



## NOTICE

**NOTICE** is hereby given that the Twentieth Annual General Meeting of the Members of Sandor Medicaids Private Limited (CIN U51101TG1995PTC021906) will be held at the registered office of the company at # 8-2-326/5, Plot No. 1, Road No.3, Banjara Hills, Hyderabad- 500034, Telangana on Friday, 03<sup>rd</sup> day the July, 2015 at 11:00 A.M. to 12.00 P.M transact the following Business:

### ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the year ended 31st March, 2015, together with the Report of the Directors and Auditors' thereon.
2. To appoint Auditors and in this regard 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 (2) and 142(1) of the Companies Act, 2013 the reappointment of the statutory auditors of company M/s Harinarayan Loya & Co (FRN: 006118S), Chartered Accountants, be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

### SPECIAL BUSINESS:

3. To Approve Payment of Remuneration to Mr. K V Muralidhar Reddy 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 188 of the Companies Act 2013, the remuneration payable to Mr. K V Muralidhar Reddy, Non Executive Director of the company be enhanced to Rs. 40,000/- (Rupees Forty Thousand only) per month with effect from 1.7.2015"

4. To Approve Payment of Remuneration to Mrs. Gunjan Sindhi and if thought fit, to pass, with or without modification(s), the following Resolution as **an Special Resolution**

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act 2013, the consent of the Shareholders is be and hereby accorded to pay enhanced



remuneration of Rs.1,00,000/- (Rupees One Lakh only) to Mrs. Gunjan Sindhi, holding place of profit with effect from 1.7.2015.”

5. Approval for entering into Related Party Transactions by the Company, To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to enter into the related party transactions by the Company with the respective related parties for an amount not exceeding the maximum amount specified herein below:

**1) SANDOR NEPHRO SERVICES PRIVATE LIMITED**

Sl No	Nature Of transaction	Proposed for the financial year 2015-16 In Rs
1.	Sale of medical devices & Consumables	3,50,00,000/-
2.	Expenses ( for the outsourced work)	1,50,00,000/-
3.	Advances from customers	20,00,000/-
4.	Interest for non-execution of supplies	50,00,000/-
5	Rent for using office premises	6,00,000/-

**2) SANDOR LIFE SCIENCES PVT. LTD.**

Sl No	Nature Of transaction	Proposed for the financial year 2015-16 In Rs
1.	Testing Charges Paid	2,50,000/-
2.	Diagnostic service incomes receivable	2,00,00,000/-
3	Rent for using office premises	30,00,000-

**3) SANDOR ANIMAL BIOGENICS PVT LTD**

Sl No	Nature Of transaction	Proposed for the financial year 2015-16 In Rs
1.	Outstanding receivables	1,75,000/-
2.	Rent for using office premises	50,000/-



4) **HARMONICA HEALTHCARE:**

Sl No	Nature Of transaction	Proposed for the financial year 2015-16 In Rs
1	Sale of Drugs ( including outstanding receivable if any)	40,00,000/-
2	Rent for using office premises	80,000/-

5) **SANDOR ASSOCIATES:**

*(Proprietary Concern in which Director is interested)*

Sl No	Nature Of transaction	Proposed for the financial year 2015-16 In Rs
1	Advances given for the purpose of performance of contracts	1,50,000/-
2	Rent for using office premises	10,000/-

**"RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

**7. Increase in borrowing powers of the Board and Creation of Charges on the Company's Assets.**

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

**"RESOLVED THAT** pursuant to provisions of section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 and Rules there under, and as per other applicable laws (including any amendment thereto or re-enactment thereof) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (which term be deemed to include any Committee of the Board) to borrow such sums of money (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of the business i.e. loans repayable on demand or within six months from the date of the loan such as short-term, cash credit arrangements, the discounting of bills, and the issue of other short term loan of seasonal character, but does not include loans raised for the



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purpose of financial expenditure of a capital nature) as they may deem fit and necessary from time to time, for the purpose of the business of the Company and on such terms and conditions as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and proper, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company, remaining outstanding at any time will exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board of Directors and remaining outstanding at any time, shall not at any time exceed the limit of Rs. 75,00,00,000 (Rupees Seventy Five Crores only).

**RESOLVED FURTHER THAT** pursuant to provisions of the section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules there under and as per other applicable laws (including any amendment thereto or reenactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to create mortgage, hypothecation and /or create charge on all or any of the movable or immovable properties or such other assets of the Company, wherever situated, both present and future, and on whole or part of the one or more undertakings of the Company of any nature and kind whatsoever in favour of banks, financial institutions or any other lender whether Indian or International (hereinafter referred as "Lenders") to secure the amount borrowed, to be borrowed by the Company from such "Lenders" from time to time for the due repayment of the principal monies together with the interest thereon at the respective agreed rate(s) or any other charges in respect of such borrowings and such security to rank in such manner as may be agreed to between the concerned lender(s) and Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors or any person authorised by the Board of Directors, be and is hereby authorised to negotiate and settle the terms and conditions with the concerned Bank(s) / Financial Institution(s) / Lender(s), finalize the applicable instruments/agreements, deeds or any other document for borrowing the monies for the purpose of business of the Company and creating the mortgage, hypothecation or charge on the assets of the Company in relation to borrowings of monies and to do all such other acts, deeds and things necessary and incidental to give effect to this resolution"

**8 To make loans or investments and to give guarantees or to provide security in connection with a loan made under Section 186 of the Companies Act, 2013.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

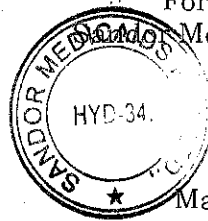


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"RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more as the Board of Directors may think fit, provided that the total loans or investments made, guarantees given, and securities provided shall not any time exceed Rs. 10 Crores over and above the paid up capital of the Company and its free reserves.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.

Date: 21.4.2015  
Place: Hyderabad



For and on behalf of  
Sandor Medicoids Private Limited

Rajeev Sindhi  
Managing Director  
DIN: 00184701



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**NOTES:**

1. A member entitled to attend and vote at this Annual General 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.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, 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 proxy for any other person or Member.
3. Proxies in order to be effective must be filed with the Company at its Registered Office not later than forty eight hours before the meeting.
4. An explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed herewith.

**EXPLANATORY STATEMENT AS PER SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO 4:**

The Board of Directors of your Company in the board meeting held on 21st April, 2015, recommended to increase the remuneration payable to Mr. K V Muralidhar Reddy to Rs. 40,000/- per month.

Mr. K V Muralidhar Reddy is a co promoter of the company. Muralidhar has rich experience in promoting, setting up and managing information technology companies. His expertise spans Strategic Planning, Information Management, and Financial Resource Management, as a chief at Apollo group. He has served at various positions before taking charge as Head-Biomedical Department. His business expertise and guidance is essential for the smooth functioning of the company. He is currently drawing remuneration of Rs. 25,000/- per month.

Except Mr. K V Muralidhar Reddy Director, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the above Resolution.



**ITEM NO 5:**

Under section 188 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), if office or place is held by an individual other than a director or by any firm, private company or other body corporate being a related party, holding such office or place of profit receives from the company anything by way of remuneration, salary, fee, commission, perquisites, any rent-free accommodation, or otherwise, shareholders approval is required by way of special resolution.

Mrs. Gunjan Sindhi was a director of the company and resigned in the year 1.10.2011. During her tenure she used to spearhead the HR and other Administrative functions. Post her resignation, still she continues to provide her able guidance to the company as President HR and is designated as Business Adviser and is drawing a remuneration of Rs. 75,000 per month for the services provided by her.

The Board of Directors of your Company in its meeting held on 21st April, 2015, recommended to increase the remuneration payable to Mrs. Gunjan Sindhi to Rs. 1,00,000/- per month

She is spouse of Mr. Rajeev Sindhi. For the expertise and the amount of guidance she provides to the company, the remuneration is justifiable.

The concerned papers and documents are available for inspection during office hours from 1.5.2015 till 30.6.2015, on weekdays from Monday to Friday during normal business hours

Except Mr. Rajeev Sindhi, Managing Director and shareholder holding 843918 equity shares (ie 73.18 % of the total voting power as on date) being relative of the person being appointed is interested in the above said resolution. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the above Resolution.

**ITEM NO 6:**

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that



for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case of the Company having a paid up share capital of rupees Ten crore or more, prior approval of the shareholders by way of a Special Resolution must be obtained:

1. Sale, purchase or supply of any goods or materials;
2. Selling or otherwise disposing of, or buying, property of any kind;
3. Leasing of property of any kind;
4. Availing or rendering of any services;
5. Appointment of any agent for purchases or sale of goods, materials, services or property;
6. Such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company and
7. Underwriting the subscription of any securities or derivatives thereof, of the Company.

