

Date: 27th August, 2019

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

Sub.: Notice of 27th Annual General Meeting (AGM) and Annual Report 2018-19

Dear Sir,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Notice of the 27th AGM along with Annual Report for the financial year 2018-19. The same will be made available on the website of the Company, at www.veerhealthcare.net.

This is for your information and records.

Thanking You.

Yours faithfully,
For Veerhealth Care Limited



Bhavin S. Shah
Managing Director
DIN: 03129574



Encl.: As above



VeerHealth Care Ltd.

“NATURE-AL DIRECTION TO REMEDIES”

27th ANNUAL REPORT

2018-2019

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

VEERHEALTH CARE LIMITED

BOARD OF DIRECTORS

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

AUDITORS

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

REGISTERED OFFICE

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

VEERHEALTH CARE LIMITED

CIN: L65910MH1992PLC067632

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the members of M/s. Veerhealth Care Limited will be held on Monday, September 30, 2019 at 11.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (E), Mumbai – 400093 to transact the following businesses:

Ordinary Business:

Item no. 1 – Adoption of financial statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors ('the Board') and the Auditors thereon.

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

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

Special Business:

Item No. 3 – Re-Appointment of Mr. Bhavin Shah as Managing Director of the Company

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, subject to approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for the reappointment of Mr. Bhavin Shah (DIN: 03129574) as Managing Director of the Company, whose office will not be liable to retire by rotation, for a period of five years from 1st October, 2019 to 30th September, 2024 and payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

Item No. 4 - Re-appointment of Ms. Shruti Y. Shah as Executive Director of the Company

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, subject to approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for the reappointment of Ms. Shruti Shah (DIN: 06952245) as Whole Time Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of five years from 1st October, 2019 to 30th September, 2024 and payment of remuneration for the aforesaid period on the terms and conditions which are set out in Explanatory Statement annexed to the notice convening this meeting, as approved by the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Whole Time Director shall be paid salary, perquisites and other allowances as set out in Explanatory Statement, as the minimum remuneration, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time and subject to the approval of the Central Government, if so required, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution."

Notes:

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIMSELF / HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
5. Members / proxies/ authorized representatives are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

7. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 29, 2017.
8. Brief profile of Directors, nature of their expertise in specific functional areas, number of companies in which they hold directorships and memberships / chairmanships of Board Committees, are provided in the Corporate Governance Report forming part of the Annual Report.
9. Members may note that the Notice of the 27th AGM and the Annual Report 2018-19 will be available on the Company's website, www.veerhealthcare.net. The physical copies of the documents will also be available at the Company's registered office for inspection on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting.
10. The Register of Members and Share Transfer Books will remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive) for the purpose of 27th Annual General Meeting of the Company.
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Registrar and Transfer Agents of the Company, Purva Sharegistry (India) Pvt. Ltd.
12. The Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demit accounts. Members holding shares in physical form are required to submit their PAN details to the Registrar and Transfer Agents, Purva Sharegistry (India) Pvt. Ltd, Unit: Veerhealth Care Limited, Unit No. 9, Shiv Shakti Ind. Estt, J. R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai - 400011.
14. Members are requested to update their e-mail address with their Depository Participants to enable the Company to send communications electronically.

Instructions for e-voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Securities Depository Limited (NSDL). The facility for voting through ballot paper will also be made available at the AGM and members attending

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

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

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

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

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

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

<u>EVEN (E-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD</u>
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- ii) Please follow all steps from (ii) to (xii) above, to cast your vote.

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

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

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

- VI. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The e-voting period commences on September 27, 2019 (9:00 a.m.) and ends on September 29, 2019 (5:00 p.m.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he or she shall not be allowed to change it subsequently.
- VIII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in.
- IX. Mrs. Khushboo Shah, M.Com, has been appointed as the Scrutinizer to scrutinize the voting at the meeting and e-voting process in a fair and transparent manner.
- X. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.veerhealthcare.net and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to all the stock exchanges, where the shares of the Company are listed.

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

**Place: Mumbai
Date: 13th August, 2019**

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

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

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 3 - To re-appoint Mr. Bhavin Shah as Managing Director of the Company

The term of office of Mr. Bhavin Shah as Managing Director of the Company is due to expire on September 30, 2019. The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. Bhavin Shah as the Managing Director in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors of the Company (the 'Board'), at its meeting held on May 28, 2019 has, subject to the approval of the Shareholders, reappointed Mr. Bhavin Shah for a period of 5 years with effect from 1st October, 2019.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee and subsequently by the Board of Directors in its Board Meeting held on 28th May, 2019. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration for a maximum of Rs. 10,40,000/- per annum to Mr. Bhavin Shah which is inclusive of all type of perquisites. Contribution to Provident fund and payment of gratuity shall be as per the rules of the Company.

The Board recommends the Resolution as mentioned in the Notice for your approval.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives, except Mr. Bhavin Shah and their relatives, is in any way concerned or interested, in the proposed resolution set out at Item No 3.

Item No. 4 - To re-appoint Ms. Shruti Shah as Executive Director of the Company

The term of office of Ms. Shruti Shah as Executive Director of the Company is due to expire on September 30, 2019. The present proposal is to seek the Shareholders' approval for the re-appointment of Ms. Shruti Shah as Executive Director in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors of the Company (the 'Board'), at its meeting held on May 28, 2019 has, subject to the approval of the Shareholders, reappointed Ms. Shruti Shah for a period of 5 years with effect from 1st October, 2019.

The payment of remuneration has already been approved by the Nomination & Remuneration Committee and subsequently by the Board of Directors in its Board Meeting held on 28th May, 2019. Therefore the Board proposes to seek approval of the Shareholders of the Company, approving the payment of remuneration for a maximum of Rs. 5,20,000/- per annum to Ms. Shruti Shah which is inclusive of all type of perquisites and contribution to Provident fund and payment of gratuity as per the rules of the Company.

The Board recommends the Resolution as mentioned in the Notice for your approval.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives, except Ms. Shruti Shah, Mr. Yogesh Shah, Mr. Akash Shah and their relatives, is in any way concerned or interested, in the proposed resolution set out at Item No 4.

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

**Place: Mumbai
Date: 13th August, 2019**

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

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

1) BRIEF PROFILE OF MR. YOGESH M. SHAH

Name of the Director	Mr. Yogesh M. Shah
Particulars	Re-appointment
Age	61 Years
Date of first appointment on the Board	15/06/2011
Qualification and Experience	Mr. Yogesh M. Shah holds Bachelor of Commerce degree from University of Mumbai. He has vast experience in the field of Accountancy and Taxation. He has shown the way from the front to make Veerhealth Care Limited a leading provider of Ayurvedic medicines.
Disclosure of relationships between directors inter-se	Mr. Yogesh M. Shah is the father of Ms. Shruti Y. Shah. Other than this, none of the directors are related to each other.
Listed Companies (other than Veerhealth Care) in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Nil
Shareholding in the Company as on March 31, 2019	935035 Equity Shares

2) BRIEF PROFILE OF MR. BHAVIN S. SHAH

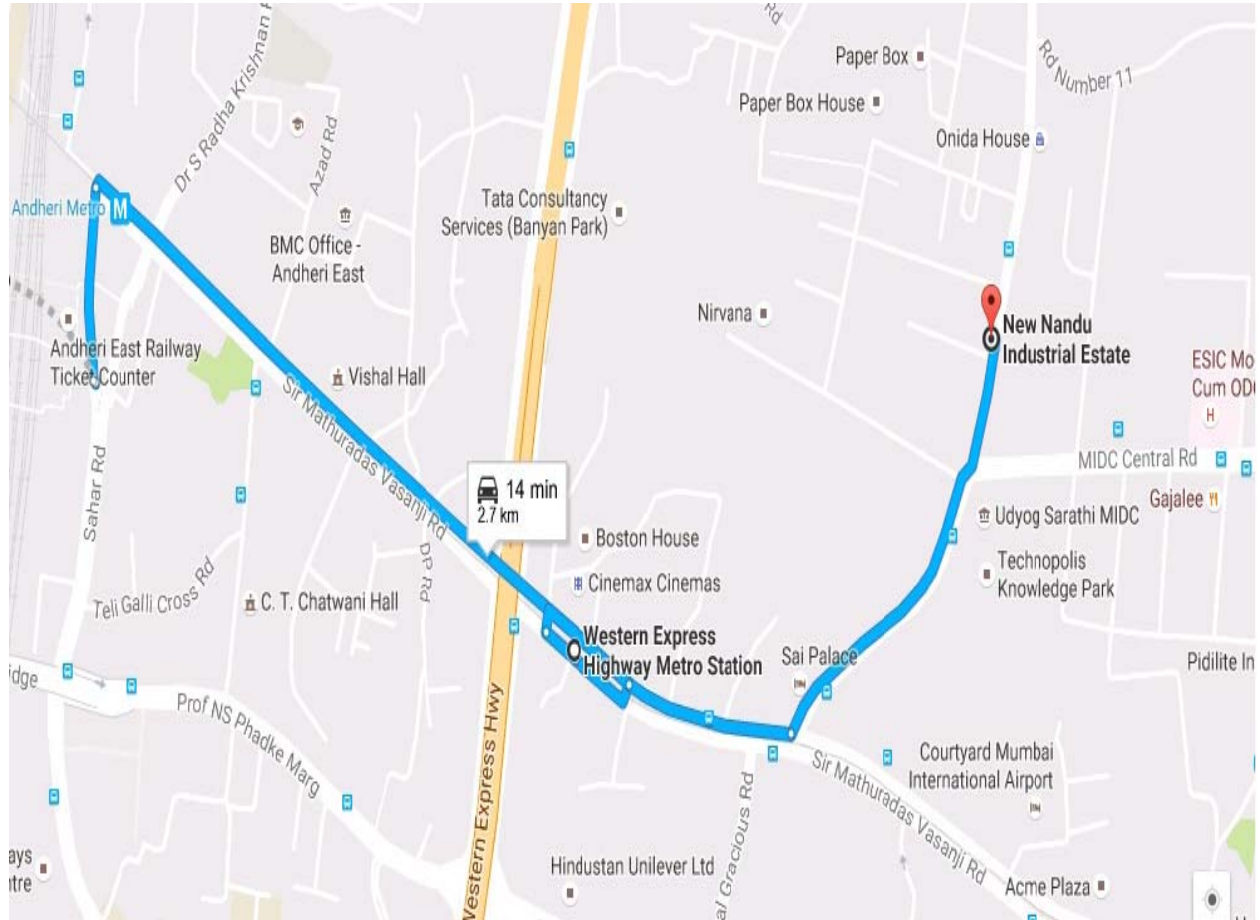
Name of the Director	Mr. Bhavin S. Shah
Particulars	Re-appointment
Age	38 Years
Date of first appointment on the Board	22/05/2013
Qualification and Experience	Mr. Bhavin S. Shah holds Master of Commerce degree from Mumbai University. He carries an enormous experience of more than 12 years in the field of production and procurement management. He also has a vast experience in the field of Operations.
Disclosure of relationships between directors inter-se	Not related to any Director.
Listed Companies (other than Veerhealth Care) in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Nil
Shareholding in the Company as on March 31, 2019	50000 Equity Shares

