – 18	2016 – 17
Audit Fees	34,500	34,500
Taxation Matters	0	0
Total :	34,500	34,500

31. RELATED PARTY DISCLOSURES (Ind AS – 24):

A. List of related parties and relationship:

a. Key Management Personnel (KMP) :

- Mr. Rajkishore Maniyar
- Mr. Nitin Eknath Velhal
- Mr. Devanshu Desai
- Ms. Daksha Kakadiya

OASIS NUTRACEUTICALS LIMITED

b. Entities in which Key Management Personnel or their Relatives have significance influence

- Perfect Vitamins Private Limited (Mr. Rajkishore Maniyar is the Director)
- S. Ramdas (Mr. Milan Dalal is Proprietor)

c. Relatives of Key management Personnel:

- Sandeep Kumar Maniyar

B. Transactions with related parties:

Sr.No.	Transaction	Related Entities	Relatives of KMP	Key Management Personnel
1.	Purchase of goods			
	Perfect Vitamins Pvt Ltd	(Nil) (19,106,663)	— —	— —
2.	Sale of Goods			
	Perfect Vitamins Pvt Ltd	(Nil) (1,094,474)	— —	— —
3.	Loans and Advances Recd.			
	Rajkishore Maniyar	— —	— —	— —
	Sandeep Kumar Maniyar	—	Nil (65,000)	—

Sr.No.	Closing Balance	Related Entities	Relatives of KMP	Key Management Personnel
1.	Unsecured Loans			
	Sandeep Kumar Maniyar	— —	65,000 (65,000)	— —
	Yogesh Gupta	— —	— —	210,000 (210,000)
2.	Outstanding Receivable			
	S. Ramdas	1,697,599 (1,697,599)	— —	— —
3.	Trade Payable			
	Perfect Vitamins Pvt Ltd	6,560,013 (6,560,013)	— —	— —

Note: (Figures in bracket are for the year ended 31 March, 2017)

- 32.** Reporting under Schedule V of SEBI (LODR), 2015, is not applicable to the company, as there is no loan given to subsidiary or Associates as defined under section 186 of the Companies Act, 2013 and no loans and advances are given which is outstanding for a period of more than seven years.

OASIS NUTRACEUTICALS LIMITED

33. Details of Companies as required to be given under section 186(4) of the Companies Act, 2013 are forming part of the financial statements.
34. 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 Revised Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the 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 purpose of current – noncurrent classification of assets and liabilities.
35. The Company had incurred heavy expenditure on Filing fees to Registrar of Companies, BSE Ltd and Preferential Share Issue, since the amount incurred was very high, the management has decided to write it off in a span of five years, the same practice was followed from old Companies Act, 1956 and even in Revised Schedule VI of the Companies Act, 1956. The same practice is continued and followed in Schedule III of the Companies Act, 2013. However, the above expenditure has been written off completely during the financial year.
36. **Foreign Currency Exposure:**Earnings and expenditure in foreign currency during the current and previous financial year – NIL
37. Disclosure as per IND AS-101 First time adoption of Indian Accounting Standards: The Company has prepared the opening Balance Sheet as per IND-AS as of 1st April, 2016 (the transaction date) by recognizing all assets and liabilities whose recognition is required by IND AS and prepared the financial statements accordingly.
38. There was no amount due as on 31st March, 2018 as reported to us from/to Micro, small & Medium Enterprises as per MSMED Act, 2006.
39. There is no amount due and outstanding to be credited to Investors Education & Protection Fund.
40. The previous year's figures have been regrouped and rearranged wherever necessary to make in compliance with the current financial year.

As per our report of even date.

For Singhvi & Sancheti

Chartered Accountants

FRN. 110286W

Sd/-

H.M. Sancheti

Partner

M. No. : 043331

Place: Mumbai

Date: 30.05.2018

For and on behalf of the Board

Sd/-

Rajkishore Maniyar

Managing Director

DIN 01687800

Sd/-

Nitin Velhal

Director

DIN 00239016

OASIS NUTRACEUTICALS LIMITED

(Formerly Sam Leaseco Limited)CIN: L51101MH1980PLC022765

Registered Office:H-4-5, Everest Building, 9th Floor Tardeo Road, Mumbai – 400 034, Maharashtra

Tel: 022 23524404 / 03, Email:oasisnutra786@gmail.com, Website:www.oasisnutra.com

ATTENDANCE SLIP

37TH ANNUAL GENERAL MEETING – SATURDAY, 29TH SEPTEMBER, 2018

Name of the attending Member : (In Block Letters)	
Folio No. :	
Name of the Proxy :	
(To be filled in if the Proxy attends instead of the Member)	
No. of Shares Held : _____(Figures) _____ (in words)	

I hereby record my presence at the 37th Annual General Meeting of the Company on **Saturday, 29th September, 2018** at **Office No. 20, Everest Building, 7th Floor, Tardeo Road, Mumbai – 400 034, Maharashtra** at **4:00 pm** and at any adjournment thereof.

