

Date: 6<sup>th</sup> October, 2017

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

**Sub.: Annual Report of the Company for the Financial Year 2016-17**

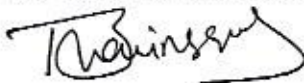
Dear Sir,

In Compliance with Regulation 34 of the SEBI (LODR) Regulations, 2015, please find attached herewith Annual Report of the Company for the Financial Year 2016-17 duly approved and adopted by the Shareholders at the 25th Annual General Meeting of the Company held on Friday, September 29, 2017.

This is for your information and records.

Thanking You,

Yours faithfully  
For **VEERHEALTH CARE LIMITED**



Bhavin S. Shah  
Managing Director  
DIN: 03129574



Encl.: As Above



**VeerHealth Care Ltd.**

“NATURE-AL DIRECTION TO REMEDIES”

**25<sup>th</sup> ANNUAL REPORT**

**2016-2017**

For further details please log in to [www.veerhealthcare.net](http://www.veerhealthcare.net) or E-mail us at [info@veerhealthcare.net](mailto:info@veerhealthcare.net)

# VEERHEALTH CARE LIMITED

## BOARD OF DIRECTORS

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

## AUDITORS

NAME	OFFICE
M/s. Jayesh R. Shah & Co. Chartered Accountants, Mumbai.	C-36, New Vasant Villa CHS Ltd., Amrut Nagar, Ghatkopar (West), Mumbai - 400086.

## REGISTERED OFFICE

629-A, Gazdar House, 1<sup>st</sup> Floor, J.S.S. Marg,  
Near Kalbadevi Post Office, Mumbai - 400002.

## VEERHEALTH CARE LIMITED

CIN: L65910MH1992PLC067632

Regd. Office: 629-A, Gazdar House, 1<sup>st</sup> Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai – 400 002.  
Tel: (022) 22018582 Fax: (022) 22072644 Email: info@veerhealthcare.net Website: www.veerhealthcare.net

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

Notice is hereby given that the 25th Annual General Meeting of the members of M/s. Veerhealth Care Limited will be held on Friday, September 29, 2017 at 11.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai – 400093 to transact the following businesses:

#### **Ordinary Business**

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

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and the Auditors thereon.

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

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

##### **Item no. 3 – Appointment of auditors**

To appoint auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 139, 141 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. M H Dalal & Associates, Chartered Accountants (Firm Registration No. 112449W), be and is hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 30<sup>th</sup> Annual General Meeting of the Company, subject to ratification at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### **Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

4. Members / proxies/ authorized representatives are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Brief profile of Directors, nature of their expertise in specific functional areas, number of companies in which they hold directorships and memberships / chairmanships of Board Committees, are provided in the Corporate Governance Report forming part of the Annual Report.
7. Members may note that the Notice of the 25<sup>th</sup> AGM and the Annual Report 2016-17 will be available on the Company's website, [www.veerhealthcare.net](http://www.veerhealthcare.net). The physical copies of the documents will also be available at the Company's registered office for inspection on all working days, between 11.00 a.m. and 1.00 p.m. up to the date of the Meeting.
8. The Register of Members and Share Transfer Books will remain closed from Saturday, September 23, 2017 to Friday, September 29, 2017 (both days inclusive) for the purpose of 25<sup>th</sup> Annual General Meeting of the Company.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar and Transfer Agents of the Company, Purva Sharegistry (India) Pvt. Ltd.
10. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demit accounts. Members holding shares in physical form are required to submit their PAN details to the Registrar and Transfer Agents, Purva Sharegistry (India) Pvt. Ltd.
12. Members are requested to update their e-mail address with their Depository Participants to enable the Company to send communications electronically.

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

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The facility for voting through ballot paper will also be made available at the AGM and members attending the AGM, who have not cast their votes by remote e-voting shall be able to exercise their right at

the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

II. The process and manner for remote e-voting are as under:

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

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

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

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

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

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

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

IV. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.

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

- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The e-voting period commences on September 26, 2017 (9:00 a.m.) and ends on September 28, 2017 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2017, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she shall not be allowed to change it subsequently.
- VIII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- IX. Mrs. Khushboo Shah, M.Com, has been appointed as the Scrutinizer to scrutinize the voting at the meeting and e-voting process in a fair and transparent manner.
- X. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.veerhealthcare.net](http://www.veerhealthcare.net) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately. The Company shall simultaneously forward the results to all the stock exchanges, where the shares of the Company are listed.

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

**Sd/-  
Bhavin S. Shah  
Managing Director**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2017**

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

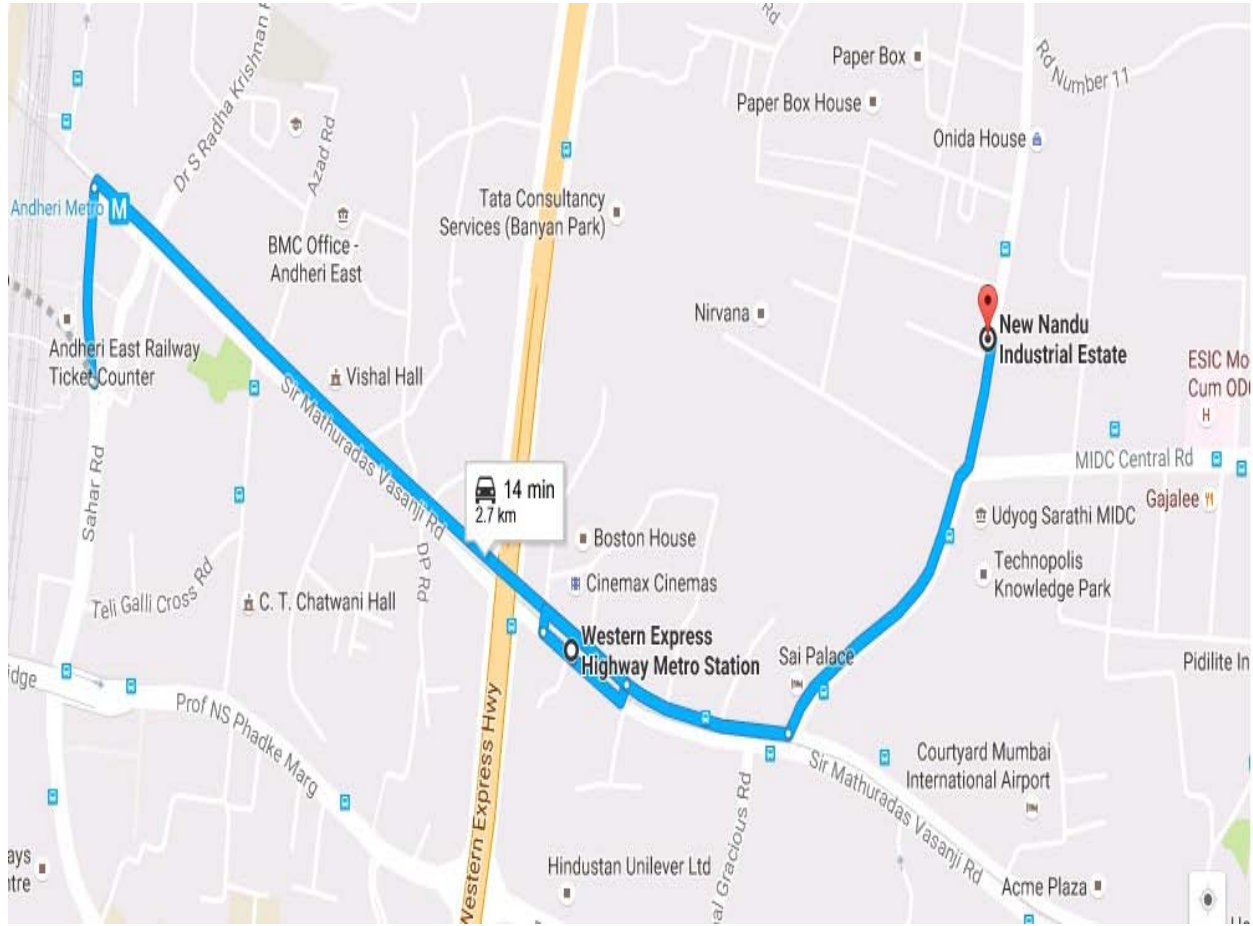
**BRIEF PROFILE OF MR. YOGESH M. SHAH**

Particulars	Re-appointment
Name of the Director	Mr. Yogesh M. Shah
Age	59 Years
Date of Appointment	15/06/2011
Qualification and Experience	Mr. Yogesh M. Shah holds Bachelor of Commerce degree from University of Mumbai. He has vast experience in the field of Accountancy and Taxation. He has shown the way from the front to make Veerhealth Care Limited a leading provider of Ayurvedic medicines.
Disclosure of relationships between directors inter-se	Mr. Yogesh M. Shah is the father of Ms. Shruti Y. Shah. Other than this, none of the directors are related to each other.
Listed Companies (other than Veerhealth Care) in which Directorship held	Veer Energy & Infrastructure Limited
Chairperson of Board committees	Nil
Member of Board committees	Nil
No. of Shares held in the Company as on 31.03.2017	883135 Equity Shares



**Route Map to the AGM Venue**

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



## DIRECTORS REPORT

To  
The Members,

The Board hereby presents the 25<sup>th</sup> Annual Report along with Audited Statements of Accounts for the Financial Year ended March 31, 2017.

### FINANCIAL SUMMARY

Particulars	Amount In INR	
	2016-17	2015-16
<b><u>Income:</u></b>		
Revenue from operations	1,92,15,867	2,17,23,557
Other Income	58,20,448	38,40,962
<b>Total Revenue (I)</b>	<b>2,50,36,315</b>	<b>2,55,64,519</b>
<b><u>Expenses:</u></b>		
Cost of Goods Sold	1,16,04,475	91,51,310
Employee benefit expense	58,00,419	47,21,022
Other expenses	39,78,459	80,69,133
<b>Total (II)</b>	<b>2,13,83,353</b>	<b>2,19,41,465</b>
<b>Earning/(loss) before interest, tax, depreciation and amortization (EBITDA) (I) - (II)</b>	<b>36,52,962</b>	<b>36,23,054</b>
Depreciation and amortization expense	22,70,173	20,56,692
Finance cost	10,11,038	13,29,982
<b>Profit for the year</b>	<b>3,71,751</b>	<b>2,36,380</b>
Current tax	95,029	64,170
Deferred tax	(9,020)	83,863
<b>Profit after tax</b>	<b>2,85,742</b>	<b>88,347</b>
Net Worth	12,84,54,430	12,81,68,688

### DIVIDEND

In view of inadequate profit during the year, the directors do not recommend any dividend on equity shares for the year ended on 31<sup>st</sup> March, 2017.

### OPERATIONS

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

### **CORPORATE GOVERNANCE**

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

### **PERFORMANCE**

The turnover of the Company for the year under review is Rs. 192.16 Lakhs as against Rs. 217.24 Lakhs in the previous year. Your Directors are hopeful to improve the growth rate in turnover and profitability in current year.

Net Profit before tax for the year under review is Rs. 3.72 Lakhs as against Rs. 2.36 Lakhs in the previous year. Net Profit after tax and other provisions is at Rs. 2.86 Lakhs as against Rs. 0.88 Lakhs in the previous year.

