

**VARDHMAN TRAUMA & LAPAROSCOPY CENTRE PRIVATE LIMITED**  
**C-209, DEFENSE COLONY, NEW DELHI-110024**  
**CIN- U85110DL1996PTC079982**

**NOTICE**

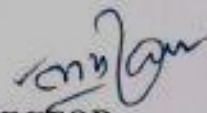
NOTICE is hereby given that the 22<sup>nd</sup> ANNUAL GENERAL MEETING of the Shareholders of M/S VARDHMAN TRAUMA & LAPAROSCOPY CENTRE (P) LIMITED (Formerly known as M/s "Vardhman Trauma & Infertility Pvt. Ltd.") will be held on 29<sup>th</sup> September 2018 at the registered office of the Company, C-209, Defense Colony, New Delhi-110024 at 4.30 P.M. to transact the following business: -

**ORDINARY BUSINESS: -**

1. To receive and adopt the Balance Sheet as at 31-03-2018 and the Profit & Loss account of the Company for the year ended on that date and the report of Directors and the Auditor's thereon.
2. To appoint the Auditor's and fix their remuneration. The retiring Auditors M/s Agarwal Ajay & Associates, Muzaffarnagar is eligible for re-appointment.
3. Any other business with the permission of the chair.

**By Order & on behalf of the Board**  
**For VARDHMAN TRAUMA & LAPAROSCOPY CENTRE (P) LIMITED**  
(Formerly known as M/s "Vardhman Trauma & Infertility Pvt. Ltd.")

**DATED: 10.08.2018**  
**PLACE: NEW DELHI**

  
**DIRECTOR**

00392866

NOTE: - (1) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Such proxy form must reach at the registered office of the Company at least 48 hours before the meeting.

**VARDHMAN TRAUMA LAPAROSCOPY CENTRE PRIVATE LIMITED**  
**NEW DELHI**  
**CIN- U85110DL1996PTC079982**

**DIRECTOR'S REPORT**

**TO,**  
**THE MEMBERS**  
**VARDHMAN TRAUMA & LAPAROSCOPY CENTRE (P) LTD**  
**DELHI**

Your Directors are pleased to present the **22nd Annual Report** of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2018. The summarized financial results for the year ended 31st March, 2018 are as under:

**1 FINANCIAL RESULTS**

Particular	For the financial year ended 31st March, 2018	For the financial year ended 31st March, 2017
	Amount in ₹	Amount in ₹
Turnover	349,072,110.00	300,903,760.00
Profit Before interest, Depreciation & Tax	115,610,747.53	80,864,089.35
Less: Finance Cost	6,873,807.97	7,773,288.13
Less: Depreciation & Amortization Expenses	12,896,425.00	10,249,557.00
Profit before Tax	95,840,514.56	62,841,244.22
Provision for Tax	26,902,573.00	22,003,006.00
Deferred Tax	(714,994.00)	329,353.00
Profit after Tax	68,222,947.56	41,167,591.22
Add/ Less : Previous Year Adjustment	726,416.00	266,043.00
Less : Proposed Dividend & Tax thereon	-	-
Balance carried to Balance Sheet	67,496,531.56	40,901,548.22

**2 DIVIDEND:**

To strengthen the financial position of the Company and to augment working capital your directors regret to declare any dividend.

**3 TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as till date the company has not declared any dividend, hence there is no question of pendency of dividend for more than seven years.



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**4 REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS :**

During the year under review, the company has earned Profit of ₹ 958.41 lacks after providing depreciation of ₹ 128.96 lacksas (Previous Year ₹ 102.50 lacks) against profit of ₹ 628.41 lacks during the previous financial year. Hospital receipts of the Company was ₹ 3490.72 lacks as compared to previous year receipts of ₹ 3009.04. The increase in the receipts is 16.01%. Your Directors are optimistic about company's business and hopeful of better performance with increased revenue in next year.

**5 CHANGE IN THE NATURE OF BUSINESS**

There is no Change in the nature of the business of the Company done during the year.

**6 EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

**7 BOARD MEETINGS:**

The Company had 5 (Five)Board meetings during the financial year under review.

**8 SHARE CAPITAL**

At present the Authorized Share Capital of the Company is ₹ 15,00,000/-divided into 1,50,000 Equity Shares of ₹ 10/- each. During the year there is no change in share capital.

**9 DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

During the financial year 2017-18 there is no change in the board of directors and key managerial personnel.

**10 COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES :**

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

**11 DEPOSITS**

During the year under review, Company has not accepted any Public Deposit during the year.

**12 RISK MANAGEMENT**

Given the asset base and the portfolio of investments made by the Company, the Board is of the opinion that there are no major risks affecting the existence of the Company.

