



VeerHealth Care Ltd.

“NATURE-AL DIRECTION TO REMEDIES”

31st ANNUAL REPORT

2022-2023

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 |
| Mrs. Shruti A. 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. Jayesh R. Shah & Co. Chartered Accountants. | C-36, New Vasant Villa CHS Ltd., Amrut Nagar, Ghatkopar (West), Mumbai - 400086. |

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 31st Annual General Meeting of the members of M/s. Veerhealth Care Limited will be held on Monday, September 11, 2023 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, 2023 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 – Increase in Authorized Share Capital of the Company and Alteration in Capital Clause of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(a) and 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other rules framed there under, as may be applicable, the Authorized Share Capital of the Company be and is hereby increased from the existing Rs. 20,00,00,000/- (Rupees Twenty Crores only) divided into 2,00,00,000 (Two Crores) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 31,00,00,000/- (Rupees Thirty One Crores Only) divided into 3,10,00,000 (Three Crores Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional capital of Rs. 11,00,00,000 (Rupees Eleven Crores) divided into 1,10,00,000 (One Crore Ten Lakhs) equity shares of the face value of Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed there under, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the following new Clause V as under:

“V. The Authorised Share Capital of the Company is Rs. 31,00,00,000/- (Rupees Thirty One Crores Only) divided into 3,10,00,000 (Three Crores Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company is and hereby severally authorized to do all such acts, deeds, things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution."

Item No. 4 - Issue of Bonus Shares

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

"RESOLVED THAT in accordance with the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of The Companies (Share Capital and Debentures) Rules, 2014 and other relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the ICDR Regulations"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable regulations, rules, the enabling provisions of the Articles of Association of the Company read with Article 38 of the Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary from appropriate authorities, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, for capitalization of a sum not exceeding Rs. 9,99,92,380/- (Rupees Nine Crore Ninety Nine Lakh Ninety Two Thousand Three Hundred and Eighty Only) from the Securities Premium Account, Free Reserves or any other permitted Reserves/ Surplus of the Company for the purpose of issue of Bonus Shares of Rs. 10/- (Rupees Ten only) each, credited as fully paid-up equity shares to the eligible shareholders of the Company, whose names appear in the Register of Members on the 'Record Date' as determined by the Board for this purpose, in the proportion of 1 (One) Bonus Equity Share of Rs. 10/- (Rupees Ten only) each for every 1 (One) fully paid-up Equity Share of Rs. 10/- (Rupees Ten only) each held by Member and that the Bonus Shares so distributed shall, for purposes be treated as an increase in the paid-up capital of the Company held by each such member."

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

"RESOLVED FURTHER THAT no letter of allotment shall be issued in respect of the Bonus Shares, in the case of Members who hold Equity Shares or opt to receive the Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participant(s) and in the case of Members who hold Equity Shares in physical certificate form, the Bonus Shares shall be credited as per prevailing rules, regulations and laws, prescribed by relevant authorities."

RESOLVED FURTHER THAT the issue and allotment of the bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other appropriate regulatory / statutory authorities, as may be necessary.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of such Bonus Equity Shares on the Stock Exchange(s) where the securities of the Company are presently listed, as per the provisions of the Listing Agreements with the concerned Stock Exchanges and other applicable guidelines, rules and regulations."

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

Item No. 5 – Appointment of Mr. Chetan Mehta (DIN: 06609429) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Chetan Mehta (DIN: 06609429), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from August 14, 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 14, 2023 upto August 13, 2028.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 6 – Appointment of Mr. Prakashbhai Shah (DIN: 01660194) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR”), (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Prakashbhai Shah (DIN: 01660194), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from August 14, 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who

has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 14, 2023 upto August 13, 2028."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 7 - Appointment of Mr. Nilesh Shah (DIN: 10264927) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), and the Rules made thereunder, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"), (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Nilesh Shah (DIN: 10264927), who was appointed by the Board of Directors as an Additional (Independent) Director of the Company, with effect from August 14, 2023, in terms of Section 161 of the Act, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149 (6) of the Act and Regulation 16(1)(b) of the SEBI LODR and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from August 14, 2023 upto August 13, 2028."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Notes:

1. 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.

2. 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.
3. 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.
4. Members / proxies/ authorized representatives are requested to bring their attendance slip at the Meeting.
5. 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.
6. 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.
7. Members may note that the Notice of the 31st AGM and the Annual Report 2022-23 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.
8. The Register of Members and Share Transfer Books will remain closed from Tuesday, September 05, 2023 to Monday, September 11, 2023 (both days inclusive) for the purpose of 31st Annual General Meeting of the Company.
9. 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.
10. The Notice of the AGM along with the Annual Report 2022-23 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.
11. 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.
12. 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. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on September 04, 2023, i.e. the date prior to the commencement of book closure, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 Hours (IST) on Friday, September 08, 2023 and will end at 17.00 Hours (IST) on Sunday, September, 10, 2023. 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. Mrs. Khushboo Shah, M. Com, has been appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
- III. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given below. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions are requested to refer the instructions provided.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on September 08, 2023 at 09:00 A.M. and ends on September 10, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 04th September, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 04th September, 2023.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <p>Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nSDL.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p> <ol style="list-style-type: none"> 1. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>   </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> |

| | |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress. |
| <p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> |

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|---|--|
| <p>Individual Shareholders holding securities in demat mode with NSDL</p> | <p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p> |

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs@veerhealthcare.net with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote (Assistant Manager) at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to support@purvashare.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) to support@purvashare.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**Sd/-
Bhavin S. Shah
Managing Director
DIN: 03129574**

**Place: Mumbai
Date: 14th August, 2023**

Explanatory Statement pursuant to the provisions of Section 102 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

The Authorised Share Capital of the company as reflected in the Memorandum of Association as on date is Rs. 20,00,00,000/- (Rupees Twenty Crores) divided into 2,00,00,000 (Two Crores) equity shares of face value of Rs. 10/- each. In view of the proposed Bonus Issue, the Authorised Share Capital of the Company needs to be increased from Rs. 20,00,00,000/- (Rupees Twenty Crores) to Rs. 31,00,00,000/- (Rupees Thirty One Crores).

Accordingly, the Board of Directors, pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, has recommended the proposal to increase the Authorized Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores) to Rs. 31,00,00,000/- (Rupees Thirty One Crores). The resolution seeks approval of members by amending the said Clause V of the Memorandum of Association.

The Directors recommend the Resolution set out at Item No. 3 of the accompanying notice for the approval of the members of the Company by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and Relatives of the Directors/Key Managerial Personnel of the Company is interested in the proposed Resolutions except as holders of shares in general.

Item No. 4

As the Company is having good amount of reserves and surplus, the Board of Directors of the Company in its meeting held on August 14, 2023, decided to share a part of these reserves with the members and thus have recommended for approval of the members, issue of bonus shares to the holders of equity shares of the Company in the ratio of 1:1 (i.e. One bonus equity share of Rs. 10/- for every One fully paid up equity share of Rs. 10/- each held) by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum not exceeding Rs. 9,99,92,380/- (Rupees Nine Crore Ninety Nine Lakh Ninety Two Thousand Three Hundred and Eighty Only) after capitalizing a sum not exceeding Rs. 9,99,92,380/- from the Securities Premium Account, General Reserves or any other permitted reserves/surplus as per the Accounts of the Company for the financial year ended March 31, 2023, and the same is proposed to be applied in paying up in full not exceeding 99,99,238 Equity Shares of Rs. 10/- each.

The fully paid-up Bonus Shares shall be distributed to the Members of your Company, whose names appear on its Register of Members on the 'Record Date' to be determined by the Board of Directors of the Company. The Bonus Shares so allotted shall rank pari-passu in all respects with the fully paid-up Equity Shares of the Company as existing on the 'Record Date'.

The Record Date for determining the eligibility of the Shareholders to receive the said Bonus Shares shall be intimated at a later date.

The Promoters of the Company are interested in this Resolution to the extent of their respective shareholdings in the Company. Therefore, they will not participate in any discussions that will be done on this matter.

As per the provisions of the Companies Act, 2013, any bonus issue requires consent and approval of Members of the Company and accordingly, this Resolution to obtain such consent and approval.

The Directors recommend the Resolution set out at Item No. 4 of the accompanying notice for the approval of the members of the Company by way of Special Resolution.

Item No. 5, 6 & 7

The Board of Directors (the "Board"), on the recommendation of the Nomination and Remuneration Committee (the "NRC") had approved the appointments of Mr. Chetan Mehta (DIN: 06609429), Mr. Prakashbhai Shah (DIN: 01660194) and Mr. Nilesh Shah (DIN: 10264927) as Additional (Independent) Directors of the Company, for a period of 5 (five) years commencing from August 14, 2023 upto August 13, 2028, subject to approval of the Members by way of special resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah will hold office upto the date of the ensuing Annual General Meeting. However, in terms of Regulation 17(1)(c) of SEBI LODR, approval of members of the Company is required to be obtained for appointment of a Director, at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of members is being sought for the aforesaid appointments of Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah at the ensuing Annual General Meeting.

The Company has received a notice in writing from Members, in terms of Section 160 of the Act, proposing the appointments of Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah as Directors of the Company.

The Company has received, inter alia, the following consents, declarations and confirmations from Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah with regard to their appointments:

- a. Consent to act as Director of the Company, in Form DIR-2, in terms of Section 152 of the Act.
- b. Declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- c. Declaration that he meets the criteria of independence prescribed under the Act and the SEBI LODR.
- d. Declaration that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority.
- e. Confirmation that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties as an Independent Director of the Company.
- f. Confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank.

In the opinion of the NRC and the Board, Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah fulfills the conditions of independence as specified in the Act, the Rules thereunder and the SEBI LODR, and is independent of the Management.

Further, in the opinion of the NRC and the Board, Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah possess the requisite skills and capabilities required for the role of an Independent Director of the Company, considering their qualifications, experience and expertise. A brief profile of Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah, alongwith additional details as required under Regulation 36 of SEBI LODR and SS-2, are given in Annexure to this Notice.

In conformity with the Company's Nomination and Remuneration Policy, Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board, reimbursement of expenses for participation in the meetings. The terms and conditions of appointment of Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah are available for inspection by the members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah are not related to any other Director or Key Managerial Personnel of the Company or relatives of the Directors or Key Managerial Personnel.

Except Mr. Chetan Mehta, Mr. Prakashbhai Shah and Mr. Nilesh Shah and their relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board recommends the Special Resolutions as set out in this Notice, for approval of members of the Company.

For Veerhealth Care Limited

Place: Mumbai
Date: 14th August, 2023

Sd/-
Bhavin S. Shah
Managing Director
DIN: 03129574

ADDITIONAL INFORMATION ON DIRECTOR SEEKING APPOINTMENT

Details of Director seeking appointment pursuant to Regulation 36 of SEBI LODR and SS-2

1) BRIEF PROFILE OF MR. YOGESH M. SHAH

| | |
|--|---|
| Name of the Director | Mr. Yogesh M. Shah |
| Director Identification Number | 00169189 |
| Particulars | Re-appointment |
| Age | 65 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 Mrs. Shruti A. Shah. Other than this, none of the directors are related to each other. |
| Other Listed Companies in which Directorship held | M/s. Veer Energy & Infrastructure Limited |
| Chairperson of Board committees | Nil |
| Member of Board committees | Nil |
| Listed entities from which the person has resigned in the past three years | Nil |
| Number of shares held in the Company | 935035 Equity Shares |

2) BRIEF PROFILE OF MR. CHETAN H. MEHTA

| | |
|--|--|
| Name of the Director | Mr. Chetan Hasmukhlal Mehta |
| Director Identification Number | 06609429 |
| Particulars | Appointment of Mr. Chetan Mehta as an Additional Non-Executive Independent Director. |
| Age | 40 Years |
| Date of first appointment on the Board | 14/08/2023 |
| Qualification and Experience | Mr. Chetan Mehta is a Practicing Chartered Accountant with an experience of more than 10 years and has past experience at Deutsche Bank. With an impressive tenure of over a decade as an independent director in another listed company, he brings a profound knowledge and extensive experience to the company. His comprehensive knowledge of direct and indirect tax laws enables him to provide invaluable guidance and strategic insights in matters related to taxation and financial planning. |
| Disclosure of relationships between directors inter-se | Mr. Chetan Mehta is not related to any of the Directors of the Company. |
| Other Listed Companies in which Directorship held | M/s. Veer Energy & Infrastructure Limited |
| Chairperson of Board committees | 2 |
| Member of Board committees | Nil |
| Listed entities from which the person has resigned in the past three years | Nil |
| Number of shares held in the Company | Nil |