The Board of Directors of the Company took note that the Company being in existence for last two decades has developed praise worthy Sales, marketing and distribution network of medicals equipments and devices, a reliable operational control processes, thus, may extend the required support to its associate Companies. In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013)

Based on the last year turnover of the company, actual quantum of related party transaction during the financial year 2014-15, the index rate the consent of shareholders is being sought to enhance the limits of related party to the following amounts:





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**6) SANDOR NEPHRO SERVICES PRIVATE LIMITED**

*(both companies have Mr. Rajeev Sindhi, as common Director and The company holds 60 % of the equity capital)*

Sl No	Nature Of transaction	Incurred during the financial year 2014-15	Proposed for the financial year 2015-16
In the Ordinary course of business and at Arm's length basis :			
1.	Sale of medical devices & Consumables	2,64,84,163/-	3,50,00,000/-
2.	Expenses Paid ( for the outsourced work)	1,06,05,000/-	1,50,00,000/-
3.	Advances from customers (as on 31.3.2015)	9,87,390/-	20,00,000/-
4.	Interest for non-execution of supplies	32,19,694/-	50,00,000/-
Not in the Ordinary course of business but at Arm's length basis and at prevailing market price			
1.	Rent for using office premises	4,83,000/-	6,00,000/-

**7) SANDOR LIFE SCIENCES PVT. LTD.**

*(both companies have Mr. Rajeev Sindhi, as common Director)*

Sl No	Nature Of transaction	Incurred during the financial year 2014-15	Proposed for the financial year 2015-16
In the Ordinary course of business and at Arm's length basis :			
1.	Testing Charges Paid	1,68,500/-	2,50,000/-
2.	Diagnostic service incomes receivable	90,88,897/-	2,00,00,000/-
Not in the Ordinary course of business but at Arm's length basis and at prevailing market price			
1.	Rent for using office premises	18,02,483/-	30,00,000-



**8) SANDOR ANIMAL BIOGENICS PVT LTD**

*both companies have Mr. Rajeev Sindhi, as common Director and holds 50 % of Equity shareholder )*

Sl No	Nature Of transaction	Incurred during the financial year 2014-15	Proposed for the financial year 2015-16
In the Ordinary course of business and at Arm's length basis :			
1.	Outstanding receivables (as on 31.3.2015)	1,49,370/-	1,75,000/-
Not in the Ordinary course of business but at Arm's length basis and at prevailing market price			
2.	Rent for using office premises	30,090/-	50,000/-

**9) HARMONICA HEALTHCARE:**

*(Proprietary Concern in which Mrs. Gunjan Sindhi relative of Director is interested)*

Sl No	Nature Of transaction	Incurred during the financial year 2014-15	Proposed for the financial year 2015-16
(a) In the Ordinary course of business and at Arm's length basis :			
	Sale of Drugs	19,68,439/-	30,00,000/-
	Outstanding receivables (as on 31.3.2015)	5,31,574/-	7,50,000 /-
(b) Not in the Ordinary course of business but at Arm's length basis and at prevailing market price			
	Rent for using office premises	62,500/-	80,000/-

**10) SANDOR ASSOCIATES:**

*(Proprietary Concern in which Mr. Rajeev Sindhi, Managing Director is interested)*

Sl No	Nature Of transaction	Incurred during the financial year 2014-15	Proposed for the financial year 2015-16
(c) In the Ordinary course of business and at Arm's length basis :			
	Advances given for the purpose of performance of contracts (as on 31.3.2015)	96,269/-	1,50,000/-
(d) Not in the Ordinary course of business but at Arm's length basis and at prevailing market price			
	Rent for using office premises	6,018/-	10,000/-



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**RELATED PARTY TRANSACTION:**

**a) DIRECTORS:**

Name of Director, Designation; category of Director	Particulars of payment	Amount in Rupees
Mr. Rajeev Sindhi Managing Director; Promoter & Executive Director		
	Salary paid for the year 2014-15	30,00,000
	Salary paid for the year 2015-16	60,00,000
	Loans and advance received	86,09,475
Mr. KV Muralidhar Reddy Director; Promoter & Non Executive Director		
	Consultancy fees paid for the year 2014-15	3,00,000
	Consultancy fees paid to be paid for the year 2015-16	4,80,000
Mr. Avinash Anand Kenkare Non Promoter & Non Executive Director		
	NIL	

**b) Relative of Directors**

Name of Director, Designation; category of Director	Particulars of payment	Amount in Rupees
Mr. Gunjan Sindhi Relative of Director	Consultancy fees paid for the year 2014-15	480000
	Consultancy fees to be paid for the year 2015-16	1200000

Syndication arrangements between the companies are on arms length basis, and do not constitute any financial support or lending or borrowing from each other as this is a joint effort for expanding their respective business activities.



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Any other information relevant or important for the Board/Members to take a decision:

The support and services being extended by the Company to its associate Companies in relation to business enhancement and for building up robust practices and processes are towards the benefit of all the Companies. The respective agreements are entered on arm's length basis and all factors relevant to the respective contracts have been considered by the Board. The Copies of the above mentioned existing agreements shall be available for inspection by the members at the Registered Office of the Company during the normal business hours (10 am to 6 pm) on all working days upto the date of Annual General Meeting of the Company.

The members are further informed that no member/s of the Company being a related party or having any interest in the resolution as set out at item No. 5 shall be entitled to vote on this special resolution.

The concerned papers and documents are available for inspection during office hours from 1.5.2015 till 30.6.2015, on weekdays from Monday to Friday during normal business hours

Except Mr. Rajeev Sindhi, Managing Director and shareholder holding 843918 equity shares (ie 73.18 % of the total voting power as on date) being relative of the person being appointed is interested in the above said resolution. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the above Resolution.

#### **ITEM NO 7:**

The company is the expansionary stage. The Board of Directors also felt the need to increase its borrowing powers in view of the expansion, diversification and new project coming up as well as for any future needs, which may arise from time to time. Adding new products to companies Distribution kitty and finding new avenues of distribution and marketing may also require further investment It is inevitable for the company to find new sources of funding. The Board of Directors should be empowered to borrow / raise the funds, as and when need arises. Hence, the Members' approval is being sought pursuant to Section 180 of the Companies Act 2013 by way of Special Resolution Therefore, it is contemplated that the board be given borrowing powers upto to Rs.75,00,00,000 (Rupees Seventy Five Crore only). As such, it become necessary to obtain approval of the Members by means of Special Resolution as envisaged under section 180(1)(c) and Section 180(1)(a) of the Companies Act 2013, to enable the Board of Directors of the Company.



a) borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company; and

b) Create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the Banks/Financial Institutions or other lending agencies.

The concerned papers and documents are available for inspection during office hours from 1.5.2015 till 30.6.2015, on weekdays from Monday to Friday during normal business hours

Except Mr. Rajeev Sindhi, Managing Director and shareholder holding 843918 equity shares (ie 73.18 % of the total voting power as on date) being relative of the person being appointed is interested in the above said resolution. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the above Resolution.

#### **ITEM 8:**

The Company makes investments in and gives loans to the subsidiary companies as and when needed. The Company also provides corporate guarantees on behalf of its subsidiary companies to the banks/financial institutions for the financial assistance provided by them.

Sandor Medicaids Private Limited (SMPL) has group subsidiaries which are in the budding stage and those companies have growing financial requirements and in order to procure the funding, the financial institutions are asking for additional security in the form of Corporate Guarantee from SMPL as SMPL has long standing and proven track record. Taking into consideration, the requirements of additional loans to be given / investments to be made / guarantees to be provided by the Company to meet the financial requirements of its subsidiary companies the consent and approval of the Shareholders is therefore, sought in accordance with the provisions of Section 186 of the Companies Act, 2013 for the revised limits upto Rs. 10 Crores over and above the paid up capital of the Company and its free reserves.

As per the provisions of Section 186 of the Companies Act, 2013, No company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up



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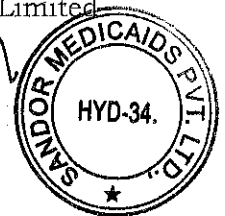
share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more. Where such giving of any loan or guarantee or providing any security or the acquisition exceeds the limits specified, under Section 186 of the Companies Act, 2013 prior approval by means of a special resolution passed at a general meeting is necessary. As per Section 110 of the companies Act, 2013 and the Companies (Management and Administration) Rules, 2014. The Directors recommend the Item No. 8 of the Notice for consent and approval by the shareholders.

The concerned papers and documents are available for inspection during office hours from 1.5.2015 till 30.6.2015, on weekdays from Monday to Friday during normal business hours

Except Mr. Rajeev Sindhi, Managing Director and shareholder holding 843918 equity shares (ie 73.18 % of the total voting power as on date) being relative of the person being appointed is interested in the above said resolution. None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested in the above Resolution.

For and on behalf of  
Sandor Medicaids Private Limited

Rajeev Sindhi  
Managing Director  
DIN: 00184701



Date: 21.4.2015  
Place: Hyderabad



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Medicoids Pvt. Ltd.

## DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2014-2015

### DEAR SHAREHOLDERS,

Your directors have pleasure in presenting their 20<sup>th</sup> Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March, 2015

### FINANCIAL HIGHLIGHTS:

During the year under review, performance of your company as under:

(in Rs. crores)

Particulars	2014-2015	2013-14
Gross Income	139.95	114.08
Profit Before Interest and Depreciation	13.38	8.32
Finance Charges	4.03	3.32
Gross Profit	37.93	29.39
Depreciation	1.30	0.52
Net Profit Before Tax	8.05	4.46
Provision for Tax	2.82	1.53
Net Profit After Tax	5.24	2.92
Balance of Profit brought forward	5.24	2.92
Balance available for appropriation	16.29	11.66
Proposed Dividend on Preference Shares	-----	0.52
Tax on proposed Dividend	-----	0.09
Expired Value of Fixed Assets	0.42	-----
Transfer to General Reserve	15.87	11.05
Surplus carried to Balance Sheet	16.90	12.08

### OPERATIONAL HIGHLIGHTS:

The Board of Directors are pleased to inform that during the year under review your company has shown remarkable improvement in its operations. The company registered a growth rate of 23.4% and has surpassed the average growth rate of the Indian Healthcare industry of 15% per annum.