3) BRIEF PROFILE OF MS. SHRUTI Y. SHAH

Name of the Director	Ms. Shruti Y. Shah
Particulars	Re-appointment
Age	27 Years
Date of first appointment on the Board	12/09/2014
Qualification and Experience	Ms. Shruti Y. Shah holds degree of Bachelor in Financial Markets and she is also pursuing LLB. She is looking after the company compliances.
Disclosure of relationships between directors inter-se	Ms. Shruti Y. Shah is the daughter of Mr. Yogesh M. Shah. Other than this, none of the directors are related to each other.
Listed Companies (other than Veerhealth Care) in which Directorship held	Nil
Chairperson of Board committees	Nil
Member of Board committees	Nil
Shareholding in the Company as on March 31, 2019	270700 Equity Shares

Route Map to the AGM Venue

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



DIRECTORS REPORT

To
The Members,

The Board hereby presents the 27th Annual Report along with Audited Statements of Accounts for the Financial Year ended March 31, 2019.

FINANCIAL SUMMARY

Particulars	Amount In Lakhs	
	2018-19	2017-18
<u>Income:</u>		
Revenue from operations	598.44	516.93
Other Income	29.18	72.02
Total Revenue (I)	627.62	588.95
<u>Expenses:</u>		
Cost of Goods Sold	379.43	367.80
Employee benefit expense	46.69	57.16
Other expenses	128.19	104.36
Total (II)	554.31	529.32
Earning/(loss) before interest, tax, depreciation and amortization (EBITDA) (I) - (II)	73.31	59.63
Depreciation and amortization expense	32.00	27.48
Finance cost	3.45	7.08
Profit for the year	37.86	25.07
Current tax	7.00	5.20
Deferred tax	15.03	6.16
Profit after tax	15.83	13.71
Net Worth	1328.38	1310.21

DIVIDEND

In view of inadequate profit during the year, the directors do not recommend any dividend on equity shares for the year ended on 31st March, 2019.

TRANSFER TO RESERVES

The closing balance of the retained earnings of the Company for Financial year 2018-2019, after all appropriation and adjustments was Rs. 15.83 Lakhs.

OPERATIONS

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

CORPORATE GOVERNANCE

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

PERFORMANCE

The turnover of the Company for the year under review is Rs. 598.44 Lakhs as against Rs. 516.93 Lakhs in the previous year. Your Directors are hopeful to improve the growth rate in turnover and profitability in current year.

Net Profit before tax for the year under review is Rs. 37.86 Lakhs as against Rs. 25.07 Lakhs in the previous year. Net Profit after tax and other provisions is at Rs. 15.83 Lakhs as against Rs. 13.71 Lakhs in the previous year.

FUTURE PROSPECTS

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

INTERNAL FINANCIAL CONTROLS

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

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

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

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

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

No company has become or ceased to be a subsidiary, joint venture or associate during the financial year 2018-19.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the Profit and Loss of the Company for the year ended on that date;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively; and
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Directors draw attention of the members to note no. 35 to the financial statement which sets out related party disclosures.

AUDITORS & AUDITORS' REPORT

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

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

SECRETARIAL AUDITOR

The Board has appointed M/s. Nidhi Shah & Associates, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith marked as Annexure III to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

DISCLOSURES

Audit Committee

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

Vigil Mechanism

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

Meetings of the Board

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

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

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

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

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

Extract of Annual Return

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

Particulars of Employees and related disclosures

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

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

Corporate Social Responsibility

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

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

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

GENERAL

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

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

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

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

ACKNOWLEDGEMENT

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

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

**Place: Mumbai
Date: 13th August, 2019**

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

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

ANNEXURE I

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS INDEPENDENCE

Qualifications and criteria

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

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

The proposed appointee shall also fulfill the following requirements:

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

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

Criteria of Independence

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

Other directorships / committee memberships

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

ANNEXURE II

REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

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

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

Remuneration to Executive Directors and Key Managerial Personnel

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

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

Remuneration to Non-Executive Directors

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

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

Remuneration to other employees

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

ANNEXURE III

Form No. MR.3

Secretarial Audit Report for the financial year ended on March 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and the Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Veerhealth Care Limited
Mumbai

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there-under;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there-under;
- III. The Depositories Act, 1996 and the Regulations and bye-laws framed there-under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company;
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- VI. Other law applicable specifically to the Company, as detailed below;
 1. Factories Act, 1948
 2. Payment of Wages Act, 1936 and
 3. Foreign Exchange Management Act, 1999
 4. Payment of Gratuity Act, 1972
 5. Industrial Disputes Act, 1947

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

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

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

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

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

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

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

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

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

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

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

We further report that,

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

Place: Mumbai
Date: May 28, 2019

Sd/-
Nidhi Shah
ACS No. 45720, CP No. 16854

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

Annexure - "A"

To,
The Members
Veerhealth Care Limited
Mumbai

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

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

Place: Mumbai
Date: May 28, 2019

Sd/-
Nidhi Shah
ACS No. 45720, CP No. 16854

ANNEXURE IV

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31st March, 2019

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

I. REGISTRATION & OTHER DETAILS:

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

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

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

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

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the end of the year (As on 31-03-2018)				No. of Shares held at the end of the year (As on 31-03-2019)				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2239628	0	2239628	32.30	2548641	0	2548641	36.75	4.45
b) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (1):-	2239628	0	2239628	32.30	2548641	0	2548641	36.75	4.45
(2) Foreign									
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	2239628	0	2239628	32.30	2548641	0	2548641	36.75	4.45
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Co's	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the end of the year (As on 31-03-2018)				No. of Shares held at the end of the year (As on 31-03-2019)				% of Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	169717	0	169717	2.45	243567	225	243792	3.52	1.07
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2048357	213098	2261455	32.61	1986196	205298	2191494	31.60	-1.01
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1776251	18800	1795051	25.89	1542129	18800	1560929	22.51	-3.38
c) Others (specify)									
i) Clearing Member	108108	0	108108	1.56	36054	0	36054	0.52	-1.04
ii) LLP	100	0	100	0.00	100	0	100	0.00	0.00
iii) Non Resident Indians	119301	0	119301	1.72	117351	0	117351	1.69	-0.03
iv) Hindu Undivided Family	240878	0	240878	3.47	235877	0	235877	3.40	-0.07
Sub-total (B)(2):-	4462712	231898	4694610	67.70	4161274	224323	4385597	63.25	-4.45
Total Public Shareholding (B) = (B)(1)+ (B)(2)	4462712	231898	4694610	67.70	4161274	224323	4385597	63.25	-4.45
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	6702340	231898	6934238	100.00	6709915	224323	6934238	100.00	0.00

ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the end of the year (As on 31-03-2018)			Shareholding at the end of the year (As on 31-03-2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Yogesh Mahasuklal Shah	935035	13.48	0.00	935035	13.48	0.00	0.00
2	Mahasuklal Shah HUF	337965	4.87	0.00	337965	4.87	0.00	0.00
3	Shruti Yogesh Shah	234714	3.38	0.00	270700	3.90	0.00	0.52
4	Yogesh Shah HUF	201595	2.91	0.00	201595	2.91	0.00	0.00
5	Kalpna D. Shah	196987	2.84	0.00	196987	2.84	0.00	0.00
6	Krupa Yogesh Shah	152000	2.19	0.00	333246	4.81	0.00	2.61
7	Bhavin Satish Shah	50000	0.72	0.00	50000	0.72	0.00	0.00
8	Nisha Bhavin Shah	41720	0.60	0.00	41720	0.60	0.00	0.00
9	Jigar Jayant Shah	38900	0.56	0.00	38900	0.56	0.00	0.00
10	Ashish Jayant Shah	24950	0.36	0.00	24950	0.36	0.00	0.00
11	Jayant Seventilal Shah	18262	0.26	0.00	18262	0.26	0.00	0.00
12	Dharnendra B. Shah	5750	0.08	0.00	5750	0.08	0.00	0.00
13	Arvind M. Shah HUF	1750	0.03	0.00	1750	0.03	0.00	0.00
14	Ruchi Yogesh Shah	0	0.00	0.00	91781	1.32	0.00	1.32
	Total	2239628	32.30	0.00	2548641	36.75	0.00	4.45

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

Sr. No.	Particulars	Shareholding at the beginning of the year (As on 01-04-2018)		Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		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	2239628	32.30	*	*
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.): *	309013	4.45	*	*
3	At the end of the year	2548641	36.75	*	*

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

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares at the beginning (01-04-2018/ end of the year (31-03-2019)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Shruti Yogesh Shah	234714	3.38	01/04/2018				
				02/11/2018	10000	Buy	244714	3.53
				09/11/2018	5000	Buy	249714	3.60
				16/11/2018	497	Buy	250211	3.61
				23/11/2018	5650	Buy	255861	3.69
				21/12/2018	3053	Buy	258914	3.73
				28/12/2018	355	Buy	259269	3.74
				25/01/2019	2431	Buy	261700	3.77
				08/02/2019	4000	Buy	265700	3.83
				22/02/2019	5000	Buy	270700	3.90
		270700	3.90	31/03/2019				
2	Krupa Yogesh Shah	152000	2.19	01/04/2018				
				21/12/2018	181246	Buy	333246	4.81
		333246	4.81	31/03/2019				
3	Ruchi Yogesh Shah	0	0.00	01/04/2018				
				17/08/2018	33654	Buy	33654	0.49
				21/09/2018	2166	Buy	35820	0.52
				28/09/2018	5134	Buy	40954	0.59
				26/10/2018	13956	Buy	54910	0.79
				02/11/2018	5000	Buy	59910	0.86
				14/12/2018	1650	Buy	61560	0.89
				21/12/2018	11140	Buy	72700	1.05
				28/12/2018	877	Buy	73577	1.06
				31/12/2018	160	Buy	73737	1.06
				04/01/2019	11	Buy	73748	1.06
				25/01/2019	6590	Buy	80338	1.16
				15/02/2019	4150	Buy	84488	1.22

