

DJRL

25th Annual Report- 2018

DHANVANTRI JEEVAN REKHA LIMITED
1-SAKET, MEERUT, U.P. 250003

BOARD OF DIRECTORS

Dr. Varinder Singh Phull	Managing Director
Mr. Premjit Singh Kashyap	Chairman
Mr. Ashok Kumar Singh Chaudhary	Director
Mrs. Meenaakashi Elhence	Director
Mr. Abhimanue Arora	Director (till 18.07.2017)
Ms. Shalini Sharma	Director

CHIEF FINANCIAL OFFICER

Mr. Dhanendra Jain (w.e.f. 28.05.2015)]

COMPANY SECRETARY

Mr. Pankaj Gupta (w.e.f. 01.12.2000)

AUDITORS

M/s K. K. Jain & Co.
Chartered Accountants
184 A, Garud Appartments,
Pocket-IV, Mayur ViharPhase-I
Delhi- 110091

BANKERS

Punjab National Bank, Civil Lines, Saket, Meerut (U.P.)

REGISTERED OFFICE

1-Saket, Meerut
U.P. 250003

SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt Ltd,
Beetal house, 3rd Floor, 99, Mandangir,
Behind Local Shopping Centre,
Nera Dada Harsukhdas Madangir,
New Delhi, Delhi, 110062

DHANVANTRI JEEVAN REKHA LIMITED

CIN: L85110UP1993PLC015458

Registered Office: 1- Saket Meerut UP 250003

Ph: 0121-2648151-52, 2651801, Fax: 2651803

E-mail: dhanvantrihospital@gmail.com Website: www.djrl.org.in

NOTICE

Notice is hereby given that the **25th Annual General Meeting** of the members of **M/s DHANVANTRI JEEVAN REKHA LIMITED** will be held on Thursday the **27th day of September, 2018** 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 consider and adopt the Audited Balance Sheet as at 31st March 2018 and the statement of Audited Profit & Loss Account for the year ended on that date, Cash Flow Statement along with the Report of the Directors and Auditors thereon.
2. To Re-appoint Mrs. Meenaakashi Elhence (DIN: 01119741), who retires by rotation at this meeting and being eligible, offers herself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
 "RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 (Act) and all other applicable provisions, if any of the Act and the Rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s K.K. Jain & Co., Chartered Accountants, [Firm Registration No. 02465N], as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, i.e., 26th Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors."

SPECIAL BUSINESS:

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

4. Change in designation of Mr. Premjit Singh Kashyap (DIN-01664811) from Independent Director to Non executive Director of the Company
 "RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules & regulations made thereunder, approval of the members of the Company be and is hereby accorded to change in designation of Mr. Premjit Singh Kashyap (DIN-01664811) from Independent Director to Non-Executive Director of the Company, liable to retire by rotation.
 "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution".
5. To appoint Mr. Tarun Nagpal (Key Managerial Personnel) as the Company Secretary and Compliance Officer of the Company.
 "Resolved that pursuant to the provisions of Section 203 read with rule 8 of Companies (Appointment and Remuneration) Rules, 2014 and other applicable provision (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the consent of the Board be and is hereby accorded to appoint Mr. Tarun Nagpal an Associate Member of Institute of Company Secretaries of India holding the prescribed qualification under Rule 2(1) (Appointment and Qualification of Secretary) Rules, 1988, as Whole time Secretary of the Company and key managerial personnel with effect from 01st July 2018 , to perform the duties which may be performed by a Secretary under the Companies Act, 2013 and any other duties assigned to him by the Board from time to time".
 "Resolved further that Mr. Tarun Nagpal, be and is hereby appointed as the Compliance Officer of the Company as per Regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015".
 "Resolved further that Director of the company be and is hereby authorized to digitally sign and submit all necessary e-Forms with the Registrar of Companies(ROC), Uttar Pradesh and to do all such acts, deeds and things as may be necessary to give effect to the above resolution".
6. Regularisation of Additional Director, Dr. Seema Tyagi (DIN : 0133489), by appointing her as Non-Executive Independent Director of the Company:
 "RESOLVED THAT Dr. Seema Tyagi (DIN : 0133489), who was appointed as an Additional Director by the Board of Directors on the Board of Directors ('Board') of the Company with effect from 29.08.2018, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as Non Executive Director Independent Director of the Company .
 RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give complete effect to this resolution."