3) BRIEF PROFILE OF MR. PRAKASHBHAI C. SHAH

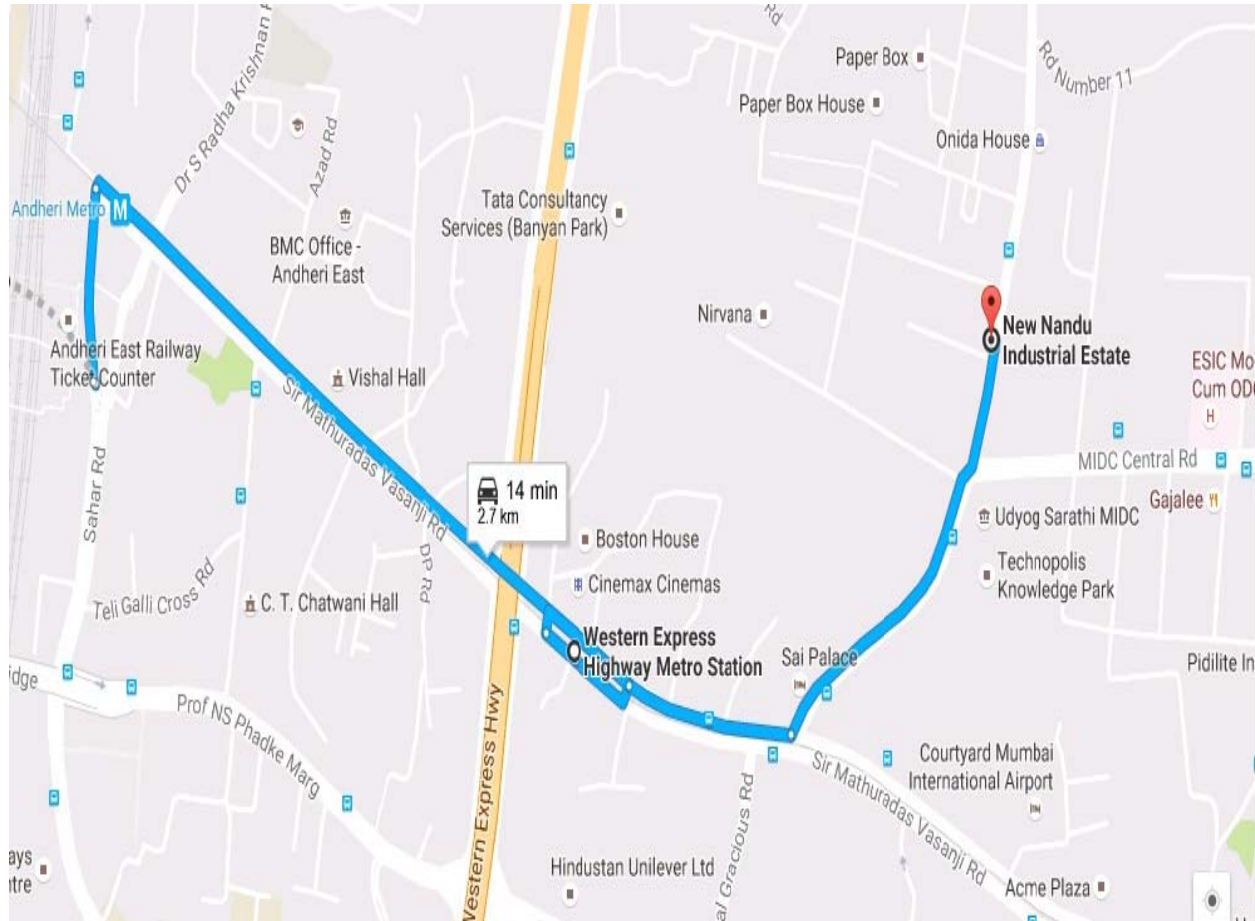
| | |
|--|--|
| Name of the Director | Mr. Prakashbhai Chandulal Shah |
| Director Identification Number | 01660194 |
| Particulars | Appointment of Mr. Prakashbhai Shah as an Additional Non-Executive Independent Director. |
| Age | 72 Years |
| Date of first appointment on the Board | 14/08/2023 |
| Qualification and Experience | Mr. Prakashbhai Shah holds Bachelor of Commerce degree and also holds Bachelor of Law degree. He is carrying his own business since more than 25 years. He has vast experience in the field of legal and operations. |
| Disclosure of relationships between directors inter-se | Mr. Prakashbhai Shah is not related to any of the Directors of the Company. |
| Other Listed Companies in which Directorship held | Nil |
| Chairperson of Board committees | Nil |
| Member of Board committees | Nil |
| Listed entities from which the person has resigned in the past three years | Nil |
| Number of shares held in the Company | Nil |

4) **BRIEF PROFILE OF MR. NILESH K. SHAH**

| | |
|--|--|
| Name of the Director | Mr. Nilesh Kantilal Shah |
| Director Identification Number | 10264927 |
| Particulars | Appointment of Mr. Nilesh Shah as an Additional Non-Executive Independent Director. |
| Age | 57 Years |
| Date of first appointment on the Board | 14/08/2023 |
| Qualification and Experience | Mr. Nilesh Shah holds BSc degree from Mumbai University. He is carrying his own business of agency since past 28 years. He has rich experience in handling various kinds of businesses and also possesses good marketing skills. |
| Disclosure of relationships between directors inter-se | Mr. Nilesh Shah is not related to any of the Directors of the Company. |
| Other Listed Companies in which Directorship held | Nil |
| Chairperson of Board committees | Nil |
| Member of Board committees | Nil |
| Listed entities from which the person has resigned in the past three years | Nil |
| Number of shares held in the Company | 27800 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 31st Annual Report along with Audited Statements of Accounts for the Financial Year ended March 31, 2023.

FINANCIAL SUMMARY

| Particulars | Amount In Lakhs | |
|---|-----------------|----------------|
| | 2022-23 | 2021-22 |
| <u>Income:</u> | | |
| Revenue from operations | 1327.33 | 962.61 |
| Other Income | 1236.94 | 166.74 |
| Total Revenue (I) | 1451.27 | 1129.35 |
| <u>Expenses:</u> | | |
| Cost of Goods Sold | 922.98 | 692.22 |
| Employee benefit expense | 90.19 | 87.76 |
| Other expenses | 264.10 | 264.68 |
| Total (II) | 1277.27 | 1044.66 |
| Earning/(loss) before interest, tax, depreciation and amortization (EBITDA) (I) - (II) | 174.00 | 84.69 |
| Depreciation and amortization expense | 62.18 | 52.42 |
| Finance cost | 0.13 | 8.51 |
| Profit for the year | 111.69 | 23.76 |
| Current tax | 19.65 | 3.75 |
| Deferred tax | (66.16) | 27.37 |
| Profit after tax | 158.20 | (7.36) |
| Total comprehensive income for the year | 151.68 | (1.39) |
| Net Worth | 2143.27 | 1395.06 |

DIVIDEND

In view of further expansion, directors do not recommend any dividend on equity shares for the year ended on 31st March, 2023.

TRANSFER TO RESERVES

The closing balance of the retained earnings of the Company for Financial year 2022-2023, after all appropriation and adjustments was Rs. 151.68 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. 1327.33 Lakhs as against Rs. 962.61 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. 111.69 Lakhs as against Rs. 23.76 Lakhs in the previous year. Net Profit after tax and other provisions is at Rs. 158.20 Lakhs as against Net Loss of Rs. (7.36) Lakhs in the previous year.

FUTURE PROSPECTS

The Company is manufacturing toothpaste and other cosmetic products. The Company is also exporting the 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 2022-23.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

- a) In the preparation of the annual accounts for the year ended March 31, 2023, 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, 2023 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. 34 to the financial statement which sets out related party disclosures.

AUDITORS & AUDITORS' REPORT

Board of Directors have appointed M/s. Jayesh R. Shah & Co., Chartered Accountants in the Annual General Meeting held on September 30, 2022 for a period of five years to hold office till the conclusion of the 35th Annual General Meeting of the Company. They have confirmed their eligibility and 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 2022-23. The Secretarial Audit Report for the financial year ended March 31, 2023 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

Seven 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: 14thAugust, 2023**

**Sd/-
Bhavin S. Shah
Managing Director
DIN: 03129574**

**Sd/-
Yogesh M. Shah
Director
DIN: 00169189**

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, 2023

[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, the explanations and clarifications given to us and the representations made by the management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year starting from 01.04.2022 ended on March 31, 2023 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, 2023 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 thereunder;
- III. The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent applicable;
- 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, 2018;
 - 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;
- 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,

During the Audit period there were no major decisions taken, specific events/ actions have occurred which has a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. except the following:

- a) The Company has passed resolutions for following businesses in an Extra-Ordinary General Meeting held on 10.01.2023:-
1. Increase in Authorized Share Capital of the Company from Rs. 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each to Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 10/- (Rupees Ten only) each by creation of additional capital of Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) equity shares of the face value of Rs. 10/- (Rupees Ten) each ranking pari-passu with the existing equity shares of the Company.
 2. Issue of 30,65,000 (Thirty Lakh Sixty Five Thousand) fully paid up equity shares of face value of Rs. 10/- each at a premium of Rs. 9.25/- per share, aggregating to Rs. 19.25/per Equity Share to the "Allottee" by way of Preferential Allotment on a Private Placement basis ("Preferential Allotment"), in accordance with the SEBI ICDR Regulations, the Companies Act, 2013 and other applicable laws.
- b) Board of Directors of the Company through board resolution dated 10.03.2023 allotted Equity Shares 30,65,000 Equity Shares of face value of Rs. 10/- each at a premium of Rs. 9.25/per share, aggregating to Rs. 19.25/- per Equity Share on preferential basis.

Place: Mumbai
Date: May 22, 2023

Sd/-
Nidhi Shah
ACS No. 45720, CP No. 16854
UDIN: A045720E000352191

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 22, 2023

Sd/-
Nidhi Shah
ACS No. 45720, CP No. 16854
UDIN: A045720E000352191

ANNEXURE IV

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31st March, 2023

[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 Sharegistry (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 31-03-2022) | | | | No. of Shares held at the end of the year (As on 31-03-2023) | | | | % of Change during the year |
|---|---|----------|---------|-------------------|---|----------|---------|-------------------|-----------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 2935877 | 0 | 2935877 | 42.34 | 3075866 | 0 | 3075866 | 30.76 | -11.58 |
| 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):- | 2935877 | 0 | 2935877 | 42.34 | 3075866 | 0 | 3075866 | 30.76 | -11.58 |
| (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) | 2935877 | 0 | 2935877 | 42.34 | 3075866 | 0 | 3075866 | 30.76 | -11.58 |
| 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 31-03-2022) | | | | No. of Shares held at the end of the year (As on 31-03-2023) | | | | % 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 | 379866 | 0 | 379866 | 5.48 | 140267 | 0 | 140267 | 1.40 | -4.08 |
| 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 | 1575559 | 203298 | 1778857 | 25.65 | 1615828 | 195373 | 1811201 | 18.11 | -7.54 |
| ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh | 1490328 | 18800 | 1509128 | 21.77 | 1526488 | 2189800 | 3716288 | 37.17 | 15.40 |
| c) Others (specify) | | | | | | | | | |
| i) Clearing Member | 2247 | 0 | 2247 | 0.03 | 1281 | 0 | 1281 | 0.01 | -0.02 |
| ii) LLP | 200 | 0 | 200 | 0.00 | 1100 | 340000 | 341100 | 3.41 | 3.41 |
| iii) Non Resident Indians | 125414 | 0 | 125414 | 1.81 | 126424 | 0 | 126424 | 1.27 | -0.54 |
| iv) Hindu Undivided Family | 202649 | 0 | 202649 | 2.92 | 232811 | 554000 | 786811 | 7.87 | 4.95 |
| Sub-total (B)(2):- | 3776263 | 222098 | 3998361 | 57.66 | 3644199 | 3279173 | 6923372 | 69.24 | -11.58 |
| Total Public Shareholding (B) = (B)(1)+ (B)(2) | 3776263 | 222098 | 3998361 | 57.66 | 3644199 | 3279173 | 6923372 | 69.24 | -11.58 |
| 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) | 6712140 | 222098 | 6934238 | 100.00 | 6720065 | 3279173 | 9999238 | 100.00 | 0.00 |

ii) Shareholding of Promoters

| Sr. No. | Shareholder's Name | Shareholding at the end of the year (As on 31-03-2022) | | | Shareholding at the end of the year (As on 31-03-2023) | | | % 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 | 9.35 | 0.00 | -4.13 |
| 2 | Krupa Harsh Jain | 343800 | 4.96 | 0.00 | 343800 | 3.44 | 0.00 | -1.52 |
| 3 | Mahasuklal Shah HUF | 340981 | 4.92 | 0.00 | 0 | 0.00 | 0.00 | -4.92 |
| 4 | Yogesh Shah HUF | 286687 | 4.13 | 0.00 | 420557 | 4.21 | 0.00 | 0.07 |
| 5 | Shruti Akash Shah | 284300 | 4.10 | 0.00 | 334300 | 3.34 | 0.00 | -0.76 |
| 6 | Ruchi Yogesh Shah | 218012 | 3.14 | 0.00 | 343112 | 3.43 | 0.00 | 0.29 |
| 7 | Kalpana D. Shah | 196987 | 2.84 | 0.00 | 196987 | 1.97 | 0.00 | -0.87 |
| 8 | Divyabala M. Shah | 120000 | 1.73 | 0.00 | 120000 | 1.20 | 0.00 | -0.53 |
| 9 | Bhavin Satish Shah | 50000 | 0.72 | 0.00 | 104000 | 1.04 | 0.00 | 0.32 |
| 10 | Nisha Bhavin Shah | 42263 | 0.61 | 0.00 | 106263 | 1.06 | 0.00 | 0.45 |
| 11 | Bhavin Satish Shah HUF | 28200 | 0.41 | 0.00 | 82200 | 0.82 | 0.00 | 0.41 |
| 12 | Jigar Jayant Shah | 38900 | 0.56 | 0.00 | 38900 | 0.39 | 0.00 | -0.17 |
| 13 | Ashish Jayant Shah | 24950 | 0.36 | 0.00 | 24950 | 0.25 | 0.00 | -0.11 |
| 14 | Jayant Seventilal Shah | 18262 | 0.26 | 0.00 | 18262 | 0.18 | 0.00 | -0.08 |
| 15 | Dharnendra B. Shah | 5750 | 0.08 | 0.00 | 5750 | 0.06 | 0.00 | -0.02 |
| 16 | Arvind M. Shah HUF | 1750 | 0.03 | 0.00 | 1750 | 0.02 | 0.00 | -0.01 |
| | Total | 2935877 | 42.34 | 0.00 | 3075866 | 30.76 | 0.00 | -11.58 |

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

| Sr. No. | Particulars | Shareholding at the beginning of the year (As on 01-04-2022) | | Cumulative Shareholding during the year (01-04-2022 to 31-03-2023) | |
|---------|---|---|----------------------------------|---|----------------------------------|
| | | 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 | 2935877 | 42.34 | * | * |
| 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.): * | 139989 | (11.58) | * | * |
| 3 | At the end of the year | 3075866 | 30.76 | * | * |