During the financial year 2014-15, the company recorded a turnover of Rs.139.95 crores as compared to a turnover Rs. 114.08 crores in financial year 2013-14. The Profit before tax was Rs. 8.05 crores as against Rs. 4.46 crores during the financial year 2013-2014.



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Pursuant to companies Act 2013 (the act) being effective from 1<sup>st</sup> April 2014 the company had revised depreciation rate on fixed assets as per the useful life in Part Schedule II of the Act. As a Result of this change, the depreciation charge for the year ended 31<sup>st</sup> March 2015 is lower by Rs 41.5 lakhs as the same has been adjusted in Reserves and Surplus in accordance with the requirement of Schedule II of the Act.

All business units contributed equitably well towards the growth of the company. It is worth mentioning that the company's two business units, namely Simulation unit and Special Products divisions received their maiden purchase order during the financial year.

It is also worth mentioning that, the company initialed a concession agreement on 27<sup>th</sup> January 2015, with Directorate General of Health Services, Ministry of Health and Family Welfare, Government of Bangladesh for establishing 2 (two) new dialysis centres within the premises of two of its hospitals under public private partnership basis. It is also worth mentioning that this is first such agreement in the health sector by Bangladesh Government after the government had adopted PPP model in 2010. Making way through stringent tender process, getting shortlisted and then the initialing of this agreement is quite a feather in the company's cap.

#### **DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATES**

The company as on date has M/s Sandor Nephro Services Private Limited as its associate company where in the company has invested upto the extent of (60 % of the equity shares) or (38 % of the total paid up share capital post conversion of preference shares).

The Board of directors in their meeting held on 11<sup>th</sup> March 2015 have approved incorporation of a wholly owned Special Purpose Vehicle (SPV) at Bangladesh. The main objective of SPV would be to ensure smooth and successful execution of the responsibility entrusted to the company by Directorate General of Health Services, Ministry of Health and Family Welfare, Government of Bangladesh vide its concession agreement dated 27<sup>th</sup> January 2015. The company is in the process of getting the SPV incorporated.

#### **SHARE CAPITAL**

The paid up Equity Share Capital as on 31<sup>st</sup> March 2015 was Rupees 11.65 crores consisting of 1153275 equity shares of Rupees 10 each and 1671670 preference Shares of Rs. 202.50 each.

During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity.





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#### **DIVIDEND**

With the view to conserve the resources of company the directors are not recommending any dividend on equity shares.

As preference share holders have renounced their right for dividend, no preference share dividend was declared.

#### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no unclaimed dividend lying without claim from the shareholders.

#### **AMOUNTS TRANSFERRED TO RESERVES**

The Board of the company has decided/proposed to carry Rs.15.87 cr. to its reserves.

#### **DIRECTORS**

The Board comprises of Three (3) directors, The Directors are not disqualified to be directors. The company has procured all requisite declarations and disclosure from directors.

There was no change in the composition of Director who was appointed/ceased/re-elected/reappointed during the year under review. Company is not mandatorily required to appoint any whole time Key Management Personnel (KMP). The provisions of Section 149 for appointment of Independent Directors do not apply to the company.

#### **DECLARATION BY INDEPENDENT DIRECTORS**

The Company was not required to appoint Independent Directors under Section 149(4) and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014 hence no declaration has been obtained.

#### **COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE**



## ATTRIBUTES, INDEPENDENCE OF A DIRECTOR AND OTHER MATTERS PROVIDED UNDER SUB-SECTION (3) OF SECTION 178;

The Company, being a Private Limited Company was not required to constitute a Nomination and Remuneration Committee under Section 178(1) of the Companies Act, 2013 and Rule 6 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Stakeholders Relationship Committee under Section 178(5) of the Companies Act, 2013.

## NUMBER OF BOARD MEETINGS HELD DURING THE YEAR

The Company held a minimum of one board meeting in every quarter. During the year ended 31<sup>st</sup> March 2015 a total number of 11 ( Eleven) Board Meetings were held on 10<sup>th</sup> April 2014 ( Thursday), 31<sup>st</sup> May 2014 (Saturday); 30<sup>th</sup> July 2014 (Wednesday) 27<sup>th</sup> August 2014 ( Wednesday) 23<sup>rd</sup> September 2014 (Tuesday); 29<sup>th</sup> September 2014 (Monday); 12<sup>th</sup> December 2014 (Friday); 22<sup>nd</sup> December 2014(Monday) ;24<sup>th</sup> December 2014 ( Wednesday); 28<sup>th</sup> February 2015 (Saturday) and 11<sup>th</sup> March 2015 (Wednesday).

The intervening gap between the meetings was as prescribed under the Companies Act, 2013.

Date of board meeting	Mr.Rajeev Sindhi	Mr.Avinash Kenkare	Anand	Mr.KV Muralidhar Reddy	Whether requisite quorum present
10.4.2014	Yes	Yes		Yes	Yes
31.5.2014	Yes	NO		Yes	Yes
30.7.2014	Yes	NO		Yes	Yes
27.8.2014	Yes	NO		Yes	Yes
23.9.2014	Yes	Yes		Yes	Yes
29.9.2014	Yes	NO		Yes	Yes
12.12.2014	Yes	NO		Yes	Yes
22.12.2014	Yes	NO		Yes	Yes
24.12.2014	Yes	NO		Yes	Yes
28.2.2015	Yes	NO		Yes	Yes
11.3.2015	Yes	Yes		Yes	Yes

## STATUTORY AUDITORS



M/s Harinarayan Loya & Company, Chartered Accountants ( Membership number: 201747), the Statutory Auditor of the Company, retire at the conclusion of the ensuing Annual General Meeting. As required under the provision of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. Harinarayan Loya & Company, Chartered Accountants (Membership number: 201747) that their appointment, if made, would be in conformity with the Companies Act, 2013. Your directors, subject to the ratification by the shareholders, recommend the re-appointment of M/s. Harinarayan Loya & Company, Chartered Accountants ( Membership number: 201747), as Auditors of the Company for the year 2015.

#### **REPLY TO COMMENTS IN AUDITORS' REPORT**

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

#### **DEPOSITS**

During the year the Company has not accepted any deposits attracting section 73 & 74 and consequently no amount of principal or interest was outstanding as on the balance sheet date. The company has taken loans and advances from shareholders and members, and these loans and advances shall not be treated as deposits by virtue of exemption granted to the private companies vide notification dated 5<sup>th</sup> June 2015

#### **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return, in format MGT -9, for the Financial Year 2014-15 has been enclosed with this report. " **Annexure 1**

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

The information on Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 is annexed herewith as **Annexure 2**

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act 2013 for the Financial Year 2014-15 in the prescribed format, AOC 2 has been enclosed with the report. **Annexure 3**

#### **CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo has been enclosed with the report as **Annexure 4**



#### **STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

#### **RISK MANAGEMENT**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

No significant and material order has been passed by the regulators, Courts, tribunals impacting the going concern status and Company's operations in future.

#### **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATES ON THE DATE OF THIS REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report

#### **HUMAN RESOURCES**

The well disciplined workforce which has served the company for two decades lies at the very foundation of the company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The company has always recognized talent and has judiciously followed the principle of rewarding performance

#### **DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**



Following the enactment of The Sexual Harassment Of Women At Workplace (Prevention, Prohibition and Redressal) Act, 2013 by the Honorable Supreme court, the company has constituted a committee to prevent discrimination and sexual harassment against women, by promoting gender amity among employees, deal with cases of discrimination and sexual harassment against women, in a time bound manner, aiming at ensuring support services to the victimized and termination of the harassment and to recommend appropriate punitive action against the guilty party

#### **CORPORATE SOCIAL RESPONSIBILITY**

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

Even though the provisions of Companies Act, 2013 regarding Corporate Social Responsibility are recently attracted, yet the Company has been, over the years, pursuing as part of its corporate philosophy, an unwritten CSR policy voluntarily which goes much beyond mere philanthropic gestures and integrates interest, welfare and aspirations of the community with those of the Company itself in an environment of partnership for inclusive development.