### **FUTURE PROSPECTS**

The Company has started manufacturing of toothpaste and other cosmetic products. The Company shall set up Ayurvedic centres at different places. The company shall also increase its focus on third party manufacturing contracts. It shall introduce new products as per market trends.

### **INTERNAL FINANCIAL CONTROLS**

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

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year under review, Mr. Jigar Shah have resigned as Chief Financial Officer and Mr. Akash Shah have been appointed as Chief Financial Officer of the Company. The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Agreement.

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

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

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

### **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

No company has become or ceased to be a subsidiary, joint venture or associate during the financial year 2016-17.

## **DIRECTORS' RESPONSIBILITY STATEMENT**

Your Directors state that:

- a) In the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the Profit and Loss of the Company for the year ended on that date;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Directors draw attention of the members to Note 45 to the financial statement which sets out related party disclosures.

## **AUDITORS & AUDITORS' REPORT**

Board of Directors have appointed M/s. M H Dalal & Associates, Chartered Accountants. They have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for appointment.

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

## **SECRETARIAL AUDITOR**

The Board has appointed Mr. Ravindra V. Joshi, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended March 31, 2017 is annexed herewith marked as Annexure III to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## **DISCLOSURES**

### **Audit Committee**

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

### **Vigil Mechanism**

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

### **Meetings of the Board**

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

### **Particulars of Loans given, Investments made, Guarantees given and Securities provided**

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

### **Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

Energy conservation continues to be an area of focus for Veerhealth Care. Initiatives to integrate energy efficiency into overall operations are undertaken through operational practices and awareness is created amongst associates on energy conservation through campaigns and events. The Company continues to use the latest technologies for improving the productivity and quality of its services and products. The Company's operations do not require significant import of technology. There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, is to be regarded as Nil. The Company has not entered into any technology transfer agreement.

### **Extract of Annual Return**

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

### **Particulars of Employees and related disclosures**

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

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

### **Corporate Social Responsibility**

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

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

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

**GENERAL**

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

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

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

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

**ACKNOWLEDGEMENT**

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

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

**Sd/-  
Bhavin S. Shah  
Managing Director**

**Sd/-  
Yogesh M. Shah  
Director**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2017**

## **ANNEXURE I**

### **POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS INDEPENDENCE**

#### **Qualifications and criteria**

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

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

The proposed appointee shall also fulfill the following requirements:

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

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

#### **Criteria of Independence**

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

#### **Other directorships / committee memberships**

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

## **ANNEXURE II**

### **REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**

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

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

#### **Remuneration to Executive Directors and Key Managerial Personnel**

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

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

#### **Remuneration to Non-Executive Directors**

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

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

#### **Remuneration to other employees**

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



**ANNEXURE III**

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2017

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

To,  
The Members,  
Veerhealth Care Limited  
629-A, Gazdar House, 1<sup>st</sup> Floor,  
J.S.S. Marg, Mumbai – 400002  
Maharashtra.

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

Based on my verification of the Veerhealth Care Limited'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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Veerhealth Care Limited for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (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;
- (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 (Prohibition of Insider Trading) Regulations, 2015;
  - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (e) 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;
- (f) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (vi) Other laws applicable specifically to the Company, namely:
  - (a) Drug & Cosmetics Act, 1940;
  - (b) The Drugs and Magic Remedies Act, 1954
  - (c) Water (Prevention and Control of Pollution) Act, 1974;
  - (d) Air (Prevention and Control of Pollution) Act, 1981;
  - (e) Hazardous Waste (Management, Handling & Transbounding) Rules, 2008;
  - (f) The Trade Marks Act, 1999; and
  - (g) The Patents Act, 1970.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited and Metropolitan Stock Exchange of India Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review and as per the representations and clarifications made, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

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

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

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

I 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.

I further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that during the audit period, Company has consolidated equity shares from face value of Rs. 1 to Rs. 10 each.

**Place: Mumbai**  
**Date: May 29, 2017**

**Sd/-**  
**Ravindra V. Joshi**  
**FCS No. 1419, CP No. 886**

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

## APPENDIX A

To,  
Members  
Veerhealth Care Limited

Our report of even date is to be read along with this letter.

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

**Place: Mumbai**  
**Date: May 29, 2017**

**Sd/-**  
**Ravindra V. Joshi**  
**FCS No. 1419, CP No. 886**

## ANNEXURE IV

**FORM NO. MGT-9**  
EXTRACT OF ANNUAL RETURN  
as on financial year ended on 31<sup>st</sup> March, 2017

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

### I. REGISTRATION & OTHER DETAILS:

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

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

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

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

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

##### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year (As on 31-03-2016)				No. of Shares held at the end of the year (As on 31-03-2017)				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	26797769	0	26797769	38.65	2681775	0	2681775	38.67	0.02
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (1):-</b>	<b>26797769</b>	<b>0</b>	<b>26797769</b>	<b>38.65</b>	<b>2681775</b>	<b>0</b>	<b>2681775</b>	<b>38.67</b>	<b>0.02</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of Promoter (A) = (A)(1) + (A)(2)</b>	<b>26797769</b>	<b>0</b>	<b>26797769</b>	<b>38.65</b>	<b>2681775</b>	<b>0</b>	<b>2681775</b>	<b>38.67</b>	<b>0.02</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Co's	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the end of the year (As on 31-03-2016)				No. of Shares held at the end of the year (As on 31-03-2017)				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FII's	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	7091310	0	7091310	10.23	632672	0	632672	9.13	-1.10
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	14088899	2398984	16487883	23.78	1483993	236848	1720841	24.82	1.04
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	14458471	188000	14646471	21.12	1554670	18800	1573470	22.69	1.57
c) Others (specify)									
i) Clearing Member	1179022	0	1179022	1.70	49376	0	49376	0.71	-0.99
ii) OCB	0	0	0	0.00	0	0	0	0.00	0.00
iii) Non Resident Indians	1478684	0	1478684	2.13	167327	0	167327	2.41	0.28
iv) Hindu Undivided Family	1661245	0	1661245	2.39	108777	0	108777	1.57	-0.82
<b>Sub-total (B)(2):-</b>	<b>39957631</b>	<b>2586984</b>	<b>42544615</b>	<b>61.35</b>	<b>3996815</b>	<b>255648</b>	<b>4252463</b>	<b>61.33</b>	<b>-0.02</b>
<b>Total Public Shareholding (B) = (B)(1)+ (B)(2)</b>	<b>39957631</b>	<b>2586984</b>	<b>42544615</b>	<b>61.35</b>	<b>3996815</b>	<b>255648</b>	<b>4252463</b>	<b>61.33</b>	<b>-0.02</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>66755400</b>	<b>2586984</b>	<b>69342384</b>	<b>100.00</b>	<b>6678590</b>	<b>255648</b>	<b>6934238</b>	<b>100.00</b>	<b>0.00</b>

## ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the end of the year (As on 31-03-2016)			Shareholding at the end of the year (As on 31-03-2017)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Yogesh Mahasuklal Shah	8831350	12.74	0.00	883135	12.74	0.00	0.00
2	Divyabala Mahasuklal Shah	4640475	6.69	0.00	464047	6.69	0.00	0.00
3	Mahasuklal Shah HUF	3379650	4.87	0.00	337965	4.87	0.00	0.00
4	Shruti Yogesh Shah	2347148	3.38	0.00	234714	3.38	0.00	0.00
5	Yogesh Shah HUF	2015950	2.91	0.00	201595	2.91	0.00	0.00
6	Kalpana D. Shah	1969875	2.84	0.00	196987	2.84	0.00	0.00
7	Krupa Yogesh Shah	1500000	2.17	0.00	152000	2.19	0.00	0.02
8	Nisha Bhavin Shah	717200	1.03	0.00	71720	1.03	0.00	0.00
9	Bhavin Satish Shah	500000	0.72	0.00	50000	0.72	0.00	0.00
10	Jigar Jayant Shah	389000	0.56	0.00	38900	0.56	0.00	0.00
11	Ashish Jayant Shah	249500	0.36	0.00	24950	0.36	0.00	0.00
12	Jayant Seventilal Shah	182621	0.26	0.00	18262	0.26	0.00	0.00
13	Dharnendra B. Shah	57500	0.08	0.00	5750	0.08	0.00	0.00
14	Arvind M. Shah HUF	17500	0.03	0.00	1750	0.03	0.00	0.00
	<b>Total</b>	<b>26797769</b>	<b>38.65</b>	<b>0.00</b>	<b>2681775</b>	<b>38.67</b>	<b>0.00</b>	<b>0.02</b>

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

Sr. No.	Particulars	Shareholding at the beginning of the year (As on 01-04-2016)		Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	26797769	38.65	*	*
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): *	-24115994	0.02	*	*
3	At the end of the year	2681775	38.67	*	*



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

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of Shares at the beginning (01-04-2016/ end of the year (31-03-2017)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Yogesh Mahasuklal Shah	8831350	12.74	01/04/2016				
				02/12/2016	-7948215	Consolidation	883135	12.74
				09/12/2016	204	Buy	883339	12.74
				31/03/2017	-204	Sell	883135	12.74
		883135	12.74	31/03/2017				
2	Divyabala Mahasuklal Shah	4640475	6.69	01/04/2016				
				02/12/2016	-4176428	Consolidation	464047	6.69
				31/03/2017				
		464047	6.69	31/03/2017				
3	Mahasuklal Shah HUF	3379650	4.87	01/04/2016				
				02/12/2016	-3041685	Consolidation	337965	4.87
				31/03/2017				
		337965	4.87	31/03/2017				
4	Shruti Yogesh Shah	2347148	3.38	01/04/2016				
				02/12/2016	-2112434	Consolidation	234714	3.38
				31/03/2017				
		234714	3.38	31/03/2017				
5	Yogesh Shah HUF	2015950	2.91	01/04/2016				
				02/12/2016	-1814355	Consolidation	201595	2.91
				31/03/2017				
		201595	2.91	31/03/2017				
6	Kalpana D. Shah	1969875	2.84	01/04/2016				
				02/12/2016	-1772888	Consolidation	196987	2.84
				31/03/2017				
		196987	2.84	31/03/2017				

7	Krupa Yogesh Shah	1500000	2.17	01/04/2016				
				02/12/2016	-1348000	Consolidation	152000	2.19
		152000	2.19	31/03/2017				
8	Nisha Bhavin Shah	717200	1.03	01/04/2016				
				02/12/2016	-645480	Consolidation	71720	1.03
		71720	1.03	31/03/2017				
9	Bhavin Satish Shah	500000	0.72	01/04/2016				
				02/12/2016	-450000	Consolidation	50000	0.72
		50000	0.72	31/03/2017				
10	Jigar Jayant Shah	389000	0.56	01/04/2016				
				02/12/2016	-350100	Consolidation	38900	0.56
		38900	0.56	31/03/2017				
11	Ashish Jayant Shah	249500	0.36	01/04/2016				
				02/12/2016	-224550	Consolidation	24950	0.36
		24950	0.36	31/03/2017				
12	Jayant Seventilal Shah	182621	0.26	01/04/2016				
				17/06/2016	23191	Buy	205812	0.30
				22/07/2016	-23191	Sell	182621	0.26
				02/12/2016	-164359	Consolidation	18262	0.26
		18262	0.26	31/03/2017				
13	Dharnendra B. Shah	57500	0.08	01/04/2016				
				02/12/2016	-51750	Consolidation	5750	0.08
		5750	0.08	31/03/2017				
14	Arvind M. Shah HUF	17500	0.03	01/04/2016				
				02/12/2016	-15750	Consolidation	1750	0.03
		1750	0.03	31/03/2017				

