



DHANVANTRI
JEEVAN REKHA LTD.

TWENTY SECOND ANNUAL REPORT

DHANVANTRI JEEVAN REKHA LIMITED

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of M/s DHANVANTRI JEEVAN REKHA LIMITED will be held on Tuesday the 29th day of September, 2015 at Western U.P. Chamber of Commerce & Industry, Bombay Bazar, Meerut at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2015 and the Profit & Loss Account for the year ended on that date along with the Report of the Directors and Auditors thereon
2. To reappoint Director in place of Dr. V.S. Phull (DIN 00617947), who retires by rotation, and being eligible offers himself for re-appointment
3. To reappoint Director in place of Mrs. Shalini Sharma (DIN 03530674), who retires by rotation, and being eligible offers herself for re-appointment
4. To re-appoint the Auditors and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, M/s K.K. Jain & Co., Chartered Accountants (Firm Registration No.02465N) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of the 22nd Annual General Meeting till the conclusion of the 23rd Annual General Meeting of the Company, at a remuneration to be decided by the Audit Committee/ Board of Directors in consultation with the Statutory Auditors.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 190, 196, 197 and 203 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act, consent of the members be and is hereby accorded to the re-appointment of Dr. V. S. Phull (holding DIN 00617947) as Managing Director of the Company for a period of 5 years commencing from August 25, 2015, on the terms and conditions of appointment and Nil remuneration.

For & on Behalf of the Board of Directors

Sd/-

(Premjit S. Kashyap)
CHAIRMAN

Place: Meerut
Date: 08.08.2015

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. Proxies, in order to be effective, must reach the registered office of the company not less than 48 hours before the meeting. Pursuant to provision of section 105 of The Companies Act, 2013, a person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority/, as applicable. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Members are requested to bring their Annual Report alongwith them as extra copies will not be supplied due to high cost of paper & printing.
3. Members are requested to bring their attendance slip duly completed and signed at the meeting and quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the Meeting.
4. Bodies Corporate members are requested to send a certified copy of the board resolution authorizing their representatives to attend and vote at the meeting.
5. A member desirous of obtaining any information on accounts of the company at the Annual General Meeting is requested to forward such queries to the company at least ten days prior to the meeting enabling the Management to keep the information ready.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with the Company's Registrar and Transfer Agents for receiving communication from the Company in electronic form.
7. 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.

8. Members holding shares in physical form are advised to make nomination in Form SH-13 in respect of their shareholding in the Company. The nomination form will be made available by the Company on request.
9. The company's Register of Members and Share Transfer Book will remain closed on 27.09.2015 to 29.09.2015 (both days inclusive).
10. Members may also note that the notice of the Twenty Second Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's website @ www.dirl.org.in for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office in Meerut for inspection during normal business hours on all the working days except Saturdays.
11. In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is pleased to provide its members, the facility to exercise their right to vote at the Twenty Second Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

Instructions for the voting through electronic means

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach "Password Creation" menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant DHANVANTRI JEEVAN REKHA LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Saturday 26th Day of September, 2015 at 9:00 A.M. and ends on Monday, 28th day of September, 2015 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Tuesday, 22nd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (D) The Notice of the 22nd Annual General Meeting are being sent to all the Members, whose names appear in the Register of Members as on cut-off date (record date) i. e. 22nd September, 2015 through the mode prescribed under the Companies Act, 2013 and also by E-Mail, wherever registered. The Members may also download a copy of the Notice from the Website of the Company (www.dirl.org.in).
- (E) The Members of the Company, holding Equity Shares either in physical form or in dematerialized (demat) form as on 22nd September, 2015 and not casting their vote electronically, may only cast their vote at the 22nd Annual General Meeting. The voting rights of shareholders shall be in proportion to their shareholding of paid up share capital of the Company as on 22nd September, 2015.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Dr. V. S. Phull was appointed as Managing Director of the Company for a period of 5 years by the Board of Directors in their meeting held on 25.08.2012. The appointment was valid up to August 25, 2015. The Board of Directors of the Company at its meeting held on August 08, 2015, subject to the approval of the members of the Company, approved the re-appointment of Dr. V.S. Phull as Managing Director of the Company for a period of 5 years commencing from August 25, 2015.