#### **DIRECTORS RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the profit /loss of the Company for that period;
- c) the directors had 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;
- d) the directors had prepared the annual accounts on a going concern basis;



**Sandor**  
Medicaids Pvt. Ltd.

- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

#### **ACKNOWLEDGMENT**

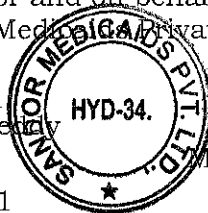
The Directors express their sincere appreciation to the valued shareholders, bankers and clients and the employees for their support

Date: 21.4.2015  
Place: Hyderabad

For and on behalf of  
Sandor Medicaids Pvt. Limited

KV Muralidhar Reddy  
Director  
DIN:01881121

Rajeev Sindhi  
Managing Director  
DIN: 00184701





## **ANNEXURE 2**

### **FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

#### **Particulars of Contracts or Arrangements with Related Parties**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis: NIL

2. Details of contracts or arrangements or transactions at Arm's length basis.

<b>Sl No.</b>	<b>Name Of The Party</b>	<b>transaction</b>	<b>Incurred during the financial year 2014-2015</b>	<b>Nature of Transaction and term of contract</b>
1	Sandor Nephro Services Pvt. Ltd.	Expenses Paid	1,06,05,000/-	Reimbursement of expenses to Sandor Nephro Services Private Limited for carrying out work in the ordinary course of business
		Rent Received	4,83,000/-	The rent is chargeable on monthly basis as per the space occupied and number of work station on the basis of prevalent market prices for similar property.  Though the item is not in the ordinary course of business but is within the limits prescribed Companies Meeting Of Board And Its Powers Rules 2014.
		Sale of medical devices	1,19,88,549/-	Sale in the ordinary course of business
		Sale of Consumables Advances from customers	1,44,95,614/- 9,87,390/-	Services in the ordinary course of business Outstanding receivable as on 31.3.2015; the credit period is at par with other customers and is at arms length



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Medicaids Pvt. Ltd.

		Interest for non-execution of supplies	32,19,694/-	The company has taken certain trade advance for supply of medical equipment to Sandor Nephro Services Private Limited. As the company failed to adhere the timelines, the company had to repay the trade advance with rate of interest of 12 % as it would pay to an unrelated party on failure to adhere the trade commitment.
2	Sandor Life Sciences Pvt. Ltd.	Testing Charges Paid	1,68,500/-	Services in the ordinary course of business
		Rent	18,02,483/-	The rent is chargeable on monthly basis as per the space occupied and number of works station on the basis of prevalent market prices for similar property. Though the item is not in the ordinary course of business but is within the limits prescribed Companies Meeting Of Board And Its Powers Rules 2014.
		Diagnostic service incomes receivable	90,88,897/-	Outstanding receivable as on 31.3.2015; the credit period is at par with other clients
3	Harmonica Healthcare	Rent Received	62,500/-	The rent is chargeable on monthly basis as per the space occupied and number of works station on the basis of prevalent market prices for similar property.
		Drug Sales	14,36,865/-	Sale in the ordinary course of business
		Outstanding receivable	5,31,574/-	Outstanding receivable as on 31.3.2015; the credit period is at par with other customers and is at arms length
4	Sandor Animal Biogenics Pvt Ltd.	Rent Receivable	30,090/-	The rent is chargeable on monthly basis as per the space occupied and number of workstations on the basis of prevalent market prices for similar property.





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Medicaids Pvt. Ltd.

		Expenses receivable	1,49,370/-	Outstanding receivable as on 31.3.2015; the credit period is at par with other customers and is at Arms length
5	Sandor Associates	Advances Given	96,269/-	Trade Advance given in the ordinary course of business and at Arms length basis
		Rent Receivable	6,018/-	The rent is chargeable on monthly basis as per the space occupied and number of workstation on the basis of prevalent market prices for similar property.
6	Rajeev Sindhi	Advances Taken	86,09,475/-	Loans from shareholder.

Salient terms of the contracts or arrangements or transaction including the value, if any: All transaction has been entered into keeping in view the prevailing market prices and valuations.

Rent : Though the item is not in the ordinary course of business but is within the limits prescribed Companies Meeting Of Board And Its Powers Rules 2014.

Date of approval by the Board: As the company is a private limited company, the Board has granted omnibus approval. All services, Trade related transactions are done as per the existing market norms and terms and conditions of Payment.



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### ANNEXURE 3

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

a) Conservation of Energy: **NIL**

Steps taken for conservation	<b>NIL</b>
Steps taken for utilizing alternate sources of energy	<b>NIL</b>
Capital investment on energy conservation equipments	<b>NIL</b>

b) Technology Absorption: **NIL**

Efforts made for technology absorption	<b>NIL</b>
Benefits derived	<b>NIL</b>
Expenditure on Research & Development, if any	<b>NIL</b>
Details of technology imported, if any	<b>NIL</b>
Year of import	<b>NIL</b>
Whether imported technology fully absorbed	<b>NIL</b>
Areas where absorption of imported technology has not taken place, if any	<b>NIL</b>

c) Foreign Exchange Earnings/ Outgo:

Earnings	<b>Rs.5,84,193</b>
Outgo	<b>Rs.94,61,26,963</b>



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**MGT 9**

**EXTRACT OF ANNUAL RETURN-**

**as on the financial year ended on 31/03/2015**

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

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	U51101TG1995PTC021906
2.	Registration Date	04/10/1995
3.	Name of the Company	Sandor Medicaids Private Limited
4.	Category/Sub-category of the Company	NON GOVERNMENT UNLISTED PRIVATE LIMITED COMPANY
5.	Address of the Registered office & contact details	8-2-326/5 ROAD NO. 3 Banjara Hills Hyderabad 500034
6.	Whether listed company	UNLISTED PRIVATE LIMITED COMPANY
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	NOT APPLICABLE

**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:-

S.No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Wholesale pharmaceutical medical goods) of and	46497	96%



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Medicoids Pvt. Ltd.

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S.No	Name and address of the company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held
1	Sandor Nephro Services Private Limited	U85100TG2011PTC072032	Associate	38% of post dilution share capital or ( 60% pre dilution equity shares)

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Equity Share Holders:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters									
(1) Indian									
(a) Individual/HUF	nil	985499	985499	85.45	nil	985499	985499	85.45	nil
(b) Central Govt	nil	nil	nil	nil	nil	nil	nil	nil	nil
(c) State Govt (s)	nil	nil	nil	nil	nil	nil	nil	nil	nil
(d) Bodies Corp.	nil	nil	nil	nil	nil	nil	nil	nil	nil
(e) Banks / FI	nil	nil	nil	nil	nil	nil	nil	nil	nil
(f) Any Other....	nil	nil	nil	nil	nil	nil	nil	nil	nil
Sub-Total (A) (1)	nil	985499	985499	85.45	nil	985499	985499	85.45	nil
(2) Foreign									
(a) NRIs - Individuals	nil	58682	58682	5.09	nil	58682	58682	5.09	nil
(b) Other - Individuals	nil	nil	nil	nil	nil	nil	nil	nil	nil
(c) Bodies Corp.	nil	nil	nil	nil	nil	nil	nil	nil	nil
(d) Banks / FI	nil	nil	nil	nil	nil	nil	nil	nil	nil
(e) Any Other....	nil	nil	nil	nil	nil	nil	nil	nil	nil
Sub-Total (A) (2)	nil	58682	58682	5.09	nil	58682	58682	5.09	nil
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	nil	1044181	1044181	90.55	nil	1044281	1044281	90.55	nil



**Sandor**  
Medicaids Pvt. Ltd.

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(B) Public Shareholding									
(1) Institutions									
(a) Mutual Funds	nil	nil	nil	nil	nil	nil	nil	nil	nil
(b) Banks/FI	nil	nil	nil	nil	nil	nil	nil	nil	nil
(c) Central Govt	nil	nil	nil	nil	nil	nil	nil	nil	nil
(d) State Govt (s)	nil	nil	nil	nil	nil	nil	nil	nil	nil
(e) Venture Capital funds	nil	nil	nil	nil	nil	nil	nil	nil	nil
(f) Insurance Companies	nil	nil	nil	nil	nil	nil	nil	nil	nil
(g) FIIs	nil	nil	nil	nil	nil	nil	nil	nil	nil
(h) Foreign Venture Capital Funds	nil	nil	nil	nil	nil	nil	nil	nil	nil
(i) Others (Specify)	nil	nil	nil	nil	nil	nil	nil	nil	nil
Sub-Total (B)(1)									
(2) Non- Institutions									
(a) Bodies Corp									
i. Indian	nil	nil	nil	nil	nil	nil	nil	nil	nil
ii. Overseas	nil	100	100	0.01	nil	100	100	0.01	nil
(b) individuals									
i. Individual shareholders holding nominal share capital up toRs. 1 lakh	Nil	95238	95238	8.26	nil	95238	95238	8.26	nil
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	nil	13756	13756	1.19	nil	13756	13756	1.19	nil
(C) Others (Specify)									
Sub-Total (B)(2)	nil	108994	108994	9.45	nil	108994	108994	9.45	nil
Total Public Shareholding = (B) (1) + (B) (2)	nil	108994	108994	9.45	nil	108994	108994	9.45	nil
C. Shares held by custodian for GDRs & ADRs	nil	nil	nil	nil	nil	nil	nil	nil	nil
Grand Total (A+B+C)	Nil	1153275	1153275	100%	Nil	1153275	1153275	100%	nil



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Medicaids Pvt. Ltd.

