

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

**NOTICE**

NOTICE is hereby given that the 21st 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 2017 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 31-03-2017 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: 01.09.2017**  
**PLACE: NEW DELHI**

  
**DIRECTOR**

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 **21st** 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, 2017. The summarized financial results for the year ended 31st March, 2017 are as under:

**1 FINANCIAL RESULTS**

Particular	For the financial year ended 31st March, 2017	For the financial year ended 31st March, 2016
	Amount in ₹	Amount in ₹
Turnover	300,903,760.00	212,263,750.00
Profit Before interest, Depreciation & Tax	80,864,089.35	39,612,198.36
Less: Finance Cost	7,773,288.13	5,502,804.10
Less: Depreciation & Amortization Expenses	10,249,557.00	11,497,093.00
Profit before Tax	62,841,244.22	22,612,301.26
Provision for Tax	22,003,006.00	8,721,352.00
Deferred Tax	329,353.00	813,686.00
Profit after Tax	41,167,591.22	14,704,635.26
Add/ Less : Previous Year Adjustment	266,043.00	43,887.00
Less : Proposed Dividend & Tax thereon	-	-
Balance carried to Balance Sheet	40,901,548.22	14,660,748.26

**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.

**VARDHMAN TRAUMA LAPAROSCOPY CENTRE PRIVATE LIMITED  
NEW DELHI**

**CIN- U85110DL1996PTC079982**

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

During the year under review, the company has earned Profit of ₹ 628.41 lacks after providing depreciation of ₹ 102.50 lacks as (Previous Year ₹ 114.97 lacks) against profit of ₹ 226.12 lacks during the previous financial year. Hospital receipts of the Company was ₹ 3009.04 lacks as compared to previous year receipts of ₹ 2122.64. The increase in the receipts is 41.76%. 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 4 (Four) 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 2016-17 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;

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

- (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.

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

**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 ₹ 2.10 Lacks (previous year ₹ 1.95 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 : 01.09.2017**  
**Place : DELHI**

  
Director

  
Director