* 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 (01-04-2022 to 31-03-2023) | |
|---------|---------------------|--|----------------------------------|------------|------------------------------------|--------|--|----------------------------------|
| | | No. of Shares at the beginning (01-04-2022/ end of the year (31-03-2023) | % of total Shares of the company | | | | No. of Shares | % of total Shares of the company |
| 1 | Mahasuklal Shah HUF | 340981 | 4.92 | 01-04-2022 | | | | |
| | | | | 23-09-2022 | -340981 | Sell | 0 | 0.00 |
| | | 0 | 0.00 | 31-03-2023 | | | | |
| 2 | Yogesh Shah HUF | 286687 | 4.13 | 01-04-2022 | | | | |
| | | | | 17-06-2022 | 1525 | Buy | 288212 | 4.16 |
| | | | | 24-06-2022 | 10059 | Buy | 298271 | 4.30 |
| | | | | 30-06-2022 | 50286 | Buy | 348557 | 5.03 |
| | | | | 23-09-2022 | 72000 | Buy | 420557 | 6.06 |
| | | 420557 | 4.21 | 31-03-2023 | | | | |
| 3 | Shruti Akash Shah | 284300 | 4.10 | 01-04-2022 | | | | |
| | | | | 23-09-2022 | 50000 | Buy | 334300 | 4.82 |
| | | 334300 | 3.34 | 31-03-2023 | | | | |
| 4 | Ruchi Yogesh Shah | 218012 | 3.14 | 01-04-2022 | | | | |
| | | | | 10-06-2022 | 75100 | Buy | 293112 | 4.23 |
| | | | | 23-09-2022 | 50000 | Buy | 343112 | 4.95 |
| | | 343112 | 3.43 | 31-03-2023 | | | | |
| 5 | Bhavin Satish Shah | 50000 | 0.72 | 01-04-2022 | | | | |
| | | | | 23-09-2022 | 54000 | Buy | 104000 | 1.50 |
| | | 104000 | 1.04 | 31-03-2023 | | | | |
| 6 | Nisha Bhavin Shah | 42263 | 0.61 | 01-04-2022 | | | | |
| | | | | 09-09-2022 | 10000 | Buy | 52263 | 0.75 |
| | | | | 23-09-2022 | 54000 | Buy | 106263 | 1.53 |
| | | 106263 | 1.06 | 31-03-2023 | | | | |

| | | | | | | | | |
|---|------------------------|-------|------|------------|-------|-----|-------|------|
| 7 | Bhavin Satish Shah HUF | 28200 | 0.41 | 01-04-2022 | | | | |
| | | | | 23-09-2022 | 54000 | Buy | 82200 | 1.19 |
| | | 82200 | 0.82 | 31-03-2023 | | | | |

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 01-04-2022) | | Cumulative Shareholding during the year (01-04-2022 to 31-03-2023) | |
|---------|---|---|----------------------------------|---|----------------------------------|
| | | 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 (01-04-2022 to 31-03-2023) | |
|---------|--------------------------|--|----------------------------------|------------|------------------------------------|--------|---|----------------------------------|
| | | No. of Shares at the beginning (01-04-2022/ end of the year (31-03-2023) | % of total Shares of the company | | | | No. of Shares | % of total Shares of the company |
| 1 | Rishabh Fintrade Limited | 281555 | 4.06 | 01-04-2022 | | | | |
| | | | | 06-05-2022 | 9500 | Buy | 291055 | 4.20 |
| | | | | 13-05-2022 | 23071 | Buy | 314126 | 4.53 |
| | | | | 20-05-2022 | 3030 | Buy | 317156 | 4.57 |
| | | | | 02-09-2022 | 1225 | Buy | 318381 | 4.59 |
| | | | | 09-09-2022 | 159517 | Buy | 477898 | 6.89 |
| | | | | 16-09-2022 | -328517 | Sell | 149381 | 2.15 |
| | | | | 23-09-2022 | -149381 | Sell | 0 | 0.00 |
| | | 0 | 0.00 | 31-03-2023 | | | | |

| | | | | | | | | |
|---|-----------------------------|--------|------|------------|---------|------|--------|------|
| 2 | Dipika D. Shah | 234732 | 3.39 | 01-04-2022 | | | | |
| | | | | 29-04-2022 | 558 | Buy | 235290 | 3.39 |
| | | | | 06-05-2022 | 2934 | Buy | 238224 | 3.44 |
| | | | | 13-05-2022 | -15005 | Sell | 223219 | 3.22 |
| | | | | 20-05-2022 | -100 | Sell | 223119 | 3.22 |
| | | | | 27-05-2022 | 700 | Buy | 223819 | 3.23 |
| | | | | 03-06-2022 | -73700 | Sell | 150119 | 2.16 |
| | | | | 10-06-2022 | -8 | Sell | 150111 | 2.16 |
| | | | | 30-06-2022 | -14 | Sell | 150097 | 2.16 |
| | | | | 05-08-2022 | -1692 | Sell | 148405 | 2.14 |
| | | | | 12-08-2022 | -4174 | Sell | 144231 | 2.08 |
| | | | | 09-09-2022 | -99928 | Sell | 44303 | 0.64 |
| | | | | 16-09-2022 | -44303 | Sell | 0 | 0.00 |
| | | 0 | 0.00 | 31-03-2023 | | | | |
| 3 | Deval Nilay Shah | 168407 | 2.43 | 01-04-2022 | | | | |
| | | 168407 | 1.68 | 31-03-2023 | | | | |
| 4 | Poojan Dilipbhai Shah | 145180 | 2.09 | 01-04-2022 | | | | |
| | | | | 22-04-2022 | 1 | Buy | 145181 | 2.09 |
| | | | | 29-04-2022 | -2843 | Sell | 142338 | 2.05 |
| | | | | 06-05-2022 | 2 | Buy | 142340 | 2.05 |
| | | | | 30-06-2022 | -45764 | Sell | 96576 | 1.39 |
| | | | | 01-07-2022 | 1 | Buy | 96577 | 1.39 |
| | | | | 09-09-2022 | -96577 | Sell | 0 | 0.00 |
| | | 0 | 0.00 | 31-03-2023 | | | | |
| 5 | Ajay Rameshchandra Vakharia | 111600 | 1.61 | 01-04-2022 | | | | |
| | | | | 16-09-2022 | 215400 | Buy | 327000 | 4.72 |
| | | | | 23-09-2022 | -252000 | Sell | 75000 | 1.08 |
| | | | | 30-09-2022 | -75000 | Sell | 0 | 0.00 |
| | | 0 | 0.00 | 31-03-2023 | | | | |

| | | | | | | | | |
|----|-----------------------------------|--------|------|------------|---------|------|--------|------|
| 6 | Grishma Devendra Shah | 105495 | 1.52 | 01-04-2022 | | | | |
| | | | | 09-09-2022 | 33999 | Buy | 139494 | 2.01 |
| | | | | 16-09-2022 | 31300 | Buy | 170794 | 2.46 |
| | | | | 23-09-2022 | -170794 | Sell | 0 | 0.00 |
| | | 0 | 0.00 | 31-03-2023 | | | | |
| 7 | Nilay Suvratbhai Shah | 100000 | 1.44 | 01-04-2022 | | | | |
| | | 100000 | 1.00 | 31-03-2023 | | | | |
| 8 | Smita Suhagbhai Maniar | 80237 | 1.16 | 01-04-2022 | | | | |
| | | | | 15-04-2022 | 26331 | Buy | 106568 | 1.54 |
| | | | | 22-04-2022 | 18000 | Buy | 124568 | 1.80 |
| | | | | 29-04-2022 | 5054 | Buy | 129622 | 1.87 |
| | | | | 13-05-2022 | 1246 | Buy | 130868 | 1.89 |
| | | | | 16-09-2022 | 5000 | Buy | 135868 | 1.96 |
| | | | | 23-09-2022 | -135868 | Sell | 0 | 0.00 |
| | | | | 07-10-2022 | 76050 | Buy | 76050 | 1.10 |
| | | | | 14-10-2022 | 5000 | Buy | 81050 | 1.17 |
| | | | | 21-10-2022 | 13174 | Buy | 94224 | 1.36 |
| | | 94224 | 0.94 | 31-03-2023 | | | | |
| 9 | Gujarat State Finance Corporation | 79300 | 1.14 | 01-04-2022 | | | | |
| | | 79300 | 0.79 | 31-03-2023 | | | | |
| 10 | Paresh Rameshchandra Vakharia | 78248 | 1.13 | 01-04-2022 | | | | |
| | | | | 08-04-2022 | 1486 | Buy | 79734 | 1.15 |
| | | | | 22-04-2022 | 1706 | Buy | 81440 | 1.17 |
| | | | | 29-04-2022 | 1841 | Buy | 83281 | 1.20 |
| | | | | 20-05-2022 | 1000 | Buy | 84281 | 1.22 |
| | | | | 27-05-2022 | 2305 | Buy | 86586 | 1.25 |
| | | | | 23-09-2022 | -86586 | Sell | 0 | 0.00 |
| | | 0 | 0.00 | 31-03-2023 | | | | |

| | | | | | | | | |
|----|-------------------------|--------|------|------------|--------|------------------------|--------|------|
| 11 | Rocky Rasiklal Vora | 0 | 0.00 | 01-04-2022 | | | | |
| | | | | 27-01-2023 | 90 | Buy | 90 | 0.00 |
| | | | | 03-02-2023 | 96 | Buy | 186 | 0.00 |
| | | | | 10-03-2023 | 340000 | Preferential Allotment | 340186 | 3.40 |
| | | 340186 | 3.40 | 31-03-2023 | | | | |
| 12 | Kulin Shantilal Vora | 0 | 0.00 | 01-04-2022 | | | | |
| | | | | 10-03-2023 | 340000 | Preferential Allotment | 340000 | 3.40 |
| | | 340000 | 3.40 | 31-03-2023 | | | | |
| 13 | Bhogilal Mavji Vora | 0 | 0.00 | 01-04-2022 | | | | |
| | | | | 10-03-2023 | 340000 | Preferential Allotment | 340000 | 3.40 |
| | | 340000 | 3.40 | 31-03-2023 | | | | |
| 14 | Shanti Properties | 0 | 0.00 | 01-04-2022 | | | | |
| | | | | 10-03-2023 | 340000 | Preferential Allotment | 340000 | 3.40 |
| | | 340000 | 3.40 | 31-03-2023 | | | | |
| 15 | Dhaval Harilal Vora | 0 | 0.00 | 01-04-2022 | | | | |
| | | | | 10-03-2023 | 135000 | Preferential Allotment | 135000 | 1.35 |
| | | 135000 | 1.35 | 31-03-2023 | | | | |
| 16 | Jayprakash A. Mehta HUF | 0 | 0.00 | 01-04-2022 | | | | |
| | | | | 23-12-2022 | 5000 | Buy | 5000 | 0.07 |
| | | | | 10-03-2023 | 108000 | Preferential Allotment | 113000 | 1.13 |
| | | 113000 | 1.13 | 31-03-2023 | | | | |
| 17 | Sohil Maheshbhai Shah | 0 | 0.00 | 01-04-2022 | | | | |
| | | | | 28-10-2022 | 29007 | Buy | 29007 | 0.42 |
| | | | | 31-10-2022 | 3405 | Buy | 32412 | 0.47 |
| | | | | 04-11-2022 | 702 | Buy | 33114 | 0.48 |
| | | | | 11-11-2022 | -33114 | Sell | 0 | 0.00 |
| | | | | 25-11-2022 | 33040 | Buy | 33040 | 0.48 |
| | | | | 30-11-2022 | -6551 | Sell | 26489 | 0.38 |
| | | | | 02-12-2022 | -15992 | Sell | 10497 | 0.15 |

| | | | | | | | | |
|----|--------------------------|--------|------|------------|--------|------------------------|--------|------|
| | | | | 09-12-2022 | -10497 | Sell | 0 | 0.00 |
| | | | | 23-12-2022 | 12102 | Buy | 12102 | 0.17 |
| | | | | 30-12-2022 | 27770 | Buy | 39872 | 0.58 |
| | | | | 20-01-2023 | -4136 | Sell | 35736 | 0.52 |
| | | | | 27-01-2023 | 8029 | Buy | 43765 | 0.63 |
| | | | | 31-01-2023 | 12589 | Buy | 56354 | 0.81 |
| | | | | 03-02-2023 | 12066 | Buy | 68420 | 0.99 |
| | | | | 10-02-2023 | 11815 | Buy | 80235 | 1.16 |
| | | | | 17-02-2023 | 18755 | Buy | 98990 | 1.43 |
| | | | | 24-02-2023 | -8084 | Sell | 90906 | 1.31 |
| | | | | 28-02-2023 | 830 | Buy | 91736 | 1.32 |
| | | | | 03-03-2023 | 31602 | Buy | 123338 | 1.78 |
| | | | | 10-03-2023 | -27282 | Sell | 96056 | 0.96 |
| | | | | 17-03-2023 | -3082 | Sell | 92974 | 0.93 |
| | | | | 29-03-2023 | 9017 | Buy | 101991 | 1.02 |
| | | | | 31-03-2023 | 98 | Buy | 102089 | 1.02 |
| | | 102089 | 1.02 | 31-03-2023 | | | | |
| | | | | | | | | |
| 18 | Daxa Ramesh Shah | 0 | 0.00 | 01-04-2022 | | | | |
| | | | | 10-03-2023 | 100000 | Preferential Allotment | 100000 | 1.00 |
| | | 100000 | 1.00 | 31-03-2023 | | | | |
| | | | | | | | | |
| 19 | Ramesh Maganlal Shah HUF | 0 | 0.00 | 01-04-2022 | | | | |
| | | | | 10-03-2023 | 100000 | Preferential Allotment | 100000 | 1.00 |
| | | 100000 | 1.00 | 31-03-2023 | | | | |