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

Sr. No.	Particulars	Shareholding at the beginning of the year (As on 01-04-2016)		Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	*	*	*	*
2	Date wise Increase / Decrease in top ten Shareholders during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	*	*	*	*
3	At the end of the year	*	*	*	*

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

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of Shares at the beginning (01-04-2016/ end of the year (31-03-2017)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Gujarat State Financial Corporation	2106000	3.04	01/04/2016				
				02/12/2016	-1895400	Consolidation	210600	3.04
				31/03/2017				
2	Shree Mallikarjun Tradinvest Pvt Ltd	1674648	2.42	01/04/2016				
				21/10/2016	20500	Buy	1695148	2.44
				02/12/2016	-1525634	Consolidation	169514	2.44
				31/03/2017				
3	Sumtinath Shares And Services Private Limited	1674536	2.41	01/04/2016				
				08/04/2016	-1674536	Sell	0	0.00
				30/06/2016	2359316	Buy	2359316	3.40
				02/09/2016	-231324	Sell	2127992	3.07
				09/09/2016	-50951	Sell	2077041	2.99

				16/09/2016	-1041	Sell	2076000	2.99
				23/09/2016	-12474	Sell	2063526	2.98
				02/12/2016	-1857174	Consolidation	206352	2.98
		206352	2.98	31/03/2017				
4	Deval Nilay Shah	1600000	2.31	01/04/2016				
				02/12/2016	-1440000	Consolidation	160000	2.31
		160000	2.31	31/03/2017				
5	Nilay Suvratbhai Shah	1000000	1.44	01/04/2016				
				02/12/2016	-900000	Consolidation	100000	1.44
		100000	1.44	31/03/2017				
6	Prakash Chandulal Shah	953158	1.37	01/04/2016				
				24/06/2016	-6000	Sell	947158	1.37
				08/07/2016	-10800	Sell	936358	1.35
				02/12/2016	-842723	Consolidation	93635	1.35
				17/03/2017	600	Buy	94235	1.36
				24/03/2017	80	Buy	94315	1.36
		94315	1.36	31/03/2017				
7	Vina Prakash Shah	747945	1.08	01/04/2016				
				24/08/2016	-6346	Sell	741599	1.07
				02/09/2016	-6889	Sell	734710	1.06
				16/09/2016	-18000	Sell	716710	1.03
				23/09/2016	-3200	Sell	713510	1.03
				30/09/2016	-9386	Sell	704124	1.02
				07/10/2016	-1000	Sell	703124	1.01
				14/10/2016	-3600	Sell	699524	1.01
				21/10/2016	-6000	Sell	693524	1.00
				28/10/2016	-3800	Sell	689724	1.00
				11/11/2016	-2000	Sell	687724	0.99
				02/12/2016	-618952	Consolidation	68772	0.99
				17/02/2017	-900	Sell	67872	0.98
		67872	0.98	31/03/2017				

8	Prudent Broking Services Private Limited	687875	0.99	01/04/2016				
				08/04/2016	1671441	Sell	2359316	3.40
				30/06/2016	-2359316	Sell	0	0.00
				02/09/2016	231324	Sell	231324	0.33
				09/09/2016	-197173	Sell	34151	0.05
				16/09/2016	-33110	Sell	1041	0.00
				23/09/2016	-1041	Sell	0	0.00
		0	0.00	31/03/2017				
9	Sneha Chandresh Sanghvi	660500	0.95	01/04/2016				
				02/12/2016	-594450	Consolidation	66050	0.95
		66050	0.95	31/03/2017				
10	Shreya Nishil Marfatia	570000	0.82	01/04/2016				
				08/04/2016	-570000	Sell	0	0.00
		0	0.00	31/03/2017				

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

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2016 to 31-03-2017)	
		No. of Shares at the beginning (01-04-2016/ end of the year (31-03-2017)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Bhavin S. Shah Managing Director	500000	0.72	01/04/2016				
				02/12/2016	-450000	Consolidation	50000	0.72
		50000	0.72	31/03/2017				
2	Shruti Y. Shah Executive Director	2347148	3.38	01/04/2016				
				02/12/2016	-2112434	Consolidation	234714	3.38
		234714	3.38	31/03/2017				
3	Yogesh M. Shah Non-Executive Director	8831350	12.74	01/04/2016				
				02/12/2016	-7948215	Consolidation	883135	12.74
				09/12/2016	204	Buy	883339	12.74
				31/03/2017	-204	Sell	883135	12.74
		883135	12.74	31/03/2017				
4	Arvind M. Shah Non-Executive Director	0	0.00	01/04/2016	0	No Change		
		0	0.00	31/03/2017				
5	Dharnendra B. Shah Non-Executive Director	57500	0.08	01/04/2016				
				02/12/2016	-51750	Consolidation	5750	0.08
		5750	0.08	31/03/2017				
6	Mitesh J. Kuvadia Non-Executive Director	450000	0.65	01/04/2016				
				02/12/2016	-405000	Consolidation	45000	0.65
		45000	0.65	31/03/2017				

7	Akash P. Shah Chief Financial Officer	13000	0.02	01/04/2016				
				16/09/2016	1000	Buy	14000	0.02
				02/12/2016	-12600	Consolidation	1400	0.02
		1400	0.02	31/03/2017				
8	Rony M. Shah Company Secretary	0	0.00	01/04/2016	0	No Change		
		0	0.00	31/03/2017				

## V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	10810331	-	-	10810331
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>10810331</b>	-	-	<b>10810331</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	-	-	-	-
* Reduction	12326836	-	-	12326836
<b>Net Change</b>	<b>(12326836)</b>	-	-	<b>(12326836)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	(1516505)	-	-	(1516505)
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>(1516505)</b>	-	-	<b>(1516505)</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Bhavin S. Shah Managing Director	Shruti Y. Shah Executive Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	10,40,000	3,51,000	13,91,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>10,40,000</b>	<b>3,51,000</b>	<b>13,91,000</b>
	Ceiling as per the Act	Rs. 84 Lakhs as provided in Section II, Part II of Schedule V of the Companies Act, 2013 and as amended vide MCA Notification No. S.O. 2922(E) dated 12th September, 2016.		

### B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Arvind M. Shah	Dharnendra B. Shah	Mitesh J. Kuvadia	Yogesh M. Shah	
1	Independent Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others - Conveyance	2,000	2,000	2,000	-	6,000
	<b>Total (1)</b>	<b>2,000</b>	<b>2,000</b>	<b>2,000</b>	<b>-</b>	<b>6,000</b>
2	Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B) = (1+2)</b>	<b>2,000</b>	<b>2,000</b>	<b>2,000</b>	<b>-</b>	<b>6,000</b>
	Total Managerial Remuneration (A)+ (B)					<b>13,97,000</b>
	Overall Ceiling as per the Act	Rs. 84 Lakhs as provided in Section II, Part II of Schedule V of the Companies Act, 2013 and as amended vide MCA Notification No. S.O. 2922(E) dated 12th September, 2016.				



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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel				
		CEO	Rony M. Shah Company Secretary	Jigar J. Shah* CFO	Akash P. Shah# CFO	Total Amount
1	Gross salary	Not Applicable				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		3,51,000	7,80,000	-	11,31,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-	-
2	Stock Option		-	-	-	-
3	Sweat Equity		-	-	-	-
4	Commission					
	- as % of profit		-	-	-	-
	- others, specify...		-	-	-	-
5	Others, please specify		-	-	-	-
	<b>Total</b>	<b>3,51,000</b>	<b>7,80,000</b>	<b>-</b>	<b>11,31,000</b>	

\*Mr. Jigar Shah resigned as Chief Financial Officer w.e.f. 10th February, 2017.

# Mr. Akash Shah was appointed as Chief Financial Officer w.e.f. 10th February, 2017.

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

## ANNEXURE V

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

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2016-17 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2016-17 are as under:

Sr. No	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2016-17	% increase in Remuneration in the Financial Year 2016-17	Ratio of Remuneration of each Director/to median remuneration of employees
1	Bhavin S. Shah Managing Director	10,40,000	Nil	6.51
2	Shruti Y. Shah Executive Director	3,51,000	8.00%	1.86
3	Yogesh M. Shah Non-Executive Director	Nil	Nil	Nil
4	Arvind M. Shah Non-Executive Director	Nil	Nil	Nil
5	Dharnendra B. Shah Non-Executive Director	Nil	Nil	Nil
6	Mitesh J. Kuvadia Non-Executive Director	Nil	Nil	Nil
7	Jigar J. Shah Chief Financial Officer	7,80,000	Nil	4.14
8	Rony M. Shah Company Secretary	3,51,000	8.00%	1.86

- ii) The median remuneration of employees of the Company during the financial year 2016-17 was Rs. 1,88,630.
- iii) In the financial year, there was an increase of 10.88% in the median remuneration of employees.
- iv) There were 14 permanent employees on the rolls of Company as on 31<sup>st</sup> March, 2017.
- v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2016-17 was 11.62% whereas the average percentage increase in the managerial remuneration for the same financial year was 1.91%.
- vi) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

## **CORPORATE GOVERNANCE REPORT**

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

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

### **BOARD OF DIRECTORS**

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

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

### **BRIEF PROFILE OF DIRECTORS IS GIVEN BELOW:**

- 1) Mr. Bhavin Shah (DIN: 03129574), Managing Director (36 Years), holds Master of commerce degree from Mumbai University. He carries an enormous experience of more than 12 years in the field of production and procurement management. He also has a vast experience in the field of Operations.
- 2) Mr. Yogesh M Shah (DIN: 00169189), Director (59 years) holds Bachelor of Commerce degree from University of Mumbai. He carries an immeasurable knowledge in the field of Accountancy & Taxation. He has shown the way from the front to make Veerhealth Care Limited a leading provider of ayurvedic medicines.
- 3) Ms. Shruti Y. Shah (DIN: 06952245) (25 Years) has achieved the degree of Bachelor in Financial Markets and she is Executive Woman Director.
- 4) Mr. Arvind M. Shah (DIN: 01645534) (59 years) holds Bachelor of Commerce degree and LLB (Gen) and also has a vast experience in the field of Income Tax and Sales Tax.
- 5) Dr. Dharnendra B. Shah (DIN: 00229621) (68 years) is a practicing Doctor with experience of more than 37 years.
- 6) Mr. Mitesh J. Kuvadia (DIN: 03256900) (26 years) holds Bachelor of Commerce degree from University of Mumbai and is carrying his own business.

### **SELECTION & TRAINING OF INDEPENDENT DIRECTORS**

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

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

### **EVALUATION OF THE BOARD'S PERFORMANCE**

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

### **BOARD MEETING**

Mr. Yogesh M. Shah, Director of the Company, chairs the Board Meeting. During the financial year ended 31<sup>st</sup> March, 2017, four (4) Board Meetings were held i.e. on 27/05/2016, 12/08/2016, 12/11/2016 and 10/02/2017.