				22/02/2019	671	Buy	85159	1.23
				01/03/2019	6620	Buy	91779	1.32
				08/03/2019	2	Buy	91781	1.32
		91781	1.32	31/03/2019				

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

Sr. No.	Particulars	Shareholding at the beginning of the year (As on 01-04-2018)		Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	*	*	*	*
2	Date wise Increase / Decrease in top ten Shareholders during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	*	*	*	*
3	At the end of the year	*	*	*	*

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

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares at the beginning (01-04-2018/ end of the year (31-03-2019)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Varsha Sharad Shah	210000	3.03	01/04/2018				
		210000	3.03	31/03/2019				
2	Deval Nilay Shah	168407	2.43	01/04/2018				
		168407	2.43	31/03/2019				
3	Nilay Suvratbhai Shah	100000	1.44	01/04/2018				
		100000	1.44	31/03/2019				

4	Kamal Gadalay	80000	1.15	01/04/2018				
		80000	1.15	31/03/2019				
5	Jatin Rasiklal Mansata	79700	1.15	01/04/2018				
				01/06/2018	-79700	Sell	0	0.00
				15/06/2018	79700	Buy	79700	1.15
				06/07/2018	-79700	Sell	0	0.00
		0	0.00	31/03/2019				
6	Grishma Devendra Shah	79400	1.15	01/04/2018				
				13/07/2018	8176	Buy	87576	1.26
				20/07/2018	74	Buy	87650	1.26
				27/07/2018	11824	Buy	99474	1.43
				23/11/2018	637	Buy	100111	1.44
		100111	1.44	31/03/2019				
7	Gujarat State Financial Corporation	79300	1.14	01/04/2018				
		79300	1.14	31/03/2019				
8	Jigna Kanayalal Shah	75000	1.08	01/04/2018				
		75000	1.08	31/03/2019				
9	Sharad Kanayalal Shah	71000	1.02	01/04/2018				
		71000	1.02	31/03/2019				
10	Namit Singh Bakshi	65000	0.94	01/04/2018				
				25/05/2018	26000	Buy	91000	1.31
				06/07/2018	-40443	Sell	50557	0.73
				20/07/2018	-15118	Sell	35439	0.51
				27/07/2018	-18439	Sell	17000	0.25
				31/08/2018	-10280	Sell	6720	0.10
				21/09/2018	-2000	Sell	4720	0.07
				12/10/2018	-4720	Sell	0	0.00
		0	0.00	31/03/2019				

11	Bhamini Paresh Shah	58258	0.84	01/04/2018				
				11/05/2018	1500	Buy	59758	0.86
				01/06/2018	11810	Buy	71568	1.03
				15/06/2018	3500	Buy	75068	1.08
				03/08/2018	-150	Sell	74918	1.08
				10/08/2018	-918	Sell	74000	1.07
				28/09/2018	14600	Buy	88600	1.28
		88600	1.28	31/03/2019				
12	IL and FS Securities Services Limited	0	0.00	01/04/2018				
				01/06/2018	82602	Buy	82602	1.19
				08/06/2018	-82602	Sell	0	0.00
				06/07/2018	102443	Buy	102443	1.48
				13/07/2018	-2500	Sell	99943	1.44
				05/10/2018	7386	Buy	107329	1.55
				26/10/2018	-5106	Sell	102223	1.47
				02/11/2018	-5337	Sell	96886	1.40
				07/12/2018	-8849	Sell	88037	1.27
		88037	1.27	31/03/2019				

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

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares at the beginning (01-04-2018/ end of the year (31-03-2019)	% of total Shares of the company				No. of Shares	% of total Shares of the company
1	Bhavin S. Shah Managing Director	50000	0.72	01/04/2018		No Change		
		50000	0.72	31/03/2019				
2	Shruti Y. Shah Executive Director	234714	3.38	01/04/2018				
				02/11/2018	10000	Buy	244714	3.53
				09/11/2018	5000	Buy	249714	3.60
				16/11/2018	497	Buy	250211	3.61
				23/11/2018	5650	Buy	255861	3.69
				21/12/2018	3053	Buy	258914	3.73
				28/12/2018	355	Buy	259269	3.74
				25/01/2019	2431	Buy	261700	3.77
				08/02/2019	4000	Buy	265700	3.83
				22/02/2019	5000	Buy	270700	3.90
		270700	3.90	31/03/2019				
3	Yogesh M. Shah Non-Executive Director	935035	13.48	01/04/2018		No Change		
		935035	13.48	31/03/2019				
4	Arvind M. Shah Non-Executive Director	0	0.00	01/04/2018		No Change		
		0	0.00	31/03/2019				
5	Dharnendra B. Shah Non-Executive Director	5750	0.08	01/04/2018		No Change		
		5750	0.08	31/03/2019				
6	Mitesh J. Kuvadia Non-Executive Director	0	0.00	01/04/2018		No Change		
		0	0.00	31/03/2019				

7	Akash P. Shah CFO	1200	0.02	01/04/2018		No Change		
		1200	0.02	31/03/2019				
8	Rony M. Shah Company Secretary	0	0.00	01/04/2018		No Change		
		0	0.00	31/03/2019				

V. INDEBTEDNESS

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

(Rs. in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	29.46	92.00	-	121.46
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	29.46	92.00	-	121.46
Change in Indebtedness during the financial year				
* Addition	-	2.00	-	2.00
* Reduction	29.31	-	-	29.31
Net Change	29.31	2.00	-	27.31
Indebtedness at the end of the financial year				
i) Principal Amount	0.15	94.00	-	94.15
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	0.15	94.00	-	94.15

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Bhavin S. Shah Managing Director	Shruti Y. Shah Executive Director	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	9,10,000	4,55,000	13,65,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	9,10,000	4,55,000	13,65,000
	Ceiling as per the Act	Rs. 84 Lakhs as provided in Section II, Part II of Schedule V of the Companies Act, 2013 and as amended vide MCA Notification No. S.O. 2922(E) dated 12th September, 2016.		

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Arvind M. Shah	Dharnendra B. Shah	Mitesh J. Kuvadia	Yogesh M. Shah	
1	Independent Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others - Conveyance	2,000	2,000	2,000	-	6,000
	Total (1)	2,000	2,000	2,000	-	6,000
2	Other Non-Executive Directors					
	Fee for attending board / committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1+2)	2,000	2,000	2,000	-	6,000
	Total Managerial Remuneration (A)+ (B)					13,71,000
	Overall Ceiling as per the Act	Rs. 84 Lakhs as provided in Section II, Part II of Schedule V of the Companies Act, 2013 and as amended vide MCA Notification No. S.O. 2922(E) dated 12th September, 2016.				

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Rony M. Shah Company Secretary	Akash P. Shah CFO	Total Amount
1	Gross salary	Not Applicable			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		4,42,000	7,80,000	12,22,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		-	-	-
2	Stock Option		-	-	-
3	Sweat Equity		-	-	-
4	Commission				
	- as % of profit		-	-	-
	- others, specify...		-	-	-
5	Others, please specify		-	-	-
	Total	4,42,000	7,80,000	12,22,000	

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

ANNEXURE V

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

- i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 are as under:

Sr. No	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial Year 2018-19	% increase in Remuneration in the Financial Year 2018-19	Ratio of Remuneration of each Director/to median remuneration of employees
1	Bhavin S. Shah Managing Director	9,10,000	18.18%	5.00
2	Shruti Y. Shah Executive Director	4,55,000	16.67%	2.50
3	Yogesh M. Shah Non-Executive Director	Nil	Nil	Nil
4	Arvind M. Shah Non-Executive Director	Nil	Nil	Nil
5	Dharnendra B. Shah Non-Executive Director	Nil	Nil	Nil
6	Mitesh J. Kuvadia Non-Executive Director	Nil	Nil	Nil
7	Akash P. Shah Chief Financial Officer	7,80,000	56.00%	Not Applicable
8	Rony M. Shah Company Secretary	4,42,000	9.68%	Not Applicable

- ii) The median remuneration of employees of the Company during the financial year 2018-19 was Rs. 1,82,000.
- iii) In the financial year, there was an increase of 24.71% in the median remuneration of employees.
- iv) There were 11 permanent employees on the rolls of Company as on 31st March, 2019.
- v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2018-19 was 9.12% whereas the average percentage increase in the managerial remuneration for the same financial year was 25.40%.
- vi) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- vii) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

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

BOARD OF DIRECTORS

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

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

BRIEF PROFILE OF DIRECTORS IS GIVEN BELOW:

- 1) Mr. Bhavin Shah (DIN: 03129574), Managing Director (38 Years), holds Master of commerce degree from Mumbai University. He carries an enormous experience of more than 12 years in the field of production and procurement management. He also has a vast experience in the field of Operations.
- 2) Mr. Yogesh M Shah (DIN: 00169189), Director (61 years) holds Bachelor of Commerce degree from University of Mumbai. He carries an immeasurable knowledge in the field of Accountancy & Taxation. He has shown the way from the front to make Veerhealth Care Limited a leading provider of ayurvedic medicines.
- 3) Ms. Shruti Y. Shah (DIN: 06952245) (27 Years) has achieved the degree of Bachelor in Financial Markets and she is Executive Woman Director. She is looking after the company compliances.
- 4) Mr. Arvind M. Shah (DIN: 01645534) (61 years) holds Bachelor of Commerce degree and LLB (Gen) and also has a vast experience in the field of Income Tax and Sales Tax.
- 5) Dr. Dharnendra B. Shah (DIN: 00229621) (70 years) is a practicing Doctor with experience of more than 37 years.
- 6) Mr. Mitesh J. Kuvadia (DIN: 03256900) (28 years) holds Bachelor of Commerce degree from University of Mumbai and is carrying his own business. He has more than four years of experience in the field of marketing and operations.