Member's/Proxy's Signature
(To be signed at the time of handing over this slip)

NOTE:

[Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same at the entrance after the same has been duly signed]

FORM NO. MGT-11- PROXY FORM

[Pursuant to Sec 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

OASIS NUTRACEUTICALS LIMITED

(Formerly Sam Leaseco Limited)CIN : L51101MH1980PLC022765

Registered Office:H-4-5, Everest Building, 9th Floor Tardeo Road, Mumbai – 400 034, Maharashtra
Tel: 022 23524404 / 03; Email:oasisnutra786@gmail.com; Website:www.oasisnutra.com

Name of the member(s) :	
Registered Address:	
Email Id :	
Folio No. / Client Id :	
DP ID :	

I / We, being the holder(s) of _____ shares of Oasis Nutraceuticals Limited, hereby appoint

1. Name: _____ Email Id: _____
Address : _____
Signature: _____ or failing him / her
2. Name: _____ Email Id: _____
Address : _____
Signature: _____ or failing him / her
3. Name: _____ Email Id: _____
Address : _____
Signature: _____ or failing him / her

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 37thAnnual General Meeting of the Company, to be held on **Saturday, 29th September, 2018 at Office No. 20, Everest Building, 7th Floor, Tardeo Road, Mumbai – 400 034, Maharashtra at 4:00 pm** and at adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions	For	Against
ORDINARY BUSINESS			
1.	Adoption of Financial Statements and reports thereon for the year ended 31 st March, 2018		
2.	Re-appointment of Mr. Rajkishore Maniyar as Director who retires by rotation.		
3.	Ratification Appointment of M/s. Singhvi and Sancheti as Statutory Auditors of the Company.		

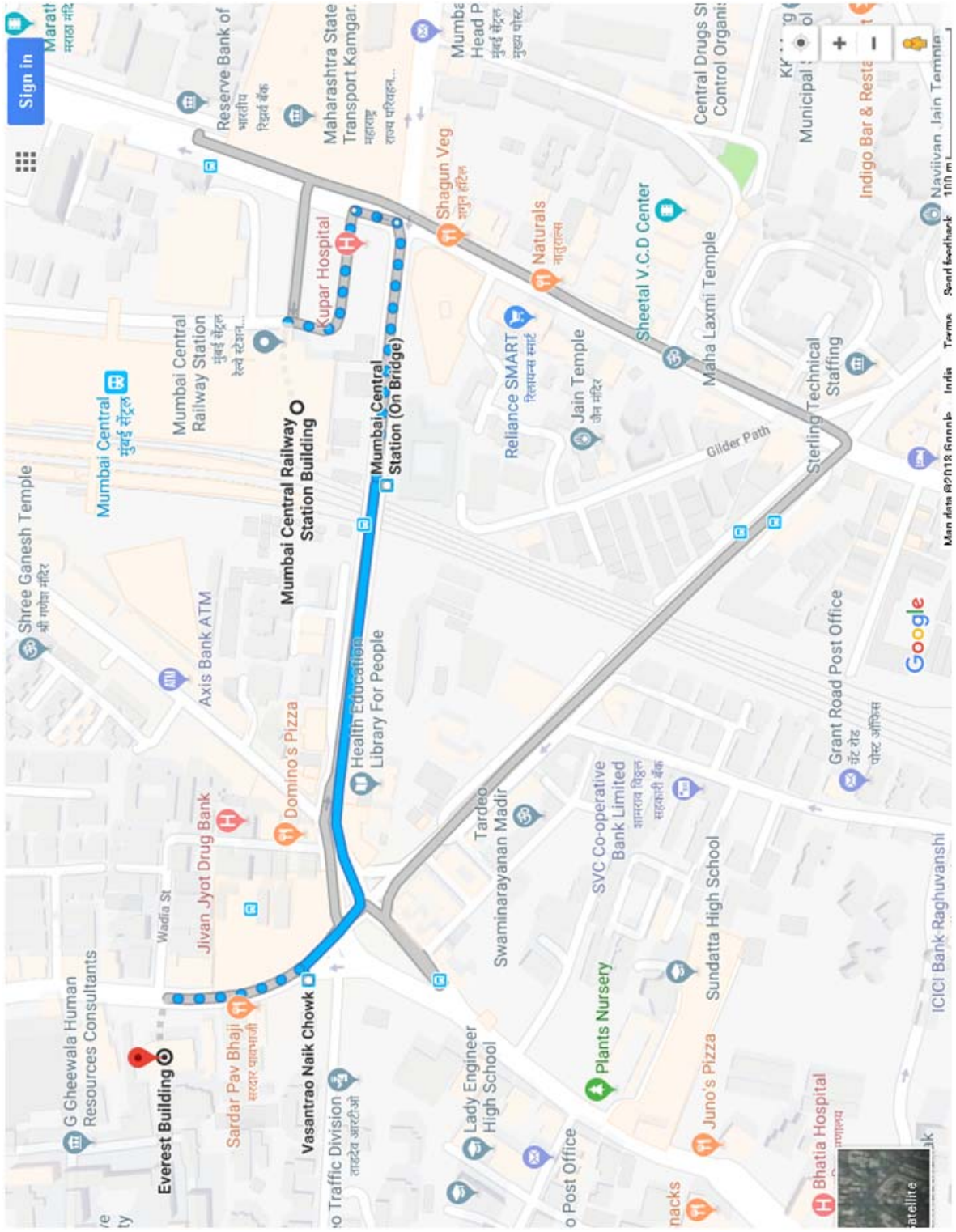
Signed this of

.....
Signature of shareholder

.....
Signature of proxy holder(s)

Affix
Revenue
Stamp

Note:- This form of Proxy in order to be effective should be duly completed and deposited at Registered Office of the Company.



BOOK - POST

If undelivered, return to

OASIS NUTRACEUTICALS LIMITED

Regd. Off.: H-4-5, Everest Building, 9th Floor,
Tardeo Road, Mumbai – 400 034, Maharashtra