

VARDHMAN TRAUMA & LAPAROSCOPY CENTRE PRIVATE LIMITED
C-209, DEFENSE COLONY, NEW DELHI-110024
CIN- U85110DL1996FTC079982

NOTICE

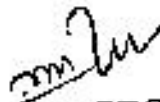
NOTICE is hereby given that the 20th ANNUAL GENERAL MEETING of the Shareholders of M/S VARDHMAN TRAUMA & LAPAROSCOPY CENTRE (P) LIMITED (Formerly known as M/s "Vardhman Trauma & Infertility Pvt. Ltd.") will be held on 30th September 2016 at the registered office of the Company, C-209, Defense Colony, 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 31-03-2016 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: 25.08.2016
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 20th 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, 2016. The summarized financial results for the year ended 31st March, 2016 are as under:

1. FINANCIAL RESULTS

Particular	For the financial year ended 31st March, 2016	For the financial year ended 31st March, 2015
	Amount in ₹	Amount in ₹
Turnover	212,263,750.00	173,552,080.00
Profit Before interest, Depreciation & Tax	39,612,198.36	43,685,500.24
Less: Finance Cost	5,502,804.10	11,253,122.52
Less: Depreciation & Amortization Expenses	11,497,093.00	11,430,951.00
Profit before Tax	22,612,301.26	21,001,426.72
Provision for Tax	8,721,352.00	9,105,692.00
Deferred Tax	813,686.00	856,245.00
Profit after Tax	14,704,635.26	12,751,979.72
Add/ Less : Previous Year Adjustment	43,887.00	11,920.00
Less : Proposed Dividend & Tax thereon	-	-
Balance carried to Balance Sheet	14,660,748.26	12,740,059.72

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 ₹ 226.12 lacks after providing depreciation of ₹ 114.97 lacks as (Previous Year ₹ 114.31 lacks) against profit of ₹ 210.01 lacks during the previous financial year. Hospital receipts of the Company was ₹ 2122.64 lacks as compared to previous year receipts of ₹ 1735.52. The increase in the receipts is 22.31%. 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 2015-16 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 173(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.

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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

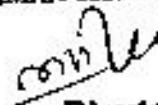
These are not specifically applicable to the Company but are duly considered and given due weightage. During the year there is an amount of ₹ 1.95 Lacks (previous year ₹ 2.93 lacks) foreign outgo for the travelling of the directors.

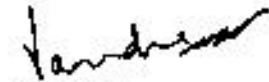
27 ACKNOWLEDGEMENTS:

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 : 25.08.2016
Place : DELHI


Director


Director

Form MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31/03/2016

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

I. REGISTRATION AND OTHER DETAILS:

- i) CIN U85110DL1996PTC079982
- ii) Registration Date 28/06/1996
- iii) Name of the company VARDHMAN TRAUMA LAPAROSCOPY CENTRE PRIVATE LIMITED
- iv) Category of the company Private Company
- Sub Category of the Company
- v) Address of the Registered office and contact details C-209, DEFENCE COLONY, DELHI, DELHI, DELHI, INDIA, 110011
- vi) Whether listed company ☐ YES ☒ NO
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any NIL

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:-

Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
Hospital Activities	86100	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ASSOCI- ATE	% of shares held	Applicable Section
NIL	NIL	NIL	NIL	NIL

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 beginning of the year			No. of Shares held at the end of the year			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoters	-	-	-	-	-	-	-

i) Principal Amount		11001787.14	33662858		44664645.14
ii) Interest due but not paid		-	-		-
iii) Interest accrued but not due		-	-		-
Total (i+ii+iii)		11001787.14	33662858		44664645.14
Change in indebtedness during the financial year					
+ Addition		2913939.07	61621473		64535412.07
+ Reduction		-	56857328		56857328
Net Change		2913939.07	4764145		7678084.07
Indebtedness at the end of the financial year					
i) Principal Amount		13915726.21	38427003		52342729.21
ii) Interest due but not paid		-	-		-
iii) Interest accrued but not due		-	-		-
Total (i+ii+iii)		13915726.21	38427003		52342729.21

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

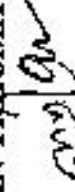
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Name of MD/ WTD/ Manager	Gross salary		Stock Option	Sweat Equity	Contribution		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			as % of profit	others, specify..		
Dr. Mukesh Jain	24000000	-	-	-	-	-	24000000	-
Dr. Nutan Jain	24000000	-	-	-	-	-	24000000	-
Dr. Anubhav Jain	6000000	-	-	-	-	-	6000000	-
Dr. Vandana Goyal	6000000	-	-	-	-	-	6000000	-
Total	60000000	-	-	-	-	-	60000000	-

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					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For VARDHMAN TRAUMA LAPAROSCOPY CENTRE PRIVATE LIMITED


Director


Director

ANNEXURE -"B"

Information as per section 197 of the Companies Act, 2013 forming part of the Directors Report for the period ended 31st March 2016

S.NO.	NAME	AGE	QUALIFICATION	DESIGNATION	GROSS REMUNERATION	EXPERIENCE	DATE OF APPOINTMENT	PARTICULARS OF PREVIOUS EMPLOYMENT
1	Dr. Mukesh Jain	64	M.B.B.S. M.S.	Director	24,000,000.00	39 Years	28.06.1996	Self Employed
2	Dr. Nutan Jain	59	M.B.B.S. M.S.	Director	24,000,000.00	37 Years	28.06.1996	Self Employed
3	Dr. Anubhav Jain	30	M.B.B.S.	Director	6,000,000.00	5 Years	11.01.2012	Self Employed
4	Dr. Vandana Jain	32	M.B.B.S.	Director	6,000,000.00	5 Years	11.01.2012	Self Employed

Dated : 25.08.2016
Place : DELHI

For and on behalf of the Board

For VARDHMAN TRAUMA & LAPAROSCOPY CENTRE (P) LTD


Director


Director

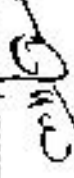
VARDHMAN TRAUMA & LAPROSCOPY CENTRE PVT. LTD.