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

| Sr. No. | Name | Shareholding | | Date | Increase/ Decrease in shareholding | Reason | Cumulative Shareholding during the year (01-04-2022 to 31-03-2023) | |
|---------|--|---|----------------------------------|------------|------------------------------------|-----------|--|----------------------------------|
| | | No. of Shares at the beginning (01-04-2022/ end of the year (31-03-2023)) | % of total Shares of the company | | | | No. of Shares | % of total Shares of the company |
| 1 | Bhavin S. Shah Managing Director | 50000 | 0.72 | 01-04-2022 | | | | |
| | | | | 23-09-2022 | 54000 | Buy | 104000 | 1.50 |
| | | 104000 | 1.04 | 31-03-2023 | | | | |
| 2 | Shruti A. Shah Executive Director | 284300 | 4.10 | 01-04-2022 | | | | |
| | | | | 23-09-2022 | 50000 | Buy | 334300 | 4.82 |
| | | 334300 | 3.34 | 31-03-2023 | | | | |
| 3 | Yogesh M. Shah Non-Executive Director | 935035 | 13.48 | 01-04-2022 | | No Change | | |
| | | 935035 | 9.35 | 31-03-2023 | | | | |
| | | | | | | | | |
| 4 | Arvind M. Shah Non-Executive Director | 0 | 0.00 | 01-04-2022 | | No Change | | |
| | | 0 | 0.00 | 31-03-2023 | | | | |
| | | | | | | | | |
| 5 | Dharnendra B. Shah Non-Executive Director | 5750 | 0.08 | 01-04-2022 | | No Change | | |
| | | 5750 | 0.06 | 31-03-2023 | | | | |
| | | | | | | | | |
| 6 | Mitesh J. Kuvadia Non-Executive Director | 0 | 0.00 | 01-04-2022 | | No Change | | |
| | | 0 | 0.00 | 31-03-2023 | | | | |
| | | | | | | | | |
| 7 | Akash P. Shah CFO | 11280 | 0.16 | 01-04-2022 | | | | |
| | | | | 16-09-2022 | 3000 | Buy | 14280 | 0.21 |
| | | 14280 | 0.14 | 31-03-2023 | | | | |
| 8 | Rony M. Shah Company Secretary | 0 | 0.00 | 01-04-2022 | | No Change | | |
| | | 0 | 0.00 | 31-03-2023 | | | | |
| | | | | | | | | |

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 | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |
| Change in Indebtedness during the financial year | | | | |
| * Addition | - | - | - | - |
| * Reduction | - | - | - | - |
| Net Change | - | - | - | - |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | - | - | - |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | - | - | - | - |

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 A. Shah Executive Director | |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 10,40,000 | 5,20,000 | 15,60,000 |
| | (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) | 10,40,000 | 5,20,000 | 15,60,000 |
| | 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 | 4,000 | 3,000 | 3,000 | - | 10,000 |
| | Total (1) | 4,000 | 3,000 | 3,000 | - | 10,000 |
| 2 | Other Non-Executive Directors | | | | | |
| | Fee for attending board / committee meetings | - | - | - | - | - |
| | Commission | - | - | - | - | - |
| | Others, please specify | - | - | - | - | - |
| | Total (2) | - | - | - | - | - |
| | Total (B) = (1+2) | 4,000 | 3,000 | 3,000 | - | 10,000 |
| | Total Managerial Remuneration (A)+ (B) | | | | | 15,70,000 |
| | 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 | | 6,50,000 | 10,01,000 | 16,51,000 |
| | (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 | 6,50,000 | 10,01,000 | 16,51,000 | |

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 2022-23 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2022-23 are as under:

| Sr. No | Name of Director/KMP and Designation | Remuneration of Director/KMP for Financial Year 2022-23 | % increase in Remuneration in the Financial Year 2022-23 | Ratio of Remuneration of each Director/to median remuneration of employees |
|--------|--|---|--|--|
| 1 | Bhavin S. Shah Managing Director | 10,40,000 | 8.33% | 4.44 |
| 2 | Shruti A. Shah Executive Director | 5,20,000 | Nil | 2.22 |
| 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 | 10,01,000 | Nil | Not Applicable |
| 8 | Rony M. Shah Company Secretary | 6,50,000 | 13.64% | Not Applicable |

- ii) The median remuneration of employees of the Company during the financial year 2022-23 was Rs. 2,34,000.
- iii) In the financial year, there was an increase of 19.21% in the median remuneration of employees.
- iv) There were 21 permanent employees on the rolls of Company as on 31st March, 2023.
- v) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year 2022-23 was 8.87% whereas the average percentage increase in the managerial remuneration for the same financial year was 5.18%.
- 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, of which two are Executive Directors, including one woman director, one is Non-Executive Non-Independent Director and three are Non-Executive Independent Directors.

BRIEF PROFILE OF DIRECTORS IS GIVEN BELOW:

- 1) Mr. Bhavin Shah (DIN: 03129574), Managing Director (42 Years), holds Master of commerce degree from Mumbai University. He carries an enormous experience of more than 15 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 (65 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) Mrs. Shruti A. Shah (DIN: 06952245), Director (31 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), Director (65 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), Director (74 years) is a practicing Doctor with experience of more than 40 years.
- 6) Mr. Mitesh J. Kuvadiah (DIN: 03256900), Director (32 years) holds Bachelor of Commerce degree from University of Mumbai and is carrying his own business. He has more than eight 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, 2023, seven (7) Board Meetings were held i.e. on 30/05/2022, 12/08/2022, 10/11/2022, 23/11/2022, 05/12/2022, 13/02/2023 and 10/03/2023.

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 31-03-2023 | No. of Membership(s)/ Chairmanship(s) of Board Committees in other Companies as on 31-03-2023 |
|-------------------------|--------------------------------|-------------------|---|---|
| Mr. Bhavin S. Shah | 7 | Yes | 2 | 2 (Member) |
| Mr. Yogesh M. Shah | 7 | Yes | 2 | Nil |
| Mrs. Shruti A. Shah | 7 | No | 1 | Nil |
| Mr. Arvind M. Shah | 4 | Yes | 1 | Nil |
| Dr. Dharnendra B. Shah | 3 | No | Nil | Nil |
| Mr. Mitesh J. Kuvadadia | 3 | 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 30/05/2022, 12/08/2022, 10/11/2022 and 13/02/2023.

Attendance of members of the Audit Committee during the Financial Year 2022-23 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.

One (1) meeting of the Nomination and Remuneration Committee was held during the year. The meeting was held on 10/11/2022.

Attendance of members of the Nomination and Remuneration Committee during the Financial Year 2022-2023 is as under:

| Member | No. of Meetings Attended |
|------------------------|--------------------------|
| Mr. Arvind M. Shah | 1 |
| Dr. Dharnendra B. Shah | 1 |
| Mr. Mitesh J. Kuvadia | 1 |

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 Mrs. Shruti A. Shah were executive directors on the Board, rest were Non - Executive Directors. Salary drawn annually for the financial year 2022-23 by Mr. Bhavin S. Shah and Mrs. Shruti A. Shah was Rs. 10,40,000 and Rs. 5,20,000 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 2022-23 are as follows:

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

One (1) meeting of the Stakeholders Relationship Committee was held during the year. The meeting was held on 10/12/2022.

Attendance of members of the Stakeholders Relationship Committee during the Financial Year 2022-2023 is as under:

| Member | No. of Meetings Attended |
|------------------------|---------------------------------|
| Mr. Arvind M. Shah | 1 |
| Dr. Dharnendra B. Shah | 1 |
| Mr. Mitesh J. Kuvadia | 1 |

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 |
|----------------------|-----------------------------|--|--|
| 28 th AGM | 30-09-2020 at 11.30 AM | 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093. | No Special Resolution was passed in the meeting. |
| 29 th AGM | 30-09-2021 at 11.30 AM | 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093. | No Special Resolution was passed in the meeting. |
| 30 th AGM | 30-09-2022 at 11.30 AM | 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093. | No Special Resolution was passed in the meeting. |

EGM

| MEETING | DATE AND TIME OF EGM | VENUE | SPECIAL RESOLUTION PASSED |
|--------------------------------|-----------------------------|--|----------------------------------|
| Extra-ordinary General Meeting | 10-01-2023 at 10.30 AM | 6, New Nandu Industrial Estate, Mahakali Caves Road, Andheri (East), Mumbai- 400093. | Preferential Issue of Shares. |

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. 34 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, 11 th September, 2023 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, 5th September, 2023 to Monday, 11th September, 2023 (both days inclusive).

Listing on Stock Exchange

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.

Payment of Listing Fees

The Company has paid Listing Fees for the year 2023-24 to BSE within due date.

Payment of Depository Fees

The Company has paid Annual Custodial fees for the year 2023-24 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

97.86% of the Company's paid-up equity share capital has been dematerialized upto 31st March, 2023. Trading in Equity Shares of the Company is permitted only in dematerialization form.

Mode of Holding

| NSDL | CDSL | PHYSICAL | TOTAL |
|---------|---------|----------|---------|
| 1812337 | 7972728 | 214173 | 9999238 |

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: 022-23023333; 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, 2023 is as under:

| CATEGORY | PHYSICAL | | ELECTRONIC | | TOTAL | |
|---------------------------------|---------------|-------------|----------------|--------------|----------------|---------------|
| | No. of share | % | No. of share | % | No. of share | % |
| A. Promoters' Holding | | | | | | |
| - Indian Promoters | Nil | | 3075866 | 30.76 | 3075866 | 30.76 |
| - NRI Promoters | Nil | | Nil | | Nil | |
| - Bodies Corporate | Nil | | Nil | | Nil | |
| B. Non-Promoters Holding | | | | | | |
| Institutions | Nil | | Nil | | Nil | |
| Non Institutions | 214173 | 2.14 | 6709199 | 67.10 | 6923372 | 69.24 |
| Banks, FIIs | Nil | | Nil | | Nil | |
| GRAND TOTAL | 214173 | 2.14 | 9785065 | 97.86 | 9999238 | 100.00 |

DISTRIBUTION SCHEDULE ON SCRIP VALUE (AS ON 31st MARCH, 2023)

| SHARE OF NOMINAL VALUE (1) | NO. OF HOLDERS (2) | % OF HOLDERS (3) | TOTAL AMOUNT (4) | % OF AMOUNT (5) |
|-------------------------------|-----------------------|---------------------|---------------------|--------------------|
| UPTO 5000 | 2785 | 77.25 | 4326380.00 | 4.33 |
| 5001 TO 10000 | 341 | 9.46 | 2881930.00 | 2.88 |
| 10001 TO 20000 | 178 | 4.94 | 2735660.00 | 2.74 |
| 20001 TO 30000 | 79 | 2.19 | 2064630.00 | 2.06 |
| 30001 TO 40000 | 28 | 0.78 | 1001530.00 | 1.00 |
| 40001 TO 50000 | 43 | 1.19 | 2056110.00 | 2.06 |
| 50001 TO 100000 | 61 | 1.69 | 4445600.00 | 4.44 |
| 100001 AND ABOVE | 90 | 2.50 | 80480540.00 | 80.49 |
| TOTAL | 3605 | 100.00 | 69342380.00 | 100.00 |

STOCK MARKET PRICE DATA

| MONTH | HIGH | LOW |
|----------------|-------|-------|
| April 2022 | 13.72 | 10.61 |
| May 2022 | 13.20 | 10.93 |
| June 2022 | 13.10 | 10.45 |
| July 2022 | 12.60 | 9.90 |
| August 2022 | 12.67 | 10.00 |
| September 2022 | 14.45 | 11.13 |
| October 2022 | 15.54 | 12.25 |
| November 2022 | 20.65 | 16.25 |
| December 2022 | 24.10 | 17.90 |
| January 2023 | 28.95 | 22.75 |
| February 2023 | 26.50 | 19.95 |
| March 2023 | 21.20 | 17.00 |

COMPLIANCE CERTIFICATE OF AUDITOR

Certificate from the Company's Auditor, M/s. Jayesh R. Shah & Co., 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, 2023. 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: 22nd May, 2023**

**Sd/-
Bhavin S. Shah
Managing Director
DIN: 03129574**

**Sd/-
Yogesh M. Shah
Director
DIN: 00169189**

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, 2023.

For Veerhealth Care Limited

**Place: Mumbai
Date: 22nd May, 2023**

**Sd/-
Bhavin S. Shah
Managing Director
DIN: 03129574**

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: 22nd May, 2023

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, 2023, as stipulated in SEBI Listing Regulations, 2015 of the Company with the Stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of 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 referred Listing Regulation.

We have been explained that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

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

**For Jayesh R. Shah & Co.
Chartered Accountants
Firm Regn. No. 104182W**

**Sd/-
Jayesh Shah
Proprietor
Membership No. 033864**

**Place: Mumbai
Date: 22nd May, 2023**

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, 2023 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 22, 2023

Sd/-
Nidhi Shah
ACS No. 45720, CP No. 16854
UDIN: A045720E000352191

MANAGEMENT DISCUSSION & ANALYSIS

Industry Structure and Outlook

Ayurveda has a long tradition behind it, having originated in India perhaps as much as 3,000 years ago. In India, it is extremely popular and even considered mythical with origins going as far as the prehistoric ages. There is even a National Ayurveda Day in India. This industry has become globally competitive as it exports a significant amount of its products.

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. Developments in Ayurveda during the past two centuries through organised production of medicine, institutionalisation of education and professionalization of clinical practice have often been parallel to developments in biomedicine in India.

SWOT Analysis

Strengths

- Ayurvedic treatments, products and medicines are known to have no side-effects.
- The Company carries out research extensively to introduce research based products in the market.
- The Company produces 100% natural products which are not tested on animals, making the range of products 100% cruelty free.
- Over the world, natural and traditional approaches are being welcomed.
- The Company has an extensive range of Ayurvedic medicines.
- The Company has a strong manufacturing base having an able infrastructure.

Weaknesses

- Building a brand image involves high cost and considerable amount of time.
- Irregular supply of raw material.
- The Company does not have any direct outlets.
- Cut throat competition from existing and new entrants in the market.
-

Opportunities

- Expansion in terms of introduction of new product line.
- The global health care products industry is growing at a very rapid pace which allows company to pursue aggressive expansion plans.
- The growth of consumer demand for ayurvedic products is increasing due to the increasing awareness of ayurvedic products.
- Natural and traditional approaches are being accepted worldwide.
- Lifestyle changes & unhealthy food habits has led to transformation of the medical preferences.
- Tapping opportunities in the export market.

Threats

- Constant increase in costs in terms of raw material and packaging costs.
- Non-availability of certain herbs on a regular basis.
- Lack of measures to standardize medicines and herbs used in Ayurvedic treatment.
- Since the cultural mind set is such that Ayurvedic treatment takes more time to heal, people are afraid to start it.

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 2023, 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, 2023, 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. Emphasis of Matter

There are no any matters which require reporting under this head.

5. 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.

6. 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

7. Other Matter

There are no any other matters which need reporting here.

8. Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2020 ("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.