For & on Behalf of the Board of Directors

Sd/-

(Dr. V.S. Phull)

Chairman cum Managing Director

Place: Meerut

Date: 29.08.2018

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 the proxy need not be a member of the company. Proxies, to be effective shall be duly filled, stamped, signed and deposited, not less than 48 hours before the commencement of the Meeting at the Registered Office of the Company. 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 along with 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. A route map along with prominent landmark for easy reach to the venue of annual general meeting is annexed at the end of the report.
10. The company's Register of Members and Share Transfer Book will remain closed from Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive).
11. Members may also note that the notice of the Twenty Fifth Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website @ www.djrl.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.
12. 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 Fifth 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).

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

The voting period begins on Monday 24th Day of September, 2018 at 9:00 A.M. and ends on Wednesday, 26th day of September, 2018 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 Thursday, 20th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The Shareholders should 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*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If both 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.

- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual/ Institutional Shareholders and Custodians:
- 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 a compliance user should be created using the admin login & password. The Compliance user 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.
- (xx) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- (A) The Board of Directors has appointed Mr. Dinesh Kumar Gupta, Company Secretary in practice, 164, Civil lines, Behind Bajaj Bhavan, Meerut, U.P. 250001 (Membership No: F5226) (C.P. No: 3599) as a scrutinizer to process the e-voting and submit a report to the chairman.
- (B) Mr. Pankaj Gupta, Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this 25th Annual General Meeting including e-voting, his mail ID is ghanvantrihospital@gmail.com and may be contacted on phone no. 0121-2648151, 52, 2651801.
- (C) The Notice of the 25th 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. 31st August, 2018 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.djrl.org.in).
- (D) The voting rights of shareholders shall be in proportion to their shareholding of paid-up share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date (i.e. 20th September, 2018) only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting through Ballot.
- (E) Kindly note that the shareholders can opt only one mode of voting i.e. either by e-voting or physical mode. If you are opting for e-voting, then do not vote by physically. However, in case shareholder cast their vote through e-voting as well as physically, then voting done through e-voting will prevail.
- (F) The results of voting shall be declared within two (2) days of the 25th Annual General Meeting convened for the purpose. The results of voting so declared along with the Scrutinizer's Report shall be placed on the Company's Website (www.djrl.org.in), CDSL Website and shall also be communicated to the Stock Exchanges (BSE).

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

ITEM NO. 2

Details of director's seeking appointment/re-appointment as required under the provisions of SEBI (listing obligation and disclosure requirements) regulations, 2015. The details are provided in the Director's Report somewhere provided in this Annual Report.

ITEM NO. 4

Mr. Premjit Singh Kashyap has shown his willingness to act as Non executive Director of the Company. The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 29th August, 2018, considered his request and approved the change in designation of Mr. Premjit Singh Kashyap from Independent Director to Non-executive Director of the Company.

Hence, the Committee and the Board has proposed to appoint him as Non-Executive Director of the Company. The Change in designation requires the approval of shareholders by way of Ordinary Resolution as per provisions of Section 152 and other applicable, if any, of the Companies Act, 2013.

Other than Mr. Premjit Singh Kashyap and his relative, none of the Company's Directors, Key Managerial Personnel or their relatives has any concern or interest, financial or otherwise, in this resolution.

ITEM No. 5

Chairman informed the Board that with Enactment of Companies (Amendment) Act, 2017 and with day by day amendments in the Regulatory framework and Legislations governing the Company the secretarial work of the Company has increased to a large extent. Hence, keeping in mind the quantum of work the Board expressed its willingness to appoint one more Company Secretary in the Company and to designate him as Key Managerial Personnel and Compliance Officer in accordance with section 203 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 respectively.

ITEM NO. 6

Dr. Seema Tyagi, was appointed as an Additional Director of the Company with effect from 29th August 2018, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the additional director holds office only up to the date of the ensuing Annual General Meeting of the Company.

The Board is of the view that the appointment of Dr. Seema Tyagi as Independent Director, on the Company's Board as Director is desirable and would be beneficial to the Company and hence it recommends the said Resolution No. 6 for approval by the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way concerned or interested, in the said resolution. The Board recommends the said resolution to be passed as an ordinary resolution.

Place: Meerut
Date: 29.08.2018

For & on Behalf of the Board of Directors
Sd/-
(Dr. V.S. Phull)
Chairman cum Managing Director

DHANVANTRI JEEVAN REKHA LIMITED
Registered office: 1- Saket, Meerut, U. P.