ii) **Preference Share Holders:**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(C) Promoters									
(3) Indian									
(g) Individual/HUF	nil	nil	nil	nil	nil	nil	nil	nil	nil
(h) Central Govt	nil	nil	nil	nil	nil	nil	nil	nil	nil
(i) State Govt (s)	nil	nil	nil	nil	nil	nil	nil	nil	nil
(j) Bodies Corp.	nil	nil	nil	nil	nil	nil	nil	nil	nil
(k) Banks / FI	nil	nil	nil	nil	nil	nil	nil	nil	nil
(l) Any Other....	nil	nil	nil	nil	nil	nil	nil	nil	nil
Sub-Total (A) (1)	nil	nil	nil	nil	nil	nil	nil	nil	nil
(4) Foreign									
(f) NRIs - Individuals	nil	nil	nil	nil	nil	nil	nil	nil	nil
(g) Other - Individuals	nil	nil	nil	nil	nil	nil	nil	nil	nil
(h) Bodies Corp.	nil	nil	nil	nil	nil	nil	nil	nil	nil
(i) Banks / FI	nil	nil	nil	nil	nil	nil	nil	nil	nil
(j) Any Other....	nil	nil	nil	nil	nil	nil	nil	nil	nil
Sub-Total (A) (2)	nil	nil	nil	nil	nil	nil	nil	nil	nil
Total Shareholding of Promoter (B) = (A) (1) + (A) (2)	nil	nil	nil	nil	nil	nil	nil	nil	nil



**Sandor**  
Medicoids Pvt. Ltd.

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(D) Public Shareholding									
(3) Institutions									
(j) Mutual Funds	nil	nil	nil	nil	nil	nil	nil	nil	nil
(k) Banks/FI	nil	nil	nil	nil	nil	nil	nil	nil	nil
(l) Central Govt	nil	nil	nil	nil	nil	nil	nil	nil	nil
(m) State Govt (s)	nil	nil	nil	nil	nil	nil	nil	nil	nil
(n) Venture Capital funds	nil	nil	nil	nil	nil	nil	nil	nil	nil
(o) Insurance Companies	nil	nil	nil	nil	nil	nil	nil	nil	nil
(p) FIIs	nil	nil	nil	nil	nil	nil	nil	nil	nil
(q) Foreign Venture Capital Funds	nil	nil	nil	nil	nil	nil	nil	nil	nil
(r) Others (Specify)	nil	nil	nil	nil	nil	nil	nil	nil	nil
Sub-Total (B)(1)									
(4) Non- Institutions									
(c) Bodies Corp									
iii. Indian	nil	nil	nil	nil	nil	nil	nil	nil	nil
iv. Overseas	nil	518395	518395	100%	nil	518395	518395	100%	nil
(d) individuals									
iii. Individual shareholders holding nominal share capital up to Rs. 1 lakh	nil	nil	nil	nil	nil	nil	nil	nil	nil
iv. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	nil	nil	nil	nil	nil	nil	nil	nil	nil
(C) Others (Specify)									



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Medicaids Pvt. Ltd.

Sub-Total (B)(2)	nil	518395	518395	100%	nil	518395	518395	100%	nil
Total Public Shareholding = (B) (1) + (B) (2)	nil	518395	518395	100%	nil	518395	518395	100%	nil
C. Shares held by custodian for GDRs & ADRs	nil	nil	nil	nil	nil	nil	nil	nil	nil
Grand Total (A+B+C)	nil	518395	518395	100%	nil	518395	518395	100%	nil

**(ii) Shareholding of Promoters:**

S.No	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% of Change 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	Rajeev Sindhi	843918	73.18%	-	843918	73.18%	-	-
2	Gunjan Sindhi	68081	5.90%	-	68081	5.90%	-	-
3	Samarth Sindhi	11000	0.95%	-	11000	0.95%	-	-
4	KVM Muralidhar Reddy	62500	5.42%	-	62500	5.42%	-	-
Total		985499	85.45%	-	985499	85.45%	-	-





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Medicaids Pvt. Ltd.

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

S.No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year				
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

**a. Equity Share Holders:-**

S.No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	KODURU ISWARA VARAPRASAD REDDY	95238	8.26%	95238	8.26%
2	RENU KHANNA	5000	8.26%	5000	8.26%
3	I. JAIPAL REDDY	5000	0.43%	5000	0.43%
4	MAYUR SIRDESAI	3756	0.43%	3756	0.43%
5	SOMERSET INDUS HEALTHCARE FUND I LIMITED( FORMERLY LEONARDO INVESTMENTS LTD)	100	0.33%	100	0.33%
	Total	109094	9.04	109094	9.04



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1995-2015

**b. Preference Share Holders:-**

S.No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	SOMERSET INDUS HEALTHCARE FUND I LIMITED( FORMERLY LEONARDO INVESTMENTS LTD)	518395	100%	518395	100%

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

S.No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1)	Mr. Rajeev Sindhi Managing Director				
	At the beginning of the year	843918	73.18	843918	73.18
	Date wise Increase / Decrease in Promoters	nil	nil	nil	nil
	Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year	843918	73.18	843918	73.18
2)	K.V.MURALIDHAR REDDY Director				
	At the beginning of the year	62500	5.42	62500	5.42
	Date wise Increase / Decrease in Promoters	nil	nil	nil	nil
	Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer //bonus/ sweat equity etc):				
	At the End of the year	62500	5.42	62500	5.42

**Shares held by KMP:**

at beginning of the year	NIL
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer //bonus/ sweat equity etc):	NIL
At the end of the year	NIL



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## V. INDEBTEDNESS:

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	18,04,96,811	2,68,40,550	26,51,375	20,99,88,736
ii) Interest due but not paid	-----	-----	-----	-----
iii) Interest accrued but not due	-----	-----	-----	-----
<b>Total (i+ii+iii)</b>	<b>18,04,96,811</b>	<b>2,68,40,550</b>	<b>26,51,375</b>	<b>20,99,88,736</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	12,62,47,133	8,48,19,098	-----	21,10,66,231
Reduction	1,83,86,598	1,83,06,283	-----	3,66,92,881
<b>Net Change</b>	<b>10,78,60,535</b>	<b>6,65,12,815</b>	<b>-----</b>	<b>17,43,73,350</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	28,83,57,346	9,33,53,365	26,51,375	38,43,62,086
ii) Interest due but not paid	-----	-----	-----	-----
iii) Interest accrued but not due	-----	-----	-----	-----
<b>Total (i+ii+iii)</b>	<b>28,83,57,346</b>	<b>9,33,53,365</b>	<b>26,51,375</b>	<b>38,43,62,086</b>



**Sandor**  
Medicaids Pvt. Ltd.

# **VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

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

S.No	Particulars of Remuneration	Managing Director Mr.Rajeev Sindhi	Total Amount Per Annum
1			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2,50,000/- Per month	30,00,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify...	NIL	NIL
5	Others, please specify	NIL	NIL
<b>Total (A)</b>		2,50,000	30,00,000

## **B. Remuneration to other Directors:**

S.No	Particulars of Remuneration	Name of Directors KV Muralidhar Reddy	Total Amount
	Independent Directors • Fee for attending board / committee meetings • Commission • Others, please specify	Nil	NIL
<b>Total (1)</b>		NIL	NIL
	Other Non-Executive Directors • Fee for attending board / committee meetings • Commission • Others, please specify	Rs.25,000/- Per month	3,00,000
<b>Total (2)</b>			3,00,000
<b>Total (B) = (1)+(2)</b>			3,00,000
<b>Total Managerial Remuneration</b>			33,00,000



**Sandor**  
Medicaids Pvt. Ltd.

**C. Remuneration to other Directors key managerial personnel other than MD/MANAGER/WTD:**

S.No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS (wef 15.3.2015)	CFO	Total
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	40917	Nil	40917
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission - as % of profit - others, specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
<b>Total (A)</b>		Nil	<b>40917</b>	Nil	<b>40917</b>



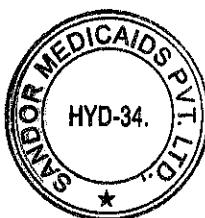
**Sandor**  
Medicaids Pvt. Ltd.

**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)
<b>A. COMPANY</b>					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
<b>B. DIRECTORS</b>					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	None	None	None	None	None
Punishment	None	None	None	None	None
Compounding	None	None	None	None	None

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***M/s. Harinarayan Loya & Co.,***  
**Chartered Accountants**

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413, 4<sup>th</sup> Floor, Raghav Ratna Towers, Chirag Ali Lane, Abids Hyderabad-50001. Ph.No.23203664, Cell : 9849174575

**INDEPENDENT AUDITOR'S REPORT**

To

The Members of

Sandor Medicaids Private Limited.

We have audited the accompanying financial statements of Sandor Medicaids Private Limited ("the Company"), which comprises the-

1. Balance Sheet as at 31<sup>st</sup> March, 2015,
2. Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2015,
3. Cash Flow Statement for the year ended 31<sup>st</sup> March, 2015,
4. Summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements:**

The Company's Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 frauds and other irregularities; selection and application of appropriate 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 statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility:**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion:**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit/loss.

**Report on Other Legal and Regulatory Requirements:**

1) As required by the Companies (Auditor's Report) Order, 2015 ("the order") Issued by the Central Government in terms of Section 143 of the Companies Act, 2013, we give the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.

2) 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 and 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 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, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) 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 would 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 were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

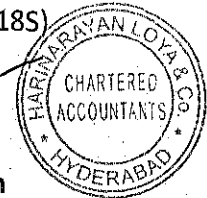
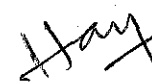
Place of Signature: Hyderabad.

