



WELCURE DRUGS & PHARMACEUTICALS LTD.

Regd. Off. : B-9 & 10, Laxmi Towers, L.S.C., Block C, Saraswati Vihar, Delhi -110034.

Phone : 27011428 Fax : 27023256

CIN No. L24232DL1996PLC227773

18.06.2018

**BSE Limited ("BSE")
Corporate Relationship Department
2nd Floor, New trading Ring,
P.J. Towers, Dalal Street
Mumbai-400001**

**BSE Scrip Code: 524661
ISIN: INE331C01017**

SUB: ANNUAL REPORT ALONG WITH FORM A

REF: File No: 524661

Dear Sir,

Pursuant to Regulation 34 of SEBI (listing Obligation and Disclosure Requirement) Regulations 2015, we hereby forwarding the Annual Report for financial Year 2017-18 along with Form A.





Kindly take the above document on your record.

For **WELCURE DRUGS & PHARMACEUTICAL LTD.**

DIRECTOR & COMPANY SECRETARY

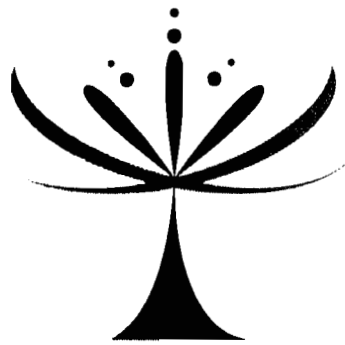
FORM A

(Pursuant to Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

S.No	Particulars	Details
1.	Name of the Company	Welcure Drugs & Pharmaceuticals Limited
2.	Annual Financial Statements for the year ended	31 st March 2018
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	Since Inception
5.	Signed by- <ul style="list-style-type: none"> • Director • Chief Finance officer(CFO) • Audit Committee(Member) • Auditors of the Company 	<p>Mr. Sudhir Chandra </p> <p>Mr. M.L. Bhateja </p> <p>Mr. Sudhir Chandra </p> <p>Refer our Audit Report dated 21.04.2018 On the annual financial statements of the Company For V.P. Gupta & Co. Chartered Accountants (Firm Registration No. 000699N)</p>  <p> V.P. Gupta (Partner) (Membership No. 080577)</p>

Annual Report

2017-2018



WELCURE DRUGS & PHARMACEUTICALS LTD.



WELCURE DRUGS & PHARMACEUTICALS LTD.

Board of Directors (All Non-Wholetimers & Honorary)

Shri Sudhir Chandra (Managing Director)
Shri M. L. Bhateja - Director & C. F. O.
Shri D. C. Jain - Director
Shri S. S. Dhanoa - Director
Ms. Rashi Goel - Director & Company Secretary

Audit Committee

Shri Sudhir Chandra
Shri S. S. Dhanoa
Shri M. L. Bhateja
Ms. Rashi Goel

Stakeholder Relationship Committee

Shri M.L.Bhateja, Chairman
Shri S. S. Dhanoa
Shri Sudhir Chandra
Ms. Rashi Goel

Remuneration Committee

Shri S. S. Dhanoa
Shri M. L. Bhateja
Shri Sudhir Chandra

Auditors

V. P Gupta & Co.

Internal Auditors

Vibhor Gupta & Associates

Registered Office

B-9, 10, Laxmi Towers,
L.S.C., C Block,
Saraswati Vihar, Delhi-110034

Share Transfer Agent

Link Intime (India) Pvt. Ltd.,
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase-I,
Near PVR Naraina,
New Delhi-110028.

WELCURE DRUGS & PHARMACEUTICALS LIMITED

BOARD'S REPORT:

The Board hereby presents the Twenty Sixth Annual Report together with Audited IND AS Financial Statements comprising Balance sheet, the statement of Profit and Loss (including other comprehensive income), the cash flow statement and the statement of changes in Equity of the Company and Auditors Report for the Financial Year ended 31st March 2018 in terms of section 134(3) of Companies Act, 2013.

1. Extract of Annual Return: Extract of the Annual Return as provided under section 92(3) of the Companies Act, 2013 in form MGT-9 is annexed as Annexure-I.

2. Numbers of Meetings of The Board: The Details are given in Para 2(d) of Corporate Governance Report.

3. Directors Responsibility Statement: Directors hereby state that:

- (a) In the preparation of the annual accounts, the applicable accounting standards including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 had been followed along with proper explanation relating to material departures;
- (b) The Directors had 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 which comprise the Balance Sheet, Statement of Profit & Loss, the cash flow statement and the statement of changes in Equity for the financial year ended on 31.03.2018;
- (c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the Annual Accounts on a going concern basis; and
- (e) The Directors had laid down internal financial controls over financial reporting to be followed by the company and that such internal financial controls are adequate and were operating effectively; for ensuring the orderly and efficient conduct of business, including adherence to company's policies, the safeguarding its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information.
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

4. Details in Respect of Fraud : In terms of provisions of section 134(3) (ca) no fraud was reported by auditors under section 143(12) of the Companies Act, 2013

5. Statement of Declaration by Independent Directors (Section 149(6))

- a) The Board of Directors of the Company is of the opinion that : The independent directors are persons of integrity and possess relevant expertise and experience.
- b) The independent directors have given a statement on declaration that:
 - i) None of the independent directors is or was a promoter of the Company or its holding, subsidiary or associate company.
 - ii) None of the independent directors is related to promoters or directors in the company, its holding, subsidiary or associate company.
 - iii) None of the independent directors has or had any pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
 - iv) None of the relatives of independent directors has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters or directors, amounting to two percent or more of its gross turnover or total income or Rupees Fifty Lakhs, during the two immediately preceding financial years or during the current financial year.
 - v) Neither any independent director nor his relatives:
 - (a) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years.
 - (b) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year; or
 - i) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

- ii) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent or more of the gross turnover of such firm;
- (c) Holds together with his relatives two per cent or more of the total voting power of the company; or
- (d) Is a chief executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent or more of the total voting power of the company.

6. Audit Observations

- (i) Statutory Auditor : No Qualifications, reservations or adverse remarks or disclaimer was made by the auditor in his audit report.
- (ii) Secretarial Auditor: No Qualifications, reservations or adverse remarks or disclaimer was made by the secretarial auditor in his audit report.
- (iii) Internal Auditor: No Qualifications, reservations or adverse remarks or disclaimer was made by the Internal auditor in his audit report.

7. Loans, Guarantees & Investment: During the year under review, the company has not provided any loan, guarantee or investment in terms of Section 186 of the Companies Act, 2013.

8. Related Party Transactions: No contract or arrangements with related parties were entered into by the Company, in terms of Section 188 of the Companies Act, 2013. However, sitting fee of total Rs. 32000/- was paid to all four non-executive directors, during the financial year 2017-18 for attending Audit Committee meeting and Board Meeting of the Company. No sitting fee was paid to Mr. D.C.Jain, Promoter.

9. State of Company's Affairs: During the year under review, the Company had a total income of Rs. 5.12 lacs (Previous Year INR 8.95 Lacs); and after deducting the total expenditure of INR 7.05 Lacs (Previous year INR 6.20), the company had a net loss of INR 1.93 lacs (Previous year net profit of INR 2.75 lacs).

10. Reserves: The amount of INR 193,384/- i.e. the net loss, has been retained in the profit & loss account and has been carried forward to the Balance Sheet accordingly.

11. Dividend: In view of the accumulated losses and non availability of liquid funds, dividend declaration is neither possible nor recommended for the year under review.

12. Material Changes and Commitment: No material changes and commitments occurred, which may affect the financial position of the Company, between the end of the financial year of the Company to which the financial statements relate and the date of the report.

13. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

(a) Conservation of energy-Company has no manufacturing operations; therefore provision relating to disclosure of Conservation of Energy is not applicable to the Company.

(b) Technology absorption- During the year under review no new technology was absorbed and no expenditure was incurred on Research & Development.

(c) Foreign exchange earnings and outgo - Foreign exchange earnings and outgo were nil during the current year.

14. Risk Management Policy: The details are given in Para 12 of Corporate Governance Report.

15. Corporate Social Responsibility: During the year under review, the net worth of the Company is less than Rs. 500.00 crore; turnover is less than Rs. 1000.00 crore; and net profit is less than Rs. 5.00 crore; therefore constitution of corporate Social Responsibility Committee is not applicable in terms of section 135(1) of the Companies Act, 2013.