SELECTION & TRAINING OF INDEPENDENT DIRECTORS

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

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

EVALUATION OF THE BOARD'S PERFORMANCE

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

BOARD MEETING

Mr. Yogesh M. Shah, Director of the Company, chairs the Board Meeting. During the financial year ended 31st March, 2019, four (4) Board Meetings were held i.e. on 29/05/2018, 14/08/2018, 14/11/2018 and 12/02/2019.

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

Name of the Director	No. of Board Meetings attended	Last AGM attended	No. of other Directorship(s) as on 31-03-2019	No. of Membership(s)/ Chairmanship(s) of Board Committees in other Companies as on 31-03-2019
Mr. Bhavin S. Shah	4	Yes	Nil	Nil
Mr. Yogesh M. Shah	4	Yes	3	Nil
Ms. Shruti Y. Shah	2	No	Nil	Nil
Mr. Arvind M. Shah	2	Yes	Nil	Nil
Dr. Dharnendra B. Shah	2	No	Nil	Nil
Mr. Mitesh J. Kuvadia	2	No	2	2 (Member)

AUDIT COMMITTEE

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

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

Four (4) meetings of the Audit Committee were held during the year. The meetings were held on 29/05/2018, 14/08/2018, 14/11/2018 and 12/02/2019.

Attendance of members of the Audit Committee during the Financial Year 2018-19 is as under:

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

NOMINATION AND REMUNERATION COMMITTEE

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

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

Two (2) meetings of the Nomination and Remuneration Committee were held during the year. The meetings were held on 16/04/2018 and 14/11/2018.

Attendance of members of the Nomination and Remuneration Committee during the Financial Year 2018 - 2019 is as under:

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

REMUNERATION TO DIRECTORS

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

Mr. Bhavin S. Shah, Managing Director and Ms. Shruti Y. Shah were executive directors on the Board, rest were Non - Executive Directors. Salary drawn annually for the financial year 2018-19 by Mr. Bhavin S. Shah and Ms. Shruti Y. Shah was Rs. 9,10,000 and Rs. 4,55,000 respectively. The Company has not granted any stock option to any of its Executive Directors.

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

STAKEHOLDERS RELATIONSHIP COMMITTEE

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

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

Details of investor complaints received and redressed during the year 2018-19 are as follows

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

Two (2) meetings of the Stakeholders Relationship Committee were held during the year. The meetings were held on 16/04/2018 and 14/11/2018.

Attendance of members of the Stakeholders Relationship Committee during the Financial Year 2018 - 2019 is as under:

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

GENERAL MEETINGS

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

MEETING	DATE AND TIME OF AGM	PLACE	SPECIAL RESOLUTION PASSED
24 th AGM	30-09-2016 at 11.30 AM	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093.	1. To consolidate equity shares of the Company from Re. 1 to Rs. 10 per share. 2. To amend Clause V of Memorandum of Association of the Company.
25 th AGM	29-09-2017 at 11.30 AM	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093.	No Special Resolution was passed in the meeting.
26 th AGM	28-09-2018 at 11.30 AM	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093.	1. Re-appointment of Mr. Arvind M. Shah as an Independent Director. 2. Re-appointment of Mr. Dharnendra B. Shah as an Independent Director. 3. Re-appointment of Mr. Mitesh Kuvadia as an Independent Director.

DISCLOSURES

None of the transactions with any of related parties were in conflict with the Company's interest. Attention of members is drawn to the disclosure of transactions with related parties set out in Note No. 35 of Standalone Financial Statements, forming part of the Annual Report. All related party transactions are negotiated on arm's length basis and are intended to further the Company's interests.

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

INTERNAL CONTROLS

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

WHISTLE BLOWER POLICY

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

MEANS OF COMMUNICATION

Quarterly Results

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

Website

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

SEBI Complaints Redress System (SCORES)

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

GENERAL SHAREHOLDERS INFORMATION

Company Registration Details

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

Annual General Meeting

Day, Date & Time	Monday, 30 th September, 2019 at 11.30 A.M.
Venue	6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

Financial Year

April to March

Date of Book Closure

Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).

Listing on Stock Exchange

1. BSE Limited (BSE) Scrip Code: 503657; ISIN: INE882C01035
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001.
Ph: 022-2272 1233; Fax: 022-2272 1919; Email: corp.comm@bseindia.com.
2. Metropolitan Stock Exchange of India Limited (MSEI); Symbol: VEERHEALTH
Vibgyor Towers, 4th floor, Plot No C 62, G - Block,
Opp. Trident Hotel, Bandra Kurla Complex, Bandra (E),
Mumbai - 400098.
Ph: 022-6112 9000; Fax: 022-2654 4000; Email: corporatecompliance@msei.in.

Payment of Listing Fees

The Company has paid Listing Fees for the year 2019-20 to BSE & MSEI within due date.

Payment of Depository Fees

The Company has paid Annual Custodial fees for the year 2019-20 to NSDL and CDSL within due date.

Registrars and Transfer Agents

Purva Sharegistry (India) Pvt. Ltd.

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

Ph: 022-2301 6761/2301 8261; Fax: 022-2301 2517; Email: support@purvashare.com.

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

DEMATERIALIZATION OF SHARES

96.76% of the Company's paid-up equity share capital has been dematerialized upto 31st March, 2019. Trading in Equity Shares of the Company is permitted only in dematerialization form.

Mode of Holding

NSDL	CDSL	PHYSICAL	TOTAL
2758557	3951358	224323	6934238

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

National Securities Depository Limited (NSDL)

Trade World, A Wing, 4th Floor, Kamala Mills Compound, Lower Parel, Mumbai - 400013.

Ph: 022-2499 4200; Fax: 022-2497 6351; Email: info@nsdl.co.in.

Central Depository Services (India) Limited (CDSL)

Marathon Futurex, Unit No. 2501, 25th Floor, A-Wing, Mafatlal Mills Compound, N. M. Joshi Marg, Lower Parel, Mumbai 400013.

Ph: 022-2302 3333; Email: helpdesk@cdslindia.com.

PLANT LOCATION

Plot No. 224, Vibrant Business Park, Opp. UPL, National Highway No. 8, Vapi - 396191.

ADDRESS FOR CORRESPONDENCE

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

Tel: 022-22018582; Fax: 022-22072644;

Email: info@veerhealthcare.net; Website: www.veerhealthcare.net.

SHAREHOLDING PATTERN

Share holding pattern of the Company as on 31st March, 2019 is as under:

CATEGORY	PHYSICAL		ELECTRONIC		TOTAL	
	No. of share	%	No. of share	%	No. of share	%
A. Promoters' Holding						
- Indian Promoters	Nil		2548641	36.75	2548641	36.75
- NRI Promoters	Nil		Nil		Nil	
- Bodies Corporate	Nil		Nil		Nil	
B. Non-Promoters Holding Institutions						
Non Institutions	Nil		Nil		Nil	
Banks, FIIs	224323	3.24	4161274	60.01	4385597	63.25
	Nil		Nil		Nil	
GRAND TOTAL	224323	3.24	6709915	96.76	6934238	100.00

DISTRIBUTION SCHEDULE ON SCRIP VALUE (AS ON 31st MARCH, 2019)

SHARE OF NOMINAL VALUE (1)	NO. OF HOLDERS (2)	% OF HOLDERS (3)	TOTAL AMOUNT (4)	% OF AMOUNT (5)
UPTO 5000	2805	73.60	5046450.00	7.28
5001 TO 10000	438	11.49	3815080.00	5.50
10001 TO 20000	258	6.77	3985510.00	5.75
20001 TO 30000	90	2.36	2323690.00	3.35
30001 TO 40000	43	1.13	1551810.00	2.24
40001 TO 50000	55	1.44	2613280.00	3.77
50001 TO 100000	62	1.63	4718790.00	6.81
100001 AND ABOVE	60	1.58	45287770.00	65.30
TOTAL	3811	100.00	69342380.00	100.00

STOCK MARKET PRICE DATA

MONTH	HIGH	LOW
April 2018	17.35	12.00
May 2018	16.00	11.56
June 2018	13.78	9.55
July 2018	11.50	9.52
August 2018	11.45	9.88
September 2018	13.00	9.25
October 2018	12.00	7.51
November 2018	12.40	8.60
December 2018	9.75	9.00
January 2019	9.45	8.13
February 2019	9.00	7.22
March 2019	8.35	7.00

COMPLIANCE CERTIFICATE OF AUDITOR

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

MD/ CFO CERTIFICATION

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

CODE OF CONDUCT DECLARATION

All board Members and senior management personnel have affirmed their compliance with the Code of Conduct for the year ended 31st March, 2019. The Model Code of Conduct is available on the website of the Company (www.veerhealthcare.net). The declaration from the Managing Director to this effect forms a part of this report.

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

**Place: Mumbai
Date: 13th August, 2019**

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

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

DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT

It is hereby confirmed that all the Members of the Board and Senior Management of the Company have affirmed adherence to and compliance with the Code of Conduct laid down by the Company for the year ended 31st March, 2019.

For Veerhealth Care Limited

**Place: Mumbai
Date: 13th August, 2019**

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

MD AND CFO CERTIFICATION

To,
The Board of Directors
Veerhealth Care Limited

Dear members of the Board,

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

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

Place: Mumbai
Date: 13th August, 2019

Sd/-
Bhavin S. Shah
Managing Director

Sd/
Akash P. Shah
Chief Financial Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Veerhealth Care Limited,

We have examined the compliance of conditions of Corporate Governance by Veerhealth Care Limited ('the Company'), for the year ended on 31st March, 2019, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15(2) of the Listing Regulations.

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

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

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

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

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

**Place: Mumbai
Date: 28th May, 2019**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,
The Members
Veerhealth Care Limited
Mumbai

**Sub: Certificate under Regulation 34 and Schedule V of Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

According to the information and explanations given to us and based on the verification of the relevant records and documents related to the Directors of the Veerhealth Care Limited ("the Company") as on March 31, 2019 with respect to the regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], we certify that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors by the Securities and Exchange Board of India /Ministry of Corporate Affairs or any such statutory authority.