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their twenty fifth report along with the Audited Financial Statements of the Company for the year ending March 31, 2018

FINANCIAL & OPERATIONAL REVIEW:

FINANCIAL RESULTS:

S. No.	Financial Heads	(Rs in Lakhs)	
		Year ended 31.03.2018	Year ended 31.03.2017
1.	Operating Income	1381.82	1121.43
2.	Other Income	14.09	33.38
3.	Profit Before Tax	67.32	96.46
4.	Provision for Taxation (net)	12.83	26.88
5.	Deferred Tax Provision	(18.34)	14.97
6.	Profit after Tax	72.84	54.61
7.	Balance after taxation carried over to the Balance Sheet	72.84	54.61

During the year under review the operational receipts of the company have increased to Rs. 1381.82 Lakh from Rs. 1121.43 Lakh in the previous year registering growth of 19%.

FUTURE OUTLOOK

The Hospital Project of the Company is complete and operational. The Company hopes to increase its operations in the current year.

EXTRACTS OF ANNUAL RETURN

An extracts of the Annual Return as at March 31, 2018 in prescribed form MGT-9 forms part of this report as **Annexure-B**.

STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS

In terms of Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received declaration of Independence from its independent directors.

CORPORATE GOVERNANCE:

Since the paid up capital of the Company is less than Rs. 10 Crore and Net worth is less than Rs. 25 Crore, the provisions of the Corporate Governance as stipulated under Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. However your company has made every effort to comply with the provisions of the Corporate Governance and to see that the interest of the shareholders and the Company are properly served.

MANAGEMENT DISCUSSION & ANALYSIS

A review of the performance of Company is provided in the Management Discussion & Analysis section which is attached as **Annexure-C** in this Annual Report.

DIVIDEND & RESERVES:

Your Directors have not recommended any dividend for the Financial Year ended 31st March 2018 and have retained the earnings.

The Company proposes to transfer Rs 72.84 Lakh to reserve and surplus resulting into aggregate reserve and surplus of Rs. 652.23 Lakh as against Rs. 579.39 Lakh retained in the reserve and surplus during the preceding year.

SHARE CAPITAL:

The paid up equity capital as on March 31, 2018 was Rs.409.84 Lakh. During the year under review, the Company has neither issued shares with differential voting rights nor granted stock options and sweat equity.

SUBSIDIARY:

The company is not having any subsidiary or associate company as on 31.03.2018.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3)(c) of the Companies Act, 2013 and to the best of their knowledge and belief, and according to the information and explanation provided to them, your Directors hereby confirm that:

- in preparation of the Financial Statements, the applicable accounting standards have been followed along with proper explanations relating to material departures, if any;
- such accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2018 and of the profit of the Company for period ended on that date;
- proper and sufficient care has been taken 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 prevention and detection of fraud and other irregularities;
- the financial statements have been prepared on going concern basis;
- proper internal financial controls were in place and that financial controls were adequate and were operating effectively; and
- the systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

The Composition of the Board during the year ended 31st March 2018 is as under:

Director	Number of Board Meetings held during 2017-18		Whether Attendance Last AGM
	Held	Attended	
Executive Directors			
Dr. V.S. Phull	4	4	Yes
Non-Executive Directors			
Mrs. Shalini Sharma	4	1	No
Mrs. Meenaakashi Elhence	4	4	Yes
Non-Executive and Independent Directors			
Mr. Premjit S. Kashyap	4	4	Yes
Mr. Abhimanyu Arora(Till 18.07.2017)	4	1	No
Mr. Ashok Kumar Singh Chaudhary	4	4	Yes

In accordance with the provisions of Section 152 of The Companies Act, 2013, Mrs. Meenaakashi Elhence, Director of the Company, is liable to retire by rotation in ensuing Annual General Meeting and being eligible offer herself for re-appointment.

Your Directors recommend for her appointment/re-appointment.

On recommendation of Nomination and Remuneration Committee of the Board the Board of Directors Appointed Dr Seema Tyagi as additional director on the Board of the Company in its meeting held on 29.08.2018.

Dr. Seema Tyagi (DIN: 0133489) is a graduate (M.B.B.S.) from BJ Medical College, Pune in 1982. She is a Medical Practitioner since 1986. She has experience of more than 30 years in the field of Medical services. Hence, her appointment as Independent director will be beneficial for the business of the Company.