16. Formal Annual Evaluation of Board, Committee and the Directors

The Company's Board of Directors is dedicated to act in good faith; exercise their judgement on an informed basis and in the best interest of the company and its stakeholders. The company makes all compliances under the overall direction of the Board of Directors within the framework laid down by various statutes, more particularly by the Companies Act, 2013; the articles of Association, SEBI listing regulations and internal code of conduct.

17. Nomination and Remuneration Committee (Section 178(1))

No remuneration has been paid or is being paid to any of the Directors or key Managerial Personnel during the financial year. Therefore no such committee meeting was held. The functions of Stakeholders Relationship Committee are combined and entrusted with Audit Committee.

WELCURE DRUGS & PHARMACEUTICALS LIMITED

18. Financial Summary & Highlights

Revenue from Operations (other operating Revenue)	Other Income	Total Income	Profit/(loss) Before Tax	Profit/(loss) After Tax
5,00,000	11,747	5,11,747	(193,384)	(193,384)

As mandated by the Ministry of Corporate Affairs and SEBI circular no. CIR/CFD/FAC/62/2016 dated 05.07.2016, the Company has adopted the IND AS for the financial year commencing from April 1, 2017. The estimates and judgement relating to the financial statements are based on prudent basis, so as to reflect in a true and fair manner.

19. Change In Nature of Business - During the year under review, there has been no change in the nature of business of the Company.

20. Directors & Key Managerial Personnel - During the year, no director has been appointed or resigned from the Company. Ms. Rashi Goel retires by rotation at the forthcoming Annual General Meeting of the Company and is eligible for re-appointment. The Board recommends her re-appointment.

21. Subsidiaries, Joint ventures or Associate Companies - During the period under review no Company became or ceased to be its subsidiaries, joint venture or associate company.

22. Fixed Deposits under Chapter V - The Company had not accepted any deposit from its Directors, employees or general public during the year; and there is no unpaid or unclaimed deposit at the end of the year.

23. Material Court Orders - During the year no material court order was passed by any regulators, tribunals or courts which impact the going concern & company's operation in future.

24. Internal Control System and their Adequacy - The Company has adequate system of internal control to safeguard and protect from loss, misappropriation or disposition of its assets and adequate system and operating of effectiveness of internal financial controls over financial reporting. All the transactions are properly authorized, recorded and reported to the management. The Company is following all the applicable Accounting Standards including Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 for properly maintaining the books of accounts and reporting financial statements. The management of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

25. Auditors - M/s. V. P. Gupta & Co., Chartered Accountant holds the office as Auditors till the conclusion of the forthcoming annual general meeting; and are eligible for re-appointment.

The company has received a letter from M/s V. P. Gupta & Co., Chartered Accountants, that they hold peer review certificate from Peer Review Board of the Institute of Chartered Accountants of India & their appointment, if made at the forthcoming Annual General Meeting, would be within the cooling limits laid down under the Companies Act, 2013 and the rules made thereunder and they are eligible for appointment & not disqualified to act as Auditor of the Company to Audit

Accounts of the Company for the Financial Year 2018-2019 and that there are no matters of conduct pending against the firm or any of the auditor. The Board recommends their appointment.

26. Cost Audit - Provisions of Rule 3 of Companies (Cost Records and Audit) amendment Rules, 2014, related to maintenance of cost records is not applicable to the Company, as the Company does not have an annual turnover of rs. 35 cr. or more during immediately preceding financial year. Therefore the Company is also not required to appoint cost auditor for the financial year 2017-18.

27. Secretarial Audit - M/s A. K. Nandwani & Associates, Company Secretaries was appointed as secretarial auditor to conduct the secretarial audit of the Company for the financial year 2017-18. The Secretarial Audit Report in form MR-3 obtained from M/s A.K. Nandwani & Associates, Company Secretaries, for the said financial year is annexed herewith and forms part of this report as Annexure II.

28. Internal Auditor - As per the Provisions of section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014, with regard to Internal Audit. M/s Vibhor Gupta & Associates, Chartered Accountant, have been appointed as Internal Auditor of the company for the financial year 2017-18.

29. Composition of Audit Committee - The details of composition of Audit Committee, in terms of section 177(8) are given in Para 5(i) of Corporate Governance report.

30. Vigil Mechanism Policy - The Company has no employee; and therefore no Vigil Mechanism Policy/Whistle blower Mechanism has been established, however the Directors of the Company can directly report any grievances to the Board of the Company.

30. Prevention of Sexual Harassment of Women - During the period under review, no woman was in employment of the company. Therefore no internal complaint committee was set up under Sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

31. Listing fee of Shares - The shares of the company are listed on a recognized stock exchange - Bombay Stock Exchange and up to date listing fee is paid.

32. Management Discussion Analysis & Corporate Governance Report - Management Discussion & Analysis Report, Report on Corporate Governance and a secretarial audit report along with the Auditors' Report are annexed and forms part of the Annual Report in accordance with the terms of the SEBI (Listing obligation and Disclosure Requirements) regulation, 2015.

33. Certificate for Compliance of Corporate Governance - Certificate from Practicing Company Secretary regarding Compliance of Conditions of Corporate Governance as provided in clause D of Schedule V of the SEBI Listing Regulation, 2015 is annexed as Annexure III.

Place: Delhi Date: 21.04.2018	For & on behalf of Board of Directors Sudhir Chandra, Mg. Director (DIN:00323545)	Rashi Aggarwal Director & Co. Secretary (DIN:06978655)
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CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

1. WELCURE'S PHILOSOPHY

In WELCURE, Corporate Governance philosophy stems from our belief that corporate governance is a key element in enhancing investor confidence. The Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it.

WELCURE complies with the requirements of the provisions on Corporate Governance as specified in regulations 17 to 27 and Para C.D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. The fundamental concern of corporate governance is to ensure the conditions whereby a company's directors and managers act in the interest of the company and its various stakeholders.

2. BOARD OF DIRECTORS

The Board of WELCURE defines the Company's policy. There are five directors in the company. The Board of Directors and its committees meet at regular intervals.

a) Promoter Director - Shri D. C. Jain, B. Com., LL.B., M.I.L (Hons.), G.D.I.M., M.I.I.A., A.M.I.B.M. F.A.S.M., F.C.S. is a Non-executive Director and founder & only promoter of the Company; and has nearly five decades experience in controlling various industries as top level Company Executive. He had been President of the Institute of Company Secretaries of India.

b) Managing Director - Shri Sudhir Chandra, B.Sc., B. Tech (Hons.) and Dip. (Ing., West Germany), is a Non-Whole Time Honorary Managing Director of the Company. He has over 48 years working experience in Management

& Systems including 9 years experience in Pharmaceuticals. He had been associated with some of the leading industries in India and abroad, providing a high rate of work satisfaction throughout his career. He is a member of Company's Audit Committee, Nomination & Remuneration Committee, Shareholders & Investors Grievance Committee.

c) Independent Non-Executive Directors; **Shri S.S. Dhanoa**, I.A.S (Retd.), B.Sc., LL.B., GSPIA (Pittsburgh U.S.A) had been Election Commissioner of India, Health Secretary, Government of India and Chief Secretary, Punjab. He is member of the Company's Audit Committee, Nomination & Remuneration Committee and Shareholders & Investors Grievance Committee.

ii) Shri M. L. Bhateja, B.sc. has approximately 36 years of experience in the field of marketing of Pharmaceutical Formulations. He had worked for 24 years with Ranbaxy Laboratories Limited as regional Sales Manager. He is also member in Company's Audit Committee, Nomination & Remuneration Committee and Chairman of Shareholders & Investors Grievance Committee. He is also honorary Chief Finance Officer of the Company.

d) Woman Director- Ms. Rashi Goel, B.Com (Hons.) & Fellow Member of Institute of Company Secretaries of India, is a independent woman Director and Honorary Company Secretary of the Company. She has over 7.5 years of experience of handling secretarial matters. She is also a member of Company's Audit Committee and Shareholders & Investors Grievance Committee.

e) Board Meetings - Four Board Meetings were held during the financial year on 01.05.2017, 24.07.2017, 9.10.2017 & 15.01.2018. Last Annual General Meeting was held on 24.07.2017.

WELCURE DRUGS & PHARMACEUTICALS LIMITED

Attendance of Directors at Board Meeting & last AGM		
Name of Director	Board Meeting Attended	AGM
D.C.Jain	4	Yes
Sudhir Chandra	4	Yes
M.L.Bhateja	4	Yes
S.S.Dhanoa	4	No
Rashi Goel	4	Yes

e) Number of other Board of Director or Committees in which a Director is a Member or Chairperson - Ms. Rashi Goel is also a director in May and Baker Pharmaceuticals Limited.