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

Name of the Director	No. of Board Meetings attended	Last AGM attended	No. of other Directorship(s) as on 31-03-2017	No. of Membership(s) / Chairmanship(s) of Board Committees in other Companies as on 31-03-2017
Mr. Bhavin S. Shah	4	Yes	Nil	Nil
Mr. Yogesh M. Shah	4	Yes	3	Nil
Ms. Shruti Y. Shah	3	No	Nil	Nil
Mr. Arvind M. Shah	2	Yes	Nil	Nil
Dr. Dharnendra B. Shah	2	No	Nil	Nil
Mr. Mitesh J. Kuvadia	2	Yes	2	2 (Member)

### **AUDIT COMMITTEE**

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

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

Four (4) meetings of the Audit Committee were held during the year. The meetings were held on 27/05/2016, 12/08/2016, 12/11/2016 and 10/02/2017.

Attendance of members of the Audit Committee during the Financial Year 2016-17 is as under:

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

### **NOMINATION AND REMUNERATION COMMITTEE**

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

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

Two (2) meetings of the Nomination and Remuneration Committee were held during the year. The meetings were held on 14/04/2016 and 12/11/2016.

Attendance of members of the Nomination and Remuneration Committee during the Financial Year 2016 - 2017 is as under:

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

### **REMUNERATION TO DIRECTORS**

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

Mr. Bhavin S. Shah, Managing Director and Ms. Shruti Y. Shah were the executive directors on the Board, rest were Non - Executive Directors. Salary drawn annually for the financial year 2016-17 by Mr. Bhavin S. Shah and Ms. Shruti Y. Shah was Rs. 10,40,000 and Rs. 3,51,000 respectively. The Company has not granted any stock option to any of its Executive Directors.

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

### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

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

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

Details of investor complaints received and redressed during the year 2016-17 are as follows

<b>Opening Balance</b>	<b>Received during the year</b>	<b>Resolved during the year</b>	<b>Closing Balance</b>
0	0	0	0

Two (2) meetings of the Stakeholders Relationship Committee were held during the year. The meetings were held on 14/04/2016 and 12/11/2016.

Attendance of members of the Stakeholders Relationship Committee during the Financial Year 2016 - 2017 is as under:

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

## **GENERAL MEETINGS**

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

<b>MEETING</b>	<b>DATE AND TIME OF AGM</b>	<b>PLACE</b>	<b>SPECIAL RESOLUTION PASSED</b>
22 <sup>nd</sup> AGM	12-09-2014 at 12.00 PM	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093	No Special Resolution was passed in the meeting
23 <sup>rd</sup> AGM	30-09-2015 at 12.30 PM	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093	<ol style="list-style-type: none"> <li>1. To increase the borrowing limits of the Company.</li> <li>2. To create Charge / Mortgage on the Assets of the Company.</li> <li>3. To give loans, guarantees, make investments and provide securities.</li> <li>4. To adopt new set of Articles of Association of the Company.</li> </ol>
24 <sup>th</sup> AGM	30-09-2016 at 11.30 AM	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093	<ol style="list-style-type: none"> <li>1. To consolidate equity shares of the Company from Re. 1 to Rs. 10 per share.</li> <li>2. To amend Clause V of Memorandum of Association of the Company.</li> </ol>

## **DISCLOSURES**

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

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

## **INTERNAL CONTROLS**

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

## **WHISTLE BLOWER POLICY**

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

## **MEANS OF COMMUNICATION**

### **Quarterly Results**

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

### **Website**

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

### **SEBI Complaints Redress System (SCORES)**

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

## **GENERAL SHAREHOLDERS INFORMATION**

### **Company Registration Details**

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

### **Annual General Meeting**

Day, Date & Time	Friday, 29 <sup>th</sup> September, 2017 at 11.30 A.M.
Venue	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

### **Financial Year**

April to March

### **Date of Book Closure**

Saturday, 23<sup>rd</sup> September, 2017 to Friday, 29<sup>th</sup> September, 2017 (both days inclusive).

### **Listing on Stock Exchange**

1. BSE Limited (BSE) Scrip Code: 511523  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai - 400001.  
Ph: 022-2272 1233 Fax: 022-2272 1919.
2. Metropolitan Stock Exchange of India Limited (MSEI)  
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,  
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),  
Mumbai - 400098.  
Ph: 022-6112 9000 Fax: 022-2654 4000.

The Company has voluntarily delisted its equity shares under SEBI (Delisting of Equity Shares) Regulations, 2009 from Ahmedabad Stock Exchange Limited during the financial year 2016-2017.



### **Payment of Listing Fees**

The Company has paid Listing Fees for the year 2017-18 to BSE & MSEI within due date.

### **Payment of Depository Fees**

The Company has paid Annual Custodial fees for the year 2017-18 to NSDL and CDSL within due date.

### **Registrars and Transfer Agents**

Purva Sharegistry (India) Pvt. Ltd.

Unit No. 9, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400011.

Ph: 022-2301 6761/2301 8261 Fax: 022-2301 2517.

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

### **DEMATERIALIZATION OF SHARES**

96.31% of the Company's paid-up equity share capital has been dematerialized upto 31<sup>st</sup> March, 2017. Trading in Equity Shares of the Company is permitted only in dematerialization form.

Mode of Holding

NSDL	CDSL	PHYSICAL	TOTAL
2588756	4089834	255648	6934238

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

### **National Securities Depository Limited (NSDL)**

Trade World, A Wing, 4<sup>th</sup> & 5<sup>th</sup> Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400013.

Ph: 022-2499 4200 Fax: 022-2497 6351.

### **Central Depository Services (India) Limited (CDSL)**

17<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001.

Tel: 022-2272 8658 / 22728645.

### **PLANT LOCATION**

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

### **ADDRESS FOR CORRESPONDENCE**

Regd Office: 629-A, Gazdar House, 1<sup>st</sup> Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai - 400 002.

Tel: 022-22018582 Fax: 022-22072644 Email: info@veerhealthcare.net Website: www.veerhealthcare.net

## SHAREHOLDING PATTERN

Share holding pattern of the Company as on 31<sup>st</sup> March, 2017 is as under:

CATEGORY	PHYSICAL		ELECTRONIC		TOTAL	
	No. of share	%	No. of share	%	No. of share	%
<b>A. Promoters' Holding</b>						
- Indian Promoters	Nil		2681775	38.67	2681775	38.67
- NRI Promoters	Nil		Nil		Nil	
- Bodies Corporate	Nil		Nil		Nil	
<b>B. Non-Promoters Holding Institutions</b>						
Non Institutions	Nil		Nil		Nil	
Banks, FIIs	255648	3.69	3996815	57.64	4252463	61.33
	Nil		Nil		Nil	
<b>GRAND TOTAL</b>	<b>255648</b>	<b>3.69</b>	<b>6678590</b>	<b>96.31</b>	<b>6934238</b>	<b>100.00</b>

## DISTRIBUTION SCHEDULE ON SCRIP VALUE (AS ON 31<sup>st</sup> MARCH, 2017)

SHARE OF NOMINAL VALUE (1)	NO. OF HOLDERS (2)	% OF HOLDERS (3)	TOTAL AMOUNT (4)	% OF AMOUNT (5)
UPTO 5000	2834	77.54	4897670.00	7.06
5001 TO 10000	381	10.42	3259670.00	4.70
10001 TO 20000	199	5.44	3004350.00	4.33
20001 TO 30000	65	1.78	1661460.00	2.40
30001 TO 40000	32	0.88	1151760.00	1.66
40001 TO 50000	36	0.98	1691320.00	2.44
50001 TO 100000	42	1.15	3069180.00	4.43
100001 AND ABOVE	66	1.81	50606970.00	72.98
TOTAL	3655	100.00	69342380.00	100.00

## STOCK MARKET PRICE DATA

MONTH	HIGH	LOW	Face Value (Rs.)
April 2016	1.86	1.33	1.00
May 2016	1.59	1.30	1.00
June 2016	1.69	1.17	1.00
July 2016	1.98	1.50	1.00
August 2016	1.65	1.25	1.00
September 2016	2.07	1.01	1.00
October 2016	1.99	1.35	1.00
November 2016	1.78	0.96	1.00
December 2016	-	-	-
January 2017	14.90	12.15	10.00
February 2017	18.55	12.50	10.00
March 2017	13.87	10.56	10.00

### **COMPLIANCE CERTIFICATE OF AUDITOR**

Certificate from the Company's Auditor, M/s. Jayesh R. Shah & Co., confirming compliance with conditions of Corporate Governance is attached to this Report.

### **MD / CFO CERTIFICATION**

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

### **CODE OF CONDUCT DECLARATION**

All board Members and senior management personnel have affirmed their compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2017. The Model Code of Conduct is available on the website of the Company ([www.veerhealthcare.net](http://www.veerhealthcare.net)). The declaration from the Managing Director to this effect forms a part of this report.

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

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2017**

**Sd/-  
Bhavin S. Shah  
Managing Director**

**Sd/-  
Yogesh M. Shah  
Director**

### **DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT**

It is hereby confirmed that all the Members of the Board and Senior Management of the Company have affirmed adherence to and compliance with the Code of Conduct laid down by the Company for the year ended 31<sup>st</sup> March, 2017.

**For Veerhealth Care Limited**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2017**

**Sd/-  
Bhavin S. Shah  
Managing Director**

### MD AND CFO CERTIFICATION

To,  
The Board of Directors  
Veerhealth Care Limited

Dear members of the Board,

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

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and the Board's report.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative the Company's Code of Conduct.
5. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
6. We have indicated to the Auditors and the Audit Committee:
  - i) that there are no significant changes in internal control over financial reporting during the year;
  - ii) that there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) that there are no instances of significant fraud of which we have become aware.

Sd/-  
**Bhavin S. Shah**  
Managing Director

Sd/  
**Akash P. Shah**  
Chief Financial Officer

**Place: Mumbai**  
**Date: 14<sup>th</sup> August, 2017**

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
The Members  
Veerhealth Care Limited,

We have examined the compliance of conditions of Corporate Governance by Veerhealth Care Limited ('the Company'), for the year ended on 31<sup>st</sup> March, 2017, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations.

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

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

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

**For Jayesh R. Shah & Co.  
Chartered Accountants  
Firm Regn. No. 104182W**

**Sd/-  
Jayesh Shah  
Proprietor  
Membership No. 033864**

**Place: Mumbai  
Date: 14<sup>th</sup> August, 2017**

## **MANAGEMENT DISCUSSION & ANALYSIS**

### **Industry Structure and Outlook**

Pharmaceutical manufacturing is one of the highly important manufacturing sectors sharing a significant part of the total value added by the Indian manufacturing sector as a whole. Moreover it is strategically important because of its direct links with the health of our people. Involvement of the enterprises in the pharmaceutical manufacturing is also very diverse - enterprises of various size classes are involved and also both formal as well as informal sectors enterprises are found to operate. Products manufactured by the Indian pharmaceutical sector are also very diverse ranging from allopathic medicines, homeopathic medicines to Indian traditional medicines like Ayurvedic medicines, Unnani medicines etc. This industry has become globally competitive as it exports a significant amount of its products.