Place: Mumbai
Date: May 28, 2019

Sd/-
Nidhi Shah
ACS No. 45720, CP No. 16854

MANAGEMENT DISCUSSION & ANALYSIS

Industry Structure and Outlook

Ayurveda is a system of medicine classified under a form of complementary and alternative medicine. In India, it is extremely popular and even considered mythical with origins going as far as the prehistoric ages. Therefore, Ayurvedic products and medicines are extremely sell-able goods in India. There is even a National Ayurveda Day in India.

India has never been low on plants or vegetation and we get a lot of naturally grown medicines in our dense forests. As a result, India is one of the leaders in Ayurveda. Ayurveda developed significantly during the vedic period and later some of the non-vedic systems such as Buddhism and Jainism also developed medical concepts and practices that appear in the classical Ayurveda texts.

SWOT Analysis

Strengths

- Portrayal as a healthy ayurvedic option as compared to competitors in FMCG
- Products are based on herbal formulation and do not have side effects.
- The company produces 100% natural products which are not tested on animals, thus the range of products are 100% cruelty free.
- The Company has an extensive range of Ayurvedic medicines.
- The company has a strong manufacturing base having an able infrastructure.

Weaknesses

- Cut throat competition from existing and new entrants in the market.
- Revenue is dependent on few main products which is not sustainable in the long run.
- Penetration pricing is not a long term sustainable strategy in order to earn profit.
- The Company does not have any direct outlets.
- The Drugs & Magic Remedies Act, 1954 provides for prohibition of certain advertisements thus imposing a limitation on the marketing and publicity material.

Opportunities

- Ayurvedic products are emerging as a competing alternative to the biopharmaceutical market.
- Spirituality or anything related to mysticism is popular among the inhabitants of Africa, Asia, and the Middle East.
- Use of unconventional methods of brand promotion and advertising.
- Natural and traditional approaches are being accepted worldwide.
- Expansion in terms of introduction of new product line.

Threats

- Negative word of mouth on social media can prove detrimental to the brand sales.
- The change in product pattern and importance given by most of the firms towards nutraceuticals and cosmetics, and the failure of regulation systems, which may hamper the spread of ayurvedic therapeutic tradition and its clinical value in future.
- FMCG competitors coming up with Ayurvedic product variants.
- The allopathy players are of major threat as they invest heavily on advertising and distribution of their products through medical representatives.
- Poor farming season can heavily affect business as it is dependent on natural ingredients for its product.

Risks

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

Internal control systems and their adequacy

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

Financial Performance

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

Human Resources

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

Cautionary Statement

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

INDEPENDENT AUDITORS REPORT

To
The Members of
Veerhealth Care Limited

Report on the Audit of the Standalone Financial Statements

1. Opinion

We have audited the standalone financial statements of Veerhealth Care Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. There are no key audit matters to communicate.

4. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation

and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

5. Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

6. Other Matter

There is no other matter which needs reporting here.

7. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

8. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone 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 the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which can impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

Sd/-
Devang Dalal
Partner
Membership No.109049

Place: Mumbai
Date: 28th May, 2019

Annexure-A to the Independent Auditors Report

Referred to in paragraph 8(f) of the Independent Auditors' Report of even date to the members of Veerhealth Care Limited on the Ind AS financial statements for the year ended March 31, 2019:

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

1. We have audited the internal financial controls over financial reporting of Veerhealth Care Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and referred to in paragraph 11(f) of the Independent Auditors' Report of even date to the members of Veer Energy & Infrastructure Limited on the Ind AS financial statements for the year ended March 31, 2019 expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the Ind AS financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company - commensurate with the size of the company and nature of its business considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Sd/-
Devang Dalal
Partner
Membership No.109049

Place: Mumbai
Date: 28th May, 2019

Annexure-B to the Independent Auditors Report

Referred to in paragraph (7) of the Independent Auditors Report of even date to the members of Veerhealth Care Limited on the Ind AS financial statements for the year ended March 31, 2019:

- i. (i) The company has maintained proper records showing full particulars including quantitative details and situations of fixed assets on the basis of available information.
(ii) According to the information and explanation, the fixed assets have been physically verified by the management once in a year which in our opinion is reasonable, having regards to the size of the Company and nature of its business. No material discrepancies have been noticed on such verifications.
(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immoveable properties are held in the name of the Company.
- ii. As per the information furnished, the inventories have been physically verified by the management during the year once in a year, having regard to the nature of stocks, the frequency of the physical verification is reasonable, discrepancies noticed on physical verification of inventories as compared to book records have been properly dealt with in the books of accounts.
- iii. In our opinion and according to information and explanation given to us and from verification of the records, we are of the opinion that the Company has not granted any loans, secured or unsecured to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence sub clause (i), ii, and iii of this clause is not applicable.
- iv. In our opinion, and according to the information and explanations given to us and from verification of the records, the Company has not granted any loans or provided any guarantee or security to the parties covered under section 185. Further the Company has complied with the provisions of section 186 of the Companies Act, in respect of the loans and investments made, and guarantees and security provided by it.
- v. The Company has not accepted any deposits during the year from the public within the meaning of the provisions of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under.
- vi. As per the information provided and from verification of the records, We are of the opinion that,, the Company is not covered under the requirements for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, and hence the provisions of clause 3(vi) is not applicable to the Company
- vii. (a) According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance Fund, Income-tax, Sales-tax, service tax, Custom Duty, Excise Duty, Cess and other material statutory dues as applicable with appropriate authorities.
(b) According to the records of the Company examined by us and the information and explanations given to us, there are no undisputed amounts payable in respect of Income Tax, Service Tax, Custom Duty, Sales Tax, Excise Duty, PF, ESIC and any other statutory dues which have remained outstanding as at 31st March, 2019 for a period of more than six months from the date they become payable.
- viii. Based on our audit procedures and the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of its dues to any banks or financial institutes and debenture holders.

- ix. We have verified the records of the Company, and of the opinion that the company has not raised any money by way of public offer or further public offer (including debt instruments). The amount of term loan which company had received were applied for the purpose for which those are raised.
- x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice, and according to the information and explanations given to us, we have neither come across any instances of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi. The Company has provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- xiii. As per the verification of the records, We are of the opinion that all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Ind AS Financial Statements as required under Ind AS 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
- xiv. We have verified the records of the Company, and of the opinion that the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly the provisions of Clause 3(xv) are not applicable to the Company.
- xvi. We have been informed that the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly the provisions of Clause 3(xvi) are not applicable to the Company.

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

Sd/-
Devang Dalal
Partner
Membership No.109049

Place: Mumbai
Date: 28th May, 2019

Veer Healthcare Limited
Balance Sheet as at 31 March, 2019

(in lakhs)

Sr. No	Particulars	Note	As at March 31, 2019	As at March 31, 2018
I	ASSETS			
1	Non-Current Assets			
	(a) Property, plant and equipment	3	545.52	554.37
	(b) Capital work-in-progress	3	219.34	23.80
	(c) Financial assets			
	(i) Loans	4	354.51	-
	(ii) Other financial assets	5	207.44	207.08
	(d) Other non-current assets	6	-	1.06
	Total Non-current Assets		1,326.81	786.31
2	Current Assets			
	(a) Inventories	7	84.06	94.07
	(b) Financial assets			
	(i) Trade receivables	8	74.42	91.78
	(ii) Cash and cash equivalents	9	18.37	8.03
	(iii) Loans	10	0.50	388.13
	(iv) Others financial assets	11	-	5.08
	(c) Other current assets	12	112.06	100.50
	Total Current Assets		289.41	687.59
	TOTAL ASSETS		1,616.22	1,473.90
II	EQUITY AND LIABILITIES			
1	Equity			
	(a) Equity share capital	13	693.42	693.42
	(b) Other equity	14	634.96	616.79
	Total Equity		1,328.38	1,310.21
2	Liabilities			
	Non-Current Liabilities			
	(a) Financial liabilities			
	(i) Borrowings	15	-	20.75
	(b) Provisions	16	3.60	2.57
	(c) Deferred tax liabilities (net)	17	19.75	14.36
	(d) Income tax liabilities (net)		6.27	5.19
	Total Non Current Liabilities		29.62	42.87
3	Current Liabilities			
	(a) Financial liabilities			
	(i) Borrowings	18	94.15	100.71
	(ii) Trade payables	19	157.45	18.84
	(b) Other current liabilities	20	6.53	1.02
	(c) Provisions	21	0.09	0.25
	Total Current Liabilities		258.22	120.82
	TOTAL EQUITY AND LIABILITIES		1,616.22	1,473.90
	NOTES FORMING PART OF THE FINANCIAL STATEMENTS	1 - 36		

As per our report of even date attached

For and on behalf of the board

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

Sd/-
Bhavin Shah
Managing Director
DIN: 03129574

Sd/-
Yogesh Shah
Director
DIN: 00169189

Sd/-
Devang M. Dalal
Partner
Membership Number: 109049
Place: Mumbai
Date: May 28, 2019

Sd/-
Rony Shah
Company Secretary
Place: Mumbai
Date: May 28, 2019

Sd/-
Akash Shah
Chief Financial Officer

Veer Healthcare Limited

Statement of Profit and Loss for the year ended March 31, 2019

(₹ in lakhs)

Sr. No.	Particulars	Note	Year ended March 31, 2019	Year ended March 31, 2018
I	Revenue from operations	22	598.44	516.93
II	Other income	23	29.18	72.02
III	Total Income (I+II)		627.62	588.95
IV	Expenses			
	(a) Purchase of stock-in-trade		369.42	308.38
	(b) Changes in inventories of stock-in-trade	24	10.01	59.42
	(c) Employee benefit expenses	25	46.69	57.16
	(d) Finance costs	26	3.45	7.08
	(e) Depreciation expenses	3	32.00	27.48
	(f) Other expenses	27	128.19	104.36
	Total Expenses		589.76	563.88
V	PROFIT BEFORE TAX (III - IV)		37.86	25.07
VI	Tax Expense			
	(a) Current tax		7.00	5.20
	(b) Deferred tax		15.03	6.16
	Total Expenses		22.03	11.36
VII	PROFIT FOR THE YEAR (V - VI)		15.83	13.71
VIII	OTHER COMPREHENSIVE INCOME (OCI)			
	Items that will not be reclassified to profit or loss		1.07	1.72
	Income tax effect on above		-	-
	Total Other Comprehensive Income		1.07	1.72
IX	TOTAL COMPREHENSIVE INCOME FOR THE YEAR (VII + VIII)		16.90	15.43
XI	Earnings per equity share (Rs.)	28		
	- Basic		0.23	0.20
	- Diluted		0.23	0.20
	Weighted average number of equity shares		69,34,238	69,34,238
	NOTES FORMING PART OF THE FINANCIAL STATEMENT	1 - 36		