3. AUDIT COMMITTEE

(i) **Audit Committee Constitution:** S.S.Dhanoa, M.L.Bhateja, Sudhir Chandra and Ms. Rashi Goel

(ii) Functions of the Committee

- (a) Oversight of Company's financial reporting process & disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
- (b) Recommendation for appointment, remuneration and terms of appointment of auditors of the Company.
- (c) Approval of payment to statutory auditors for any other services rendered by them to the Company.
- (d) Reviewing with the management the quarterly/annual financial statements before submission to the Board for approval, especially with regard to the Directors Responsibility Statement, the changes in accounting policies and practices, major accounting entries, significant adjustments arising out of audit, compliance with listing and other legal requirements relating to financial statements, Disclosures of related party transaction, modified opinion in the draft audit report.
- (e) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.
- (f) Evaluation of internal financial controls and risk management systems.
- (g) Reviewing the adequacy of internal audit function, if any.
- (h) Carry out any other function as per the terms of reference and as contained in Companies Act, 2013 and Para B of Part C of SEBI (Listing Obligations & Disclosure Requirement) Regulation, 2015.

(iii) Powers of the Committee

- (a) To investigate into any activity within its terms of reference.
- (b) To access the information contained in the Company records.
- (c) To seek information from any employee.
- (d) To obtain and to have access to outside legal and other professional advice.
- (e) To secure attendance of outsiders with relevant expertise.
- (f) To bind the Board with its audit report on financial management.
- (g) Compliance of Schedule IV of Companies Act, 2013

(iv) Meetings

During the financial year four Meetings of Audit Committee were held on 01.05.2017, 24.07.2017, 9.10.2017 & 15.01.2018 ; and were attended by all the Audit Committee members.

4. NOMINATION AND REMUNERATION COMMITTEE

S. S. Dhanoa, M.L. Bhateja & Suchir Chandra are members. No separate meeting was held during the year, as no remuneration is being paid to any of the directors, their relatives or Key Managerial Personnel. However, for other

functions its power are entrusted and combined with Audit Committee.

The Committee function includes the formulation of criteria for evaluation of performance of independent directors.

Some of the specific issues and questions that should be considered in the performance evaluation of an independent Director are Attendance and participations in the meetings and timely inputs on the minutes of the meetings, Adherence to ethical standards & code of conduct of the company and disclosure of non-independence, as and when it exists and disclosure of interest, raising of valid concerns to the board and constructive contribution to resolutions of issues at meetings, Interpersonal relations with other directors and management, Objective evaluation of Boards's performance, rendering independent, unbiased opinion and safeguarding interest of whistle-blowers under vigil mechanism and safeguard of confidential information.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

M.L. Bhateja (Chairman), S.S. Dhanoa, Sudhir Chandra & Rashi Goel are members. The Committee function includes looking into Investor's Grievances. Its functions are entrusted and combined with Audit Committee. At the end of financial year 31.03.2018, no investor complaint was pending.

7. GENERAL BODY MEETINGS

Last Annual General Meeting was held at Delhi on 24.07.2017. Prior to that two Annual General Meetings were held at Delhi on 25.07.2016 and 27.07.2015, respectively at 9.00 AM. All resolutions at these meetings were passed by show of hands.

8. DISCLOSURES

There were no transactions of the company of material nature with related parties that may have potential conflict with the interest of the company at large. No penalties or strictures were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

9. MEANS OF COMMUNICATION

Annual reports of the Company are sent to each shareholder of the Company. Half-yearly/ Quarterly results are normally published in Financial Express and Jansatta newspapers and copies thereof are uploaded on BSE Listing Portal as per regulation 47 of SEBI (Listing obligation and disclosure requirement) Regulations, 2015.

10. MANAGEMENT DISCUSSION & ANALYSIS

Management-Discussion & Analysis is being included in the Annual Report.

11. CODE OF CONDUCT

The Board has formulated a code of conduct for the Board members and Senior Management Personnel of the Company. All Board members and Senior Management Personnel have affirmed their compliance with the code. Duly signed Declaration to this effect is annexed as Annexure IV.

12. DISCLOSURE ON RISK MANAGEMENT

The Company had laid down procedure to minimize risks and to inform Board Members about the risk assessment and management, which is periodically reviewed by the Board. The provision of constituting Risk Management Committee shall not be applicable to the Company in terms of regulation 21 of SEBI listing Regulation, 2015.

13. CEO/CFO CERTIFICATION

A Certificate from the CEO/CFO on the Ind AS financial statement of the Company was placed and considered by the Board and Audit Committee.

WELCURE DRUGS & PHARMACEUTICALS LIMITED

14. GENERAL SHAREHOLDER INFORMATION

AGM: Date, Time & Venue	30th July 2018 ; 9.00 A.M.; Delhi																															
Financial Calendar	01-04-2017 to 31-03-2018																															
Date of Book Closure	17.07.2018 to 30.07.2018 (both days inclusive)																															
Dividend Payment Date	No Dividend proposed																															
Stock Exchange Listing	Bombay Stock Exchange Ltd. ;																															
Stock Code	Bombay - 524661																															
Market Price Data & Performance Comparison																																
Particulars	Apr 17	May 17	Jun 17	Jul 17	Aug 17	Sep 17	Oct 17	Nov 17	Dec 17	Jan 18	Feb 18	Mar 18																				
Low	3.20	2.53	2.17	1.84	1.39	1.10	0.98	0.86	0.83	1.11	NA	NA																				
High	4.21	3.63	2.75	2.20	1.93	1.33	1.06	1.02	1.11	1.41	NA	NA																				
Registrar & Transfer Agent	Link Intime India Pvt. Ltd., 44, Community Centre, 2 nd Floor, Naraina Industrial Area, Phase -I, Near PVR Naraina, New Delhi-110028.																															
Share Transfer System	All orderly received transfers are processed & returned within 30 days																															
Dematerialization of Shares and Liquidity	Trading in a dematerialised form w.e.f. 27-02-2001 Connectivity with CDSL & NSDL 15-11-2000. ISIN No. INE331C01017 Shares traded at Bombay Stock Exchange, Mumbai, (BSE).																															
Distribution of Share Holding as on AGM held on 24.07.2017	<table border="0"> <tr> <td>Promoter Director</td> <td>1008400</td> <td>Shares</td> <td>14.12%</td> </tr> <tr> <td>Individual (Public Shareholding)</td> <td>8700800</td> <td>Shares</td> <td>72.24%</td> </tr> <tr> <td>Bodles Corporate</td> <td>1627045</td> <td>Shares</td> <td>11.31%</td> </tr> <tr> <td>Non resident Indians</td> <td>10/007</td> <td>Shares</td> <td>1.46%</td> </tr> <tr> <td>Others</td> <td>110140</td> <td>Shares</td> <td>0.87%</td> </tr> </table>												Promoter Director	1008400	Shares	14.12%	Individual (Public Shareholding)	8700800	Shares	72.24%	Bodles Corporate	1627045	Shares	11.31%	Non resident Indians	10/007	Shares	1.46%	Others	110140	Shares	0.87%
Promoter Director	1008400	Shares	14.12%																													
Individual (Public Shareholding)	8700800	Shares	72.24%																													
Bodles Corporate	1627045	Shares	11.31%																													
Non resident Indians	10/007	Shares	1.46%																													
Others	110140	Shares	0.87%																													
Nominal Value of Shares (as on 24.07.2017)			No of shareholders			% to Total Shareholders			Shares			% to Total Share Capital																				
Up to Rs. 500			14040			88.10			2791591			20.00																				
501	1000		1226			7.28			1009135			7.47																				
1001	2000		471			2.79			731042			5.41																				
2001	3000		120			0.71			306947			2.27																				
3001	4000		47			0.28			169098			1.28																				
4001	5000		42			0.25			200817			1.40																				
5001	10000		54			0.32			392472			2.00																				
10001 & above			45			0.27			7910998			60.00																				
Total			10053			100.00			135121000			100.00																				
Pending GDRs, ADRs etc.	Nil																															
Plant Location (2012-13)	N.A.																															
Correspondence Address	<p>Regarding Shares: Link Intime India Pvt. Ltd., 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase -I, Near PVR Naraina, New Delhi-110 028</p> <p>Of the Company: Welcure Drugs & Pharmaceuticals Ltd., B-9 & 10, Laxmi Towers II, Block-G, Saranwadi Vihar, Delhi-110034. CIN No. L24232DL996PLC227773</p>																															

Place: Delhi
Date: 21st April, 2018

For & on behalf of Board of Directors
Sudhir Chandra, **Rashi Goel**
Mg. Director Director & Co. Secretary
(DIN:00323545) (DIN:06978655)

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry Structure & Developments: Pharma Industrial development is divided into two parts. One, in Tax free Zones, like J&K, Himachal, Uttarakhand, Sikkim, & other North-Eastern States, where the pharmaceutical industry has developed at a very fast pace; and the other, the MRP based pharmaceutical industries, which are required to pay excise on Maximum Retail Price loss abatement, are sinking day by day except a few which are thriving mainly due to Exports or heavy profit margins.