Dr. V.S. Phull is Promoter Director of the Company and has been on the Board of Directors of the Company since its incorporation. He has been providing his strategic and general management expertise to the Company. He is aged 69 years, did his M.B.B.S. from Govt. Medical College, Amritsar and M. S. from LLRM Medical College, Meerut and has been medical practitioner in Meerut. He has not charged any remuneration from the Company and hence no remuneration is proposed to be paid to him.

Dr. V.S. Phull is not related to in any way with any other Director or KMP of the Company. He is Director of Dhanvatri Jeevan Rekha and member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee. The number of Board/Committee meetings attended by Dr. V.S. Phull during the financial year is disclosed in the Corporate Governance Report annexed to the Directors' Report.

An Ordinary Resolution in terms as set out in Item No. 5 of the accompanying Notice is placed before the members in the Meeting for approval.

Except Dr. V.S. Phull, being an appointee, none of the Directors or KMP of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

For & on Behalf of the Board of Directors

Sd/-

Place: Meerut
Date: 08.08.2015

(Premjit S. Kashyap)
CHAIRMAN

DIRECTORS' REPORT

Dear Members

Your Directors have the pleasure in presenting the 22nd Annual Report of the company together with Financial Statements for the year ended on 31st March 2015.

FINANCIAL & OPERATIONAL REVIEW:

FINANCIAL RESULTS:

S. No.	Financial Heads	(Rs in Lacs)	
		Year ended 31.03.2015	Year ended 31.03.2014
1.	Operating Income	797.40	726.08
2.	Other Income	44.00	25.00
3.	Gross Profits before depreciation & interest	193.05	157.86
4.	Interest	4.25	1.08
5.	Gross Profits after interest but before depreciation	188.80	156.78
6.	Depreciation	36.33	67.06
7.	Profit Before Tax	152.47	89.72
8.	Provision for Taxation (net)	45.30	30.72
9.	Deferred Tax Provision	0.34	3.26
10.	Profit after Tax	106.83	55.74
11.	Prior Period Item Adjusted	-	3.73
12.	Balance after taxation carried over to the Balance Sheet	106.83	52.01

During the year under review the revenue of the company has increased to Rs. 797 Lac from Rs. 726 Lacs in the previous year registering growth of 10%. The profit after tax stood at Rs. 106.83 Lac against Rs 55.74 lacs in the previous year showing impressive increase of 52%.

FUTURE OUTLOOK

In view of full occupancy in the Hospital the company had already commenced its expansion project in the previous year. The work is in full flow and the management is of the view that the new Hospital Building will become operational during the current year.

DIVIDEND & RESERVES:

Keeping in view the requirement of resources for up-gradation and of the hospital facilities and the capital intensive expansion project, no dividend has been proposed during the year under review.

The Company proposes to transfer Rs 106.83 lacs to reserve and surplus resulting into aggregate reserve and surplus of Rs. 429.45 Lac as against Rs. 250.04 Lac retained in the reserve and surplus during the preceding previous year.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2015 was Rs.409.84 Lacs. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.

SUBSIDIARY:

The company is not having any subsidiary or associate company as on 31.03.2015.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to the provisions contained in Section 134 (5) of the Companies Act, 2013, your Directors to the best of their knowledge and belief and according to information and explanations obtained from the management, confirm that:

- In the preparation of the annual accounts for the financial year ended March 31, 2015, the applicable accounting standards have been followed and there are no material departures from the same;
- The Directors have selected such accounting policies and applied them consistently and made judgements 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, 2015 and of the loss of the Company for the year ended on that date;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the Annual Accounts on a going concern basis.
- The Directors have laid down proper internal financial controls to be followed by the Company and such controls are adequate and operating effectively.
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

FIXED DEPOSITS:

No fresh deposits were accepted after April 1, 2014. The Company did not have any unclaimed or overdue deposits as on March 31, 2015.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152 of The Companies Act, 2013, Dr. V.S. Phull and Mrs. Shalini Sharma Directors are liable to retire by rotation in ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Your Directors recommend for their appointment/re-appointment. None of the Directors of your Company is disqualified as per provisions of section 164 of the Companies Act, 2013

During the year Dr. S.K. Khatri, one of the founder promoter Director of the company died on 12.11.2014. The company places on record the contribution made by Dr. S.K. Khatri towards the progress of the company.