Date: 21/04/2015.

**For Harinarayan Loya & Co.**

Chartered Accountants

(F.R.N 006118S)



**Harinarayan**

(Proprietor)

Membership No. 201747

## ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our report to the members of Sandor Medicaids Private Limited ('the Company') for the year Ended on 31/03/2015. We report that:

1.
  - (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (b) These fixed assets have been physically verified by the management at reasonable intervals; and no material discrepancies were noticed on such verification;
2.
  - (a) Physical verification of inventory has been conducted at reasonable intervals by the management;
  - (b) The procedures of physical verification of inventory followed by the management reasonable and adequate in relation to the size of the company and the nature of its business;
  - (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification;
3.
  - (a) The company has granted loan and advances to party covered in the register maintained under section 189 of the Companies Act and the balance outstanding as at the end of the year in respect to such parties is as under. As per our opinion, the receipt of the principal amount of loan are regular;

S. No.	Loans and Advances Given	Amount given	Amount Outstanding as on 31/03/2015	Amount Outstanding as on 31/03/2014
1	Sandor Associates	Rs. 3,34,72,197/-	Rs.96,269/-	0
2	Harmonica Healthcare	Rs. 2,30,79,606/-	0	0
3	Sandor Life Sciences Pvt. Ltd.	Rs. 3,58,03,379/-	0	0

- (b) There is no overdue amount which is more than rupees One Lakh.
4. There is an adequate internal control system commensurate with the size of the company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services.
5. The company has not accepted any deposits from public.
6. Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act is not applicable to the Company.
7.
  - (a) The company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth tax, Service tax, Duty of Customs, Value Added Tax, cess and other statutory dues with the appropriate authorities and there are no arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable;

- (b) In case dues of Income Tax which has not been deposited on account of a dispute, the amount involved and the forum where dispute is pending is given as below.

According to the information and explanations given to us, disputed amounts payable in respect of income tax, detailed is disclosed as under:

NAME OF THE STATUTE	INCOME TAX ACT, 1961
NATURE OF DUES	TAX ON REGULAR ASSESSMENT
YEAR TO WHICH IT PERTAINS	A.Y. 2007-08
AMOUNT (IN Rs.)	1,57,986/-
FORUM WHERE THE DISPUTE IS PENDING	DCIT-CIRCLE 3(1)

- (c) The amount required to be transferred to Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder are not applicable to the Company;
8. There are no accumulated losses at the end of the financial year and it has not incurred cash losses in the financial year and in the immediately preceding financial year;
  9. The company has not defaulted in repayment of dues to a financial institution or bank or debenture holders;
  10. The company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company;
  11. Term loans were applied for the purpose for which the loans were obtained;
  12. No fraud on or by the company has been noticed or reported during the year.

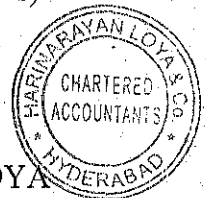
Place : Hyderabad.  
Date : 21/04/2015

FOR: HARINARAYAN LOYA & CO.  
(Chartered Accountants)

F.R.N. :006118S

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HARINARAYAN LOYA  
(Proprietor)  
Membership No : 201747



**SANDOR MEDICAIDS PRIVATE LIMITED**

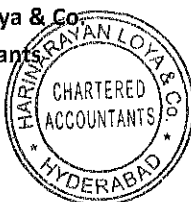
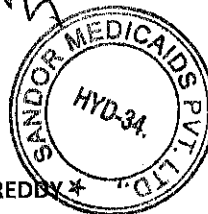
Road No.3, Banjara Hills, Hyderabad-500 034

**Balance Sheet as at 31st March, 2015.**

	Note	As at 31.03.2015 Rs.	As at 31.03.2014 Rs.
<b>1.EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
a) Share Capital	2	116507738	116507738
b) Reserves & Surplus	3	168973360	120776466
<b>2 Non- Current Liabilities</b>			
a) Long-term borrowings	4	178405351	50379710
b) Deferred Tax Liability (Net)	5A	671054	761544
c) Other long term liabilities	5	2651375	2651375
<b>3 Current Liabilities</b>			
a) Short-term borrowings	6	203205360	156957651
b) Trade payables	7	281921266	339610810
c) Other current liabilities	8	78531045	129775414
d) Short term provisions	9	28632811	20558681
<b>TOTAL</b>		<b>1059499360</b>	<b>937979389</b>
<b>II ASSETS</b>			
<b>1 Non - current assets</b>			
a) Fixed assets			
Tangible assets	10	159647682	172446741
Intangible assets	10A		637687
b) Non-current investments	11	17900000	17900000
c) Long term loans and advances	12	26992393	12654980
<b>2. Current assets</b>			
a) Inventories	13	422458617	451640546
b) Trade Receivables	14	318815584	201873308
c) Cash and cash equivalents	15	32362667	25749409
d) Short- term loans and advances	16	81322417	55076718
<b>TOTAL</b>		<b>1059499360</b>	<b>937979389</b>
Accounting Policies & Notes on Accounts	1		

As per our Audit Report of even date

For and on behalf of the Board

For Harinarayan Loya & Co.  
Chartered AccountantsHARINARAYAN  
ProprietorRAJEEV SINDHI  
Managing DirectorK.V. MURALIDHAR REDDY  
Director

Place : Hyderabad

Date : 21.04.2015

**SANDOR MEDICAIDS PRIVATE LIMITED**

Road No.3, Banjara Hills, Hyderabad-500 034

**Statement of Profit and Loss for the year ended 31st March, 2015.**

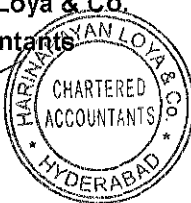
Particulars	Note		For the year ended 31.3.2015 Rs.		For the year ended 31.3.2014 Rs.
<b>INCOME</b>					
Revenue from operations	17		1392274105		1135779629
Other Income	18		7266905		5019640
<b>Total Revenue (I + II)</b>			<b>1399541010</b>		<b>1140799269</b>
<b>EXPENDITURE</b>					
Purchases of stock in trade (traded goods)			983749980		903268124
Changes in inventories of stock in trade	19		29181928		(61430343)
Employee benefits expense	20		83985549		65225442
Finance Costs	21		40338695		33192579
Depreciation and amortization expense	10, 10A		12984325		5151518
Other expenses	22		168767146		150812461
<b>Total Expenses</b>			<b>1319007623</b>		<b>1096219781</b>
<b>Profit before Tax</b>			<b>80533387</b>		<b>44579488</b>
<b>Tax Expense</b>	23		28179106		15344781
<b>Profit For The Period</b>			<b>52354281</b>		<b>29234707</b>
Earnings Per Equity Share					
(1) Basic			45.40		25.35
(2) Diluted			45.40		25.35

As per our Audit Report of even date

For and on behalf of the Board

For Harinarayan Loya & Co.  
Chartered Accountants

**HARINARAYAN**  
Proprietor  
Place : Hyderabad  
Date : 21.04.2015



**RAJEEV SINDHI**  
Managing Director

**K.V. MURALIDHAR REDDY**  
Director



**SANDOR MEDICAIDS PRIVATE LIMITED**  
**Road No.3, Banjara Hills, Hyderabad-500 034**

**Note - 2 : Share Capital**

		As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
<b>Authorised Capital :</b>			
2000000 Equity Shares of Rs.10/- each	2,00,00,000	124975190	124975190
5,18,396 Preference Shares of Rs.202.50 each	10,49,75,190		
<b>Issued, Subscribed and Fully Paid-up :</b>			
1153275 (1149519) Equity Shares of Rs.10/- each		11532750	11532750
5,18,395 Convertible Cumulative Pref. Shares of Rs.202.50 each		104974988	104974988
<b>TOTAL</b>		<b>116507738</b>	<b>116507738</b>

**Note 2A :Reconciliation of number of shares outstanding at the beginning and at the end of the year**

**EQUITY SHARES:**

	Equity Shares	
	Number	Amount
Shares outstanding at the beginning of the year	1153275	11532750
Shares issued during the year	--	--
Shares bought back during the year	--	--
Shares outstanding at the end of the year	1153275	11532750

**PREFERENCE SHARES:**

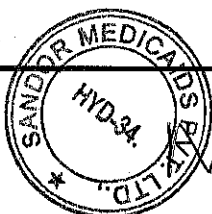
	Preference Shares	
	Number	Amount
Shares outstanding at the beginning of the year	518395	104974988
Shares issued during the year	--	--
Shares bought back during the year	--	--
Shares outstanding at the end of the year	518395	104974988

**Note 2B: Rights,preference and restrictions attached to Equity Shares and Preference Shares:**

The Company has issued, subscribed and paid up Equity Shares having a Par Value of Rs. 10/- each per Share and 5% Compulsory Convertible Cumulative Preference Shares of Rs. 202.50/- each. Preference shares carry cumulative dividend at 5% per annum. The dividend proposed by the Board of Directors is subject to the approval of the Shareholders in the Annual General Meeting