Opportunities & Threats: Due to continued losses, the company has paucity of funds to carry on business of the company properly.

Product-Wise Performance : Business activity of the company was closed during the year 2011-12 ; and therefore, no product was sold during the year.

Outlook: The Company has paucity of funds and is searching for a partner or collaborator for financial assistance to come out from such situation.

Risks & Concerns : Company has no funds even to meet minimum required expenses; and therefore it has to find a financial partner/ Collaborator/amalgamator.

Internal Control Systems & their Adequacy : Welcure has been having strong and adequate internal audit and control systems. Independence of the audit and compliance function is ensured by direct reporting of the Internal Auditor to the Audit Committee of the Board.

Operational vis-a-vis Financial Performance: Company did not have sufficient funds to carry on business activity in the company. However, Company has made a loss of Rs. 1,93,384/- during this year.

Material Developments in Human Resources / Industrial Relations Front: Presently no employee has been on the pay roll of the company.

Cautionary statement: Statements in this Report are based on reasonable assumptions and the Management does not guarantee the accuracy of the assumptions.

For & on behalf of the Board of Directors
Sudhir Chandra, **Rashi Goel**
Mg. Director Director & Co. Sec.
(DIN:00323545) (DIN:06978655)

Place: Delhi
Date: 21st April, 2018

WELCURE DRUGS & PHARMACEUTICALS LIMITED

CERTIFICATE

The Members of Welcure Drugs & Pharmaceuticals Ltd.

We have examined the compliance of conditions of corporate governance by Welcure Drugs & Pharmaceuticals Ltd., for the year ended on March 31, 2018 for the purpose of issuing this certificate as stipulated in Regulation 34(3) read with para E of Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement 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 under the relevant applicable regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. We state that no investor grievances are pending for a period against the Company as per the records maintained by the Shareholders / Investors Grievance Committee.

We further 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 **A.K. NANDWANI & ASSOCIATES** (Company Secretaries)
Kavita, Partner
FCS-9115, CP-10641

Place : New Delhi.
Date: 21.04.2018

Form NO. MR-3 SECRETARIAL AUDIT REPORT

For the Financial Year ended 31.03.2018

(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.

Welcure Drugs & Pharmaceuticals Limited
B-9&10, Laxmi Towers, Lsc, C-Block, Saraswati Vihar, Delhi-34.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Welcure Drugs & Pharmaceuticals Limited (hereinafter called the company). The secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has during the audit period covering the financial year ended on 31.03.2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.3.2018 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 there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an issue and share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

(vi) The Drugs and Cosmetics Act, 1940

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited.

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

1. As explained and undertaken by the management, the Company has no employee and therefore it has not established a Whistle Blower/Vigil Mechanism as required under listing agreement with stock exchange. However, the Directors of the Company can directly report any grievance to the managerial personnel of the Company.
2. The Company has not provided E-Voting facility to the members and also not published newspaper advertisement for notice(s) of Board Meeting(s) held due to cost as the Company has huge losses for the past many years.
3. Mr. Sudhir Chandra (aged more than 70 year) was re-appointed as Managing Director in Board Meeting held on 07.01.2017 and the Company has taken the approval of the shareholders in the Annual General Meeting for the re-appointment of Mr. Sudhir Chandra (aged more than 70 years) as the Managing Director of the Company by passing Special Resolution. However, Form MGT-14 for the Special Resolution passed in the Annual General Meeting is yet to be filed.

We further report that:

1. As explained and undertaken by the management, the Board of Directors of the Company comprises of an combination of Executive Directors, Non-Executive Directors and Independent Directors. Mr. Muran Lal Bhatija was Independent Director and appointed as CFO w.e.f. 17.01.2015. Mr. Sudhir Chandra was acting as Independent Director & re-appointed as Managing Director on 07.01.2017. They are working as KMP of the Company but not drawing any remuneration from the company. Therefore, they don't have any pecuniary relationship with the Company.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. Majority decision is carried through while the dissenting members' views (if any) are captured and recorded as part of the minutes. We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that, the compliance by the Company of applicable financial laws like direct & 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.

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

For **A.K. Nandwani & Associates**
Kavita
Company Secretaries

Place: New Delhi
Date: 20.04.2018

FCS 9115 CP No.: 10641

WELCURE DRUGS & PHARMACEUTICALS LIMITED

FORM No. MGT 9
EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2018

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

I Registration & Other Details :	
(i) CIN	L24232DL1996PLC227773
(ii) Registration Date	06.08.1996
(iii) Name of the Company	Welcure Drugs and Pharmaceuticals Limited
(iv) Category/Sub-category of the Company	Public Company having a Share Capital
(v) Address of the Registered office & contact details	B-9 & 10, Laxmi Towers, L.S.C., C-Block, Saraswati Vihar, Delhi-34.
(vi) Whether Listed Company	Yes
Name, Address & Contact details of the Registrar & Transfer Agent, if any.	Link Intime (India) Pvt. Ltd. 44 Community Center, 2nd Floor, Naraina Industrial Area, Phase I, Near PVR Naraina, New Delhi-28

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			
S. No.	Name & Description of main products/services	NIC code of the Product/Service	% to total turnover of the company
1	Pharmaceuticals Goods	46497-Wholesale of Pharmaceutical and medical goods as per NIC-2008	100%

III Particulars of Holding, Subsidiary & Associate Companies					
S.No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares Held	Applicable Section
1.	NA	NA	NA	NA	NA

IV Shareholding Pattern (Equity Share Capital Break up as % to total Equity)									
Category of Shareholders	No. of shares at the beginning of the year				No. of shares at the end of the year				% of Change
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
Individual	1908400	0	1908400	14.12	1908400	0	1908400	14.12%	NA
B. Public Shareholding									
Banks/FI	0	0	0	0	0	0	0	0	0
Non Instt. Bodies Corpt.									
Indian	1220851	201400	1612251	11.19	1191145	291400	1482545	10.07	(0.22)
Indiv. Shares	2803519	2516800	8319409	39.37	2804605	2483121	5287726	30.13	(0.24)
upto Capital Rs. 1 lac									
Indiv. Shares	2077294	2371200	4448494	32.92	2137779	2381469	4519248	33.46	0.53
capital exceeding Rs. 1 Lac									
Trusts	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Non Res. Indian	76300	120700	197000	1.46	75007	119400	194407	1.44	(0.02)
Overseas Bodies	0	5600	5600	0.04	0	5600	5600	0.04	0.00
Corporate									
Clearing Members	33211	0	33211	0.25	26688	0	26688	0.20	(0.06)
HUF	87726	0	87726	0.65	87486	0	87486	0.65	0.00
Total Public	6298910	5304790	11603700	85.88	6322710	5280990	11603700	85.88	0.00
Shareholding-B									
Grand Total (A+B)	8207310	5304790	13512100	10.00	8231110	5280990	13512100	100	0.00

WELCURE DRUGS & PHARMACEUTICALS LIMITED

(ii) Shareholding of Promoters								
S. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change
		No of Shares	% of Total Shares	Shares Pledged encumbered	No of Shares	% of Total Shares	% of Shares Pledged encumbered	
1	D.C.Jain	1908400	14.12	NA	1908400	14.12	NA	NA
	Total	1908400	14.12	NA	1908400	14.12	NA	NA

(iii) Change in Promoter's Shareholding (Specify if there is no change)					
S. No.		Shareholding at the beginning of the Year		Cumulative Shareholding During the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	At the beginning of the year	1908400	14.12	1908400	14.12
2	At the end of the year	1908400	14.12	1908400	14.12