None of the Directors of your Company are disqualified as per provisions of section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures as required under various provisions of the Companies Act, 2013.

During the year under review, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting/committee fees for attending Board/Committees Meetings of the Company.

Pursuant to provisions of section 203 of the Companies Act, 2013, the key managerial personnel of the Company are Dr. V.S. Phull, Managing Director, Mr. Pankaj Gupta, Company Secretary and Mr. Dhanendra Jain, Chief Financial Officer.

STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS

In terms of Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has received declaration of Independence from its independent directors.

NUMBER OF MEETING OF THE BOARD

During the year 2017-18 the Board of Directors met four times on 30.05.2017, 11.08.2017, 13.11.2017, and 14.02.2018. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

PERFORMANCE EVALUATION OF THE BOARD

During the current financial year, a formal Annual Evaluation process has been carried out for evaluating the performance of the Board, the Committees of the Board and the Individual Directors including Chairperson.

The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, time-lines of flow of information etc.

The outcome of this performance evaluation was placed before Nomination and Remuneration Committee, Independent Directors' Committee and the Board in their meetings held during the year. The review concluded by affirming that the Board as a whole as well as its Chairman, all of its members, individually and the Committees of the Board continued to display commitment to good governance by ensuring a constant improvement of processes and procedures and contributed their best in overall growth of the organization.

NOMINATION & REMUNERATION POLICY

In adherence to the provisions of Section 134 (3)(e) and 178 (1) & (3) of the Companies Act, 2013, the Board of Directors on the recommendation of the Nomination and Remuneration Committee approved a policy on Director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided.

INTERNAL FINANCIAL CONTROL

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 weaknesses in the design or operation effectiveness were observed.

Further, the testing of such controls was also carried out independently by the Internal Auditors for the financial year 2017- 18.

In the opinion of the Board, the existing internal control framework is adequate and commensurate with the size and nature of the business of the Company. The details in respect of internal financial control and their adequacy are Included in the management discussion & analysis, which forms part of this report.

AUDITORS AND AUDITORS REPORT

The Shareholders at the 21st Annual General Meeting held on September 29, 2014 had appointed M/s K.K. Jain & Co., Delhi, Chartered Accountant (FRN: 002465N) the statutory auditors of the company to hold the office until the conclusion of ensuing Annual General Meeting subject to ratification of their appointment at every intermittent AGM. M/s K.K. Jain & Co. being eligible has expressed their willingness to continue as auditors of the Company and accordingly, the ratification of their appointment is recommended to the Shareholders.

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

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 Rahul 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.

COST RECORDS

The provisions of section 148(1) do not apply to the company, hence the Company is not required to maintain the cost records.

RISK MANAGEMENT

Your Company considers that risk is an integral part of its business and therefore, it takes proper steps to manage all risks in a proactive and efficient manner. The Company management periodically assesses risks in the internal and external environment and incorporates suitable risk treatment processes in its strategy, and business and operating plans.

As required under Regulation 21 of the SEBI Listing Regulations (LODR) 2015, Constitution of Risk Management Committee shall be applicable to top 100 listed Companies by market capitalization as at the end of the immediate previous financial year. As the Company not falls 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.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and future operations of the Company.

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.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All 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. There is no material contract or arrangement in accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence requirement of furnishing particulars of contracts or arrangements entered into by the Company with related parties referred in Section 188(1) of the Companies Act, 2013, in Form AOC-2 is considered to be not applicable to the Company.

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 approved 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 Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website www.djrl.org.in

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

Director	Category	No. of meetings held	No. of meetings attended
Mr. P.S. Kashyap	Chairman	4	4
Mr. Abhimanyu Arora*	Member	4	NIL
Dr. V. S. Phull	Member	4	3
Mr. Ashok Kumar Singh Chaudhary	Member	4	4

*Mr. Abhimanyu Arora remained the member of Audit Committee till 17.07.2017 after which the composition of Audit Committee changed due to the demise of Mr. Abhimanyu Arora on 18/07/2017.