9. 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, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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) (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 Jayesh R Shah & Co.
Chartered Accountants
Firm Registration No. 104182W

Sd/-
Jayesh Shah
Proprietor
Membership No. 033864
UDIN: 23033864BGYCSD1136

Place: Mumbai
Date: 22nd May, 2023

Annexure-A to the Independent Auditors Report.

Referred to in paragraph 9(f) of the Independent Auditors' Report of even date to the members of Veer health Care Limited on the Ind AS financial statements for the year ended March 31, 2023.

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, 2023 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 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, 2023, 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 Jayesh R Shah & Co.
Chartered Accountants
Firm Registration No. 104182W

Sd/-
Jayesh Shah
Proprietor
Membership No. 033864

Place: Mumbai
Date: 22nd May, 2023

Annexure-B to the Independent Auditors Report

Referred to in paragraph (8) 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, 2023.

- i. (a) (A) We have verified the records of the Company, in our opinion, the Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
(B) The Company does not have any intangible assets hence no records require.

(b) The management explained that Property, plant and equipment's are physically verified by the management once in a year. In our opinion considering the size of the company it is justifiable. No material discrepancies were noticed on such verifications.

(c) According to information and explanation given to us and on the basis of our examination of the records of the Company, we are of the opinion that the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee and self-constructed properties) disclosed in the financial statements are held in the name of the company;

(d) As per the information furnished and verification of the records the company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;

(e) As per the information provided by the management and from verification of the records, in our opinion, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made there under, if so, whether the company has appropriately disclosed the details in its financial statements;
- ii. (a) As per information furnished, the physical verification of inventory is conducted once in a year by the management, in our opinion, the coverage and procedure of such verification by the management is appropriate; a minor discrepancy were noticed and have been properly dealt with in the books of account;

(b) According to information and from verification of the records the company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets;
- iii. (a) The Company has made investments in companies, firms, Limited Liability Partnerships, and granted unsecured loans to other parties, during the year, in respect of which;
(A) the aggregate amount during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to subsidiaries, joint ventures and associates is Rs. NIL;
(B) the aggregate amount granted during the year, and balance outstanding at the balance sheet date with respect to such loans or advances and guarantees or security to parties other than subsidiaries, joint ventures and associates Rs. Nil and Rs.156.80 respectively;

- (b) As per the information and explanation provided, we are of the opinion that the terms and conditions of the grant of all loans and advances in the nature of loans are not prejudicial to the company's interest;
- (c) As per the verifications, all loans granted are repayable on demand and payment of interest and repayment is regular.
- (d) As all loans are repayable on demand, there is no loans are overdue.
- (e) We have verified the records and are of the opinion that the company has not granted any new loans during the year to settle the old loans.
- (f) We have verified the records of the company and of the opinion that the Company has not granted any loans during the year.
- 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 made any investments or provided any guarantees, and security, to the companies covered under section 185. Further the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013;
- v. From verification of the records, in our opinion, the Company has not accepted any deposits during the year from the public within the meaning of the provisions of section 73 to 76 of the Companies act, 2013 and rules framed there under;
- vi. As per the information provided and from verification of the records, we are of the opinion that company does not cover under sub-section (1) of section 148 of the Companies Act, 2013 and hence reporting under this clause is not require;
- 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 regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. and if not, the extent of the arrears of outstanding statutory dues as on the last day of the financial year concerned for a period of more than six months from the date they became payable, shall be indicated;
- (b) According to the information and explanation provided to us and the records of the Company verified by us, the outstanding dues of Sales Tax, VAT, Income tax and excise duty which have not been deposited on account of dispute with the appropriate authorities are : Nil;
- viii. According to information and explanation given to us by the management and from the verification of the records, in our opinion, there are no any transactions, not recorded in the books of accounts which have been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961 (43 of 1961);
- ix. (a) Based on our audit procedures and the information and explanation given by the management, we are of the opinion that the company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender;

- (b) As per the information, we are of the opinion that the company is not a declared willful defaulter by any bank or financial institution or other lender;
- (c) As per the information and explanation provided and from the verification of the necessary records and books of accounts. In our opinion, the term loans were applied for the purpose for which the loans were obtained;
- (d) In our opinion, the funds raised on short term basis have not been utilized for long term purposes;
- (e) From verification of the records, in our opinion, the company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures;
- (f) From verification of the records, in our opinion, the company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies;
- x. (a) From verification of the records, in our opinion, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year;
- (b) From verification of the records, in our opinion the company has made preferential allotment of 3065000 equity shares of Rs. 10/- each at a premium of Rs. 9.25 per share on 10th March, 2023.during the year;
- xi. (a) 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 information and explanations given to us, we have neither come across any instances of material fraud by the or on the Company, has been noticed or reported during the year;
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government;
- (c) As per the information and explanation furnished, there are no whistle-blower complaints received during the year by the company;
- xii. (a) As the Company is not a Nidhi company sub clause a, b and c of clause xii of the order are not applicable to the Company;
- xiii. As per the information and explanation provided by the company and from the verification of the records, in our opinion, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act where applicable and the details have been disclosed properly 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. (a) As per the explanation and information provided, in our opinion, the company has an internal audit system commensurate with its size and nature of its business;
- (b) We have verified and considered the report of internal auditors for the period under audit;

- xv. The company has not entered into any non-cash transactions with directors or persons connected with him accordingly the provisions of section 192 of Companies Act are not applicable to the company;
- xvi. (a) We have been informed by the management and from the verification of the books of accounts, in our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934);
(b) On verification of the books of accounts, we are of the opinion that the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934;
(c) On verification of the books of accounts, we are of the opinion that the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India;
(d) In our opinion, company does not have any CIC as part of the group;
- xvii. From verification of the books and records, in our opinion, the company has not incurred cash losses in the financial year and in the immediately preceding financial year;
- xviii. There has not been any resignation of the statutory auditors during the year;
- xix. on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date; We however state that this is not an assurance as to the future viability of the Company, We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due;
- xx. (a) From the verification of the books of accounts, we are of the opinion that according to the criteria laid down in section 135 of the Companies Act, 2013, the Company is not covered under any of the criteria hence clause xx of the order is not applicable to the Company.
- xxi. The Company do not have any subsidiary or holding company hence reporting under this clause is not applicable to the Company.

For Jayesh R Shah & Co.
Chartered Accountants
Firm Registration No. 104182W

Sd/-
Jayesh Shah
Proprietor
Membership No. 033864

Place: Mumbai
Date: 22nd May, 2023

| Veerhealth Care Limited | | | | |
|--|---|---------------------------------------|-------------------------|-------------------------|
| Balance Sheet as at 31 March, 2023 | | | | |
| (Rs. in lakhs) | | | | |
| Sr. No | Particulars | Note | As at March 31, 2023 | As at March 31, 2022 |
| I | ASSETS | | | |
| 1 | Non-Current Assets | | | |
| | (a) Property, plant and equipment and Intangible Assets | | | |
| | (i) Property, plant and equipment | 3 | 1,200.56 | 1,054.03 |
| | (b) Capital work-in-progress | | - | - |
| | (c) Financial assets | | | |
| | (i) Other financial assets | 4 | 212.70 | 249.23 |
| | (d) Other non-current assets | 5 | 74.84 | 88.96 |
| | (e) Trade Receivable | 7 | 2.96 | - |
| | Total Non-current Assets | | 1,491.07 | 1,392.22 |
| 2 | Current Assets | | | |
| | (a) Inventories | 6 | 260.57 | 212.40 |
| | (b) Financial assets | | | |
| | (i) Trade receivables | 7 | 183.89 | 154.09 |
| | (ii) Cash and cash equivalents | 8 | 361.24 | 40.39 |
| | (iii) Loans | 9 | 156.80 | 150.50 |
| | (c) Other current assets | 10 | 71.90 | 65.47 |
| | Total Current Assets | | 1,034.40 | 622.85 |
| | TOTAL ASSETS | | 2,525.47 | 2,015.07 |
| II | EQUITY AND LIABILITIES | | | |
| 1 | Equity | | | |
| | (a) Equity share capital | 11 | 999.92 | 693.42 |
| | (b) Other equity | 12 | 1,143.35 | 701.64 |
| | Total Equity | | 2,143.27 | 1,395.06 |
| 2 | LIABILITIES | | | |
| | Non-Current Liabilities | | | |
| | (a) Financial liabilities | | | |
| | (i) Borrowings | 13 | - | - |
| | (ii) Trade payables | 18 | 2.08 | 1.37 |
| | (b) Provisions | 14 | 12.60 | 15.79 |
| | (c) Deferred tax liabilities (net) | 15 | 14.57 | 80.73 |
| | (d) Other Non Current Liabilities | 16 | 255.50 | 275.83 |
| | Total Non Current Liabilities | | 284.75 | 373.72 |
| 3 | Current Liabilities | | | |
| | (a) Financial liabilities | | | |
| | (i) Borrowings | 17 | - | - |
| | (ii) Trade payables | 18 | 55.43 | 231.86 |
| | (b) Other current liabilities | 19 | 16.86 | 10.67 |
| | (c) Provisions | 20 | 25.16 | 3.75 |
| | Total Current Liabilities | | 97.45 | 246.28 |
| | TOTAL EQUITY AND LIABILITIES | | 2,525.47 | 2,015.07 |
| | NOTES FORMING PART OF THE FINANCIAL STATEMENTS | | | |
| | | 1 - 41 | | |
| As per our report of even date attached | | For and on behalf of the board | | |
| For Jayesh R Shah & Co. | | Sd/- | | Sd/- |
| Chartered Accountants | | Bhavin Shah | | Yogesh Shah |
| Firm Registration Number: 104182W | | Managing Director | | Director |
| | | DIN: 03129574 | | DIN: 00169189 |
| Sd/- | | Sd/- | | Sd/- |
| Jayesh Shah | | Akash Shah | | Rony Shah |
| Proprietor | | Chief Financial Officer | | Company Secretary |
| Membership Number: 033864 | | | | |
| Place: Mumbai | | Place: Mumbai | | |
| Date: 22/05/2023 | | Date: 22/05/2023 | | |

| Veerhealth Care Limited | | | | |
|---|---|---------------------------------------|------------------------------|------------------------------|
| Statement of Profit and Loss for the year ended March 31, 2023 | | | | |
| (Rs. in lakhs) | | | | |
| Sr. No. | Particulars | Note | Year Ended March 31, 2023 | Year Ended March 31, 2022 |
| I | Revenue from operations | 21 | 1,327.33 | 962.61 |
| II | Other income | 22 | 123.94 | 166.74 |
| III | TOTAL INCOME (I+II) | | 1,451.27 | 1,129.35 |
| IV | Expenses | | | |
| | (a) Purchase of stock-in-trade | - | 971.16 | 738.33 |
| | (b) Changes in inventories of stock-in-trade | 23 | (48.17) | (46.10) |
| | (c) Employee benefit expenses | 24 | 90.19 | 87.76 |
| | (d) Finance costs | 25 | 0.13 | 8.51 |
| | (e) Depreciation expenses | 3 | 62.18 | 52.42 |
| | (f) Other expenses | 26 | 264.10 | 264.68 |
| | TOTAL EXPENSES | | 1,339.58 | 1,105.59 |
| V | PROFIT BEFORE TAX (III - IV) | | 111.69 | 23.76 |
| VI | Tax Expense | | | |
| | (a) Current tax | | 19.65 | 3.75 |
| | (b) Deferred tax | | (66.16) | 27.37 |
| | (c) Prior year tax and MAT adjustment | | - | - |
| | TOTAL TAX EXPENSE | | (46.51) | 31.12 |
| VII | PROFIT FOR THE YEAR (V - VI) | | 158.20 | (7.36) |
| VIII | OTHER COMPREHENSIVE INCOME (OCI) | | | |
| | Items that will not be reclassified to profit or loss | | (6.52) | 8.07 |
| | Income tax effect on above | | - | (2.10) |
| | TOTAL OTHER COMPREHENSIVE INCOME | | (6.52) | 5.97 |
| IX | TOTAL COMPREHENSIVE INCOME FOR THE YEAR (VII + VIII) | | 151.68 | (1.39) |
| XI | Earnings per equity share (Rs.) | 27 | | |
| | - Basic | | 1.52 | (0.11) |
| | - Diluted | | 1.52 | (0.11) |
| | Weighted average number of equity shares | | 9,999,238 | 6,934,238 |
| | NOTES FORMING PART OF THE FINANCIAL STATEMENTS | 1 - 41 | | |
| As per our report of even date attached | | For and on behalf of the board | | |
| For Jayesh R Shah & Co. | | Sd/- | | Sd/- |
| Chartered Accountants | | Bhavin Shah | | Yogesh Shah |
| Firm Registration Number: 104182W | | Managing Director | | Director |
| | | DIN: 03129574 | | DIN: 00169189 |
| Sd/- | | Sd/- | | Sd/- |
| Jayesh Shah | | Akash Shah | | Rony Shah |
| Proprietor | | Chief Financial Officer | | Company Secretary |
| Membership Number: 033864 | | | | |
| Place: Mumbai | | Place: Mumbai | | |
| Date: 22/05/2023 | | Date: 22/05/2023 | | |

| Veerhealth Care Limited | | |
|--|---|--|
| Cash Flow Statement for the year ended March 31, 2023 | | |
| (Rs. in lakhs) | | |
| Particulars | Year ended March 31, 2023 | Year ended March 31, 2022 |
| (A) CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit for the year | 151.68 | (7.36) |
| Adjustments for: | | |
| Depreciation | 62.18 | 52.42 |
| Interest and finance charges | 14.25 | 8.51 |
| Tax expenses | (46.51) | 33.21 |
| Other Comprehensive Income | 6.52 | 5.97 |
| Other Adjustment | - | (7.87) |
| Interest income | (29.87) | (49.42) |
| Bad debts written off | - | - |
| Operating profit before working capital changes | 158.24 | 35.47 |
| (Increase)/Decrease in other financial assets | 36.52 | (25.79) |
| (Increase)/Decrease in other assets | 7.69 | (74.37) |
| (Increase)/Decrease in inventories | (48.17) | (46.10) |
| (Increase)/Decrease in trade receivables | (32.76) | 0.36 |
| Increase/(decrease) in provisions | 18.23 | (25.06) |
| Increase /(decrease) in trade payables | (175.72) | 141.57 |
| Increase /(decrease) in other non current Liabilities | (20.33) | 173.33 |
| Increase /(decrease) in other current liabilities | 6.18 | 5.24 |
| Cash generated from operations | (50.11) | 184.66 |
| Income taxes paid | (19.65) | (3.75) |
| Net cash flow from operating activities | (69.76) | 180.91 |
| (B) CASH FLOW FROM INVESTING ACTIVITIES | | |
| Payment for purchase of property, plant and equipment | (208.72) | (158.40) |
| Interest income | 29.87 | 49.42 |
| Net cash flow used in investing activities | (178.85) | (108.98) |
| (C) CASH FLOW FROM FINANCING ACTIVITIES | | |
| Increase/(decrease) in Share Capital | 306.50 | - |
| Increase/(decrease) in Other Equity | 283.51 | - |
| Payment of long term borrowings | - | (141.16) |
| Proceeds from loans | (6.30) | 139.97 |
| Proceeds/(repayment) from short term borrowings (net) | - | (32.02) |
| Interest and finance charges | (14.25) | (8.51) |
| Net cash flow from financing activities | 569.46 | (41.72) |
| Net change in cash and cash equivalents | 320.86 | 30.21 |
| Cash and bank balances at the beginning of the year | 40.39 | 10.18 |
| Cash and bank balances at the end of the year | 361.24 | 40.39 |
| (D) NOTES FORMING PART OF THE FINANCIAL STATEMENTS (1 to 41) | | |
| As per our report of even date attached | | |
| For and on behalf of the board | | |
| For Jayesh R Shah & Co. Chartered Accountants Firm Registration No. 104182W | Sd/- Bhavin Shah Managing Director DIN: 03129574 | Sd/- Yogesh Shah Director DIN: 00169189 |
| Sd/- Jayesh Shah Proprietor Membership Number: 109049 | Sd/- Akash Shah Chief Financial Officer | Sd/- Rony Shah Company Secretary |
| Place: Mumbai Date: 22/05/2023 | Place: Mumbai Date: 22/05/2023 | |