Developments in ayurveda during the past two centuries through organised production of medicine, institutionalisation of education and professionalization of clinical practice have often been parallel to, or a response to developments in biomedicine in India. Manufacturing in ayurveda has passed from small-scale physician outlet to petty/cottage production and later to the industrial scale, emerging as a competing alternative to the biopharmaceutical market.

### **SWOT Analysis**

#### **Strengths**

- Over the world, natural and traditional approaches are being welcomed.
- The company carries out R&D and Clinical Testing activities on an on-going basis.
- The company produces 100% natural products which are not tested on animals, thus the range of products are 100% cruelty free.
- The Company has an extensive range of Ayurvedic medicines.
- State of the art infrastructure to undertake high volume manufacturing projects.

#### **Weaknesses**

- The company does not have any direct outlets.
- Building a brand image involves high cost and considerable amount of time.
- Ayurvedic medicines are generally over the counter products, hence winning customer confidence to use Ayurvedic products without doctor's prescription is a challenge.
- Stiff competition from existing and new entrants.

#### **Opportunities**

- Improper and unhealthy food habits due to modernization have forced people to take ayurvedic supplementary medicines.
- The global health care products industry is growing at a very rapid pace which allows company to pursue aggressive expansion plans.
- Tapping opportunities in the export market.
- The company seeks to boost sales by selling through leading retail stores and various distribution channels.

### **Threats**

- Constant increase in costs in terms of raw material and packaging costs.
- The allopathy players are of major threat as they invest heavily on advertising and distribution of their products through medical representatives etc.
- Unfavorable government policies.
- Since the cultural mind set is such that Ayurvedic treatment takes more time to heal, people are afraid to start it.

### **Risks**

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

### **Internal control systems and their adequacy**

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

### **Financial Performance**

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

### **Human Resources**

An environment which gives today's diverse, multi-generational and mobile workforce the confidence to realise their potential and provide world class solutions to the customers. This positive and inspiring environment fosters innovation, stimulates performance culture and motivates employees to develop themselves personally and professionally. Developing employee competency and improving overall organisational capabilities is the key focus of the Company.

### **Cautionary Statement**

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

## **INDEPENDENT AUDITORS REPORT**

**To,  
The Members of  
VEERHEALTH CARE LIMITED**

### **Report on the Financial Statements**

We have audited the accompanying financial statements of **Veerhealth Care Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and the Cash Flow Statement for the year then 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 in Section 134(5) of the Companies Act, 2013("the act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 financial statements based on our audit. We have taken in to 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the 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 financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the 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 financial statement.



## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India: of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

1. i) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section(11) of Section 143 of the Companies Act, 2013, we give in the Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
- ii) As required under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act"), we give in the Annexure-B a Report on the Internal Financial Controls over financial reporting.
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 purpose of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. on the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164(2) of the Act;
  - f. with respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Company (Audit and Auditors) Rules, 2014 in our opinion and to best of our information and according to the explanation given to us;
    - i. The company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amount which required to be transferred to the Investor Education and Protector Fund by the Company.
    - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management – Refer Note [51].

**For Jayesh R. Shah & Co**

Chartered Accountants

Firm Registration No. 104182W

**Sd/-**

**Jayesh Shah**

Proprietor

Membership No. 033864

**Place: Mumbai**

**Date: 29<sup>th</sup> May, 2017**

**Annexure-A referred to in paragraph (1) under "Report on Other Legal and Regulatory Requirements" of Independent Auditors Report of even date.**

- 1) (i) The company has maintained proper records showing full particulars including quantitative details and situations of fixed assets on the basis of available information.  
(ii) According to the information and explanation, the fixed assets have been physically verified by the management once in a year which in our opinion is reasonable, having regards to the size of the Company and nature of its business. No material discrepancies have been noticed on such verifications.  
(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immoveable properties are held in the name of the Company
- 2) As per the information furnished, the inventories have been physically verified by the management during the year at reasonable intervals, having regard to the nature of stocks, the frequency of the physical verification is reasonable, discrepancies noticed on physical verification of inventories as compared to book records have been properly dealt with in the books of accounts..
- 3) As per the information furnished, the Company has given security/office deposits to persons covered in the Register, maintained under Section 189 of the Companies Act, 2013;  
(i) From the verifications of the records, In my opinion the terms and conditions for the grant of such loans are not prejudicial to the interest of the Company.  
(ii) The schedule of repayment of principal and payment of interest is as stipulated and regular.  
(iii) There is no amount is overdue as per the terms of such loans.
- 4) According to the information and explanations given to us, Company has not made any loans, investments or furnished any guarantee and security for which provisions of section 185 and section 186 of the Companies Act,, 2013 need to comply.
- 5) According to the information and explanation given to us, the Company has not accepted any deposits during the year from the public within the meaning of the provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under.
- 6) As per the information provided, the Company is not covered under Section 148 of the Companies Act, 2013, hence not required to maintain cost records.
- 7) (i) According to the information and explanation given to us and the records examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance Fund, Income-tax, Sales-tax, wealth tax, service tax, Custom Duty, Excise Duty, Cess and other statutory dues with appropriate authorities. According to the records of the Company and the information and explanations given to us, there are no undisputed amounts payable in respect of Income Tax, Wealth Tax, Service Tax, Custom Duty, Sales Tax, Excise Duty, PF, ESIC and any other statutory dues which have remained outstanding as at 31<sup>st</sup> March, 2017. for a period of more than six months from the date they become payable.  
(ii) According to the records of the Company and information and explanation given to us and record verified by us there are no outstanding dues of Sales-tax, Custom Duty, Excise Duty, Income tax, wealth tax, service tax, cess which have not been deposited, with the appropriate authorities on account of disputes.
- 8) Based on our audit procedures and the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of its dues to any banks or financial institutes and debenture holders.

- 9) According to the records of the Company and information and explanation given to us and record verified by us, we are of the opinion that moneys raised by way of initial public offer or further public offer (including debt instruments) and term loans were applied for the purposes for which those are raised.
- 10) On the basis of our examination and according to the information and explanations given to us, no material fraud, on or by the Company, has been noticed or reported during the year under audit.
- 11) From verification of records, in our opinion, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- 12) From the verifications of the records I am of the opinion that the Company is not a Nidhi Company hence clause 3(xii) is not applicable.
- 13) As per the verification of the records, I am of the opinion that all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards;
- 14) I have verified the records of the Company, and of the opinion that the company has made preferential allotment of fully paid equity shares and also partly paid share warrants, In my opinion the requirements of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been utilized for the purpose for which it was raised.
- 15) As per the information provided by the Company and from verification of accounts and data, In my opinion, the company has not entered into any non-cash transactions with directors or persons connected with them.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For Jayesh R. Shah & Co**  
Chartered Accountants  
Firm Registration No. 104182W

**Sd/-**  
**Jayesh Shah**  
Proprietor  
Membership No. 033864

**Place: Mumbai**  
**Date: 29<sup>th</sup> May, 2017**

**Annexure-B referred to in paragraph (1) under "Report on Other Legal and Regulatory Requirements" of Independent Auditors Report of even date.**

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

I have audited the internal financial controls over financial reporting of Veerhealth Care Limited ("the Company") as of March 31, 2017 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

**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**

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my 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 I/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.

My audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. My audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

I believe that the audit evidence I/we have obtained is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

### **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 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 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 my 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, 2017, based on "the internal control over financial reporting criteria established by the Company - commensurate with the size of the company and nature of its business - considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **For Jayesh R. Shah & Co**

Chartered Accountants

Firm Registration No. 104182W

Sd/-

**Jayesh Shah**

Proprietor

Membership No. 033864

**Place: Mumbai**

**Date: 29<sup>th</sup> May, 2017**

<b>VEERHEALTH CARE LIMITED (FORMERLY NIYATI INDUSTRIES LIMITED)</b>			
<b>Balance Sheet as at 31st March, 2017 (Amount in "000")</b>			
Particulars	Note No	As at 31/03/2017	As at 31/03/2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	2	69,342	69,342
(b) Reserves and Surplus	3	59,112	58,826
(c) Money received against share warrants	4	-	-
<b>(2) Share application money pending allotment</b>			
	5	-	-
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	6	4,568	6,667
(b) Deferred tax liabilities (net)	7	819	828
(c) Other Long term liabilities	8	-	-
(d) Long term provisions	9	324	197
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings	10	-6,085	4,144
(b) Trade payables	11	2,157	806
(c) Other current liabilities	12	362	311
(d) Short-term provisions	13	95	64
<b>Total</b>		<b>1,30,695</b>	<b>1,41,185</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets	14		
(i) Tangible assets		25,215	27,141
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	15	-	-
(c) Deferred tax assets (net)	16	-	-
(d) Long term loans and advances	17	25,862	45,927
(e) Other non-current assets	18	211	317
<b>(2) Current assets</b>			
(a) Current investments	19	-	-
(b) Inventories	20	15,349	11,238
(c) Trade receivables	21	6,099	8,861
(d) Cash and cash equivalents	22	791	994
(e) Short-term loans and advances	23	52,545	41,809
(f) Other current assets	24	4,622	4,899
<b>Total</b>		<b>1,30,695</b>	<b>1,41,185</b>
<b>Notes Financial Statements and Significant Accounting Policies</b>			
<b>The note No. 1 to 51 forms an integral part of these Financial Statements</b>			
As per our Report of Even date Attached			
<b>For Jayesh R. Shah &amp; Co.</b>		<b>For and on behalf of the Board</b>	
<b>Chartered Accountants</b>			
<b>Firm Regn. No. 104182W</b>			
	<b>Sd/-</b>	<b>Sd/-</b>	
<b>Sd/-</b>	<b>Bhavin Shah</b>	<b>Yogesh Shah</b>	
<b>Jayesh Shah</b>	<b>Managing Director</b>	<b>Director</b>	
<b>Proprietor</b>	<b>DIN: 03129574</b>	<b>DIN: 00169189</b>	
<b>M.No. 033864</b>			
	<b>Sd/-</b>	<b>Sd/-</b>	
<b>Place: Mumbai</b>	<b>Rony Shah</b>	<b>Akash Shah</b>	
<b>Date: 29th May, 2017</b>	<b>Company Secretary</b>	<b>CFO</b>	