The composition, functions and procedures of the Audit Committee are in conformity with the requirements of Section 177 of the Companies Act, 2013. The Audit Committee met 4 times in the year under review – 30.05.2017, 11.08.2017, 13.11.2017 and 14.02.2018. During the year under review, the Board accepted all the recommendations made by the Audit Committee of the Board.

ii. Nomination and Remuneration Committee

Director	Category	No. of meetings held	No. of meetings attended
Mr. Ashok Kumar Singh Chaudhary	Chairperson	1	1
Mr. Premjit S. Kashyap	Member	1	1
Mrs. Meenaakashi Elhence	Member	1	1

iii. Stakeholders Relationship Committee

Director	Category	No. of meetings held	No. of meetings attended
Ms. Shalini Sharma	Member	4	4
Mr. Premjit S. Kashyap	Chairperson	4	4
Mrs. Meenaakashi Elhence	Member	4	4

VIGIL MECHANISM

The Company has a vigil mechanism pursuant to which a Whistle Blower Policy has been adopted and the same is hosted on the Company's website www.djrl.org.in. It provides opportunities to the directors and employees to report in good faith to the management about the unethical and improper practices, fraud or violation of Company's Code of Conduct. The vigil mechanism under the Policy also provides for adequate safeguard against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. The Company affirms that none of the personnel of the Company has been denied access to the Audit Committee.

PUBLIC DEPOSITS

During the year under review, the Company has not accepted or renewed any deposits from the public within the meaning of section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits), Rules, 2014.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings & outgo as stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 is as follows:

a) Conservation of Energy

- (i) the steps taken or impact on conservation of energy: Regular efforts are made to conserve the energy through various means such as use of low energy consuming lightings, etc.
- (ii) the steps taken by the Company for using alternate sources of energy: Since your Company is not an energy intensive unit, utilization of alternate source of energy may not be feasible.
- (iii) Capital investment on energy conservation equipment: Nil

b) Technology Absorption

Your Company is not engaged in any kind of manufacturing activities therefore, there is no specific information to be furnished in this regard. There was no expenditure on Research and Development during the period under review.

c) Foreign Exchange Earnings and Outgo

The foreign exchange earnings and outgo are given below:

Total Foreign Exchange earned: Nil

Total Foreign Exchange used: NIL

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the financial year 2017-18, 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.

PERSONNEL RELATIONS :

The Company considers human capital as a critical asset and success factor for smooth organizational work flow. 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.

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, is provided vide Annexure-D attached.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the applicable provisions of the Companies Act 2013, read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules) the dividend which remains unclaimed / unpaid for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government and no claim shall lie against the Company once such unpaid / unclaimed amounts are transferred by the Company. Further according to the Rules the underlying shares in respect of which dividend has not been claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. The unclaimed / unpaid dividend amount pertaining to the a period of more than seven years from the date of declaration will be transferred to IEPF during FY18-19. Further the corresponding shares will be transferred as per the requirements of IEPF rules, details of which are provided on our website www.djrl.org.in

LISTING ON STOCK EXCHANGE:

The company's securities are listed on The Bombay Stock Exchange, Mumbai. The company has paid the listing fee for the stock exchanges for the financial year 2017-18 and has complied with all the requirements of the listing Regulations.

DISCLOSURE AS REQUIRED UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place the policy on Anti Sexual Harassment. The Company undertakes ongoing trainings to create awareness on this policy. There were no instances of Sexual Harassment that were reported during the period under review.

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

CAUTIONARY STATEMENT

Statements in this Report, particularly those which relate to Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

ACKNOWLEDGEMENTS

Your Directors would like to place on record their sincere appreciation for the continued co-operation and contribution made by its management and employees that have enabled the Company to achieve impressive growth. Your Directors acknowledge with thanks the co-operation and assistance received from various agencies of the Central and State Governments, Financial Institutions and Banks, Shareholders, and all other business associates. Further the Board places on record their thanks to the patients for the confidence reposed by them in the company and their appreciation for the services.

By Order of the Board of Directors

Sd/-

(Dr. V. S. Phull)

Managing Director

(DIN : 0617947)

Sd/-

(Mr. Premjit Singh Kashyap)

Director

(DIN : 01664811)

Place: Meerut

Date: 29.08.2018

SECRETARIAL AUDIT REPORT

For The Financial Year Ended On 31st March, 2018

(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, 2018, 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, 2018 according to the provisions of undenoted 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 and 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, 2009 and amendments from time to time;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the audit period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period)
 - (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; (Not applicable to the Company during the audit period)
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the audit period) and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (Not applicable to the Company during the audit period)
 - (i) Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015
- (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 Biomedical Waste Generation.
 - (h) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975.
 - (i) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

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.