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters & Holders of GDRs & ADRs)					
S. No.		Shareholding at the end of the Year		Cumulative Shareholding During the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Sandeep Jain				
	At the beginning of the year	2035685	15.0656	2035685	15.0656
	At the end of the year	2035685	15.0656	2035685	15.0656
2.	Lata Jain				
	At the beginning of the year	1060715	7.8501	1060715	7.8501
	At the end of the year	1060715	7.8501	1060715	7.8501
3.	Sanjeev Jain				
	At the beginning of the year	960200	7.11	960200	7.11
	At the end of the year	960200	7.11	960200	7.11
4.	BITS Limited				
	At the beginning of the year	495475	3.6669	495475	3.6669
	At the end of the year	495475	3.6669	495475	3.6669
5.	Welcure Pharmaceuticals (P) Ltd				
	At the beginning of the year	387500	2.87	387500	2.87
	At the end of the year	387500	2.87	387500	2.87
6.	Vizwise Commerce Private Limited				
	At the beginning of the year	302217	2.2366	302217	2.2366
	At the end of the year	302217	2.2366	302217	2.2366
7.	Shri Parasram Holdings Pvt. Ltd.				
	At the beginning of the year	108317	0.80	122656	0.9071
	At the end of the year	122565	0.9071	122565	0.9071
8.	Daksha Vishanji Kotak				
	At the beginning of the year	51254	0.3793	51254	0.3793
	At the end of the year	51254	0.3793	51254	0.3793
7.	Ajay Gupta				
	At the beginning of the year	36336	0.2689	46068	0.3409
	At the end of the year	46068	0.3409	46068	0.3409
10.	Piyush Garg				
	At the beginning of the year	35130	0.2600	35130	0.2600
	At the end of the year	35130	0.2600	35130	0.2600

WELCURE DRUGS & PHARMACEUTICALS LIMITED

(v) Shareholding of Directors & KMP					
S. No.		Shareholding at the end of the Year		Cumulative Shareholding During the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	D.C. Jain				
	At the beginning of the year	1908400	14.12	1908400	14.12
	At the end of the year	1908400	14.12	1908400	14.12

(vi) **Indebtedness : NIL At the Beginning And at the end**

**Remuneration of Directors and Key Managerial Personnel-
Nil At the Beginning and at the end**

Remuneration to other directors-Sitting Fees

S No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	Sudhir Chandra	M.L. Bhatnagar	S.S. Dhanoa	Rashi Goel	
	Fee for attending board committee meetings	8000	8000	8000	8000	32000

Remuneration to Key Managerial Personnel Other than MD/Manager/WTD

S N.	Particulars of Remuneration	Key Managerial Personnel			
	Gross Salary	CEO-NIL	CS-NIL	CFO-NIL	Total-NIL

(vii) **Penalties/Punishment/Compounding of Offences-NIL**

For Welcure Drugs & Pharmaceuticals Ltd.

Rashi Gool
Director & Co. Secretary
(DIN:06978855)

"Annexure A"

The Members, Welcure Drugs & Pharmaceuticals Ltd., B-9 & 10, Laxmi Towers, LSC, C-Block, Saraswati Vihar, Delhi-110034

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and procedures as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures 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 management has conducted the affairs of the company.

For **A.K. NANDWANI & ASSOCIATES** (Company Secretaries)

Kavita, Partner
FCS-9115, CP-10841

Place: New Delhi.

Date: 20.04.2018

Declaration for Compliance with the Code of Conduct

This is to certify that Company has laid down its code of Conduct for all the Board Members and Senior Management of the Company.

It is hereby affirmed that during the year 2017-18, all the directors and Senior Management Personnel have complied with the Code of Conduct and have given a confirmation in this regard.

Place: New Delhi

Date: 21.04.2018

Sudhir Chandra
(Managing Director)

WELCURE DRUGS & PHARMACEUTICALS LIMITED

INDEPENDENT AUDITORS REPORT

To the members of **Welcure Drugs & Pharmaceuticals Ltd.**

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Welcure Drugs & Pharmaceuticals Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as 'Ind AS financial statements').

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows and changes in equity of the Company in accordance with the Accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of the Ind AS financial statements in accordance with 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 Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

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

Opinion

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including other Comprehensive Income, the Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of written representations received from directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company has disclosed the impact of pending litigation on its financial position in its Ind AS financial statements (refer to Note 6 to the Ind AS financial statements);
 - b. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **V. P. Gupta & Co.**
Chartered Accountants
(Registration No. 000699N)
CA V.P. Gupta
Partner M.No.080557

Place : Delhi
Date : 21.04.2018

Annexure "A" referred to in paragraph 1 of "Report on Other Legal and Regulatory requirements" of Independent Auditor's Report to the members of Welcure Drugs & Pharmaceuticals Ltd. on its financial statements as of and for the year ended 31st March, 2018, we report that:

- (i) The Company did not own any fixed assets during the year. Accordingly, clause 3(i) of the Companies (Auditor's Report) & Order, 2016 is not applicable to the company.
- (ii) The Company did not hold any inventory during the year. Accordingly, clause 3(ii) of the Companies (Auditor's Report) Order, 2016 is not applicable to the company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. In view of this, clauses 3(iii) of the Companies (Auditor's Report) Order, 2016 are not applicable.
- (iv) According to the information and explanations given to us, the Company has neither granted any loan nor made any investment or provide guarantee or security during the year. In view of this,

- clause 3(iv) of the Companies (auditor's Report) Order, 2016 are not applicable.
- (v) According to the information and explanations given to us, the company has not accepted deposits as defined in Company (Acceptance of Deposits) Rules, 2014. In view of this, clause 3(v) of the Companies (Auditor's Report) Order, 2016 is not applicable.
- (vi) According to the information and explanations given to us, this clause relating to maintenance of cost records as specified under section 148(1) of The Companies Act, 2013 is not applicable to company as no production activities are carried out by the Company during the year.
- (vii) (a) According to the information and explanations given to us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax and other statutory dues applicable to it. According to the information and explanations given to us, no amounts in respect of above were in arrears as at 31.03.2018 for a period of more than six months from the date they became payable.
(b) According to the information and explanation given to us and the records of the Company examined by us, in our opinion there are no statutory dues which have not been deposited on

WELCURE DRUGS & PHARMACEUTICALS LIMITED

- account of any dispute, except income tax. The income tax department had raised a tax demand for an amount of Rs. 32.99 lakhs for the assessment year 2011-12 and the Company has filed an appeal before Commissioner of Income Tax (Appeals), Alwar, Rajasthan against the same.
- (viii) According to the information and explanations given to us, and the records of the Company examined by us, in our opinion the company has not taken any amount from a financial institution, bank or debentureholders during the year, therefore clause 3(viii) of the Companies (Auditors report) Order, 2016 is not applicable.
- (ix) According to the information and explanations given to us, the Company has neither raised money by way of initial public offer or further public offer (including debt instruments) nor obtained any term loans during the year. Therefore, clause 3 (ix) of the Companies (Auditors report) Order, 2016 is not applicable.
- (x) According to the information and explanation given to us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) According to the information and explanation given to us, the Company has not paid or provided managerial remuneration during the year. Therefore, the provisions of clause 3(x) of the Companies (Auditors report) Order, 2016 are not applicable to the Company.

- (xii) In our opinion, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Companies (Auditors report) Order, 2016 are not applicable to the Company.
- (xiii) According to the information and explanation given to us, the company has not entered into transactions with the related parties covered under section 177 and 188 of Companies Act, 2013. However, disclosure for sitting fees paid to the directors made in the notes to the Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) According to the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of clause 3(xiv) of the Companies (Auditors report) Order, 2016 are not applicable to the Company.
- (xv) According to the information and explanation given to us, the company has not entered into any non-cash transactions with directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) According to the information and explanation given to us, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For V. P. Gupta & Co.

Chartered Accountants
(Registration No. 000699N)
CA V. P. Gupta (MNo.080557)

Partner

Place: Delhi

Date: 21.04.2018

Annexure "B" to the Independent Auditor's Report of even date on the Ind AS financial statements of Welcure Drugs & Pharmaceuticals Limited Report on Internal Financial Controls under Clause (f) of sub section 3 of Section 143 of the Companies Act, 2013 ("the Act") as referred to in paragraph 2(f) of "Report on other legal and regulatory requirements" section:

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

Management's Responsibility for Internal Financial Controls

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. Those responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified 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 (ICAI). Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the

auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For V. P. Gupta & Co.

