DIRECTORS’ REPORT

To

The Members,

Your Directors are pleased to present the ____ Annual Report of your Company together with the Audited Statement of Accounts and the Auditors’ Report of your company for the financial year ended, 31st March, _______. The summarized financial results for the year ended 31st March, ______ are as under:

Financial Results

<table>
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<th>Particular</th>
<th>For the financial year ended 31st March, ______</th>
<th>For the financial year ended, 31st March, ______</th>
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<td></td>
<td>Amount in Rs.</td>
<td>Amount in Rs.</td>
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<td>Net Profit / (Loss) Before Tax</td>
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<td>Provision for Tax</td>
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<td>Deferred Income Tax</td>
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<td>Profit / (Loss) after Tax</td>
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<td>Profit / (Loss) brought forward</td>
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<td>Balance Carried over to Balance Sheet</td>
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Review of Operation

During the year under review, the Company has earned of Rs. __________ from __________. The net profit for the year under review has been Rs. _________ [Amount in words] as against Rs. _________ [Amount in words] during the previous financial year. Your Directors are continuously looking for avenues for future growth of the Company in healthcare industry.

Share Capital

During the year under review, the Company has increased its Authorised Share Capital from Rs. __________ [Amount in words] divided into [Number of Shares] [In words] Equity Shares of Rs.____ each to Rs.__________ [Amount in words] divided into [Number of Shares] [In words] Equity Shares of Rs. ____each at the Shareholders meeting held on [date of Board meeting].

Later on the Company has sub-divided its Shares of Rs.____ each into [Number of Shares] [In words] Equity Shares of Re.___ [In words] each w.e.f. [date of board meeting] by passing Shareholders Resolution. Your director are pleased to inform you th at after reduction in the unit price of the shares, the shares of the Company have now become more affordable to the shareholders and this has resulted into improvement in terms of liquidity in the scrip significantly.

In the aforesaid meeting, the Company again increased its Authorized Share Capital from Rs. __________ [Amount in words] divided into [Number of Shares] [In words] Equity Shares of Re.____ each to Rs. __________ [Amount in words] divided into [Number of Shares] [In words] Equity Shares of Re.____ each.

Further, the Company pursuant to Section 94 (1)(e) of the Companies Act, 1956 in its Extra-Ordinary General meeting held on [date of Board meeting] cancelled [Number of Shares] [In words] Equity Shares of Re.____ each lying unissued and which have not taken or agreed to be taken by any person and issued [Number of Shares] [In words] Preference Shares of Re.____ each in lieu of such Shares.

At present the Authorized Share Capital of the Company is Rs. __________ [Amount in words] divided into [Number of Shares] [In words] Equity Shares of Re.____ each and [Number of Shares] [In words] Preference Shares of Re.____ each.

Dividend

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and do not recommend any dividend for the year ended 31st March, ______.

Directors
During the year [Name of the director] who was inducted as an additional director w.e.f [date of appointment], appointed as Managing Director of the Company w.e.f [date of appointment as Managing director] in the Shareholder meeting.

[Name of the director], who was appointed as Non-Executive Chairman of the Company w.e.f [date of appointment] has been resigned from the Directorship of the Company w.e.f [date of resignation]. [Name of the directors], Directors of the Company has also been resigned from the directorship of the Company w.e.f. [date of resignation]. The Board places on record its gratitude for the services rendered by [Name of the directors resigned] during their tenure as member of the Board.

During the year, [Name of the director] was inducted as an Additional director of the Company w.e.f. [date of appointment] under section 260 of the Companies Act, 1956 and subject to the Articles of Association of the Company to hold office upto the ensuing Annual General Meeting of the Company.

[Name of the directors] were also appointed as independent additional directors of the Company w.e.f. [date of appointment].

The Company has received notices from [Name of the directors] under section 257 of the Companies Act, 1956 proposing their candidature for the office of the Directors. The Board, therefore recommends the appointment of [Name of the directors] as directors in the ensuing Annual General meeting of the Company, liable to retire by rotation.

**Joint Venture and Subsidiaries**

During the year under review, as a measure of achieving greater financial flexibility and facilitating the future growth of the Company, following companies has became the wholly owned Subsidiary of your Company w.e.f. [date]:

[Name of the companies with their main object]

With this acquisition your company has became a 100% Holding company of the above mentioned companies. Thus, the Company has ______ wholly owned Subsidiaries as on 31st March, ____.

In accordance with the provisions of Section 212 of the Companies Act, 1956, the Accounts and other information of the subsidiaries along with the Accounts of the Company has been annexed to the Accounts of the Company.

**Directors’ Responsibility Statement**

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Board of Directors of the Company confirms that-

1. in preparation of the Annual Accounts, the applicable accounting standards have been followed.
2. the Directors had 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 at the end of the financial year and of the profit or loss of the company for that period.
3. the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. the Directors had prepared the Annual Accounts on a going concern basis.

**Disclosures under Section 217(1)(d) of the Companies Act, 1956**

Except as disclosed elsewhere in this report, there have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

**Transfer to Reserves in terms of Section 217 (1)(b) of the Companies Act, 1956**

For the financial year ended 31st March, _____, the Company had not transfer any sum to Reserves. Therefore, your Company proposes to transfer the entire amount of profit to Profit and Loss Accounts of the Company.

**Particulars of Employees**

There is no employee in the Company whose particulars are required to be given under section 217(2A) of the
Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975, as amended.

**Auditors**

[Name of the Auditors], Chartered Accountants, having its office at [Address of the office of Auditors], will retire at the ensuing Annual General meeting of the Company and being eligible offer themselves for re-appointment.

Your directors recommends their re-appointment as Statutory Auditors of the Company.

**Auditors' Report**

The observations of the auditors in their report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

**Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo**

The particulars as required under the provisions of Section 217(1)(e) of the Companies Act, 1956 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

**Acknowledgements**

Your Directors place on record their gratitude for the continuing support of Shareholders, bankers and Business associates at all levels.

For and on behalf of the Board

Date:

Place:

[Name of the director]