CIN U85110DL1996PTC079992

Details of Share / Debentures

Sr. No.	Ledger Folio NO.	Name of Share Holder	Type of Share	NO. of Share	Amount Per Share	Address	Town/City	District	State	Pin code
1	1	Mukesh Jain	1-Equity	21510	10/-	A-36, South Civil Lines	Muzaffarnagar	Muzaffarnagar	UP	251001
2	2	Mutan Jain	1-Equity	21510	10/-	A-36, South Civil Lines	Muzaffarnagar	Muzaffarnagar	UP	251001
3	3	M/s S.P. Jain & Sons	1-Equity	50100	10/-	A-36, South Civil Lines	Muzaffarnagar	Muzaffarnagar	UP	251001
4	4	M/s Mukesh Kumar Jain & Sons	1-Equity	100	10/-	A-36, South Civil Lines	Muzaffarnagar	Muzaffarnagar	UP	251001
5	5	Mayank Jain	1-Equity	100	10/-	A-36, South Civil Lines	Muzaffarnagar	Muzaffarnagar	UP	251001
6	7	Manoj Gupta	1-Equity	1000	10/-	53, Sector 29	Fardabad	Fardabad	Haryana	121008
7	8	Anubhav Jain	1-Equity	1500	10/-	C-209, Defence Colony	Delhi	Delhi	Delhi	110011
				Total	95620					

For VARDHMAN TRAUMA & LAPROSCOPY CENTRE (P) LTD.


Director


Director

VARDHMAN TRAUMA & LAPROSCOPY CENTRE PVT. LTD.

CIN U86110DL1999PTC079932

Details of Directors

Sr. No.	Name of the Director	Nationality	DIN	Designation	Date of Appointment	Date of Cessing	Address	Town/City	District	State	Pin code
1	Mukesh Jain	Indian	00382868	Managing Director	28/06/1996	N.A.	A-38, South Civil Lines	Muzaffarnagar	Muzaffarnagar	UP	251001
2	Nutan Jain	Indian	00382869	Whole time Director	28/06/1996	N.A.	A-38, South Civil Lines	Muzaffarnagar	Muzaffarnagar	UP	251001
3	Shrawan Kumar Jain	Indian	03092834	Director	15/01/1997	N.A.	12, Jain Milan Vihar	Muzaffarnagar	Muzaffarnagar	UP	251001
4	Vandana Goyal	Indian	05376879	Whole time Director	11/01/2012	N.A.	A-22, Krishna Park	Delhi	Delhi	Delhi	110062
5	Anubhav Jain	Indian	05376880	Whole time Director	11/01/2012	N.A.	A-38, South Civil Lines	Muzaffarnagar	Muzaffarnagar	UP	251001

For VARDHMAN TRAUMA & LAPAROSCOPY CENTRE (P) LTD.

(Signature)
Director

(Signature)
Director

(1) Indian	-	-	-	-	-	-	-
a) Individual/ HUF	-	95820	95820	100.00	-	-	-
b) Central Govt	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-
f) Any Other..	-	-	-	-	-	-	-
Sub-total (A) (1):-	-	95820	95820.00	100.00	-	95820.00	100.00
(2) Foreign	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-
Sub-total (A) (2):-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (AX1)+(AX 2)	-	95820	95820.00	100.00	-	95820.00	100.00
B. Public Shareholding	-	-	-	-	-	-	-
1. Institutions	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-
g) FPIs	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-

B. Remuneration to other directors:

Name of Directors	Fee for attending board/ committee meetings	Commission	Others, please specify	Total Amount
Independent Directors	-	-	-	-
TOTAL (1)	-	-	-	-
Other Non-Executive Directors	-	-	-	-
TOTAL (2)	-	-	-	-
TOTAL (B)=(1+2)	-	-	-	-
TOTAL MANAGERIAL REMUNERATION	-	-	-	-
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/VTD

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			as % of profit	others, specify...	
CEO		-	-	-	-	-	-	-	-
Company Secretary		-	-	-	-	-	-	-	-
CFO		-	-	-	-	-	-	-	-
Total		-	-	-	-	-	-	-	-

6	Shri Manoj Gupta	1000	1.04	-	1000	1.04	-
7	Shri Anubhav Jain	1500	1.57	-	1500	1.57	-
	Total	95820	100.00	-	95820	100.00	-

(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-2015	21510	22.45		-		21510	22.45
		31-Mar-2016	21510	22.45		-		21510	22.45
2	Smt. Nutan Jain	01-Apr-2015	21510	22.45		-		21510	22.45
		31-Mar-2016	21510	22.45		-		21510	22.45
3	Shri Anubhav Jain	01-Apr-2015	1500	1.57		-		1500	1.57
		31-Mar-2016	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	