As per our report of even date attached

For and on behalf of the board

For M. H. Dalal & Associates

Chartered Accountants

Firm Registration Number: 112449W

Sd/-

Devang M. Dalal

Partner

Membership Number: 109049

Sd/-

Bhavin Shah

Managing Director

DIN: 03129574

Sd/-

Rony Shah

Company Secretary

Sd/-

Yogesh Shah

Director

DIN: 00169189

Sd/-

Akash Shah

Chief Financial Officer

Place: Mumbai

Date: May 28, 2019

Place: Mumbai

Date: May 28, 2019

Veer Healthcare Limited

Statement of Changes in Equity for the year ended March 31, 2019

(A) Equity Share Capital

(' in lakhs)

As at March 31, 2018	Changes during the year	As at March 31, 2019
693.42	-	693.42

As at March 31, 2017	Changes during the year	As at March 31, 2018
693.42	-	693.42

(B) Other Equity

Particulars	General Reserve	Securities Premium	Retained Earnings	OCI Reserve	Total Equity
Balance as at April 1, 2018	73.06	583.76	(41.76)	1.73	616.79
Profit for the year	-	-	15.83	-	15.83
Movement during the year	-	-	1.28	-	1.28
Other Comprehensive income for the year					
<i>Remeasurements gain on defined benefit plans</i>	-	-	-	1.07	1.07
Balance as at March 31, 2019	73.06	583.76	(24.66)	2.80	634.96
Balance as at April 1, 2017	73.06	583.76	(65.15)	0.01	591.68
Profit for the year	-	-	13.71	-	13.71
Movement during the year	-	-	9.68	-	9.68
Other Comprehensive income for the year					
<i>Remeasurements gain on defined benefit plans</i>	-	-	-	1.72	1.72
Balance as at March 31, 2018	73.06	583.76	(41.76)	1.73	616.79

Veer Healthcare Limited

Cash Flow Statement for the year ended March 31, 2019

(₹ in lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
(A) CASH FLOW FROM OPERATING ACTIVITIES		
Profit for the year	15.83	13.71
Adjustments for:		
Depreciation	32.00	27.48
Interest and finance charges	3.45	7.09
Tax expenses	22.03	11.36
Interest income	(29.14)	(51.86)
Bad debts written off	25.47	8.10
Operating profit before working capital changes	69.64	15.87
Adjustments for changes in working capital :		
Decrease in other financial assets	4.72	213.05
Increase in other assets	(10.50)	(65.53)
Decrease in inventories	10.02	59.42
Increase in trade receivables	(8.11)	(30.79)
Increase/(decrease) in provisions	0.87	(0.41)
Increase /(decrease) in trade payables	138.61	(2.73)
Increase /(decrease) in other current liabilities	5.51	(2.60)
Cash generated from operations	210.75	186.28
Income taxes paid	(13.21)	(9.98)
Net cash flow from operating activities	197.54	176.30
(B) CASH FLOW FROM INVESTING ACTIVITIES		
Payment for purchase of property, plant and equipment	(218.69)	(353.51)
Interest income	29.14	51.86
Net cash flow used in investing activities	(189.55)	(301.65)
(C) CASH FLOW FROM FINANCING ACTIVITIES		
Payment of long term borrowings	(20.75)	(23.20)
Proceeds from loans	33.12	-
Proceeds/(repayment) from short term borrowings (net)	(6.57)	161.56
Interest and finance charges	(3.45)	(7.09)
Net cash flow from financing activities	2.35	131.27
Net change in cash and cash equivalents	10.34	5.92
Cash and bank balances at the beginning of the year	8.03	2.11
Cash and bank balances at the end of the year	18.37	8.03
(D) NOTES FORMING PART OF THE FINANCIAL STATEMENTS (1 to 36)		

As per our report of even date attached

For and on behalf of the board

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

Sd/-
Bhavin Shah
Managing Director
DIN: 03129574

Sd/-
Yogesh Shah
Director
DIN: 00169189

Sd/-
Devang M. Dalal
Partner
Membership Number: 109049
Place: Mumbai
Date: May 28, 2019

Sd/-
Rony Shah
Company Secretary
Place: Mumbai
Date: May 28, 2019

Sd/-
Akash Shah
Chief Financial Officer

Notes forming part of the Financial Statements for the year ended March 31, 2019

1. Corporate Information:

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

The financial statements for the year ended March 31, 2019 are approved for issue by the Company's Board of Directors on 28 May 2019.

2. Significant Accounting Policies:

2.1 Basis of Preparation

(I) Compliance with IND AS:

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act. The accounting policies are applied consistently to all the periods presented in the financial statements.

(II) Historical cost convention:

The financial statements have been prepared on historical cost basis, except certain financial assets and liabilities, defined benefits plans, contingent consideration and Assets held for sale, which have been measured at fair value.

(III) Current and non-current classification:

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

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

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

All other assets are classified as non-current.

A liability is current when:

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

All other liabilities are classified as non-current.

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

(IV) Rounding of Amounts:

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

2.2 Use of Estimates and Judgements:

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

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

2.3 Property, plant and equipment:

Property, plant and equipment are stated at original cost net of tax / duty credit availed, less accumulated depreciation and accumulated impairment losses, if any. Costs include financing costs of borrowed funds attributable to acquisition or construction of fixed assets, up to the date the assets are put-to-use, along with effects of foreign exchange contracts. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. When significant parts of property, plant and equipment are required to be replaced at intervals, the Company derecognizes the replaced part, and recognizes the new part with its own associated useful life and it is depreciated accordingly. Where components of an asset are significant in value in relation to the

total value of the asset as a whole, and they have substantially different economic lives as compared to principal item of the asset, they are recognized separately as independent items and are depreciated over their estimated economic useful lives. All other repair and maintenance costs are recognized in the statement of profit and loss as incurred unless they meet the recognition criteria for capitalization under Property, Plant and Equipment.

Tangible Fixed Assets:

Depreciation is charged as per straight line method on the basis of the expected useful life as specified in Schedule II to the Act. A residual value of 5% (as prescribed in Schedule II to the Act) of the cost of the assets is used for the purpose of calculating the depreciation charge. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. However, management reviews the residual values, useful lives and methods of depreciation of property, plant and equipment at each reporting period end and any revision to these is recognized prospectively in current and future periods, if any.

Capital Work- in- progress

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

2.4 Impairment of non-financial assets

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

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

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

2.5 Foreign Currency Transactions

Functional and presentation currency

The Company's financial statements are presented in Indian Rupees ("INR"), which is also the Company's functional and presentation currency. All amounts have been reported in Indian Rupees Lakhs, except for share and earnings per share data, unless otherwise stated.

Initial Recognition

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

Conversion

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

Exchange Differences

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

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

2.6 Revenue Recognition

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

(i) Sale of goods and services:

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services.

Effective April 1, 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. April 1, 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 was insignificant.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services. The Company recognizes provision for sales return, based on the historical results.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if all of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance;
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; and
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

Revenue from sale of products and services are recognised at a time on which the performance obligation is satisfied.

(ii) Interest income:

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

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

2.7 Financial Instruments

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

A. Financial Assets

a. Initial recognition and measurement:

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

b. Subsequent measurement:

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

i. Debt instruments at amortized cost:

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

- The asset is held with an objective of collecting contractual cash flows
- Contractual terms of the asset give rise on specified dates to cash flows that are "solely payments of principal and interest" [SPPI] on the principal amount outstanding.

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

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

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

- The asset is held with objective of both - for collecting contractual cash flows and selling the financial assets
- The asset's contractual cash flows represent SPPI.

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

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

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

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

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

c. Derecognition:

A financial asset is primarily derecognized when:

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

d. Impairment of financial assets:

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

- a. Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, deposits, trade receivables and bank balance
- b. Trade receivables or any contractual right to receive cash
- c. Financial assets that are debt instruments and are measured as at FVTOCI
- d. Lease receivables under Ind AS 17
- e. Financial guarantee contracts which are not measured as at FVTPL

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

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

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

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

- a. Financial assets measured as at amortized cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance which reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.
- b. Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

B. Financial liabilities:

a. Initial recognition and measurement:

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

b. Subsequent measurement:

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

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

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

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

ii. Loans and borrowings:

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

iii. Financial guarantee contracts:

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

c. Derecognition:

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

C. Reclassification of financial assets:

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

D. Offsetting of financial instruments:

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

2.8 Fair Value Measurement

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

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

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

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

- Level 1 - Quoted [unadjusted] market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.9 Inventories:

Inventories are stated at the lower of cost and net realizable value. Cost comprise all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on Weighted Average basis. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

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

2.10 Employee benefits

a. Short-term obligation:

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

b. Post employee obligations

The Company operates the following post-employment schemes:

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

(i) Gratuity obligations:

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

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

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

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

(ii) Defined contribution plans:

Provident fund:

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

c. Bonus plans

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

2.11 Income Tax

Income tax expense comprises current and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The

Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

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

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

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

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

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

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is a convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.12 Borrowing costs

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

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

2.13 Provisions, Contingent Liabilities and Contingent Assets:

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

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

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

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

2.14 Cash and Cash Equivalents

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

2.15 Earnings per equity share

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

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

2.16 Recent Accounting Pronouncements

Ind AS 116

On March 30, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from April 1, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

As per Ind AS 116, the lessee needs to recognize depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Company is currently evaluating the impact on account of implementation of Ind AS 116 which does not have significant impact on key profit & loss and balance sheet ratio i.e. Earnings before interest, tax, depreciation and amortisation (EBITDA), Asset coverage, debt equity, interest coverage, etc.