STATEMENT OF CHANGE IN EQUITY
Veerhealth Care Limited
Statement of Changes in Equity for the Year Ended March 31, 2023

(A) Equity Share Capital

(Rs. in lakhs)

| Balance as at April 1, 2022 | Changes in equity share capital due to prior period errors | Restated balance as at April 1, 2022 | Changes in equity share capital during the year | Balance as at March 31, 2023 |
|-----------------------------|--|--------------------------------------|---|------------------------------|
| 693.42 | - | 693.42 | 306.50 | 999.92 |

| Balance as at April 1, 2021 | Changes in equity share capital due to prior period errors | Restated balance as at April 1, 2021 | Changes in equity share capital during the year | Balance as at March 31, 2022 |
|-----------------------------|--|--------------------------------------|---|------------------------------|
| 693.42 | - | 693.42 | - | 693.42 |

3065000 Equity shares of Rs. 10 each have been allotted during the year as preferential allotment @ premium of Rs. 9.25 per share on 10th March, 2023

(B) Other Equity

| | Share application money pending allotment | Equity component of compound financial instruments | Reserves and Surplus | | | | Debt instruments through Other Comprehensive Income | Equity Instruments through Other Comprehensive Income | Effective portion of Cash Flow Hedges | Revaluation Surplus | Exchange differences on translating the financial statements of a foreign operation | Other items of Other Comprehensive Income (specify nature) | Money received against share warrants | Total |
|---|---|--|----------------------|----------------------------|----------------------------------|-------------------|---|---|---------------------------------------|---------------------|---|--|---------------------------------------|----------|
| | | | Capital Reserve | Securities Premium Reserve | Other Reserves (General Reserve) | Retained Earnings | | | | | | | | |
| Balance as at April 1, 2022 | - | - | - | 583.76 | 73.06 | 43.19 | - | - | - | - | - | 1.63 | - | 701.64 |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Restated balance at the beginning of the reporting period | - | - | - | 583.76 | 73.06 | 43.19 | - | - | - | - | - | 1.63 | - | 701.64 |
| Total Comprehensive Income for the year | - | - | - | 283.51 | - | - | - | - | - | - | - | 6.52 | - | 290.03 |
| Dividends | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Transfer to retained earnings (Profit of Current Year) | - | - | - | - | - | 151.68 | - | - | - | - | - | - | - | 151.68 |
| Any other change (Adj. of MAT entitlement) | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2023 | - | - | - | 867.27 | 73.06 | 194.87 | - | - | - | - | - | 8.14 | - | 1,143.35 |

| | Share application money pending allotment | Equity component of compound financial instruments | Reserves and Surplus | | | | Debt instruments through Other Comprehensive Income | Equity Instruments through Other Comprehensive Income | Effective portion of Cash Flow Hedges | Revaluation Surplus | Exchange differences on translating the financial statements of a foreign operation | Other items of Other Comprehensive Income (specify nature) | Money received against share warrants | Total |
|---|---|--|----------------------|----------------------------|----------------------------------|-------------------|---|---|---------------------------------------|---------------------|---|--|---------------------------------------|--------|
| | | | Capital Reserve | Securities Premium Reserve | Other Reserves (General Reserve) | Retained Earnings | | | | | | | | |
| Balance as at April 1, 2021 | - | - | - | 583.76 | 73.06 | 58.42 | - | - | - | - | - | (4.34) | - | 710.85 |
| Changes in accounting policy or prior period errors | - | - | - | - | - | (7.87) | - | - | - | - | - | - | - | (7.87) |
| Restated balance at the beginning of the reporting period | - | - | - | 583.76 | 73.06 | 50.55 | - | - | - | - | - | (4.34) | - | 703.02 |
| Total Comprehensive Income for the year | - | - | - | - | - | - | - | - | - | - | - | 5.97 | - | 5.97 |
| Dividends | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Transfer to retained earnings (Profit of Current Year) | - | - | - | - | - | (7.36) | - | - | - | - | - | - | - | (7.36) |
| Any other change (Adj. of MAT entitlement) | - | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2022 | - | - | - | 583.76 | 73.06 | 43.19 | - | - | - | - | - | 1.63 | - | 701.64 |

Veerhealth Care Limited

Notes forming part of the Financial Statements for the year ended March 31, 2023

1. Corporate Information:

Veerhealth Care 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 BSE Limited.

The financial statements for the year ended March 31, 2023 are approved for issue by the Company's Board of Directors on 22nd May, 2023.

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 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:

Expected to be realized or intended to be sold or consumed in normal operating cycle

Held primarily for the purpose of trading

Expected to be realized within twelve months after the reporting period, or

Cash or cash equivalent unless restricted from being exchanged or used to settle a

liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

It is expected to be settled in normal operating cycle

It is held primarily for the purpose of trading

It is due to be settled within twelve months after the reporting period, or

There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

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

(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 First-In-First-Out (FIFO) 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.

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

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards). Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

Ind AS 103 – Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 16 – Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

Ind AS 109 – Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

Veerhealth Care Limited

Notes forming part of the Financial Statements

3 - Property, Plant and Equipment

| Particulars | Freehold land | Furniture and Fixtures | Plant and Equipment | Office Equipment | Computers | Vehicles | Factory Buildings | Total |
|---|---------------|------------------------|---------------------|------------------|-----------|----------|-------------------|----------|
| Cost as at April 1, 2022 | 192.61 | 76.80 | 525.39 | 30.53 | 2.72 | 4.09 | 463.73 | 1,295.82 |
| Additions during the year | - | 8.57 | 71.19 | - | 2.66 | 11.50 | 116.57 | 210.49 |
| Disposals / transfers | - | - | (1.77) | - | - | - | - | (1.77) |
| Translation Exchange Difference | - | - | - | - | - | - | - | - |
| Cost as at March 31, 2023 | 192.61 | 85.37 | 594.81 | 30.53 | 5.38 | 15.59 | 580.29 | 1,504.54 |
| Accumulated Depreciation as at April 1, 2022 | - | 49.17 | 151.41 | 11.96 | 1.39 | 0.69 | 27.18 | 241.80 |
| Depreciation | - | 7.81 | 35.54 | 2.02 | 1.11 | 0.76 | 14.94 | 62.18 |
| Disposals / transfers | - | - | - | - | - | - | - | - |
| Translation Exchange Difference | - | - | - | - | - | - | - | - |
| Accumulated depreciation as at March 31, 2023 | - | 56.98 | 186.95 | 13.98 | 2.50 | 1.44 | 42.12 | 303.98 |
| Net carrying amount as at March 31, 2023 | 192.61 | 28.39 | 407.86 | 16.55 | 2.88 | 14.09 | 538.17 | 1,200.56 |

| Particulars | Freehold land | Furniture and Fixtures | Plant and Equipment | Office Equipment | Computers | Vehicles | Factory Buildings | Total |
|---|---------------|------------------------|---------------------|------------------|-----------|----------|-------------------|----------|
| Cost as at April 1, 2021 | 192.61 | 68.70 | 416.01 | 18.72 | 1.61 | 4.09 | 435.73 | 1,137.42 |
| Additions during the year | - | 8.11 | 117.68 | 3.51 | 1.11 | - | 28.00 | 158.40 |
| Disposals / transfers | - | - | - | - | - | - | - | - |
| Translation Exchange Difference | - | - | - | - | - | - | - | - |
| Cost as at March 31, 2022 | 192.61 | 76.80 | 533.69 | 22.23 | 2.72 | 4.09 | 463.73 | 1,295.82 |
| Accumulated Depreciation as at April 1, 2021 | - | 42.46 | 122.23 | 10.11 | 0.99 | 0.21 | 13.37 | 189.37 |
| Depreciation | - | 6.72 | 29.79 | 1.23 | 0.39 | 0.48 | 13.81 | 52.42 |
| Disposals / transfers | - | - | - | - | - | - | - | - |
| Translation Exchange Difference | - | - | - | - | - | - | - | - |
| Accumulated depreciation as at March 31, 2022 | - | 49.17 | 152.02 | 11.34 | 1.39 | 0.69 | 27.18 | 241.79 |
| Net carrying amount as at March 31, 2022 | 192.61 | 27.63 | 381.67 | 10.89 | 1.34 | 3.35 | 436.54 | 1,054.09 |

Additional Regulatory Information

CARO 3(i)(c)

i) Title deeds of Immovable Property not held in name of the Company

(Rs. in lakhs)

| Relevant line item in Balance Sheet | Description of item of property | Gross Carrying Value | Title deeds held in the name of | Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director | Property held since which date | Reasons for not being held in the name of the company* |
|---|---------------------------------|----------------------|---------------------------------|---|--------------------------------|--|
| PPE | - | - | - | - | - | - |
| Investment property | - | - | - | - | - | - |
| PPE retired from active use and held for disposal | - | - | - | - | - | - |
| Others | - | - | - | - | - | - |

Veerhealth Care Limited

Notes forming part of the Financial Statements

(Rs. in lakhs)

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| 4 - Other Financial Assets (Non Current) | | |
| Deposits | 212.70 | 249.23 |
| | 212.70 | 249.23 |
| 5- Other Non Current Assets | | |
| MAT receivable | 74.84 | 88.96 |
| | 74.84 | 88.96 |
| 6 - Inventories | | |
| Stock-in trade | 260.57 | 212.40 |
| | 260.57 | 212.40 |
| Note: Inventories are carried at the lower of cost and net realisable value. | | |
| 7 - Trade Receivables (Unsecured) | | |
| Considered good | 186.85 | 154.09 |
| Less: Provision for doubtful debts | - | - |
| | 186.85 | 154.09 |

Trade Receivables ageing schedule as at 31st March,2023

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|--|--|---------------------|-----------|-----------|-------------------|--------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables - considered good | 183.89 | - | 2.96 | - | - | 186.85 |
| (i) Undisputed Trade receivables - considered doubtful | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - |

Trade Receivables ageing schedule as at 31st March,2022

| Particulars | Outstanding for following periods from due date of payment | | | | | Total |
|--|--|---------------------|-----------|-----------|-------------------|--------|
| | Less than 6 months | 6 months -1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) Undisputed Trade receivables - considered good | 151.44 | 2.65 | - | - | - | 154.09 |
| (i) Undisputed Trade receivables - considered doubtful | - | - | - | - | - | - |
| (iii) Disputed trade receivables considered good | - | - | - | - | - | - |
| (iv) Disputed trade receivables considered doubtful | - | - | - | - | - | - |

| | | |
|--|---------------|---------------|
| 8 - Cash and Cash Equivalents | | |
| Balances with banks in current accounts | 356.75 | 36.16 |
| Cash on hand | 4.49 | 4.23 |
| | 361.24 | 40.39 |
| 9 - Loans (Current) | | |
| Loans to unrelated party (unsecured and considered good) | 156.80 | 150.50 |
| | 156.80 | 150.50 |

Loans and advances to Directors, promoters, KMP's, related parties repayable on demands

| Type of borrowers | Current Period | | Previous period | |
|-------------------|--------------------|------------|------------------|------------|
| | Amount Outstanding | % of total | Amt. Outstanding | % of total |
| Promoters | - | - | - | - |
| Directors | - | - | - | - |
| KMP's | - | - | - | - |
| Related parties | - | - | - | - |
| Total | - | - | - | - |

Without specifying any terms or period of repayments

| Type of borrowers | Current Period | | Previous period | |
|-------------------|--------------------|------------|------------------|------------|
| | Amount Outstanding | % of total | Amt. Outstanding | % of total |
| Promoters | - | - | - | - |
| Directors | - | - | - | - |
| KMP's | - | - | - | - |
| Related parties | - | - | - | - |
| Total | - | - | - | - |

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| 10 - Other Current Assets | | |
| Balance with statutory authorities | 53.17 | 58.58 |
| Advances to suppliers | 18.72 | 6.89 |
| | 71.90 | 65.47 |
| 11 - Share Capital | | |
| Authorised: | | |
| 2,00,00,000 Equity Shares of Rs. 10 each (March 31, 2022: 1,00,00,000 Equity shares of Rs. 10 each) | 2,000.00 | 1,000.00 |
| Issued, Subscribed and fully paid-up: | | |
| 99,99,238 Equity Shares of Rs. 10 each fully paid up (March 31, 2022: 69,34,238 Equity shares of Rs. 10 each) | 999.92 | 693.42 |
| | 999.92 | 693.42 |

3065000 Equity shares of Rs. 10 each have been allotted during the year as preferential allotment @ premium of Rs. 9.25 per share on 10th March, 2023

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

| Particulars | As at March 31, 2023 | | As at March 31, 2022 | |
|--------------------------------|----------------------|---------------|----------------------|---------------|
| | No. of Shares | (Rs.) | No. of Shares | (Rs.) |
| Equity Shares | | | | |
| Opening Balance | 6,934,238 | 693.42 | 6,934,238 | 693.42 |
| Add: Issued during the year | 3,065,000 | 306.50 | - | - |
| Closing Balance as at 31-03-23 | 9,999,238 | 999.92 | 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.

| Name of the shareholder | As at March 31, 2023 | | As at March 31, 2022 | |
|-------------------------|----------------------|--------------|----------------------|--------------|
| | No. of Shares | % of Holding | No. of Shares | % of Holding |
| Yogesh M. Shah | 935,035 | 9.35 | 935,035 | 13.48 |

(iv) During the 5 years immediately preceding March 31, 2023, 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.