**VARDHMAN TRAUMA LAPAROSCOPY CENTRE PRIVATE LIMITED**

**NEW DELHI**

**CIN- U85110DL1996PTC079982**

**13 DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company need not to develop and implement any Corporate Social Responsibility initiatives as the said provisions are not applicable to the company.

**14 PARTICULARS OF LOANS , GUARANTEES AND INVESTMENTS**

During the year under review, the Company did not grant any loan or provide any guarantee as per the provisions of section 186 of the Companies Act,2013,and hence the said provision are not applicable to the company.

**15 RELATED PARTY TRANSACTIONS**

Transactions with related parties in the ordinary course of the Company's business are detailed in Note to the financial statements. However, none of these fall under the purview of the provisions of section 188 of the Companies Act,2013.

**16 AUDITORS' REPORT**

The observations of the auditors in their report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

**17 AUDITORS' QUALIFICATIONS:**

There were no qualifications , reservations or adverse remarks in the Auditors' Report.

**18 EXTRACT OF ANNUAL RETURN:**

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 an extract of annual return in MGT 9 as a part of this Annual Report as **ANNEXURE 'A'**

**19 DIRECTOR'S RESPONSIBILITY STATEMENT**

The Directors's Responsibility Statement referred to in clause (c) of Sub- section (3) of Section 134 of the Companies Act, 2013 shall state that :

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures:
- (b) The director had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the director had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;



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- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively-**NOT APPLICABLE**
- (f) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**20 SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS**

During the year no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

**21 PARTICULARS OF EMPLOYEES :**

Particulars of employees as required U/s 197 of the Companies Act, 2013 are given in ANNEXURE "B".

**22 INTERNAL CONTROLS:**

The Board is of the opinion that there exists adequate internal controls commensurate with the size and operations of the Company.

**23 DISCLOSURE OF COMPOSITION OF AUDIT COMMITTEE**

The provisions of Section 177 of the Companies Act, 2013 read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

**24 DIRECTORS**

As per Article no. 42 of the Articles of Association of the company all the Directors are non rotational.

**25 APPOINTMENT OF AUDITORS:**

M/s AGARWAL AJAY & ASSOCIATES, (ICAI Firm Registration No.005159C ), Who are the Statutory Auditors of the Company, will retire at the ensuing Annual General meeting of the Company and being eligible offer themselves for re-appointment.

Your directors recommend their re-appointment as Statutory Auditors of the Company.

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26 CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

These are not specifically applicable to the Company but are duly considered and given due weightage. During the year there is an amount of ₹ 2.51 Lacks (previous year ₹ 2.10 lacks) foreign outgo for the travelling of the directors.

27 ACKNOWLEDGEMENTS :

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

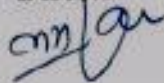
For and on behalf of the Board

For VARDHMAN TRAUMA & LAPAROSCOPY CENTRE (P) LTD

Dated : 10.08.2018

Place : DELHI

Director



00392866

Director



00392893

**ANNEXURE - "B"**

Information as per section 197 of the Companies Act, 2013 forming part of the Directors Report for the period ended 31st March 2018

S.NO.	NAME	AGE	QUALIFICATION	DESIGNATION	GROSS REMUNERATION	EXPERIENCE	DATE OF APPOINTMENT	PARTICULARS OF PREVIOUS EMPLOYMENT
1	Dr. Mukesh Jain	65	M.B.B.S. M.S.	Director	30,000,000.00	40 Years	28.06.1996	Self Employed
2	Dr. Nutan Jain	60	M.B.B.S. M.S.	Director	30,000,000.00	38 Years	28.06.1996	Self Employed
3	Dr. Anubhav Jain	31	M.B.B.S.	Director	12,000,000.00	6 Years	11.01.2012	Self Employed
4	Dr. Vandana Jain	33	M.B.B.S.	Director	12,000,000.00	6 Years	11.01.2012	Self Employed

Dated : 10.08.2018

Place : DELHI

For and on behalf of the Board

For VARDHMAN TRAUMA & LAPAROSCOPY CENTRE (P) LTD

Director

Director

00392866

00392893









<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
<b>a) Bodies Corp.</b>	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b) Individuals</b>	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	-	-	-	-	-	-	-	-	-
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	-	95820	95820.00	100.00	-	95820	95820.00	100.00	-