Chartered Accountants
(Registration No. 000699N)
CA V. P. Gupta (MNo.080557)

Partner

Place: Delhi

Date: 21.04.2018

WELCURE DRUGS & PHARMACEUTICALS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2018

PARTICULARS	Note	As at March 31, 2018	As at March 31, 2017	(Rs. in lakhs) As at April 01, 2016
ASSETS				
Current Assets				
(a) Financial Assets				
Cash and Cash equivalents				
Balance with scheduled bank		1.27	2.36	0.53
(b) Current Tax Assets				
Income Tax refund		1.07	1.92	1.03
Total Current Assets		2.34	4.28	1.56
Total Assets		2.34	4.28	1.56
EQUITY AND LIABILITIES				
Equity				
(a) Equity Share capital	3	1,211.86	1,211.86	1,211.86
(b) Other Equity	4	(1,209.87)	(1,207.94)	(1,210.70)
Total Equity		1.98	3.92	1.16
LIABILITIES				
Current Liabilities				
(a) Financial Liabilities				
Other financial liabilities				
Expenses payable		0.36	0.36	0.36
(b) Other current liabilities				
Statutory dues		0.00	0.00	0.04
Total Current Liabilities		0.36	0.36	0.40
Total Equity and Liabilities		2.34	4.28	1.56

Significant Accounting Policies

1

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For V. P. Gupta & Co.
Chartered Accountants
Firm Registration No. 000699N

CA V. P. Gupta
Partner
Membership No. 080557
Place : Delhi
Date : 21.04.2018

For and on Behalf of the Board of Directors
of Welcure Drugs & Pharmaceuticals Limited

Sudhir Chandra
Managing Director

Rashi Goel
Director cum Co. Sec.

M.L. Bhateja
Director

D.C. Jain
Director

WELCURE DRUGS & PHARMACEUTICALS LIMITED

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

Particulars	Note	For the year ended March 31, 2018 (Rs.)	(Rs. in lakhs) For the year ended March 31, 2017 (Rs.)
I. Revenue from Operations			
Other Operating Revenues-Commission Income		5.00	8.96
II. Other Income-Interest (on income tax refund)		0.12	-
III. Total (I+II)		5.12	8.96
Other Expenses			
Printing & Stationery		0.25	0.08
Conveyance		0.16	0.08
Fees & Subscription		4.08	3.70
Legal & Professional Expenses		0.63	1.58
Postage charges		0.82	0.07
Director Sitting Fees		0.32	0.30
Bank Charges		0.01	0.01
Misc. Expenses		0.33	0.23
Payment to Auditors (Refer Note No. 8)		0.46	0.40
IV. Total		7.05	0.20
V. Profit / (Loss) before tax (III-IV)		(1.93)	2.76
VI. Tax Expenses			
Current tax		-	-
Deferred tax charge/(credit)		-	-
Total tax expenses		-	-
VII. Profit/(loss) after tax (V-VI)		(1.93)	2.76
VIII. Other Comprehensive Income/(Loss)		-	-
IX. Total Comprehensive Income/(Loss) (VII+VIII)		(1.93)	2.76
X. Earnings Per Equity Share			
Basic and Diluted earnings per share (Rs.)	5	(0.02)	0.02
(Nominal value of Rs. 10/- per share)			

Significant Accounting Policies 1

The accompanying notes form an integral part of the Ind AS financial statements.

As per our report of even date attached

For V. P. Gupta & Co.
Chartered Accountants
Firm Registration No. 000699N

CA V. P. Gupta
Partner
Membership No. 080557
Place : Delhi
Date : 21.04.2018

For and on Behalf of the Board of Directors
of Welcure Drugs & Pharmaceuticals Limited

Sudhir Chandra
Managing Director.

M.L.Bhatnagar
Director

Rashi Goel
Director cum Co. Sec.

D.C. Jahn
Director

WELCURE DRUGS & PHARMACEUTICALS LIMITED

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED ON 31.03.2018

a. Equity Share Capital

Particulars	No. of Shares (in lakhs)	Rs. in lakhs
Equity shares of Rs. 10/- each issued, subscribed and fully paid		
As at April 01, 2016	135.12	1211.86
Add : Issued during the year	-	-
As at March 31, 2017	135.12	1211.86
Add : Issued during the year	-	-
As at March 31, 2018	135.12	1211.86

b. Other Equity

Particulars	Reserves and Surplus			Other Comprehensive Income	Total Other Equity
	General Reserve	Retained Earnings	Total		
Balance as of April 1, 2016	15.06	(1225.76)	(1210.70)	-	(1210.70)
Comprehensive income for the year	-	-	-	-	-
Profit for the year	-	2.76	2.76	-	2.76
Balance as of 31.03.2017	15.06	(1223.00)	(1207.94)	-	(1207.94)
Comprehensive income for the year	-	-	-	-	-
Profit for the year	-	(1.93)	(1.93)	-	(1.93)
Balance as of 31.03.2018	15.06	(1224.93)	(1209.87)	-	(1209.87)

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

(Rs. in lakhs)

Particulars	2017-18	2016-17
A. Cash Flow from Operating Activities		
Net Profit before tax	(1.93)	2.76
Operating Profit before working capital changes	(1.93)	2.76
Adjustments for working capital changes		
Other Assets	0.85	(0.90)
Other Financial Liabilities	-	0.00
Other Liabilities	0.00	(0.03)
Cash generated from operations	(1.08)	1.83
Net Cash from Operating Activities (A)	(1.08)	1.83
B. Cash Flow from/(used in) Investing Activities	-	-
Net Cash used in Investing Activities (B)	-	-
C. Cash Flow from/(used in) Financing Activities		
Net Cash from/ (used in) Financing Activities (C)	-	-
Net Increase/(decrease) in Cash and Cash Equivalents (A+B+C)	(1.08)	1.83
Cash and Cash Equivalents (Opening Balance)	2.36	0.53
Cash and Cash Equivalents (Closing Balance)	1.27	2.36
Change in cash and cash equivalents	(1.08)	1.83

The accompanying notes form an integral part of these Ind AS financial statements.

As per our report of even date attached

For and on Behalf of the Board of Directors
of Welcure Drugs & Pharmaceuticals Limited

For V. P. Gupta & Co.
Chartered Accountants
Firm Registration No. 000699N

Sudhir Chandra
Managing Director

M.L.Bhateja
Director

CA V. P. Gupta
Partner
Membership No. 080557
Place : Delhi
Date : 21.04.2018

Rashi Goel
Director cum Co. Sec.

D.C. Jain
Director

WELCURE DRUGS & PHARMACEUTICALS LIMITED

Notes to Ind AS financial statements for the year ended March 31, 2018

1. Company overview and significant accounting policies

1.1 Company Overview : Welcure Drugs & Pharmaceuticals Ltd. ("the Company") is a public limited Company incorporated and domiciled in India and has its registered office at Delhi, India.

The financial statements are approved for issue by the Company's Board of Directors on April 21, 2018.

1.2 Basis of Preparation of financial statements : These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis for certain financial instruments which are measured at fair values and the provisions of the Companies Act, 2013 ("Act") (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 First time adoption of Indian Accounting Standards. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Reconciliations and descriptions to the effect of the transition as given in Note 2.1.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

1.3 Use of Estimates: The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expense, assets and liabilities and the disclosures of contingent liabilities at the end of the reporting period. Although these estimates are based on management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

1.4 Classification of Assets and Liabilities into Current/Non-Current : The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is

- Expected to be realised or intended to be sold or consumed in normal operating cycle
 - Held primarily for the purpose of trading
 - Expected to be realised within twelve months after the reporting period, or
 - Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.
- All other assets are classified as non-current.

A liability is current when :

- It is expected to be settled in normal operating cycle
 - It is held primarily for the purpose of trading
 - It is due to be settled within twelve months after the reporting period, or
 - There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
- The Company classifies all other liabilities as non-current.

Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classifications of assets and liabilities.

15 Financial Instruments :

1.5.1 Initial recognition - The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

1.5.2 Subsequent measurement -

(i) Financial assets carried at amortised cost - A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial liabilities - Financial liabilities are subsequently carried at amortized cost using the effective interest method.

1.5.3 Derecognition of financial instruments - The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

1.6 Fair value of Financial Instruments : In determining the fair value of its financial instruments, the Company uses assumptions that are based on market conditions and risks existing at each reporting date.

1.7 Impairment of Financial assets : The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

1.8 Provisions and Contingent Liabilities : Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. The expense relating to a provision is presented in the statement of profit and loss.

Contingent liabilities are shown by way of Notes to Accounts in respect of obligations where, based on the evidence available, their existence at the Balance Sheet date is considered not probable.

1.9 Earnings per share : Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting dividend attributable taxes) by the weighted average number of equity shares outstanding during the period. For the purpose of calculating

WELCURE DRUGS & PHARMACEUTICALS LIMITED

diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares, if any. Dilutive potential equity shares are deemed converted at the beginning of the period, unless they have been issued at a later date.