(v) Disclosure of Shareholding of Promoters

| Shares held by promoters at the end of the year 31st March 2023 | | | | |
|---|------------------------|----------------|-------------------|--------------------------|
| Sr. No. | Promoter Name | No. of Shares | % of total shares | % Change during the year |
| 1 | Yogesh Mahasuklal Shah | 935035 | 9.35 | -4.13 |
| 2 | Krupa Harsh Jain | 343800 | 3.44 | -1.52 |
| 3 | Mahasuklal Shah HUF | 0 | 0.00 | -4.92 |
| 4 | Yogesh Shah HUF | 420557 | 4.21 | 0.07 |
| 5 | Shruti Akash Shah | 334300 | 3.34 | -0.76 |
| 6 | Ruchi Yogesh Shah | 343112 | 3.43 | 0.29 |
| 7 | Kalpana D. Shah | 196987 | 1.97 | -0.87 |
| 8 | Divyabala M. Shah | 120000 | 1.20 | -0.53 |
| 9 | Bhavin Satish Shah | 104000 | 1.04 | 0.32 |
| 10 | Nisha Bhavin Shah | 106263 | 1.06 | 0.45 |
| 11 | Jigar Jayant Shah | 38900 | 0.39 | -0.17 |
| 12 | Ashish Jayant Shah | 24950 | 0.25 | -0.11 |
| 13 | Jayant Seventilal Shah | 18262 | 0.18 | -0.08 |
| 14 | Dharmendra B. Shah | 5750 | 0.06 | -0.02 |
| 15 | Arvind M. Shah HUF | 1750 | 0.02 | -0.01 |
| 16 | Bhavin Satish Shah HUF | 82200 | 0.82 | 0.41 |
| | Total | 3075866 | 30.76 | -11.58 |

(v) Disclosure of Shareholding of Promoters

| Shares held by promoters at the end of the year 31st March 2022 | | | | |
|---|------------------------|----------------|-------------------|--------------------------|
| Sr. No. | Promoter Name | No. of Shares | % of total shares | % Change during the year |
| 1 | Yogesh Mahasuklal Shah | 935035 | 13.48 | 0.00 |
| 2 | Krupa Yogesh Shah | 343800 | 4.96 | 0.00 |
| 3 | Mahasuklal Shah HUF | 340981 | 4.92 | 0.00 |
| 4 | Yogesh Shah HUF | 286687 | 4.13 | 0.00 |
| 5 | Shruti Yogesh Shah | 284300 | 4.10 | 0.00 |
| 6 | Ruchi Yogesh Shah | 218012 | 3.14 | 0.00 |
| 7 | Kalpana D. Shah | 196987 | 2.84 | 0.00 |
| 8 | Divyabala M. Shah | 120000 | 1.73 | 0.00 |
| 9 | Bhavin Satish Shah | 50000 | 0.72 | 0.00 |
| 10 | Nisha Bhavin Shah | 42263 | 0.61 | 0.01 |
| 11 | Jigar Jayant Shah | 38900 | 0.56 | 0.00 |
| 12 | Ashish Jayant Shah | 24950 | 0.36 | 0.00 |
| 13 | Jayant Seventilal Shah | 18262 | 0.26 | 0.00 |
| 14 | Dharmendra B. Shah | 5750 | 0.08 | 0.00 |
| 15 | Arvind M. Shah HUF | 1750 | 0.03 | 0.00 |
| 16 | Bhavin Satish Shah HUF | 28200 | 0.41 | 0.41 |
| | Total | 2935877 | 42.34 | 0.42 |

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| 12 - OTHER EQUITY | | |
| Securities Premium | | |
| Opening balance | 583.76 | 583.76 |
| Add: Additions during the financial year | 283.51 | - |
| Less: Deductions during the financial year | - | - |
| Closing balance | 867.27 | 583.76 |
| General Reserve | 73.06 | 73.06 |
| Retained Earnings | | |
| Opening balance | 43.19 | 43.19 |
| Profit for the year | 151.68 | - |
| Adjusted on account of Ind AS: | | |
| - Fair Valuation of Financial Assets | - | - |
| - Fair Valuation of Financial Liabilities | - | - |
| MAT Adjustments | - | - |
| Closing balance | 194.87 | 43.19 |
| Other Comprehensive Income | | |
| Opening balance | 1.63 | 1.63 |
| Add: Additions during the financial year | 6.52 | - |
| Less: Deductions during the financial year | - | - |
| Closing balance | 8.14 | 1.63 |
| Total | 1,143.35 | 701.64 |
| 13 - Borrowings (Non Current) | | |
| Secured term loans from SIDBI | - | - |
| Repayable in 60 months, interest rate 8.79%, first charge of all the immoveable properties of Company at Vapi, Gujarat. Rs. 10.00 lakh FD collateral of first charge by way of hypothecation of all moveable assets. | | |
| | - | - |
| 14 - Provisions (Non Current) | | |
| Provision for employee benefits of gratuity | 12.60 | 15.79 |
| | 12.60 | 15.79 |
| 15 - Deferred Tax Liabilities (Net) | | |
| Deferred tax liabilities | 21.17 | 85.61 |
| Less: Deferred tax assets | 6.60 | 4.88 |
| Deferred Tax Liabilities (Net) | 14.57 | 80.73 |
| 16 - Other Non Current Liabilities | | |
| Statutory Liabilities | - | - |
| Other liabilities | 255.50 | 275.83 |
| | 255.50 | 275.83 |
| 17 - Borrowings - Current | | |
| Secured loans from banks | | |
| - Term loans | - | - |
| - CC/Overdraft Facilities HDFC Bank | - | - |
| Interest rate 10.5%, Second charge on all the properties of the company and personal guarantee of Directors | | |
| Unsecured loans from directors | - | - |
| | - | - |

| Particulars | As at March 31, 2023 | As at March 31, 2022 | | | |
|--|--|-------------------------|-----------|-------------------|--------|
| 18 - Trade Payables | | | | | |
| Due to micro and small enterprises | - | - | | | |
| Due to other than micro and small enterprises | 57.51 | 233.23 | | | |
| | 57.51 | 233.23 | | | |
| 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: | | | | | |
| (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 | - | - | | | |
| 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. | | | | | |
| Trade Payables ageing schedule: As at 31st March, 2023 | | | | | |
| Particulars | Outstanding for following periods from due date of payment | | | | Total |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 55.43 | 2.08 | - | - | 57.51 |
| (iii) Disputed dues- MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |
| Trade Payables ageing schedule: As at 31st March, 2022 | | | | | |
| Particulars | Outstanding for following periods from due date of payment | | | | Total |
| | Less than 1 year | 1-2 years | 2-3 years | More than 3 years | |
| (i) MSME | - | - | - | - | - |
| (ii) Others | 231.86 | 1.37 | - | - | 233.23 |
| (iii) Disputed dues- MSME | - | - | - | - | - |
| (iv) Disputed dues - Others | - | - | - | - | - |
| 19 - Other Current Liabilities | | | | | |
| Statutory liabilities | | 3.29 | | 1.10 | |
| Salary Payable | | 6.95 | | 5.42 | |
| Advances from customers | | 6.62 | | 4.15 | |
| | | 16.86 | | 10.67 | |
| 20- Short Term Provisions | | | | | |
| Provision for taxation | | 23.40 | | 3.75 | |
| Provision for employee benefits of gratuity | | 1.76 | | - | |
| | | 25.16 | | 3.75 | |

| Particulars | Year Ended March 31, 2023 | Year Ended March 31, 2022 |
|--|------------------------------|------------------------------|
| 21 - Revenue from Operations | | |
| Sale of products | 1,187.25 | 819.58 |
| Sale of services | 135.53 | 135.53 |
| Other operating revenue | 4.55 | 7.50 |
| | 1,327.33 | 962.61 |
| 22 - Other Income | | |
| Interest | 29.87 | 49.42 |
| Miscellaneous income | 94.07 | 117.32 |
| | 123.94 | 166.74 |
| 23 - Changes in Inventories of Stock-in-Trade | | |
| Opening stock | 212.40 | 166.30 |
| Less : Closing stock | 260.57 | 212.40 |
| | (48.17) | (46.10) |
| 24 - Employee Benefit Expenses | | |
| Salaries, bonus, gratuities and allowances | 93.87 | 84.08 |
| Contribution to provident and other funds | 0.57 | 0.13 |
| Staff welfare expense | 2.27 | 3.54 |
| | 96.71 | 87.76 |
| 25 - Finance Costs | | |
| Interest expenses | - | 4.45 |
| Bank charges | 0.13 | 4.06 |
| | 0.13 | 8.51 |
| 26 - Other Expenses | | |
| Advertisement, publicity and sales promotion | 36.73 | 29.15 |
| Bad debts written off | - | - |
| Clearing, forwarding, packing, freight, loading etc. | 72.92 | 61.05 |
| Diesel For Boiler Expense | 5.05 | - |
| Loss on Sale of Capital Asset | 0.27 | - |
| Deferred expenses on financial instruments | 30.38 | 25.94 |
| Electricity | 11.32 | 15.25 |
| Indirect taxes | 4.36 | 2.22 |
| Insurance | 2.25 | 1.96 |
| Legal charges | 17.72 | 10.11 |
| Miscellaneous expenses | 4.11 | 6.27 |
| Payment to Auditors** | 2.30 | 1.50 |
| Professional and consultancy charges | 12.86 | 15.99 |
| Repairs and maintenance | 24.52 | 20.44 |
| Testing and designing charges | 7.62 | 15.82 |
| Transportation expenses | 0.23 | 0.06 |
| Travelling expenses | 2.29 | 0.46 |
| Water expenses | 3.93 | 4.95 |
| Commission | 0.07 | 3.84 |
| Discount & Rebate | (0.96) | (0.91) |
| Membership & Subscription | 2.60 | 0.67 |
| Office Expenses | 7.05 | 7.05 |
| Printing & Stationery | 2.21 | 1.79 |
| Telephone and communications | 0.35 | 0.31 |
| Labour Charges | 8.72 | 36.39 |
| Rent Paid | 1.73 | 0.96 |
| Security Charges | 3.50 | 3.39 |
| | 264.10 | 264.68 |
| ** Payment to Auditors | | |
| - as auditors | 1.50 | 1.10 |
| - for tax audit | 0.50 | 0.15 |
| - for limited review | 0.30 | 0.25 |
| 27 - Earnings Per Equity Share | | |
| Profit available for equity shareholders | 151.68 | (7.36) |
| Weighted average numbers of equity shares | 9,999,238 | 6,934,238 |
| Face value per equity share (in Rupees) | 10 | 10 |
| Earnings Per Equity Share Basic and Diluted | 1.52 | (0.11) |

| Veerhealth Care Limited | | |
|---|---------------------------------|---------------------------------|
| Notes forming part of the Financial Statements | | |
| (Rs. in lakhs) | | |
| 28 - CONTINGENT LIABILITIES AND COMMITMENTS | As at March 31, 2023 | As at March 31, 2022 |
| (a) Contingent Liabilities | - | - |
| (b) Commitments Estimated amount of contracts remaining to be executed on capital account and not provided for. | - | - |
| 29 - 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. | | |
| 30 - EMPLOYEE BENEFITS The Company has classified the various benefits provided to employees as under | | |
| (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 Rs. 1.22 lakh (previous year Rs. 0.62 lakh) | | |
| (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- | 14.37 | 15.79 |
| 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 | | |
| 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 6.87% p.a. (Previous Year 7.62% p.a.) compound has been used. | 7.50% | 7.32% |
| 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. The assumptions used are summarized in the following table: | 5% | 5% |

| Particulars | Gratuity (Unfunded) | |
|--|-----------------------------|-----------------------------|
| | As at March 31, 2023 | As at March 31, 2022 |
| Discount rate (per annum) | 0.08 | 0.07 |
| Future salary increase | 0.05 | 0.05 |
| Mortality rates | 100% of IALM (2012 - 14) | 100% of IALM (2012 - 14) |
| Retirement age | 60.00 | 60 years |
| Withdrawal rates | | |
| - Up to 30 years | 0.16 | 0.16 |
| - From 31 to 44 years | 0.17 | 0.17 |
| - Above 45 years | 0.11 | 0.11 |
| Particulars | Gratuity (Unfunded) | |
| | As at March 31, 2023 | As at March 31, 2022 |
| Change in present value of the defined benefit obligation | | |
| Present value of obligation as at the beginning of the year | 15.79 | 20.40 |
| Interest cost | 1.16 | 1.41 |
| Current service cost | 1.85 | 2.04 |
| Actuarial gain on arising from change in Demographic assumption | (5.21) | (0.09) |
| Actuarial gain on arising from change in financial assumption | 2.17 | (0.27) |
| Actuarial gain on arising from experience adjustment | (1.38) | (7.71) |
| Present value of obligation as at the end of the year | 14.37 | 15.79 |
| Net Liability recorded in the Balance Sheet | | |
| Present value of obligation as at the end of the year | 14.37 | 15.79 |
| Net Liability Current | 1.76 | 3.17 |
| Net Liability Non-Current | 12.60 | 12.61 |
| Expenses recorded in the Statement of Profit and Loss during the year | | |
| Interest cost | 1.08 | 1.41 |
| Current service cost | 2.28 | 2.04 |
| Total expenses included in employee benefit expenses | 3.35 | 3.45 |