<b>VEERHEALTH CARE LIMITED (FORMERLY NIYATI INDUSTRIES LIMITED)</b>			
<b>Statement of Profit and Loss for the year ended 31st March, 2017 (Amount in "000")</b>			
Particulars	Note No	2016-17	2015-16
I. Revenue from operations	25	19,216	21,724
II. Other Income	26	5,820	3,841
<b>III. Total Revenue (I+II)</b>		<b>25,036</b>	<b>25,565</b>
IV. <u>Expenses:</u>			
Cost of Material consumed	27	-	-
Purchase of Stock in Trade	28	15,715	15,770
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	29	-4,111	-6,619
Other Manufacturing Expenses	30	1,205	1,465
Employees benefits expenses	31	5,800	4,721
Finance Cost	32	1,011	1,330
Depreciation and amortisation expenses	14	2,270	2,057
Other expenses	33	2,773	6,604
<b>IV. Total Expenses</b>		<b>24,665</b>	<b>25,328</b>
V. Profit before exceptional and extraordinary items and tax (III-IV)		372	236
VI. Exceptional Items	34	-	-
VII. Profit before extraordinary items and tax (V-VI)		<b>372</b>	<b>236</b>
VIII. Extraordinary Items	35	-	-
IX. Profit before tax (VII-VIII)		<b>372</b>	<b>236</b>
X. Tax expense:			
(1) Current tax		95	64
(2) Deferred tax		-09	84
		<b>86</b>	<b>148</b>
XI. Profit(Loss) from the period from continuing operations (IX-X)		<b>286</b>	<b>88</b>
XII. Profit/(Loss) from discontinuing operations	36	-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII-XIII)		-	-
XV. Profit/(Loss) for the period (XI+XIV)		<b>286</b>	<b>88</b>
XVI. Earning per equity share of Rs. 10/- face value (31st March, 2016: Rs. 1/- face value)			
(1) Basic		0.041	0.001
(2) Diluted		0.041	0.001
<b>Notes Financial Statements and Significant Accounting Policies</b>			
<b>The note No. 1 to 51 forms an integral part of these Financial Statements</b>			
As per our Report of Even date Attached		<b>For and on behalf of the Board</b>	
<b>For Jayesh R. Shah &amp; Co.</b>			
<b>Chartered Accountants</b>			
<b>Firm Regn. No. 104182W</b>			
Sd/- Jayesh Shah Proprietor M.No. 033864		Sd/- Bhavin Shah Managing Director DIN: 03129574	Sd/- Yogesh Shah Director DIN: 00169189
Place: Mumbai Date: 29th May, 2017		Sd/- Rony Shah Company Secretary	Sd/- Akash Shah CFO

<b>VEERHEALTH CARE LIMITED (FORMERLY NIYATI INDUSTRIES LIMITED)</b>		
<b>CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017 (Amount in "000")</b>		
	<b>2016-17</b>	<b>2015-16</b>
<b>A</b>	<b>Cash Flow from Operating Activities</b>	
Net Profit after tax	286	88
Adjustments for :		
Depreciation/Amortisation	2,270	1,140
Share Issue Expenses written off	-	-
Right Issue Expenses written off	-	103
Prior year adjustment	-	-
Other Income	-5,820	-3,841
Operating Profit before Working Capital Changes	-3,265	-2,510
Adjustments for :		
(Increase) / Decrease in Long term loans and advances	20,065	-10,065
(Increase) / Decrease in Other non current assets	106	350
(Increase) / Decrease in Inventories	-4,111	-6,619
(Increase) / Decrease in Trade Receivable	2,761	416
(Increase) / Decrease in short term loans and Advances	-10,736	-17,217
(Increase) / Decrease in Other Current Assets	276	38,665
(Increase) / Decrease in Current Investments	-	-
Increase /(Decrease) in other long term liabilities	-	-
Increase /(Decrease) in Long term provisions	127	100
Increase /(Decrease) in Short Term Borrowings	-10,229	-2,913
Increase /(Decrease) in Trade Payables	1,351	-260
Increase /(Decrease) in Other Current Liabilities	51	311
Increase /(Decrease) in Short Term Provisions	31	-346
Cash generated from Operations	-308	2,423
Deferred Tax Adjustment	-09	84
Net Cash (used) / from Operating Activities	<b>-3,581</b>	<b>-03</b>
<b>B</b>	<b>Cash flow from Investing Activities</b>	
Sale/(Purchase) of Fixed Assets	-344	-7,578
Sale/(Purchase) of Non Current Investments	-	-
Increase/(Decrease) in Share Capital	-	-
Increase/(Decrease) in Reserves	-	-
Increase/(Decrease) of Long Term Borrowings	-2,098	3,654
Loss on Sale of Leased Assets	-	-
Interest & Other Income	5,820	3,841
Net Cash (used in) / from Investing Activities	<b>3,379</b>	<b>-83</b>
<b>C</b>	<b>Cash flow from Financial Activities</b>	
Dividend Paid	-	-
Interest Paid	-	-
Net Cash (used in) / from Financing Activities	-	-
Net changes in cash & cash equivalents (A + B + C)	-203	-86
Cash & cash equivalents - Opening Balance	994	1,080
Cash & cash equivalents - Closing Balance	<b>791</b>	<b>994</b>
<b>For Jayesh R. Shah &amp; Co.</b>	<b>For and on behalf of the Board</b>	
<b>Chartered Accountants</b>		
<b>Firm Regn.No. 104182W</b>		
<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Jayesh Shah</b>	<b>Bhavin Shah</b>	<b>Yogesh Shah</b>
<b>Proprietor</b>	<b>Managing Director</b>	<b>Director</b>
<b>M. No. 033864</b>	<b>DIN: 03129574</b>	<b>DIN: 00169189</b>
<b>Place: Mumbai</b>	<b>Sd/-</b>	<b>Sd/-</b>
<b>Date: 29th May, 2017</b>	<b>Rony Shah</b>	<b>Akash Shah</b>
	<b>Company Secretary</b>	<b>CFO</b>



VEERHEALTH CARE LIMITED (FORMERLY NIYATI INDUSTRIES LIMITED)			
Notes to the Financial Statements for the year ended 31st March, 2017 (Amount in "000")			
Note No.	Particulars	As at 31/03/2017	As at 31/03/2016
1	<b><u>Significant Accounting Policies</u></b>		
(a)	<p><b><u>Basis of Accounting:</u></b> The financial statement is prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention, on accrual basis, except in respect of assets classified as Non Performing Assets (NPA).</p>		
(b)	<p><b><u>Use of Estimates:</u></b> The presentation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that may affect the reported amount of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and the reported amount of revenues and expenses during the reported period. Actual results could differ from those of estimated.</p>		
(c)	<p><b><u>Revenue Recognition:</u></b> (i) Sale of goods: Revenue from the sale of goods is recognized when significant risks and rewards in respect of ownership of the goods are transferred to the customer, as per the terms of the respective Sales Order. (ii) Interest: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable. (iii) Dividend: Dividend Income from investments are recognized when the right to receive payment is established.</p>		
(d)	<p><b><u>Fixed Assets:</u></b> Fixed Assets are stated at cost, less accumulated depreciation and impairment losses. Cost includes all expenditure necessary to bring the assets to its working conditions for its intended use.</p>		
(e)	<p><b><u>Depreciation and Amortisation:</u></b> Depreciation is provided on the straight line method based as per the rate specified in Schedule II of the Companies Act, 2013.</p>		
(f)	<p><b><u>Investments:</u></b> Long-term investments are carried at cost. However, Provision is made to recognize, other than temporary, in the value of long-term investments. Current Investments are carried at lower of cost and fair values, determined on individual basis.</p>		
(g)	<p><b><u>Inventories:</u></b> Inventories are recorded at lower of cost and net realizable value. Stock of land is valued at lower of cost and net realizable value. Cost is determined on the weighted average basis, net realizable value is determined by management using technical estimates.</p>		
(h)	<p><b><u>Borrowing Costs:</u></b> Borrowing cost that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.</p>		
(i)	<p><b><u>Retirement and other employee benefits:</u></b> The Company has adopted the policy to provide for the Liability for gratuity and leave encashment benefits on actuarial valuation. Actuarial Valuation report has been obtained for the liabilities for gratuity and leave encashment benefits and provision has been made accordingly.</p>		
(j)	<p><b><u>Provisions, Contingent Liabilities and Contingent Assets:</u></b> A Provision is recognized when the Company has a present obligation as a result of past events and it is probable that an out flow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are not discounted to their present value and are determined based on estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed by way of Notes to the account. Contingent assets are not recognized.</p>		
(k)	<p><b><u>Provision for Current and Deferred Tax:</u></b> Provision for current income tax is made in accordance with the Income Tax Act, 1961. Deferred tax liabilities and assets are recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, being the difference between taxable income and accounting income that originate in one period are capable of reversal in one or more subsequent period.</p>		
(l)	<p><b><u>Impairments:</u></b> Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of Profit and Loss and carrying amount of the asset is reduced to its recoverable amount.</p>		
(m)	<p><b><u>Earning Per Share:</u></b> Basic earnings per Share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period are adjusted for any bonus shares issued during the year and also after the balance sheet date but before the date the financial statements are approved by the Board of Directors. For the purpose of calculating diluted earnings per share, the net profit for period attributed to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. The number of equity shares and potential dilutive equity shares are adjusted for bonus as appropriate.</p>		
(n)	<p><b><u>Share Issue Expenses:</u></b> The share issue expenses is carried as an asset and is amortised over a period of 5 years.</p>		

VEERHEALTH CARE LIMITED (FORMERLY NIYATI INDUSTRIES LIMITED)					
Notes to the Financial Statements for the year ended 31st March, 2017 (Amount in "000")					
Note No.	Particulars	As at 31/03/2017		As at 31/03/2016	
2	<b>Share Capital</b>				
	<b>Authorised</b>				
	1,00,00,000 Equity shares of Rs. 10/- each (Previous year 10,00,00,000 Equity shares of Rs. 1/- each)	1,00,000		1,00,000	
	<b>Issued, Subscribed and Paid up</b>				
	69,34,238 Equity shares of Rs. 10/- each fully paid up (Previous year 6,93,42,384 Equity shares of Rs.1/- each)	69,342		69,342	
		69,342		69,342	
	<b>Details of shares held by each share holders holding more than 5% shares</b>				
	<b>Name of Shareholder</b>	<b>As at 31-03-2017</b>		<b>As at 31-03-2016</b>	
		<b>No. of shares</b>	<b>%</b>	<b>No. of shares</b>	<b>%</b>
	Yogesh M. Shah	883	12.74	8,831	12.74
Divyabala M. Shah	464	6.69	4,640	6.69	
Shares of Rs. 1/- each consolidated in to Rs. 10/- each during the year.					
3	<b>Reserves and Surplus</b>	<b>As at 31st March, 2016</b>	<b>Addition during the year</b>	<b>Deduction during the year</b>	<b>As at 31st March, 2017</b>
	Security Premium Reserve	58,376			58,376
	General Reserve	7,306	-	-	7,306
	Surplus in statement of profit and loss	-6,856	286		-6,570
		58,826	286	-	59,112
		2017		2016	
	Profit for the period		286		88
	Less: Dividend on Equity Shares	-		-	
	Tax on Distributed Profits on Equity Shares	-		-	
	Transfer to General Reserve	-		-	
			286		88
4	<b>Money Received against share warrants</b>	-			-
5	<b>Share Application Money pending allotment</b>	-			-
6	<b>Long Term Borrowings</b>				
	<b>Secured</b>				
	Term Loan for plant & machineries for 5 years eligible under government CLCSS scheme from HDFC Bank Ltd. Secured against Debtors, plant and machineries and personal guarantee of all executive directors of the company. Interest rate base rate + 2.80%, sanctioned limit 150 lakhs.	4,568		6,667	
<b>Unsecured</b>	-		-		
	4,568		6,667		
7	<b>Deferred tax liabilities</b>				
	Deferred Tax Liabilities on account of Fixed Assets	2,109		2,194	
	Deferred Tax Assets on account of Gratuity Provision & losses	1,290		1,366	
Deferred Tax Liabilities (Net)	819		828		
8	<b>Other Long term liabilities</b>	-		-	
9	<b>Long term provisions</b>				
	Provision for Gratuity	324		197	
	324		197		
10	<b>Short-term borrowings</b>				
	<b>Secured</b>				
	Term Loan for plant & machineries for 5 years eligible under government CLCSS scheme from HDFC Bank Ltd. Secured against Debtors, plant and machineries and personal guarantee of all executive directors of the company. Interest rate base rate + 2.80%, sanctioned limit 150 lakhs.	2,098		3,444	
	Cash Credit from HDFC Bank Ltd. Secured against Debtors, Plant & Machineries and personal guarantee of all executive directors. Interest rate base rate + 2.80%, sanctioned limit 50 lakhs.	-8,183		699	
<b>Unsecured</b>	-		-		
	-6,085		4,144		