(ii) Shareholding of Promoters

Sr No	Promoters Name	Shareholding at the beginning of the year				Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	% change in share holding during the year	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	% change in share holding during the year
1	Shri Mukesh Jain	21510	22.45	-	-	21510	22.45	-	-
2	Smt. Nutan Jain	21510	22.45	-	-	21510	22.45	-	-
3	M/s S.P. Jain and Sons	50100	52.29	-	-	50100	52.29	-	-
4	M/s Mukesh Kumar Jain and Sons	100	0.10	-	-	100	0.10	-	-
5	Shri Mayank Jain	100	0.10	-	-	100	0.10	-	-
6	Shri Manoj Gupta	1000	1.04	-	-	1000	1.04	-	-
7	Shri Anubhav Jain	1500	1.57	-	-	1500	1.57	-	-
<b>Total</b>		<b>95820</b>	<b>100.00</b>	-	-	<b>95820</b>	<b>100.00</b>	-	-

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

There is no change during the year

**Note**

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

Sr No	Top ten Shareholders Name	Shareholding at the beginning/end of the year			Changes during the year			Cumulative Shareholding during the year	
		Date	No. of Shares	% of total Shares of the company	Date	(+)Increase/(-)Decrease	Reason	No. of Shares	% of total Shares of the company
	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(v) Shareholding of Directors and Key Managerial Personnel

Sr No	Directors and KMP Name	Shareholding at the beginning/end of the year			Changes during the year			Cumulative Shareholding during the year	
		Date	No. of Shares	% of total Shares of the company	Date	(+)Increase/(-)Decrease	Reason	No. of Shares	% of total Shares of the company
1	Shri Mukesh Jain	01-Apr-2017	21510	22.45	-	-	21510	22.45	
		31-Mar-2018	21510	22.45	-	-	21510	22.45	
2	Smt. Nutan Jain	01-Apr-2017	21510	22.45	-	-	21510	22.45	
		31-Mar-2018	21510	22.45	-	-	21510	22.45	
3	Shri Anubhav Jain	01-Apr-2017	1500	1.57	-	-	1500	1.57	
		31-Mar-2018	1500	1.57	-	-	1500	1.57	

**V. INDEBTEDNESS**

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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits		Unsecured Loans		Deposits		Total Indebtedness
i) Principal Amount	-	10505731.01	-	53211497	-	-	63717228.01
ii) Interest due but not paid	-	-	-	-	-	-	-
iii) Interest accrued but not due	-	-	-	-	-	-	-
<b>Total (i+ii+iii)</b>	-	<b>10505731.01</b>	-	<b>53211497</b>	-	-	<b>63717228.01</b>
<b>Change in Indebtedness during the financial year</b>	-	-	-	-	-	-	-



• Addition	-	38724819	-	38724819
• Reduction	8287362.47	-	-	8287362.47
<b>Net Change</b>	<b>-8287362.47</b>	<b>38724819</b>	-	<b>30437456.53</b>
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	2218368.54	91936316	-	94154684.54
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>2218368.54</b>	<b>91936316</b>	-	<b>94154684.54</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Name of MD/ WTD/ Manager	Gross salary			Stock Option	Sweat Equity	Commission		Others, please specify	Total	Ceiling as per the Act
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(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			as % of profit	others, specify ...			
Shri Mukesh Jain	30000000	-	-	-	-	-	-	-	30000000	-
Smt. Nutan Jain	30000000	-	-	-	-	-	-	-	30000000	-
Shri Anubhav Jain	12000000	-	-	-	-	-	-	-	12000000	-
Smt. Vandana Jain	12000000	-	-	-	-	-	-	-	12000000	-
<b>Total</b>	<b>84000000</b>	-	-	-	-	-	-	-	<b>84000000</b>	-

B. Remuneration to other directors:

Name of Directors	Fee for attending board/ committee meetings	Commission	Others, please specify	Total Amount
<b>Independent Directors</b>	-	-	-	-
<b>TOTAL (1)</b>	-	-	-	-
<b>Other Non-Executive Directors</b>	-	-	-	-

<b>TOTAL (2)</b>	-	-	-	-	-	-	-	-	-
<b>TOTAL (B)=(1+2)</b>	-	-	-	-	-	-	-	-	-
<b>TOTAL MANAGERIAL REMUNERATION</b>	-	-	-	-	-	-	-	-	-
Ceiling as per the act (1% of profits calculated under section 198 of Companies act 2013)									

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Key Managerial Personnel	Name	Gross salary				Stock Option	Sweat Equity	Commission		Total
		(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	(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	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			as % of profit	others, specify...	
CEO		-	-	-	-	-	-	-	-	-
Company Secretary		-	-	-	-	-	-	-	-	-
CFO		-	-	-	-	-	-	-	-	-
<b>Total</b>		-	-	-	-	-	-	-	-	-

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


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


Compounding						
<b>C. OTHER OFFICERS IN DEFAULT</b>						
Penalty						
Punishment						
Compounding						

**For VARDHMAN TRAUMA LAPAROSCOPY CENTRE PRIVATE LIMITED**

  
Director

00392893

  
Director

  
00392866