The information on the particulars of Directors seeking re-appointments as required under Clause 49 of the Listing Agreement executed with the Stock Exchanges, have been given under Corporate Governance report forming part of this report.

Dr. V.S. Phull, Managing Director, Mr. Pankaj Gupta, Company Secretary and Mr. Dhanendra Jain, Chief Financial Officer are the KMPs of the Company as per the provisions of The Companies Act, 2013

A Board met five times during the financial year 2014-15, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

In accordance with the provisions of Section 134 of the Act and Clause 49 of the Listing Agreement, the Board has carried out an evaluation of its own performance, the performance of Committees of the Board, namely, Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee and also the directors individually. The manner in which the evaluation was carried out and the process adopted has been mentioned in the Corporate Governance Report.

The Board, on the recommendation of the Nomination & Remuneration Committee, has framed a policy for selection and appointment of Directors, Senior Management and their remuneration and also framed the criteria for determining qualifications, positive attributes and independence of directors. A hard copy of the Remuneration Policy and criteria for Board nominations may inspect the same at the Registered Office of the Company or write to the Company Secretary for a copy.

STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS:

As required under Section 149 (7) of the Companies Act, 2013, all the Independent Directors have given their respective declarations that they meet the criteria of independence as specified in Section 149 (6) of the Companies Act, 2013.

AUDITORS AND AUDITORS REPORT:

M/s K.K. Jain & Co., Delhi, the statutory auditors of the company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. They have confirmed that their appointment, if made, shall be in accordance with the provisions of Section 139(1) of the Act read with Companies (Audit and Auditors) Rules, 2014 and that they satisfy the criteria given under Section 141 of the Act. They have also confirmed that they hold a valid peer review certificate as prescribed under Clause 41(1)(h) of the Listing Agreement.

There is no observation or qualification or adverse remark made in the Auditors' Report read together with relevant notes thereon.

COST AUDITORS:

The company is not required to appoint cost auditor as per Section 148 of the Companies Act, 2013.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s R.K. Singhal & Associates, Company Secretaries in practice as the Secretarial Auditor to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is given in Annexure-A to this Report.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Secretarial Auditors in their report.

COST AUDITORS:

The company is not required to appoint cost auditor as per Section 148 of the Companies Act, 2013.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s R.K. Singhal & Associates, Company Secretaries in practice as the Secretarial Auditor to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit is given in Annexure-A to this Report.

There are no qualifications, reservations or adverse remarks or disclaimers made by the Secretarial Auditors in their report.

RISK MANAGEMENT

As required under Clause 49 of the Listing Agreement, the provisions of Clause 49 (VI) (C) as given in Part- B i.e. Constitution of Risk Management Committee shall be applicable to top 100 listed Companies by market capitalization as at the end of the immediate financial year. As the Company not fall under the category of top 100 listed Companies, the Company is not required to constitute a Risk Management Committee.

The Company has a mechanism to identify, assess, monitor and mitigate various risks to its key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate Internal Financial Controls with proper checks to ensure that transactions are properly authorized, recorded and reported apart from safeguarding its assets. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis. The internal auditors "M/s A.K. Rana & Associates", of the Company reviews the controls across the key processes and submits reports periodically to the Management and significant observations are also presented to the Audit Committee for review. Follow up mechanism is in place to monitor the implementation of the various recommendations.

CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

As the Company does not fall under any of the threshold limits given under section 135 of the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable to the Company.

RELATED PARTY TRANSACTIONS

All contracts/arrangements/transactions entered into during the financial year with the related parties were on arm's length basis and were in the ordinary course of business. Section 188(1) of the Companies Act, 2013 exempts related party transactions that are in the ordinary course of business and are on arm's length basis. There are no material Related Party Transactions during the year under review that require approval of the shareholders through special resolution. The Board of Directors and the Audit Committee have also approved the all other related party transactions.

There are no materially significant related party transactions with the promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

The details of contracts/arrangements with related parties as required to be disclosed in Form-AOC-2 is not applicable on the Company.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement, form part of this Annual Report.