<b>VEERHEALTH CARE LIMITED (FORMERLY NIYATI INDUSTRIES LIMITED)</b>			
<b>Notes to the Financial Statements for the year ended 31st March, 2017 (Amount in "000")</b>			
Note No.	Particulars	As at 31/03/2017	As at 31/03/2016
11	<b>Trade payables</b>		
	Trade payables due to Micro, Small and Medium Ent.	-	-
	Trade Payable Others (net of Advances)	2,139	910
	Due from Related parties	-	-
	Others	18	-104
		<b>2,157</b>	<b>806</b>
12	<b>Other current liabilities</b>		
	Current maturities of long term debts	-	-
	Other payables-employees	-	-
	Trade deposits and Advances	-	-
	Sales Tax, TDS and Withholding tax payable	362	311
	Interest accrued and due	-	-
	Interest accrued but not due	-	-
	Unpaid matured deposits and interest accrued thereon	-	-
	Other payables	-	-
		<b>362</b>	<b>311</b>
13	<b>Short-term provisions</b>		
	Dividends on Equity shares (Including Div.Dis.Tax)	-	-
	Income Tax and Wealth Tax	95	64
	Employees benefits	-	-
	Others (Including provision for MTM on forward contracts)	-	-
		<b>95</b>	<b>64</b>
14	<b>Fixed Assets</b>		
	Gross Amount	31,086	30,742
	Less: Depreciation & Amortisation of Expenses	5,871	3,601
		<b>25,215</b>	<b>27,141</b>
15	<b>Non-current investments</b>	-	-
16	<b>Deferred tax assets (Net)</b>	-	-
17	<b>Long term loans and advances</b>		
	Factory Deposits	5,000	30,000
	Office Deposits	20,000	15,000
	MTNL Deposit	13	13
	Uttar Gujarat Vij Company Ltd.	849	914
		<b>25,862</b>	<b>45,927</b>
18	<b>Other non-current assets</b>		
	Staff Advances	-	-
	Share Issue Expenses (Preferential)	211	317
		<b>211</b>	<b>317</b>
19	<b>Current investments</b>	-	-
20	<b>Inventories</b>		
	Stock in Trade (In respect of goods manufactured)	15,349	11,238
	Stock in Trade (In respect of goods traded)	-	-
		<b>15,349</b>	<b>11,238</b>
21	<b>Trade receivables</b>		
	<b>Secured</b>	-	-
	<b>Unsecured</b>		
	More than 6 months considered good	3,955	3,611
	Other receivables considered good	2,145	5,250
		<b>6,099</b>	<b>8,861</b>
	Less : Provision for doubtful debts	-	-
		<b>6,099</b>	<b>8,861</b>
22	<b>Cash and cash equivalents</b>		
	Cash in hand and as Imprest	174	391
	Cheques/ Drafts in hand	-	-
	On Current Account	37	49
	On Dividend Account	-	-
	On Deposit Account	580	555
	As Margin money	-	-
		<b>791</b>	<b>994</b>

VEERHEALTH CARE LIMITED												
FIXED ASSETS: New No. 14 (Amount in '000/-)												
DESCRIPTION	GROSS BLOCK					DEPRECIATION					NET BLOCK	
	As at 1.04.2016	ADDITION DURING THE YEAR	DEDUCTION DURING THE YEAR	As at 31.03.2017	Up To 1.04.2016	On Op.Bal	On Addition	For the Year 2016-17	Up To 31.03.2017	As at 31.03.2017	As at 31.03.2016	
Computer - Ahmedabad	87	-	-	87	41	27	-	-	75	14	41	
Air Conditioner - Ahmedabad	1,332	-	-	1,332	283	84	-	-	367	961	1,049	
CC TV EG 19 - Ahmedabad	37	37	-	74	19	15	01	-	36	160	140	
Exhae - Ahmedabad	86	-	-	86	87	28	-	-	186	-	28	
Earth Washing Machine	33	-	-	33	16	12	-	-	31	114	86	
Labeling Machine	471	-	-	471	41	30	-	-	74	397	426	
Liquid Filling Sealing Line	1,889	-	-	1,889	118	118	-	-	309	1,600	1,679	
Liquid Manufacturing Tanks	1,044	-	-	1,044	309	66	-	-	171	869	951	
Liquid Manufacturing Vessel	288	-	-	288	21	18	-	-	43	241	263	
S3 Tank - 100 Lt	91	-	-	91	10	66	-	-	36	78	81	
GR200 Blow Mould	56	-	-	56	03	02	-	-	06	30	32	
Tablet Mould 60ML	23	-	-	23	02	01	-	-	04	19	21	
Cap Injection Mould	79	-	-	79	08	01	-	-	15	66	71	
V-Kof	14	-	-	14	03	03	-	-	05	46	30	
Air Compressor 10 HP	17	-	-	17	06	04	-	-	10	47	11	
Lead Fed Dryer	1,510	-	-	1,510	368	117	-	-	301	1,141	1,662	
Induction Cap Sealing Machine	110	-	-	110	16	09	-	-	21	121	134	
Multi Mill- Tablet	212	-	-	212	26	16	-	-	42	210	226	
Orange and Bander 500 Lt	403	-	-	403	42	26	-	-	68	537	363	
BMG 210 Lt (Glass)	1,273	-	-	1,273	153	81	-	-	215	1,019	1,140	
Tablet Coating Machine	403	-	-	403	42	26	-	-	68	537	363	
Tablet Compression Machine	672	-	-	672	71	43	-	-	114	568	611	
Tablet Dryer	889	-	-	889	69	16	-	-	126	763	820	
Wine Stillifer	153	-	-	153	10	127	-	-	26	20	137	
Generator - Diesel	478	-	-	478	16	30	-	-	30	398	428	
Powder Filling Machine	862	-	-	862	11	10	-	-	21	141	151	
Tube Filling Machine	823	-	-	823	36	32	-	-	108	715	781	
Ventilation Unit	1,899	-	-	1,899	72	70	-	-	142	918	1,027	
Water Treatment Plant	63	-	-	63	03	04	-	-	09	36	60	
Washing Machine	44	-	-	44	04	03	-	-	07	37	39	
Automatic Label/ Capten Combined Machine	77	-	-	77	08	01	-	-	13	64	69	
Automatic Shipping Machine	59	-	-	59	04	02	-	-	06	32	38	
Electrical Installation	1,219	-	-	1,219	87	80	-	-	207	1,032	1,152	
Luminaire & Fixtures	6,710	-	-	6,710	998	641	-	-	1,640	5,110	5,711	
Car - Volkswagen Vento	913	-	-	913	413	115	-	-	569	587	900	
Other Press	63	-	-	63	02	04	-	-	06	37	61	
M.S. Jacketed Tank	153	-	-	153	01	10	-	-	10	142	152	
Oil Filling Automatic Machine	673	-	-	673	21	43	-	-	43	611	614	
Oil Filling Machine	1,253	-	-	1,253	110	110	-	-	182	1,151	1,661	
Shank Tunnel	153	-	-	153	03	09	-	-	14	121	130	
Sticker Labeling Machine	793	-	-	793	21	30	-	-	30	720	770	
Two Head Semi Oil Filling Machine	884	-	-	884	03	07	-	-	07	94	101	
Ornament MFG Machine	1,610	-	-	1,610	82	80	-	-	103	1,443	1,946	
Shampoo Filling Machine	367	-	-	367	06	11	-	-	11	149	160	
Mold Machine 300 ML	123	-	-	123	04	02	-	-	12	111	119	
Batch Coding Machine	104	-	-	104	15	33	-	-	40	476	509	
Change Parts	398	90	-	488	02	07	3,249	-	10	107	107	
D.M Water Plant	363	-	-	363	21	37	-	-	37	323	360	
Sinter For Liquid Tank	50	-	-	50	01	02	-	-	02	27	29	
Washman Tablet Dia Funch	21	-	-	21	00	01	-	-	02	19	21	
Sealing/Shrinkage Machine	113	-	-	113	04	07	-	-	07	104	111	
Sinter Tank 5, 100 Lt	-	78	-	78	-	-	4,071	-	04	78	-	
Pump Model	-	82	-	82	-	-	3,189	-	04	78	-	
Vacuum Pump	-	37	-	37	-	-	1,794	-	02	31	-	
Total	30,742	344	-	31,086	3,601	2,656	16	2,270	5,671	35,215	27,141	
Previous Year	22,247	8,491	-	30,742	1,944	1,720	337	2,037	3,601	27,141	20,703	

<b>VEERHEALTH CARE LIMITED (FORMERLY NIYATI INDUSTRIES LIMITED)</b>			
<b>Notes to the Financial Statements for the year ended 31st March, 2017 (Amount in "000")</b>			
Note No.	Particulars	As at 31/03/2017	As at 31/03/2016
<b>23</b>	<b><u>Short-term loans and advances</u></b>		
	Loans and Advances to Related Parties	-	-
	Loans and Advances to Others	5,887	-
	Business Advances	276	697
	Other Advances	-	-
	Intercorporate Deposits	45,050	39,801
	Other Deposits	-	-
	Deposits/Balances with Excise/VAT authorities	904	958
	Advance payment of Income Tax/Wealth Tax/TDS	428	353
	MAT credit entitlement	-	-
		<b>52,545</b>	<b>41,809</b>
<b>24</b>	<b><u>Other current assets</u></b>		
	Other current assets	4,622	4,899
		<b>4,622</b>	<b>4,899</b>
<b>25</b>	<b><u>Revenue from operations</u></b>		
	Sales of Goods	13,215	8,341
	Sales of Services - Job Work	5,962	13,383
	Other Operating Income-Export Incentives	39	-
		<b>19,216</b>	<b>21,724</b>
	Less: Excise Duty	-	-
	Net Sales	<b>19,216</b>	<b>21,724</b>
	<b><u>Particulars of Sale of Products</u></b>		
	Sale of Pharma Items	10,644	8,341
	Sale of Cosmetics - Exports	2,571	-
	Sales of Services - Job Work	5,962	13,383
<b>26</b>	<b><u>Other Income</u></b>		
	Interest from Others	4,008	3,627
	Subsidy	1,500	-
	Discount	0	214
	Other Income	312	-
		<b>5,820</b>	<b>3,841</b>
<b>27</b>	<b><u>Cost of materials consumed</u></b>	-	-
<b>28</b>	<b><u>Purchase of Stock-in-Trade</u></b>		
	Purchase of Pharma Items	15,715	15,770
		<b>15,715</b>	<b>15,770</b>
<b>29</b>	<b><u>Change in Inventories of finished goods, WIP and Stock in Trade</u></b>		
	Stock at close-Pharma Items	15,349	11,238
		<b>15,349</b>	<b>11,238</b>
	Stock at commencement-Pharma Items	11,238	4,619
		<b>11,238</b>	<b>4,619</b>
		<b>-4,111</b>	<b>-6,619</b>
<b>30</b>	<b><u>Other Manufacturing Expenses</u></b>		
	Excise Duty	47	518
	Freight	46	51
	Testing/Design Charges	181	61
	Power Expenses	655	759
	D.M.Water Expenses	178	-
	Repairs	99	76
		<b>1,205</b>	<b>1,465</b>