**Note 2C: Details of Shareholders holding more than 5% shares in the company**

Name of the Shareholder	As at 31 March 2015		As at 31 March 2014	
	No. of shares	% of holding	No. of shares	% of holding
<b>EQUITY SHARES</b>				
1. Gunjan Sindhi	68081	5.90	68081	5.90
2. K.V. Muralidhar Reddy	62500	5.42	62500	5.42
3. Rajeev Sindhi	843918	73.18	843918	73.18
4. Dr. Varaprasad Reddy	95238	8.26	95238	8.26
<b>PREFERENCE SHARES:</b>				
1. Leonardo Investments Ltd.	518395	100	518395	100



**Note - 3 : Reserves & Surplus**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
1. Capital Reserves	5200	5200
2. Share Premium A/c :		
100 Equity Shares @ Rs.192.50 each	19250	19250
47619 Equity Shares @ Rs.200/- each	9523800	9523800
3756 Equity Shares @ Rs.192.50 each	723030	723030
3. Surplus		
Opening Balance	110505186	
Add: Profit transferred from statement of P & L	52354281	
Less : Value of fixed assets adjusted (expired life)	4157387	
Less: Proposed Dividend		
Less: Corporate Dividend Tax	158702080	110505186
<b>TOTAL</b>	<b>168973360</b>	<b>120776466</b>

**Note - 4 : Long-term borrowings**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Term Loan	15269280	23539160
Barclays Bank	0	51243
Magma Fincorp.	388367	3077334
Motilal Rungta	0	900000
Dudley & Brothers Pvt Ltd	0	500000
Tata Capital	0	2245742
HDFC Bank	2950684	0
Kotak Mahindra	2017392	3857057
Religare Finvest Ltd	2308945	3940368
Fulletron India	0	2549243
Y.Chandra sekhar reddy	0	2100000
M.Srinivasa Rao	0	1300000
Capital First	6814321	3819563
Sudhakar Reddy	0	1000000
Kotak Mahindra	3458488	0
Ratnakar Bank	3174844	0
Edelweiss Retail Finance	3909109	0
Jainsons Finlease Ltd	46000000	0
Tata Capital Financial Services	49900000	0
Reliance Capital	8609979	0
Reliance Capital	13337238	0
Reliance Capital	2366704	0
Chandrakanth	0	1500000
Rajeev Sindhi	17900000	
<b>TOTAL</b>	<b>178405351</b>	<b>50379710</b>



**Note- 5 : Other long term liabilities**

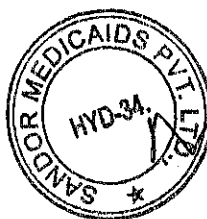
	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Security Deposit	2651375	2651375
<b>TOTAL</b>	<b>2651375</b>	<b>2651375</b>

**Note-5A : Deferred Tax Liability(Net)**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Opening Deferred Tax(Asset) 761544		
Less: Deferred Tax( Liability) of current year (90490)	671054	761544
<b>TOTAL</b>	<b>671054</b>	<b>761544</b>

**Note - 6: Short Term Borrowings**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
SBI Cash credit account	183598912	131665700
SBIGFL	4431215	0
WCDL	15175233	25291951
<b>TOTAL</b>	<b>203205360</b>	<b>156957651</b>





**Note - 7: Trade Payables**

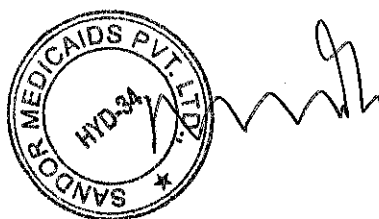
	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Sundry Creditors	281921266	339610810
<b>TOTAL</b>	<b>281921266</b>	<b>339610810</b>

**Note - 8: Other current liabilities**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Creditors for expenses	5655581	5092027
Other Liabilities	48089566	21424323
Advances from customers	24785898	103259064
<b>TOTAL</b>	<b>78531045</b>	<b>129775414</b>

**Note - 9: Short term provisions**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Provision for I.T Current Year	27582800	14055200
Provision for I.T previous Years	157986	362706
Proposed Dividend	0	5248750
Corporate Dividend Tax	892025	892025
<b>TOTAL</b>	<b>28632811</b>	<b>20558681</b>



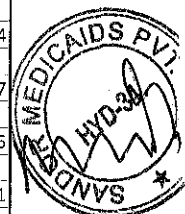
**SANDOR MEDICAIDS PRIVATE LIMITED**  
**Road No.3, Banjara Hills, Hyderabad-500 034**

**Note - 10 : Tangible Fixed Assets**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at	Deletions	Additions	As at	As at	For the	Deletions	As at	As at	As at
	1.4.2014	Amount	Amount	31.3.2015	1.4.2014	year		31.3.2015	31.3.2015	31.3.2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.		Rs.	Rs.	Rs.
Plant & Machinery	10713510	0	501645	11215155	3788089	1776147	0	5564236	5650919	6925421
Furniture & Fixtures	4524309	0	524162	5048471	1068509	1053702	0	2122211	2926260	3455800
Computers & Printers	2672135	0	938660	3610795	1226456	1468835	0	2695291	915504	1445679
Vehicles	6653419	55000	0	6598419	4683101	1043256	0	5726357	872062	1970318
Refrigerator & Temperature Recorder	306460	0	117800	424260	148004	67648	0	215852	208608	158456
Temperature Control System	1284398	0	0	1284398	655152	196292	0	851444	432954	629246
Air Conditioners	691595	0	44800	736495	331754	164780	0	496534	239961	359941
Fax Machine	38106	0	7875	45981	31470	5581	0	37031	8950	6636
Mobile Phones	219447	0	6100	225547	106753	17805	0	124558	100989	112694
Cold Storage Plant	5196145	0	0	5196145	2234372	515982	0	2750354	2445791	2961773
Telephone Instrument + EPABX System	803659	0	93450	897109	123745	301361	0	425106	472003	679914
UPS	1574736	0	18631	1593367	590164	943867	0	1534031	59336	984572
Stabilizer	31251	0	0	31251	20470	6195	0	26665	4586	10781
Improvement to Leased Premises	280691	0	888899	1169590	97923	134607	0	232530	937060	182768
Generator	2944967	0	0	2944967	383033	659445	0	1042478	1902489	2561934
Push & Pull Trolley	74576	0	0	74576	22106	10560	0	32666	41910	52470
Transformer	1607082	0	0	1607082	192903	371988	0	564891	1042191	1414179
Attendance Machine	17725	0	0	17725	4524	2316	0	6840	10885	13201
Elevator (Lift)	2949999	0	0	2949999	297425	464766	0	762191	2187808	2652574
Vacuum Cleaner	12000	0	0	12000	1433	1839	0	3272	8728	10567
Fire Extinguishers	35475	0	35796	71271	1230	12257	0	13487	57784	34245
Fire & Safety Systems	2106879	0	0	2106879	4818	380287	0	385105	1721774	2102061
Land	2279375	0	0	2279375	0	0	0	0	2279375	2279375
Television	0	0	56000	56000	0	24133	0	24133	31867	0
Office Building	141159283	0	0	141159283	19337	6873620	0	6892957	134266326	141139946
Gas Cylinders	0	0	86310	86310	0	10536	0	10536	75774	0
Projector	0	0	109733	109733	0	34270	0	34270	75463	0
	188177322	55000	3429861	191552183	16032771	16542055	0	32574826	158977357	172144551

**Note - 10 A : Intangible Fixed Assets**

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at	Deletions	Additions	As at	As at	For the	Deletions	As at	As at	As at
	1.4.2014	Amount	Amount	31.3.2015	1.4.2014	year		31.3.2015	31.3.2015	31.3.2014
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.		Rs.	Rs.	Rs.
Web Site	155959	0	0	155959	132073	15583	0	147656	8303	23886
Computer Software	2026505	0	330105	2356610	1430145	264441	0	1694586	662024	596360
	2182464	0	330105	2512569	1562218	280024	0	1842242	670327	620246
<b>TOTAL</b>	<b>190359786</b>	<b>55000</b>	<b>3759966</b>	<b>194064752</b>	<b>17594989</b>	<b>16822079</b>	<b>0</b>	<b>34417068</b>	<b>159647684</b>	<b>172764797</b>



**Note - 11: Non Current Investments**

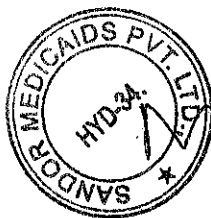
	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Share Application Money- My Health Records	250000	250000
Share Application Money- Sandor Nephro Pvt Ltd	17600000	17600000
Share Application Money- ARM Infosoft Pvt Ltd	50000	50000
<b>TOTAL</b>	<b>17900000</b>	<b>17900000</b>

**Note - 12: Long Term loans and advances.**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Deposits	26992393	12654980
<b>TOTAL</b>	<b>26992393</b>	<b>12654980</b>

**Note - 13: Inventories**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Finished Goods (as verified, valued and certified by the Management)	422458617	451640546
<b>TOTAL</b>	<b>422458617</b>	<b>451640546</b>



**Note - 14: Trade Receivables**

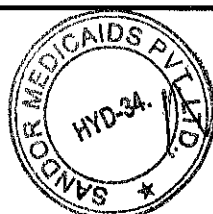
	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Debts outstanding for a period exceeding 6 months	12607177	35970709
Other Debts	306208407	165902599
<b>TOTAL</b>	<b>318815584</b>	<b>201873308</b>