DISCLOSURES**Committees of the Board**

During the year in accordance with the Companies Act, 2013 the Board re-constituted/re-named some of its Committees and presently the Company has the following Committees:

- i. Audit Committee
- ii. Nomination and Remuneration Committee
- iii. Stakeholders Relationship Committee

The details of all the Committees along with their composition, terms of reference and meetings held during the year are provided in the "Report on Corporate Governance" forming part of this Annual Report.

Vigil Mechanism & Whistle Blower Policy

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases. Details of the Vigil Mechanism policy are made available on the Company's website www.dirl.org.in

Conservation of Energy

Your company is not covered by the Schedule of Industries under Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 requiring furnishing of information regarding conservation of energy. However, the company does lay a great deal of emphasis on conservation of energy in all phases of operation.

Technology Absorption:

Not Applicable

Foreign Exchange Earnings and Outgo:

- a) Foreign exchange Earnings : NIL
- b) Foreign exchange Outgo : NIL

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the financial year 2014-15, the company has neither made any investment nor given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

EXTRACT OF THE ANNUAL RETURN

The details of the extract of the Annual Return in Form MGT-9 are given in Annexure-B to this Report.

PERSONNEL RELATIONS

Your directors hereby place on record their appreciation for the services rendered by the executives, staff and workers of the Company for their hard work, dedication and commitment. During the year under review, relations between the employees and the management continued to remain cordial.

CORPORATE GOVERNANCE:

The Company has complied with the guidelines prescribed by the Stock Exchanges on Corporate Governance. The Company has constituted Audit Committee, Share Transfer Committee and Investors' Grievances Redressal Committee. The details of compliance made by the Company along-with a certificate from the Auditors and Management Discussion and Analysis are as per Annexure - "C" and "D" respectively forming part of this report.

LISTING ON STOCK EXCHANGE:

The company's securities are listed on The Uttar Pradesh Stock Exchange Association Ltd., Kanpur, The Stock Exchange, Mumbai and The Stock Exchange Association Ltd., Delhi. The company has paid the listing fee for all the stock exchanges for the financial year 2014-15 and has complied with all the requirements of the listing agreement.

ACKNOWLEDGEMENT:

The Directors wish to place on record their sincere appreciation for the committed and dedicated services of the employees of the Company. The Board also wishes to thank the Doctors, Specialist in Medical Field, Bankers for placing their trust on the Company and encouragement they extend to the Company. The Board places on record their thanks to the shareholders and the patient public for the confidence reposed by them in the Company and their appreciation for the services.

By Order of the Board of Directors

Sd/-

Sd/-

Place: Meerut
Date: 08.08.2015

(Dr. V. S. Phull)
Managing Director

(Mr. Premjit Singh Kashyap)
Chairman

SECRETARIAL AUDIT REPORT
For The Financial Year Ended On 31st March, 2015
(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of
the Companies (Appointment and Remuneration Personnel) Rules, 2014)

To,
 The Members
 DHANVANTRI JEEVAN REKHA LTD.
 1-Saket
 Meerut (U.P.)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by DHANVANTRI JEEVAN REKHA LTD. (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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015, 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 31st March, 2015 according to the provisions of undernoted Acts, Regulations and Guidelines applicable on the Company

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (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 of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
 - (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, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) 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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

(vi) OTHER APPLICABLE ACTS,

- (a) The Payment of Wages Act, 1936, and rules made thereunder,
- (b) The Minimum Wages Act, 1948, and rules made thereunder,
- (c) The Payment of Gratuity Act, 1972
- (d) The Employees Provident Fund & Miscellaneous Provisions Act, 1952.
- (e) The Payment of Bonus Act, 1965, and rules made thereunder,
- (f) Registration with local body for any bye law
- (g) Law and rules governing Bio-medical Waste Generation.
- (h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,

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 Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned.

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 and a system exist for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For R. Singhal & Associates
Company Secretaries

Sd/-

(Rahul Singhal)
Prop.
M. No. 29599

PLACE: MEERUT
DATED: 08.08.2015

Note: This report is to be read with the note given below which forms an integral part of this report.

1. Maintenance of secretarial record 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 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 relied on the audited financial statements for the year ended on 31.03.2015 for 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 regulations 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 procedures 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.

For R. Singhal & Associates
Company Secretaries

Sd/-

(Rahul Singhal)
Prop.
M. No. 29599

PLACE: MEERUT
DATED: 08.08.2015