<b>VEERHEALTH CARE LIMITED (FORMERLY NIYATI INDUSTRIES LIMITED)</b>			
<b>Notes to the Financial Statements for the year ended 31st March, 2017 (Amount in "000")</b>			
<b>Note No.</b>	<b>Particulars</b>	<b>As at 31/03/2017</b>	<b>As at 31/03/2016</b>
<b>31</b>	<b><u>Employee benefit expense</u></b>		
	Salaries, Wages, Bonus, Gratuities & Allowances	5,584	4,700
	Staff Welfare Expenses	216	21
		<u>5,800</u>	<u>4,721</u>
<b>32</b>	<b><u>Financial costs</u></b>		
	Interest expenses on overdrafts and other borrowings	1,011	1,323
	Bank Charges	-	07
		<u>1,011</u>	<u>1,330</u>
<b>33</b>	<b><u>Other expenses</u></b>		
	Rent	-	-
	Rates & taxes	-	-
	Insurance	142	138
	Advertisement publicity& sales promotion	169	5,001
	Travelling & other incidental expenses	47	79
	Office maintenance	62	43
	Vehicle running & maintenance & Conveyance	51	17
	Printing & stationery	22	336
	Communication expenses	59	33
	Staff recruitment & training	-	-
	Donation	-	-
	Auditors remuneration As auditors	70	70
	for tax audit	15	15
	for certification/limited review	15	15
	out of pocket expenses	-	-
	Legal,professional & consultancy charges	909	272
	Director's sitting fees	-	-
	Director's commission	-	-
	Listing Fees	281	253
	Miscellaneous expenses	47	69
	Share Transfer Exp.	-	-
	Share issue expenses w/Off	106	-
	Discount & claims to customers and other selling expenses	31	05
	VAT/CST/Ser Tax paid	312	259
	Selling and Transport Expenses	436	-
	Loss/(gain) on sale/disposals of fixed assests/intangibles	-	-
		<u>2,773</u>	<u>6,604</u>
<b>34</b>	<b><u>Exceptional Items</u></b>	-	-
<b>35</b>	<b><u>Extraordinary Items</u></b>	-	-
<b>36</b>	<b><u>Profit/(Loss) from discontinuing operations</u></b>	-	-

VEERHEALTH CARE LIMITED (FORMERLY NIYATI INDUSTRIES LIMITED)				
Notes to the Financial Statements for the year ended 31st March, 2017 (Amount in "000")				
Note No.	Particulars	As at 31/03/2017		As at 31/03/2016
<b>37</b>	<b>Value of Imports on CIF basis in respect of:</b>	<b>2016-17</b>		<b>2015-16</b>
	Raw Material	Nil		Nil
	Componets and Spare Parts	Nil		Nil
	Capital Goods	Nil		Nil
<b>38</b>	<b>Expenditure in Foreign Currency on account of:</b>			
	a) Royalty, know how, professional, consultation fees, interest and other matters	Nil		Nil
	b) Travelling	Nil		Nil
<b>39</b>	<b>Dividend remitted in foreign currency</b>	Nil		Nil
<b>40</b>	<b>Earning in foreign exchange</b>			
	FOB value of exports	-		-
	Royalty, know how Professional and consultancy fees	-		-
	Interest and dividends	-		-
	Other Income	-		-
<b>41</b>	<b>Value of Imported and Indigenous material consumed &amp; percentage there of</b>	<b>Value</b>	<b>%</b>	<b>Value</b>
	Value of Imported material consumed	-	-	-
	Value of Indigenous material consumed	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>42</b>	<b>Payment to Auditors</b>			
	a) As Auditor		70	70
	b) As Advisor or in any other capacity			
	i) Taxation matters (Tax Audit)		15	15
	ii) Company Law matters		-	-
	iii) Management services		-	-
	c) In any other manner- Limited Review Report		15	15
<b>43</b>	<b>Employees Retirement Benefits</b>			
	As required under the accounting standard -15 regarding "Accounting for Retirement Benefits in the Financial Statements of Employer", Actuarial Valuation Report has been obtained for the liabilities for gratuity and leave encashment benefits.			
<b>44</b>	<b>Segment Reporting as required under Accounting Standard 17</b>			
	Company is dealing in Ayurved Pharma product and cosmetics Items	100.00		100.00
<b>45</b>	<b>Related parties disclosure in accordance with the Accounting Standard 18</b>			
	List of Related Parties : Enterprise owned or significantly controlled by the Directors of the Company:			
	The name of the Company/Firm	Director	Capacity	
		Interested		
	1 Veer Energy & Infrastructure Limited	Yogesh M. Shah	Managing Director	
	2 Krupa Windtech Pvt. Ltd.	Yogesh M. Shah	Director	
	3 Ruchi Windfarm Pvt. Ltd.	Yogesh M. Shah	Director	
	4 M/s. Arpan Housing Company	Yogesh M. Shah	Proprietor	
	5 M/s. Veer Energy & Infrastructure Limited	Mitesh J Kuvadia	Director	
	6 M/s. Ratnakar Fasteners Private Limited	Mitesh J Kuvadia	Director	
	7 M/s. Arvind Shah & Co.	Arvind M Shah	Proprietor	
	8 Ms. Shruti Y. Shah	Yogesh M. Shah	Daughter	
	9 Ms. Ruchi Y. Shah	Yogesh M. Shah	Daughter	
	10 Shah Pack N Prints	Bhavin Shah	Brother of MD	
	<b>Key Managerial Person</b>			
	Mr. Bhavin Shah	Managing Director		
	Ms. Shruti Shah	Executive Director		
	Mr. Rony Shah	Company Secretary		
	Mr. Akash Shah	Chief Financial Officer		
	<b>Transaction with Related Party</b>			
	Veer Energy & Infrastructure Limited	Intercompany Deposit Repaid	19,066	
	Veer Energy & Infrastructure Limited	Purchase of Material	24	
	Veer Energy & Infrastructure Limited	Factory Deposit Repaid	25,000	
	Mr. Bhavin Shah	Remuneration	1,040	
	Mr. Jigar Shah	Salaries	780	
	Mr. Rony Shah	Salaries	351	
	Ms. Shruti Y Shah	Salaries	351	
	Ms Ruchi Y Shah	Salaries	221	
	M/s. Plastic Udyog	Purchase of Material	41	
	<b>Details of outstandings with Related Party at the end of the year</b>			
		31-03-2017		31-03-2016
		-		-

<b>VEERHEALTH CARE LIMITED (FORMERLY NIYATI INDUSTRIES LIMITED)</b>			
<b>Notes to the Financial Statements for the year ended 31st March, 2017 (Amount in "000")</b>			
Note No.	Particulars	As at 31/03/2017	As at 31/03/2016
<b>46</b>	<b>Earning per share (EPS)</b>		
	i) Net Profit after tax as per statement of Profit and Loss	286	88
	ii) Weighted average number of equity shares used as denomination for calculating EPS	6,934	69,342
	iii) Basic Earning per share	0.041	0.001
	Diluted Earning per share	0.041	0.001
	iv) Face Value per equity share	10.00	1.00
<b>47</b>	<b>There are no pending capital commitments.</b>		
<b>48</b>	<b>Contingent Liabilities</b>		
	There are no contingent liabilities as on the date of the balance sheet.		
<b>49</b>	<b>The Company has no liability under Micro, Small and Medium Enterprises Development Act, 2006 (the Act) and hence disclosure regarding the following has not been provided:</b>		
	(a) Amount due and outstanding to suppliers as the end of accounting year;		
	(b) Interest paid during the year;		
	(c) Interest payable at the end of the accounting year; and		
	(d) Interest accrued and unpaid at the end of the accounting year.		
<b>50</b>	The details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016		
	(Amount in "000")		
		SBNs	Other denomination Notes
		Total	
	Closing cash in hand as on 08.11.2016	600	62
	(+) Permitted receipts	0	497
	(-) Permitted payments	0	87
	(-) Amount deposited in Banks	600	0
	Closing cash in hand as on 30.12.2016	0	472
<b>51</b>	Previous year figures have been regrouped & rearranged wherever necessary.		
	As per our report of even date attached		
	<b>For JAYESH R SHAH &amp; CO.</b>	<b>For and on Behalf of the Board</b>	
	<b>Chartered Accountants</b>		
	<b>Firm Regn.No.104182W</b>		
	<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
	<b>Jayesh Shah</b>	<b>Bhavin Shah</b>	<b>Yogesh Shah</b>
	<b>Proprietor</b>	<b>Managing Director</b>	<b>Director</b>
	<b>M.No. 033864</b>	<b>DIN: 03129574</b>	<b>DIN: 00169189</b>
	<b>Sd/-</b>	<b>Sd/-</b>	<b>Sd/-</b>
	<b>Rony Shah</b>	<b>Rony Shah</b>	<b>Akash Shah</b>
	<b>Company Secretary</b>	<b>Company Secretary</b>	<b>CFO</b>
	<b>Place : Mumbai</b>		
	<b>Date : 29th May, 2017</b>		



## VEERHEALTH CARE LIMITED

CIN: L65910MH1992PLC067632

Registered Office: 629-A, Gazdar House, 1<sup>st</sup> Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai – 400 002.  
Tel: (022) 22018582 Fax: (022) 22072644 Email: info@veerhealthcare.net Website: www.veerhealthcare.net

### FORM NO. MGT-11 PROXY FORM

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

CIN	L65910MH1992PLC067632
Name of the Company	Veerhealth Care Limited
Registered Office	629-A, Gazdar House, 1 <sup>st</sup> Floor, Near Kalbadevi Post Office, J.S.S. Marg, Mumbai - 400002
Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./DP ID-Client ID	

I/We, \_\_\_\_\_ being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint,

1.	Name E-mail ID	Address:	Signature : _____ or failing him
2.	Name E-mail ID	Address:	Signature : _____ or failing him
3.	Name E-mail ID	Address:	Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25<sup>th</sup> Annual General Meeting of the Company, to be held on Friday, 29<sup>th</sup> September, 2017 at 11.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Vote	
		For	Against
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors ('the Board') and the Auditors thereon.		
2	To appoint a Director in place of Mr. Yogesh M. Shah (DIN: 00169189), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To appoint Statutory Auditors.		

Signed this ..... day of ..... 2017.

Affix Revenue  
Stamp of Rs. 1

Signature of Shareholder ..... Signature of Proxyholder(s) .....

**NOTE: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

To, \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



**Mumbai Office:**

629-A, Gazdar House, 1<sup>st</sup> Floor,

Nr. Kalbadevi Post Office,

J. S. S. Road, Mumbai – 400002

Tel: +91 22 22018582

Fax: +91 22 22072644

Email: [info@veerhealthcare.net](mailto:info@veerhealthcare.net)