| | As at March 31, 2023 | As at March 31, 2022 |
|--|-------------------------|-------------------------|
| Recognized in Other Comprehensive Income during the year | | |
| Actuarial gain on arising from Change in Financial Assumption | (5.21) | (0.09) |
| Actuarial gain on arising from Change in Financial Assumption | 2.17 | (0.27) |
| Actuarial gain on arising from Experience Adjustment | (1.38) | (7.71) |
| Recognized in Other Comprehensive Income | (4.42) | (8.07) |
| Maturity profile of defined benefit obligation | | |
| Within 12 months of the reporting period | 2.21 | 4.68 |
| Between 2 and 5 years | 6.91 | 18.29 |
| 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 | (0.83) | (0.37) |
| Half percentage point decrease in discount rate | 0.92 | 0.39 |
| Half percentage point increase in salary increase rate | 0.94 | 0.40 |
| Half percentage point decrease in salary increase rate | (0.86) | (0.38) |
| Expected contribution to the defined benefit plan for the next reporting period | | |
| Expected contribution to the defined benefit plan for the next reporting period (Gratuity) | 3.35 | 3.41 |
| 31 - CORPORATE SOCIAL RESPONSIBILITY (CSR) | | |
| Gross amount required to be spent by the Company for CSR during the year is Rs. NIL (Previous year - Rs. NIL). | | |
| 32: TAX EXPENSE | | |
| Particulars | As at March 31, 2023 | As at March 31, 2022 |
| Current Tax: | | |
| Current Tax on profits for the year | 19.65 | 3.75 |
| Deferred Tax: | | |
| Decrease / (Increase) in Deferred Tax Assets | - | - |
| (Decrease) / Increase in Deferred Tax Liabilities | (66.16) | 27.37 |
| Prior Year Tax effect | - | - |
| Income Tax Expenses | (46.51) | 31.12 |
| Reconciliation of tax expense and accounting profit | | |
| Profit before income taxes | 111.69 | 23.76 |
| Rate of Tax | 26.00 | 26.00 |
| Tax Expense at applicable rate | 29.04 | 6.18 |
| Tax effect of adjustments to reconcile expected | | |
| Expenses not deductible for tax purposes | - | - |
| Deferred Tax | (66.16) | 29.46 |
| Prior year adj | - | - |
| Others | 9.39 | 1.65 |
| Income Tax Expenses | (46.51) | 31.12 |

Veerhealth Care Limited

Notes forming part of the Financial Statements

33. 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, other current liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to short-term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on the evaluation, allowances are taken to account for the expected losses of these receivables.

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, 2023

(Rs. in lakhs)

| Financial Instrument | Amortised Cost | Carrying Amount | Total Fair Value |
|-------------------------------------|-------------------|--------------------|---------------------|
| Financial Assets | | | |
| Loans | 156.80 | 156.80 | 156.80 |
| Other Financial Assets-Current | 212.70 | 212.70 | 212.70 |
| Trade receivables | 186.85 | 186.85 | 186.85 |
| Cash and cash equivalents | 361.24 | 361.24 | 361.24 |
| Other Assets | 146.74 | 146.74 | 146.74 |
| TOTAL | 1,064.34 | 1,064.34 | 1,064.34 |
| Financial Liabilities | | | |
| Current | | | |
| Borrowings-Current | - | - | - |
| Trade payables | 57.51 | 57.51 | 57.51 |
| TOTAL | 57.51 | 57.51 | 57.51 |
| Figures as at March 31, 2022 | | | |
| Financial Assets | | | |
| Loans | 150.50 | 150.50 | 150.50 |
| Other Financial Assets | 249.23 | 249.23 | 249.23 |
| Trade receivables | 154.09 | 154.09 | 154.09 |
| Cash and cash equivalents | 40.39 | 40.39 | 40.39 |
| Other Assets | 154.43 | 154.43 | 154.43 |
| TOTAL | 748.64 | 748.64 | 748.64 |
| Financial Liabilities | | | |
| Borrowings | - | - | - |
| Trade payables | 233.23 | 233.23 | 233.23 |
| TOTAL | 233.23 | 233.23 | 233.23 |

During the reporting period ending March 31, 2023 and March 31, 2022, 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 March 31, 2023 | As at March 31, 2022 |
|--|--|-------------------------|
| Other Non-Current Financial Assets Borrowings (Non-Current) | Discounted Cash Flow method using the risk adjusted discount rate | |

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

Veerhealth Care Limited

Notes forming part of the Financial Statements

(Rs. in lakhs)

34 - Related Party Disclosures

(a) Related Parties

- Key Management Personnel

| Sr. No. | Name of KMP | Designation |
|---------|----------------|-------------------------|
| 1 | Bhavin S. Shah | Managing Director |
| 2 | Shruti A. Shah | Executive Director |
| 3 | Rony M. Shah | Company Secretary |
| 4 | Akash P. Shah | Chief Financial Officer |

- Relative of Key Management Personnel

| Sr. No. | Name of Relative of KMP | Relationship |
|---------|-------------------------|--------------|
| - | - | - |

- Entities controlled by Directors or their relatives

| Sr. No | Name of the Company/ Firm | 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 | 32.11 30.53 | - - | 32.11 30.53 |
| Purchase | - - | 216.18 190.27 | 216.18 190.27 |
| Factory Deposit received | - - | - 100.00 | - 100.00 |

Balance outstanding at the end of the year:

| Particulars | Payable | Receivable | Total |
|---|---------|------------|--------|
| Entities controlled by Directors or their relatives | 200.00 | - | 200.00 |
| | 292.71 | - | 292.71 |

Previous years' figures are in italics

(c) Disclosure in respect of related party-wise transactions

| Particulars | Year ended March 31, 2023 | Year ended March 31, 2022 |
|--------------------------------------|------------------------------|------------------------------|
| Salaries | | |
| Mr. Bhavin S. Shah | 10.40 | 9.60 |
| Mrs. Shruti A. Shah | 5.20 | 5.20 |
| Mr. Rony M. Shah | 6.50 | 5.72 |
| Mr. Akash P. Shah | 10.01 | 10.01 |
| Purchase | | |
| Veer Energy & Infrastructure Limited | 216.18 | 165.12 |
| Shah Pack N Print | - | 25.15 |
| Factory Deposit received | | |
| Veer Energy & Infrastructure Limited | - | 100.00 |

Balance outstanding:

| Particulars | Payable | | Receivable | |
|--------------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|
| | As at March 31, 2023 | As at March 31, 2022 | As at March 31, 2023 | As at March 31, 2022 |
| Veer Energy & Infrastructure Limited | 200.00 | 292.71 | - | - |
| Shah Pack N Print | - | - | - | - |

Veerhealth Care Limited

Notes forming part of the Financial Statements

35 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's export business is transacted in rupee currency, hence 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 forwarding-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) | | | | | | |
|---|-------------------------|--------------|--------------|-------------------------|--------------|---------------|
| (Rs. in lakhs) | | | | | | |
| Particulars | As at March 31, 2023 | | | As at March 31, 2022 | | |
| Deposits | 212.70 | | | 249.23 | | |
| Total (A) | 212.70 | | | 249.23 | | |
| II. Financial assets for which loss allowance is measured using 12 months Life Time Expected Credit Losses (ECL) | | | | | | |
| (Rs. in lakhs) | | | | | | |
| Particulars | As at March 31, 2023 | | | As at March 31, 2022 | | |
| Trade receivables | 186.85 | | | 154.09 | | |
| Total (A) | 186.85 | | | 154.09 | | |
| III. The ageing analysis of these receivables (gross of provision) has been considered from the date the invoice falls due | | | | | | |
| (Rs. in lakhs) | | | | | | |
| Particulars | As at March 31, 2023 | | | As at March 31, 2022 | | |
| Within credit period | | | | | | |
| Less than 6 months overdue | 183.89 | | | 151.44 | | |
| More than 6 months but within 12 months overdue | - | | | 2.65 | | |
| More than 1 year overdue | 2.96 | | | - | | |
| Total | 186.85 | | | 154.09 | | |
| 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. | | | | | | |
| Financial Arrangements | | | | | | |
| The Company has undrawn borrowing facilities of Rs. 200 lakhs of pre-shipment export credit and Rs. 200 lakhs of post shipment credit @ 10% interest which is renewable annually from HDFC Bank. the Company has not utilised the same during the year. | | | | | | |
| 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. | | | | | | |
| (Rs. in lakhs) | | | | | | |
| Particulars | As at March 31, 2023 | | | As at March 31, 2022 | | |
| | Less than 1 year | 1 to 5 years | Total | Less than 1 year | 1 to 5 years | Total |
| Borrowings | - | - | - | - | - | - |
| Trade Payables | 57.51 | 2.08 | 59.59 | 231.86 | 1.37 | 233.23 |
| Total | 57.51 | 2.08 | 59.59 | 231.86 | 1.37 | 233.23 |

| 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 requirement of the financial covenants. | | | | |
| The company monitors capital using gearing ratio, which is total debt divided by total capital plus debt. | | | | |
| (Rs. in lakhs) | | | | |
| Particulars | As at March 31, 2023 | | As at March 31, 2022 | |
| Total Debt | - | | - | |
| Equity | 2,143.27 | | 1,395.06 | |
| Capital and total debt | 2,143.27 | | 1,395.06 | |
| Gearing ratio | 0.00% | | 0.00% | |
| 36 - Value of Imports on CIF basis in respect of : | | | | |
| | As at March 31, 2023 | | As at March 31, 2022 | |
| Raw Material | - | | - | |
| Components and spare parts | - | | - | |
| Capital Goods | - | | - | |
| | - | | - | |
| 37 - Expenditure in Foreign Currency on account of : | | | | |
| a) Royalty, know how, professional, consultation fees, interest and other matters | - | | - | |
| b) Traveling | - | | - | |
| | - | | - | |
| 38 - Value of Imported and Indigenous material consumed & percentage there of | | | | |
| | As at March 31, 2023 | | As at March 31, 2022 | |
| | Value | % | Value | % |
| Value of Imported material consumed | - | - | - | - |
| Value of Indigenous material consumed | - | - | - | - |
| Total | - | - | - | - |
| 39 - a) Amount remitted in foreign currency | | | | |
| | - | | - | |
| b) Dividend remitted in foreign currency | - | | - | |
| | - | | - | |
| 40 - Earning in Foreign Exchange | | | | |
| FOB Value of exports | - | | - | |
| Royalty, know how Professional and consultancy fees | - | | - | |
| Interest and dividends | - | | - | |
| Other Income | - | | - | |
| | - | | - | |

Veerhealth Care Limited
Notes forming part of the Financial Statements

Note - 41

| SR NO. | RATIO ANALYSIS | NUMERATOR | DENOMINATOR | NUMERATOR | DENOMINATOR | MARCH 31, 2023 | MARCH 31, 2022 |
|--------|----------------------------------|------------------------|---------------------------|-----------|-------------|----------------|----------------|
| 1 | Current Ratio | Current Assets | Current Liability | 1034.40 | 97.45 | 10.61 | 2.53 |
| 2 | Debt Equity Ratio | Total Debts | Shareholders Equity | 0.00 | 2143.27 | 0.00 | 0.00 |
| 3 | Debt Service Coverage Ratio | Net Operating Income | Debt Service | 158.24 | 0.13 | 1254.32 | 4.17 |
| 4 | Return on Equity Ratio (in %) | Profit for the period | Avg. Shareholders Equity | 158.20 | 999.92 | 15.82% | -1.06% |
| 5 | Inventory Turnover Ratio | Cost of Goods sold | Average Inventory | 922.99 | 236.49 | 3.90 | 3.66 |
| 6 | Trade Receivables Turnover Ratio | Net Credit Sales | Average Trade Receivables | 1327.33 | 168.99 | 7.85 | 6.24 |
| 7 | Trade Payables Turnover Ratio | Total Purchases | Average Trade Payables | 971.16 | 171.36 | 5.67 | 2.66 |
| 8 | Net Capital Turnover Ratio | Net Sales | Average Working Capital | 1327.33 | 936.95 | 1.42 | 2.56 |
| 9 | Net Profit Ratio (in %) | Net Profit | Net Sales | 158.20 | 1327.33 | 11.92% | -0.76% |
| 10 | Return on Capital employed | EBIT | Capital Employed | 111.69 | 2143.27 | 0.05 | 0.02 |
| 11 | Return on Investment | Return/Profit/Earnings | Investment | 15.39 | 172.66 | 0.09 | 0.15 |

As per our report of even date attached

For and on behalf of the board

For Jayesh R Shah & Co.
Chartered Accountants
Firm Registration Number: 104182W

Sd/-
Bhavin Shah
Managing Director
DIN: 03129574

Sd/-
Yogesh Shah
Director
DIN: 00169189

Sd/-
Jayesh Shah
Proprietor
Membership Number: 033864

Sd/-
Akash Shah
Chief Financial Officer

Sd/-
Rony Shah
Company Secretary

Place: Mumbai
Date: 22/05/2023

Place: Mumbai
Date: 22/05/2023

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 31st Annual General Meeting of the Company, to be held on Monday, 11th September, 2023 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 | |
|--------------------------|--|------|---------|
| | | For | Against |
| Ordinary Business | | | |
| 1 | Consider and adopt Audited Financial Statement for the financial year ended March 31, 2023 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 | Increase in Authorized Share Capital of the Company and Alteration in Capital Clause of Memorandum of Association of the Company. | | |
| 4 | Issue of Bonus Shares. | | |
| 5 | Appointment of Mr. Chetan H. Mehta (DIN: 06609429) as an Independent Director of the Company. | | |
| 6 | Appointment of Mr. Prakashbhai C. Shah (DIN: 01660194) as an Independent Director of the Company. | | |
| 7 | Appointment of Mr. Nilesh K. Shah (DIN: 01264927) as an Independent Director of the Company. | | |

Signed this day of 2023.

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