- 1.10 Income Tax :** Income tax expense comprises current and deferred tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity or recognized in other comprehensive income. Current income tax for current and prior periods is recognized at the amount expected to be paid to the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and tax credit entitlement (i.e. MAT). Deferred tax assets are reviewed each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.
- 1.11 Cash flow Statement :** Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated. Cash and Cash Equivalents for the purposes of cash flow statement comprise cash at bank and in hand and bank deposit with banks where original maturity is three months or less.
- 1.12 Revenue recognition :** Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. The following recognition criteria is adopted for :
- Revenues from services are recognized as and when services are rendered.
 - Interest income is recognized as and when due on the time proportion basis by using effective interest method. Interest income is included under the head "other income" in the Statement of Profit and Loss.
- 1.13 Segment Reporting :** Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company has been identified as being the chief operating decision maker by the management of the Company.
- 1.14 Rounding off amounts :** All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirements of Schedule III of the Companies Act, 2013, unless otherwise stated.
- 2 Notes to the Ind AS financial statements for the year ended on March 31, 2018**
- 2.1 First-time adoption of Ind-AS :** These financial statements of Welcure Drugs & Pharmaceuticals Limited for the year ended March 31, 2018 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101- First Time adoption of Indian Accounting Standard, with April 1, 2016 as the transition date and IGAAP as the previous GAAP. The transition to the Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 1 have been applied in preparing the financial statements for the year ended March 31, 2018 and the comparative information. An explanation of how the transition from previous GAAP to Ind AS has affected the Company's Balance Sheet, Statement of Profit and Loss, is set out in note 2.2
- 2.2 Reconciliations :** The following reconciliations provide the effect of transition to Ind AS from IGAAP in accordance with Ind AS 101
- Equity as at April 1, 2016 and March 31, 2017
 - Net profit for year ended March 31, 2017

Reconciliation of equity as previously reported under IGAAP to Ind AS (Rs. In lakhs)

Particulars	Opening Balance Sheet as at April 1, 2016			Balance Sheet as at March 31, 2017		
	IGAAP	Effects of transition to Ind-AS	Ind AS	IGAAP	Effects of transition to Ind-AS	Ind AS
Assets						
Current Assets						
(a) Financial Assets						
Cash and cash equivalents	0.53	-	0.53	2.36	-	2.36
(b) Current Tax Assets	1.03	-	1.03	1.92	-	1.92
Total Current Assets	1.56	-	1.56	4.28	-	4.28
Total Assets	1.56	-	1.56	4.28	-	4.28
Equity And Liabilities/Equity						
(a) Equity Share capital	1,211.86	-	1,211.86	1,211.86	-	1,211.86
(b) Other Equity	(1,210.70)	-	(1,210.70)	(1,207.94)	-	(1,207.94)
Total Equity	1.16	-	1.16	3.92	-	3.92
Liabilities						
Current Liabilities						
(a) Financial Liabilities						
Other financial liabilities	0.36	-	0.36	0.36	-	0.36
(b) Other current liabilities	0.04	-	0.04	0.00	-	0.00
Total Current Liabilities	0.40	-	0.40	0.36	-	0.36
Total Equity and Liabilities	1.56	-	1.56	4.28	-	4.28

WELCURE DRUGS & PHARMACEUTICALS LIMITED

Reconciliation Statement of Profit and Loss as previously reported under IGAAP to Ind AS (Rs. in lakhs)

PARTICULARS	For the year ended on March 31, 2017		
	IGAAP	Effects of transition to Ind-AS	Ind AS
Revenue from Operations	8.96	-	8.96
Total	8.96	-	8.96
Other expenses	6.20	-	6.20
Total	6.20	-	6.20
Profit before tax	2.76	-	2.76
Tax expenses			
Current tax	-	-	-
Deferred tax charge*(credit)	-	-	-
Total tax expenses	-	-	-
Profit/(loss) after tax	2.76	-	2.76
Other Comprehensive Income	-	-	-
Total Comprehensive Income	2.76	-	2.76

2.2.1 Cash flow statement

There were no significant reconciliation items between cash flows prepared under Indian GAAP and those prepared under Ind AS.

3. Equity Share Capital

(Rs. in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
Authorised			
16,000,000 (16,000,000) Equity Shares of Rs. 10/- each	1,600	1,000	1,000
Issued, Subscribed & Paid up			
13,512,100 (13,512,100) Equity Shares of Rs. 10/- each	1,351.21	1,351.21	1,351.21
Less : Calls unpaid on 2,794,900 (2,794,900) equity shares of Rs. 10/- each	139.35	139.35	139.35
Total	1,211.86	1,211.86	1,211.86

3(a) Reconciliation of Equity Shares outstanding at the beginning and at end of the reporting year.

Particulars	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No. of Shares (in lakhs)	Rs. in Lakhs	No. of Shares (in lakhs)	Rs. in Lakhs	No. of Shares (in lakhs)	Rs. in Lakhs
At the beginning of the year	135.12	1211.86	135.12	1211.86	135.12	1211.86
Add : Issued during the year						
At the end of the year	135.12	1211.86	135.12	1211.86	135.12	1211.86

3(b) Terms/Rights attached to Equity Shares

The company has only one class of equity shares having face value of Rs. 10 per share. Each equity shareholder is entitled to one vote per share. In the event of winding up of the company, the equity shareholders shall be entitled to be repaid remaining assets of the company in the ratio of the amount of capital paid up on such equity shares.

3(c) Details of Share holders holding more than 5% shares in the Company.

Name of Shareholder	As at March 31, 2018		As at March 31, 2017		As at April 01, 2016	
	No. of Shares (in lakhs)	% Holding	No. of Shares (in lakhs)	% Holding	No. of Shares (in lakhs)	% Holding
Sh. D.C.Jain	19.08	14.12	19.08	14.12	19.08	14.12
Sh. Sandeep Jain	20.36	15.07	20.36	15.07	20.36	15.07
Mrs. Lata Jain	10.61	7.85	10.61	7.85	10.61	7.85
Sh. Sanjeev Jain	9.60	7.11	9.60	7.11	9.60	7.11

WELCURE DRUGS & PHARMACEUTICALS LIMITED

4. Other Equity (Rs. in lakhs)			
Particulars	As at March 31, 2018	As at March 31, 2017	As at April 01, 2016
(a) General Reserve			
Balance as per last financial statements	15.06	15.06	15.06
Add : Addition during the year	-	-	-
Closing Balance	15.06	15.06	15.06
(b) Retained earning			
Balance as per last financial statements	(1223.00)	(1225.76)	(1234.30)
Add : Profit/(Loss) for the year	(1.93)	2.76	8.55
Closing Balance	(1224.93)	(1223.00)	(1225.76)
(c) Other comprehensive income			
Balance as per last financial statements	-	-	-
Add : Addition during the year	-	-	-
Closing Balance	-	-	-
Total	(1209.87)	(1207.94)	(1210.70)

5. Earning Per Equity Share

Earning Per Share (EPS) as per Ind AS-33 is calculated as under :

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Net Profit for calculation of basic and diluted EPS (Rs. in lakhs)	(1.93)	2.76
Total number of Equity Shares outstanding at the end of the year (in lakhs)	135.12	135.12
Weighted average number of Equity Shares in calculating basic and diluted EPS (in lakhs)	121.19	121.19
Basic and Diluted EPS (Rs.)	(0.02)	0.02

6. Contingent Liabilities (not provided for)

i) During the year 2015-16, the income tax department has raised a demand of Rs. 32.99 lakhs for the assessment year 2011-12. The Company has filed an appeal against the demand before Commissioner of Income Tax (Appeals), Alwar, Rajasthan. The Company believes that there is a fair chance of favorable decision in this matter-based on the discussion with advocate and hence making of provisions is considered not necessary against the same.

b) There is no other claim against the Company, which is to be acknowledged as a debt. (Previous Year Nil)

7. Capital and Other Commitments

There is no outstanding capital and other commitments.

8. Payment to Auditors :

(Rs. in lakhs)

Particulars	2017-2018	2016-2017
Statutory Auditors		
(a) As an Auditor		
Statutory audit fees	0.25	0.25
Internal audit fees	0.06	0.06
Reimbursement of expenses	0.10	0.10
(b) In other Capacity		
Other Matters	0.05	0.05
Total	0.46	0.46

9. There is no earning or expenditure in foreign exchange during the year (Previous Year Nil).

10. Related Party Disclosures

List of key managerial personnel (KMP) of the Company

Directors of the Company :

Sh. D.C.Jain, Sh. S.S.Dhanoa, Sh. M.L.Bhateja, Sh. Sudhir Chandra and Ms. Rashl Goel

During the current year, the following transactions were carried out with the related parties in the ordinary course of business :

(Rs. in lakhs)

Particulars	2017-2018	2016-2017
Director Sitting Fees paid	0.32	0.30

11. Impairment of Assets

In the opinion of the management there is no reduction in value of any assets, hence no provision is required in terms of Ind AS-36 "Impairment of Assets".