Veer Healthcare Limited

Notes forming part of the Financial Statements

3 - Property, Plant and Equipment

(` in lakhs)

Particulars	Freehold land	Furniture and Fixtures	Plant and Equipments	Office Equipment	Computers	Vehicles	Total	Capital work- in progress
Cost:								
As at April 1, 2017	-	67.50	215.71	17.23	0.87	9.55	310.86	-
Additions during the year	187.58	1.20	140.87	-	0.06	-	329.71	23.80
As at March 31, 2018	187.58	68.70	356.58	17.23	0.93	9.55	640.57	23.80
Additions during the year	1.73	-	21.43	-	-	-	23.15	195.54
As at March 31, 2019	189.31	68.70	378.01	17.23	0.93	9.55	663.72	219.34
Accumulated Depreciation:								
As at April 1, 2017	-	16.40	29.92	5.98	0.73	5.69	58.72	-
Depreciation for the year	-	6.47	18.69	1.03	0.16	1.13	27.48	-
As at March 31, 2018	-	22.87	48.61	7.01	0.89	6.82	86.20	-
Depreciation for the year	-	6.53	23.29	1.03	0.02	1.13	32.00	-
As at March 31, 2019	-	29.40	71.90	8.04	0.91	7.95	118.20	-
Net Carrying Amount:								
As at March 31, 2018	187.58	45.83	307.97	10.22	0.04	2.73	554.37	23.80
As at March 31, 2019	189.31	39.30	306.11	9.19	0.02	1.60	545.52	219.34

Veer Healthcare Limited

Notes forming part of the Financial Statements

(₹ in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
4 - Loans (Non Current)		
Unsecured and considered good		
Intercompany deposits	54.51	
Loans to unrelated party	300.00	-
	354.51	-
5 - Other Financial Assets (Non Current)		
Unsecured and considered good		
Deposits	207.44	207.08
	207.44	207.08
6 - Other Non Current Assets		
Prepaid expenses	-	1.06
	-	1.06
7 - Inventories		
Stock-in trade	84.06	94.07
	84.06	94.07
Note: Inventories are carried at the lower of cost and net realisable		
8 - Trade Receivables (Unsecured)		
Considered good	74.42	91.78
Considered doubtful	-	-
	74.42	91.78
Less: Provision for doubtful debts	-	-
	74.42	91.78
9 - Cash and Cash Equivalent		
Balances with banks in current accounts	18.09	0.86
Cash on hand	0.28	7.17
	18.37	8.03
10 - Loans (Current)		
Loans to unrelated party (unsecured and considered good)	0.50	388.13
	0.50	388.13
11 - Other Financial Assets (Current)		
Deposits	-	5.08
	-	5.08
12 - Other Current Assets		
Balance with statutory authorities	106.87	73.82
Advances to suppliers	5.19	-
Others	-	26.68
	112.06	100.50

(` in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
13 - Share Capital		
Authorised: 1,00,00,000 Equity Shares of Rs. 10 each (March 31, 2018: 1,00,00,000 Equity shares of Rs. 10 each)	1,000.00	1,000.00
Issued, Subscribed and fully paid-up: 69,34,238 Equity Shares of Rs. 10 each fully paid up (March 31, 2018: 69,34,238 Equity shares of Rs. 10 each)	693.42	693.42
	693.42	693.42

(i) Reconciliation of shares outstanding at the beginning and at the end of the Reporting year

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	(` in lakhs)	No. of Shares	(` in lakhs)
Equity Shares				
Opening Balance	6,934,238	693.42	6,934,238	693.42
Add: Issued during the year	-	-	-	-
Closing Balance	6,934,238	693.42	6,934,238	693.42

(ii) Rights, preferences and restrictions attached to shares

Equity Shares:

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

(iii) Number of Shares held by each shareholder holding more than 5% Shares in the Company

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Yogesh M. Shah	935,035	13.48	935,035	13.48

(iv) During the 5 years immediately preceeding March 31, 2019, there are no shares allotted as fully paid up pursuant to contract(s) without payment being received in cash. Also, there are no shares allotted as fully paid up by way of bonus shares.

Particulars	(` in lakhs)	
	As at March 31, 2019	As at March 31, 2018
14 - Other Equity		
Securities Premium		
Opening balance	583.76	583.76
Add: Additions during the financial year	-	-
Less: Deductions during the financial year	-	-
Closing balance	583.76	583.76
General Reserve	73.06	73.06
Retained Earnings		
Opening balance	(41.76)	(65.15)
Profit for the year	15.83	13.71
Adjusted on account of Ind AS:		
- Fair Valuation of Financial Assets	1.45	(0.41)
- Fair Valuation of Financial Liabilities	(0.17)	0.48
- Net effect of Ind AS opening adjustment	-	9.61
Closing balance	(24.65)	(41.76)
Other Comprehensive Income		
Opening balance	1.73	0.01
Add: Additions during the financial year	1.07	1.72
Closing balance	2.80	1.73
Total	634.97	616.79
15 - Borrowings (Non Current Financial Liabilities)		
Secured term loans from banks	-	20.75
	-	20.75
16 - Provisions (Non Current)		
Provision for employee benefits of gratuity	3.60	2.57
	3.60	2.57
17 - Deferred Tax Liabilities (Net)		
Deferred tax liabilities	28.17	24.20
Less: Deferred tax assets	8.42	9.84
Deferred Tax Liabilities (Net)	19.75	14.36
18 - Borrowings (Current Financial Liabilities)		
Secured loans from banks		
- Term loans	-	23.68
- Overdraft Facilities	0.15	(14.97)
Unsecured loans from directors	94.00	92.00
	94.15	100.71

(` in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
19 - Trade Payables		
Due to micro and small enterprises	-	-
Due to other than micro and small enterprises	157.45	18.84
	157.45	18.84
<p>Disclosure under Section 22 of Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 is as under: The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 and hence disclosures as required under Section 22 of The Micro, Small and Medium Enterprise Development (MSMED) Act, 2006 regarding:</p> <p>(a) Principal amount and the interest due thereon remaining unpaid to any suppliers as at the end of accounting year; (b) Interest paid during the year; (c) Amount of payment made to the supplier beyond the appointed day during accounting year; (d) Interest due and payable for the period of delay in making payment; (e) Interest accrued and unpaid at the end of the accounting year; and (f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise; have not been given.</p> <p>The information is given in respect of such vendors to the extent they could be identified as micro and small enterprise on the basis of information available with the Company.</p>		
Particulars	As at March 31, 2019	As at March 31, 2018
20 - Other Current Liabilities		
Statutory liabilities	1.47	1.02
Advances from customers	5.06	-
	6.53	1.02
21 - Short Term Provisions		
Provision for employee benefits of gratuity	0.09	0.25
	0.09	0.25
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
22 - Revenue from Operations		
Sale of products	580.93	396.21
Sale of services	13.42	117.81
Other operating revenue	4.09	2.91
	598.44	516.93
23 - Other Income		
Interest	29.14	51.86
Miscellaneous income	0.04	20.16
	29.18	72.02

(` in lakhs)		
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
24 - Changes in Inventories of Stock-in-Trade		
Opening stock	94.07	153.49
Less : Closing stock	(84.06)	(94.07)
	10.01	59.42
25 - Employee Benefit Expenses		
Salaries, bonus, gratuities and allowances	45.37	54.97
Contribution to provident and other funds	0.68	1.00
Staff welfare expense	0.64	1.19
	46.69	57.16
26 - Finance Costs		
Interest expenses	3.16	6.94
Bank charges	0.29	0.14
	3.45	7.08
27 - Other Expenses		
Advertisement, publicity and sales promotion	29.27	23.65
Bad debts written off	25.47	8.10
Clearing, forwarding, packing, freight, loading etc.	15.00	7.74
Deferred expenses on financial instruments	17.91	19.09
Electricity	7.24	10.15
Indirect taxes	0.35	0.20
Insurance	0.12	1.42
Legal charges	5.32	4.91
Miscellaneous expenses	3.71	3.87
Payment to Auditors**	1.00	1.00
Professional and consultancy charges	7.59	7.32
Repairs and maintenance	1.09	2.26
Testing and designing charges	6.39	6.18
Transportation expenses	4.04	2.82
Travelling expenses	0.86	4.92
Water expenses	2.83	0.73
	128.19	104.36
** Payment to Auditors		
- as auditors	0.70	0.70
- for tax audit	0.15	0.15
- for limited review	0.15	0.15
28 - Earnings Per Equity Share		
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Profit available for equity shareholders (` in lakhs)	15.83	13.71
Weighted average numbers of equity shares	69,34,238	69,34,238
Face value per equity share (in `)	10.00	10.00
Earnings Per Equity Share Basic and Diluted (in `)	0.23	0.20

(` in lakhs)		
29 - Contingent Liabilities and Commitments	As at March 31, 2019	As at March 31, 2018
(a) Contingent Liabilities	-	-
(b) Commitments		
- Estimated amount of contracts remaining to be executed on capital account and not provided for	-	450.00
<p>30 - Segment Reporting Based on the "management approach" as defined in Ind AS 108, the Chief Operating Decision Maker (CODM) evaluates the Company's performance and allocates resources based upon analysis of various performance indicators by the Operating Segments. Accordingly, information has been presented on operating segments. The Company's CODM constitutes of managing director, whole-time director and chief financial officer. The Company has one segment of activity namely "Ayurved Pharma Products". The Company's operations are limited to India only and its all assets are domiciled in India, there are no reportable geographical segments.</p> <p>31 - Employee Benefits The Company has classified the various benefits provided to employees as under:-</p> <p>(a) Defined contribution plans - Provident fund The Company has recognized the following amounts in the statement of profit and loss: Employers' contribution to provident fund :- current year ` 0.62 lakh (previous year ` 1.00 lakh)</p> <p>(b) Defined benefit plans - Gratuity In accordance with Indian Accounting Standard 19, actuarial valuation was done in respect of the aforesaid defined benefit plans based on the following assumptions-</p> <p>Economic Assumptions The discount rate and salary increases assumed are the key financial assumptions and should be considered together; it is the difference or 'gap' between these rates which is more important than the individual rates in isolation.</p> <p>Discount Rate The discounting rate is based on the gross redemption yield on medium to long term risk free investments. The estimated term of the benefits/obligations works out to zero years. For the current valuation a discount rate of 7.62% p.a. (Previous Year 7.73% p.a.) compound has been used.</p> <p>Salary Escalation Rate The salary escalation rate usually consists of at least three components, viz. regular increments, price inflation and promotional increases. In addition to this any commitments by the management regarding future salary increases and the Company's philosophy towards employee remuneration are also to be taken into account. Again a long-term view as to trend in salary increase rates has to be taken rather than be guided by the escalation rates experienced in the immediate past, if they have been influenced by unusual factors.</p>		