WELCURE DRUGS & PHARMACEUTICALS LIMITED

12. Financial Instruments

The carrying value of financial instruments by categories as of March 31, 2018 were as follows : (Rs. in lakhs)

Particulars	Amortised Cost 2017-2018	Amortised Cost 2016-2017
Assets :		
-Other financial assets	1.27	2.36
Total	1.27	2.36
Liabilities :		
-Other financial liabilities	0.36	0.36
Total	0.36	0.36

13. Deferred tax assets (net)

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities are as follows : (Rs. in lakhs)

Particulars	2017-18	2016-17
Deferred Tax Assets:-		
- Property, plant and equipment	9.01	11.54
- Others-Unused tax losses	9.79	35.15
Total deferred tax assets	18.79	44.69
Deferred tax liabilities	-	-
Deferred tax assets (Net)	18.79	44.69

The applicable Income tax rate considered for calculation of deferred tax for financial year 2017-18 26.00% and 2016-17 27.55%.

Due to timing difference and unused tax losses for above items, deferred tax assets (net) has been worked out to Rs. 18.79 lakhs (Rs. 44.69 lakhs). As deferred tax asset shall be recognised for the timing differences, carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which they can be utilised. As a matter of prudence deferred tax assets (net) is not being recognized in the books of accounts in respect of timing differences and unused tax losses.

The amount and expiry date of unused tax losses is as under :

Particulars	2017-18 (Rs.)	2017-18 Expiry date	2016-17 (Rs.)	2016-17 Expiry date
Deductible temporary differences				
Property, plant and equipments	34.63	-	34.63	-
Total	34.63	-	34.63	-
Unused tax losses				
AY2010-11	-	-	41.76	AY2018-19
AY2012-13	31.37	AY 2020-21	31.37	AY2020-21
AY2016-17	4.46	AY2024-25	4.46	AY2024-25
AY2018-19	1.82	AY2026-27	-	-
Total	37.65	-	127.60	-

14. Segment Reporting

The Company's Board of Directors have been identified as the Chief Operating Decision Maker ("CODM"). Board of Directors reviews the operating results at Company level, accordingly there is only one Reportable Segment for the Company which is "Providing services for procurement of orders, hence no specific disclosures have been made as per Ind AS 108.

15. During the year, the Company has continued to temporarily suspend its main business operations, net worth of the Company stands almost eroded but the Company has no liabilities to outsiders to pay at the end of the year. However, business activity of procuring orders on behalf of other parties from customers in pharma sector is being continued and the Company received service charges of Rs. 5.00 lakhs during the year (Previous year Rs. 8.96 lakhs)

16. Standards issued but not effective

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rule, 2018, notifying new Ind AS 115 "Revenue from Contracts with Customers". Further, for implementation of new Ind AS 115, some of the existing Ind AS are also amended/omitted. The amendments are effective from financial year beginning from 1st April, 2018. The Company intent to adopt these amendment from 1st April, 2018. The Company is evaluating the requirements of the amendment and the impact on the financial statements.

17. Figures in brackets pertains to previous year.

As per our report of even date attached

For V. P. Gupta & Co.
Chartered Accountants
Firm Registration No. 000699N

CA V. P. Gupta
Partner
Membership No. 080557
Place : Delhi
Date : 21.04.2018

For and on Behalf of the Board of Directors
of Welcure Drugs & Pharmaceuticals Limited

Sudhir Chandra
Managing Director

M.L. Bhatnagar
Director

Rashi Goel
Director cum Co. Sec.

D.C. Jain
Director

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of Welcure Drugs & Pharmaceuticals Ltd. will be held on Monday, 30th July, 2018 at 9.00 A.M. at H-1-51, Budh Vihar, Phase-I, Delhi-110086 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, adopt and approve the audited IND AS Financial Statements comprising Balance Sheet as at 31st March, 2018, Profit and Loss Account, Cash Flow Statement and the statement of changes in equity for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Rashi Goel who retires by rotation and is eligible for re-appointment.
3. To appoint M/s V. P. Gupta & Co., Chartered Accountants as Auditors of the Company and fix their remuneration.

Place-Delhi
Date : 21.4.2018

By Order of Board of Directors
Rashi Goel
Director & Company Secretary
DIN No. 06978655

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll only and a proxy need not be a member of the Company. In order to be effective, proxy forms in MGT-11 duly completed should be deposited at the registered office of the Company not less than 48 hours before the time fixed for the meeting.
2. The Register of Members & Share Transfer books will remain closed from 17.07.2018 to 30.07.2018 (both days inclusive).

By Order of Board of Directors

Place-Delhi
Date 21.04.2018

Rashi Goel
Director & Company Secretary
DIN: 06978655

KYCFORM

We refer to SEBI circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, in which SEBI has directed all the listed Companies to record the PAN and Bank Account Details of all their shareholders holding shares in physical mode. In this context, we request you to kindly fill in the details as mentioned in KYC form and forward the same along with all the supporting documents based on requirements considering the below mentioned points.

- (i) Self-attested legible copy of PAN card (exempted for Sikkim Shareholders)
- (ii) For address proof: Self-attested legible copy of Aadhar/passport/utility bill (not older than 3 months)
- (iii) Original cancelled cheque leaf containing the Bank A/c No., Bank Name, type of account, IFSC Code, MICR Code and the name of the shareholder printed on the cheque leaf; and in case the cancelled cheque leaf does not contain the shareholder's name printed on it, Legible copy of the bank passbook/Bank statement duly attested by the officer of the same bank with his signature, name, employee code, designation, bank seal & address stamp, phone no. and date of attestation.

To
Link Intime India Pvt. Ltd.
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai-400083.

Company Code:- 524661
Date :
Folio No. :
No. of Shares :

Welcure Drugs and Pharmaceuticals Limited

Dear Sir/Madam,
We refer to the current KYC status as provided by you in the below table :

Name of the Shareholder (s)	PAN (A)	Bank Details (B)	Specimen Signature (C)

I/ We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my / our signature(s) to it.

WELCURE DRUGS & PHARMACEUTICALS LTD.

ADMISSION SLIP

Member's Folio No.....Client ID.....DP ID.
Name of Member.....
No. of Shares.....
Name of the Proxy.....
(if attending for member)

I HEREBY RECORD MY PRESENCE AT THE ANNUAL GENERAL MEETING OF WELCURE DRUGS & PHARMACEUTICALS LTD. ON MONDAY 30th JULY, 2018 AT 9.00 A.M. AT H-151, BUDH VIHAR, PHASE-I, DELHI-110086.

SIGNATURE OF THE MEMBER/PROXY

NOTES :

1. Please produce this admission slip duly filled in and signed at the entrance to the meeting. Entry to Member/Proxy will be permitted after verification of signature(s). No duplicate slip will be issued at the meeting. Member/Proxy must bring his photo identification proof.
2. Members are requested to bring their copies of the Annual Report.

WELCURE DRUGS & PHARMACEUTICALS LTD.

CIN No. L24232DL 1996PLC227773

Regd. off : B-9&10, Laxmi Towers, L.S.C. Block C, Saraswati Vihar, Delhi-110034

FORM NO. MGT-11

PROXY FORM

Folio No./ Client ID.....DP ID.....
I/We, being the member(s) ofshares of the above named company, hereby
appoint.....R/o.....or falling him
.....R/o.....
as my/our proxy to attend and vote for me/us on my/our behalf at the 26th Annual
General Meeting of the Company to be held on the, 30th Day of July, 2018 at 9.00
A.M. at H-151 Budh Vihar, Phase-I, Delhi-110086 and at any adjournment thereof.
Signed this..... day of..... 2018
Signature of the member(s).....
Signature of Proxy.....

Atlix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly stamped, signed, completed and deposited at the Registered office of the Company at B-9&10, Laxmi Towers, L.S.C, Block, Saraswati Vihar, Delhi-110034. not less than forty eight hours before the commencement of the Meeting.

BOOK-POST

If undelivered, please return to :
WELCURE DRUGS & PHARMACEUTICALS LTD.
B- 9 &10, Laxmi Towers, LSC, 'C' Block,
Saraswati Vihar, Delhi-34.

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