The assumptions used are summarized in the following table:

(` in lakhs)

Particulars	Gratuity (Unfunded)	
	As at March 31, 2019	As at March 31, 2018
Discount rate (per annum)	7.62%	7.73%
Future salary increase	5.00%	5.00%
Mortality rates	100.00%	100.00%
Retirement age	60 years	60 years
Withdrawal rates		
- Up to 30 years	3.00%	20.00%
- From 31 to 44 years	2.00%	15.00%
- Above 44 years	1.00%	10.00%
Particulars	Gratuity (Unfunded)	
	As at March 31, 2019	As at March 31, 2018
Change in present value of the defined benefit obligation		
Present value of obligation as at the beginning of the year	3.44	3.24
Interest cost	0.27	0.24
Current service cost	1.06	1.06
Actuarial gain on arising from change in financial assumption	(1.06)	(1.51)
Actuarial gain on arising from experience adjustment	(0.01)	0.40
Present value of obligation as at the end of the year	3.70	3.44
Net Liability recorded in the Balance Sheet		
Present value of obligation as at the end of the year	3.70	3.44
Net Liability Current	0.09	0.25
Net Liability Non-Current	3.60	3.19
Expenses recorded in the Statement of Profit and Loss during the year		
Interest cost	0.27	0.24
Current service cost	1.06	1.06
Total expenses included in employee benefit expenses	1.33	1.31
Recognized in Other Comprehensive Income during the year		
Actuarial gain on arising from Change in Financial Assumption	(1.06)	(1.51)
Actuarial gain on arising from Experience Adjustment	(0.01)	0.40
Recognized in Other Comprehensive Income	(1.07)	(1.11)

Maturity profile of defined benefit obligation		
Within 12 months of the reporting period	0.21	1.21
Between 2 and 5 years	1.40	8.37
Between 6 and 10 years	-	-
Quantitative sensitivity analysis for significant assumption is as below:		
Increase/ (decrease) on present value of defined benefit obligation at the end of the year		
Half percentage point increase in discount rate	(0.21)	(0.03)
Half percentage point decrease in discount rate	0.43	0.03
Half percentage point increase in salary increase rate	0.44	0.02
Half percentage point decrease in salary increase rate	(0.22)	(0.02)
Expected contribution to the defined benefit plan for the next reporting period		
	2018-19	2017-18
Expected contribution to the defined benefit plan for the next reporting period (Gratuity)	1.43	1.49
32 - Corporate Social Responsibility (CSR)		
Gross amount required to be spent by the Company for CSR during the year is ` Nil (Previous year - ` Nil).		
33 - Tax Expenses (` in lakhs)		
Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Current Tax:		
Current Tax on profits for the year	7.00	5.20
Deferred Tax:		
Decrease / (Increase) in Deferred Tax Assets	-	3.05
(Decrease) / Increase in Deferred Tax Liabilities	15.03	3.11
Income Tax Expenses	22.03	11.36
Reconciliation of tax expense and accounting profit		
Profit before income taxes	37.86	25.07
Rate of tax	26.00	27.55
Tax Expense at applicable rate	9.84	6.91
Tax effect of adjustments to reconcile expected		
Expenses not deductible for tax purposes	8.82	7.46
Expenses deductible for tax purposes	(16.29)	(13.53)
Carried forward losses	(2.38)	(1.55)
Others	22.02	12.07
Income Tax Expenses	22.02	11.36

34. Financial Instruments - Accounting Classification and Fair Value Measurements

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

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

1. Fair values of cash and short term deposits, trade and other short term receivables, trade payables,
 2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on
- The company uses the following hierarchy for determining and disclosing the fair values of financial instruments by valuation technique:

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

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

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

There is no transfer between level 1, 2 & 3 during the year.

I. Figures as at March 31, 2019

(` in lakhs)

Financial Instrument	Amortised Cost	Carrying Amount	Total Fair Value
Financial Assets			
Non Current			
Loans	354.51	354.51	354.51
Other Financial Assets	207.44	207.44	207.44
Current			
Trade receivables	74.42	74.42	74.42
Cash and cash equivalents	18.37	18.37	18.37
Loans	0.50	0.50	0.50
TOTAL	655.24	655.24	655.24
Financial Liabilities			
Current			
Borrowings	94.15	94.15	94.15
Trade payables	157.45	157.45	157.45
TOTAL	251.60	251.60	251.60

I. Figures as at March 31, 2018

Financial Instrument	Amortised Cost	Carrying Amount	Total Fair Value
Financial Assets			
Non Current			
Other financial assets	207.08	207.08	207.08
Current			
Trade receivables	91.78	91.78	91.78
Cash and cash equivalents	8.03	8.03	8.03
Loans	388.13	388.13	388.13
Other financial assets	5.08	5.08	5.08
TOTAL	700.10	700.10	700.10

Financial Liabilities			
Non Current			
Borrowings	20.75	20.75	20.75
Current			
Borrowings	100.71	100.71	100.71
Trade Payables	18.84	18.84	18.84
TOTAL	140.30	140.30	140.30

During the reporting period ending March 31, 2019 and March 31, 2018, there were no transfers between Level 1 and Level 2 fair value measurements.

IV. Description of significant unobservable inputs to valuation:

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

Particulars	As at	As at
	March 31, 2019	March 31, 2018
Other Non-Current Financial Assets Borrowings (Non-Current)	Discounted Cash Flow method using the risk adjusted	

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

(` in lakhs)

35 - Related Party Disclosures

(a) Related Parties

- Key Management Personnel (KMP)

Sr. No.	Name of KMP	Designation
1	Bhavin Shah	Managing Director
2	Shruti Shah	Executive Director
3	Yogesh M. Shah	Director
4	Rony Shah	Company Secretary
5	Akash Shah	Chief Financial Officer

- Relative of Key Management Personnel

Sr. No.	Name of Relative of KMP	Relationship
1	Ruchi Y. Shah	Daughter of Yogesh M. Shah (Director)

- Entities controlled by Directors or their relatives

Sr. No	Name of the Company	Director interested	Capacity
1	Veer Energy & Infrastructure Limited	Yogesh M. Shah	Managing Director
2	Shah Pack N Print	Bhavin S. Shah	Relative of Managing Director

(b) Transactions with related parties:

Particulars	Key Management Personnel and their relatives	Entities controlled by Directors or their relatives	Total
Salary	28.86 23.43	- -	28.86 23.43
Purchase	- -	220.72 -	220.72 -
Purchase of machinery	-	- 136.91	- 136.91
Deposit received back	-	- 50.00	- 50.00
Loan taken	- 92.00	- -	- 92.00

(c) Balance outstanding at March 31, 2019:

Particulars	Payable	Receivable	Total
Current borrowings	94.00 92.00	- -	94.00 92.00
Trade payables	126.83 -	- -	126.83 -
Other financial assets	- -	200.00 200.00	200.00 200.00

Previous years' figures are in italics

36 - Financial Risk Management and Policies

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

Market risk

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

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

Interest rate risk

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

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

Foreign currency risk

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

Credit risk

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

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

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

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

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

(` in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Deposits	207.44	207.08
Total (A)	207.44	207.08

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

(` in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Trade receivables	74.42	91.78
Total (A)	74.42	91.78

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

(` in lakhs)

Particulars	As at March 31, 2019	As at March 31, 2018
Within credit period	-	-
Less than 6 months overdue	72.04	64.64
More than 6 months but within 12 months overdue	1.62	1.54
More than 1 year overdue	0.76	25.60
Total	74.42	91.78

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

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

Liquidity Risk

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

Maturity profile of financial liabilities

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

(` in lakhs)

Particulars	As at March 31, 2019			As at March 31, 2018		
	Less than 1 year	1 to 5 years	Total	Less than 1 year	1 to 5 years	Total
Borrowings	94.15	-	94.15	100.71	20.75	121.46
Trade Payables	157.45	-	157.45	18.84	-	18.84
Total	251.60	-	251.60	119.55	20.75	140.30

Capital management

For the purposes of the Company's capital management, capital includes issued capital and all other equity reserves. The primary objective of the Company's Capital Management is to maximise shareholder value. The company manages its capital structure and makes adjustments in the light of changes in economic environment and the The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt.

Particulars	As at	As at
	March 31, 2019	March 31, 2018
Total Debt	94.15	121.46
Equity	1,328.38	1,310.21
Capital and total debt	1,422.53	1,431.67
Gearing ratio	6.62%	8.48%

As per our report of even date attached

For and on behalf of the board

For M. H. Dalal & Associates

Chartered Accountants

Firm Registration Number: 112449W

Sd/-

Devang M. Dalal

Partner

Membership Number: 109049

Place: Mumbai

Date: May 28, 2019

Sd/-

Bhavin Shah

Managing Director

DIN: 03129574

Sd/-

Rony Shah

Company Secretary

Place: Mumbai

Date: May 28, 2019

Sd/-

Yogesh Shah

Director

DIN: 00169189

Sd/-

Akash Shah

Chief Financial Officer

VEERHEALTH CARE LIMITED

CIN: L65910MH1992PLC067632

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

**FORM NO. MGT-11
PROXY FORM**

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 11.30 A.M. at 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions		Vote	
Ordinary Business		For	Against
1	Consider and adopt Audited Financial Statement for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.		
2	Appointment of Mr. Yogesh M. Shah (DIN: 00169189), a Director retiring by rotation.		
Special Business			
3	Re-Appointment of Mr. Bhavin Shah as Managing Director of the Company.		
4	Re-appointment of Ms. Shruti Y. Shah as Executive Director of the Company.		

Signed this day of 2019.

Affix Revenue Stamp of Rs. 1

Signature of Shareholder Signature of Proxyholder(s)

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

BOOK-POST

To, _____



Mumbai Office:

629-A, Gazdar House, 1st Floor,

Nr. Kalbadevi Post Office,

J. S. S. Road, Mumbai – 400002

Tel: +91 22 22018582

Fax: +91 22 22072644

Email: info@veerhealthcare.net