**Note - 15: Cash and cash equivalent**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Cash on Hand	6157281	5854351
Balance with Banks	3716630	2223876
Fixed Deposits with Banks	22488756	17671182
<b>TOTAL</b>	<b>32362667</b>	<b>25749409</b>

**Note - 16: Short term loans and advances**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Advances with branch offices	3056453	2073573
Advances recoverable in cash or in kind or for value to be received	69011776	45919478
Staff Advances	4742447	3415961
Tax Deduction At Source-2013-2014		1408202
Tax Deduction At Source-2014-2015	1698662	
Addl. Custom Duty 4% receivable	2259504	2259504
Customs Refund Claims Recoverable	553575	
<b>TOTAL</b>	<b>81322417</b>	<b>55076718</b>



*[Handwritten signature]*

**Note - 17: Revenue from operations**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Sale of Products (less returns)	1199790466	917899057
Export Sales	6464000	3471000
Service Revenue	122020107	165511245
Sales Tax Collected	63999532	48898327
<b>TOTAL</b>	<b>1392274105</b>	<b>1135779629</b>

**Note - 18: Other Income**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Interest on Deposits	2046355	1166640
Misc. Income	5220550	3853000
<b>TOTAL</b>	<b>7266905</b>	<b>5019640</b>

**Note-19: Changes in inventories of stock in trade**

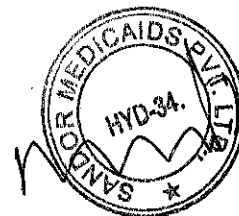
	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Opening Stock of stock in trade 451640545		
Closing Stock of stock in trade <u>422458617</u>	29181928	-61430343
<b>TOTAL</b>	<b>29181928</b>	<b>-61430343</b>

**Note -20 : Employee benefits expense**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Salaries & Wages	83050779	64270756
Staff Welfare	934770	891952
E.S.I. Contributions	0	62734
<b>TOTAL</b>	<b>83985549</b>	<b>65225442</b>

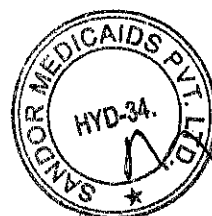
**Note -21 : Finance Costs**

	As at 31.3.2015 Rs.	As at 31.3.2014 Rs.
Interest on Term Loans/Other loans	12923989	16697500
Interest on Working capital loans	21051967	13709133
Interest on TDS payments	343703	266418
Interest to Debtors	3219694	0
Bank Charges	2799342	2519528
<b>TOTAL</b>	<b>40338695</b>	<b>33192579</b>



**Note -22 : Other expenses**

	For the year ended 31.3.2015 Rs.	For the year ended 31.3.2014 Rs.
Directors Remuneration	3300000	3350000
Telephone Charges	4319546	3183338
Electricity & Water Charges	3277147	2533038
Rent	7636261	6630864
Travelling Expenses	8125252	6114564
Exchange Fluctuations (Net)	-3186753	7118988
Computer Maintenance	226421	251547
ROC Charges	38450	8000
Insurance	626770	628157
Consultation Charges	40315	37085
Conveyance	8702857	8020474
Printing & Stationery	2105078	2528987
Miscellaneous Expenses	1369538	1402674
Tender Charges	132578	126404
Postage & Telegrams	5864	56634
Repairs & Maintenance	1459802	753378
Legal & Professional Charges	4449647	3906968
Courier & Cargo Charges	5649072	4694578
Processing Charges	3205290	1310907
Bad Debts	1910175	336340
Octroi Charges	842193	543169
Lodging & Boarding	5753886	3920350
Newspapers & Journals	26831	59328
Testing Charges	168500	232000
Petrol - Car	89036	97373
Handling Charges	6650	12700
Donations	23000	278000
Website Charges	122288	248971
Office Expenses	670665	741013
Annual Meeting Expenses	18190	1105933
Repairs & Maintenance - Cars	130392	74199
Rounding Off	-361	-6817
Office Maintenance	1113050	774336
Labour Charges	0	41860
Rates & Taxes	2233080	916773
Stamps & Documentation Charges	708815	410470
VPN Charges	0	25333
I Stat Spares	5715	5018
Professional Tax on Company	20000	15375
Registration Charges	321135	167580
Security Charges	555061	395927
Club Membership Fee	146068	0
Annual Maintenance Charges	992001	553819
Freight charges	289764	229636
Clearing charges- Commission	2367924	2459859
Clearing charges- Reimbursement	4430986	2879849
Consumables and Accessories	3004631	3394410
Customs Duty	1002514	176934
Sales Tax/ WCT/CST	63999532	48898327
Packing & Forwarding	1836985	647400
Commission - Others	14841935	17850855
Business Promotion	1843778	1225068
Conference & Seminars	1931197	2961066
Discounts Allowed	328289	17986
Advertisement	70338	787532
Carriage Outward	2605881	3414155
Selling & Distribution Expenses	2773887	2180749
<b>Remuneration to Auditors :</b>		
Audit Fee	80000	60000
Tax Audit Fee	20000	0
Other Services	0	23000
<b>TOTAL</b>	<b>168767146</b>	<b>150812461</b>



**Note -23 : Tax expense**

	For the year ended 31.3.2015 Rs.	For the year ended 31.3.2014 Rs.
Current Tax	27582800	14055200
Tax for earlier period	686796	204720
Excess provision for previous year	0	-63205
Deferred tax	-90490	1148066
<b>TOTAL</b>	<b>28179106</b>	<b>15344781</b>

27/4

*SANDOR MEDICAIDS PRIVATE LIMITED*

**Note 1: ACCOUNTING POLICIES AND NOTES ON ACCOUNTS**

**1. Corporate Information**

Sandor Medicaids Pvt. Ltd. is a medical device and drugs marketing & distribution firm. Since its inception in 1995 in Hyderabad, the company has focused on making high-tech biomedical and biotechnology products accessible to patients in India. Sandor is recognized as a pioneer in bringing the "Point of Care" concept to India in 1996 in partnership with a leading Global Healthcare Company who was then searching for a local partner for distribution of their product.

**2. Significant Accounting Policies:**

**a) Basis of accounting and preparation of financial statements**

These accounts have been prepared under the historical cost convention on the basis of going concern, with revenues recognized and expenses accounted on their accrual including provisions / adjustments for committed obligations and amounts determined as payable or receivable during the year, except mentioned In Para 1(b) of the notes on accounts.

**b) Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**c) Fixed Assets**

Fixed Assets are accounted at cost of acquisition inclusive of inward freight, duties and taxes and incidentals related to acquisition.

**d) Depreciation and amortization**

Depreciation is provided for on written down value method at the rates specified in Schedule XIV of Companies Act, 1956 as amended from time to time.

**e) Inventories**

Stock of finished goods is valued at lower of cost or net realizable value.

**f) Employee benefits**

Provident Fund

Employees receive benefits from a provident fund. The contributions to the provident fund are made as per the Employee Provident Fund Act as amended from time to time.

ESI

Employees receive benefits from ESI Corporation. The contributions to the ESI are made as per the Employee State Insurance Act as amended from time to time.

Gratuity

The contributions to gratuity are made in accordance with the Payment of Gratuity Act, 1972 and for this the Company is using fund managed by the Life Insurance Corporation of India.

**g) Foreign currency transaction**

The exchange rate adopted for conversion of foreign currency transactions is the rate prevailing at the time of transaction /s Bank advice. Outstanding as at the yearend have been taken at exchange rate as on the date of balance sheet. It is the policy of the company to recognize all exchange gains and losses in the profit & loss Account.

**h) Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Income is recognized on an accrual basis. Revenue is recognized when significant risk and rewards in respect of ownership of products/services are transferred to customers. Revenue from sale of goods is inclusive of excise duty and exclusive of returns, sales tax and applicable trade discounts and allowances.

**i) Borrowing cost**

Borrowing cost include interest and amortization of ancillary cost incurred.

**j) Taxes on Income/Income tax**

Income Tax is computed as per the provisions applicable under the Income Tax Act 1961. Deferred Tax for timing difference between Tax Profits and book profits is accounted as per the Accounting Standard 22 Accounting for tax on Income.

**k) Earnings per share**

Basic earnings per share are calculated by dividing the net profit/loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

**l) Provisions and contingencies**

No Provision is made for any Liability which is contingent in Nature



**(B) Notes on Accounts:**

1. The Company is complying with the provisions of Provident Fund Act since 2011.
2. Sundry Debtors, Creditors, and advances and Bank Balances are subject to confirmation and consequential adjustments if any.
3. a) Provision for Income Tax for the Year is Rs.2,75,82,800/- and deferred tax assets of Rs.90,490 /-.
- b) Net deferred tax (liability) related to depreciation stands at Rs. 6,71,054/-
4. Related Party Transactions

**Names of the related parties and relation:**

Sl.no	Name of the related party	Relation
1	Sandor Nephro Services Pvt LTD.	Subsidiary Company
2	Sandor Life Sciences Pvt. Ltd.	Directors are interested
3	Sandor Stones Pvt. Ltd.	Directors are interested
4	Sun Archean Abrasives	Director's relative is interested
5	Harmonica Healthcare	Director's relative is interested
6	Rajeev Sindhi	Director
7	Gunjan Sindhi	Relative of director
8	Sandor Associates	Directors are interested
9	Sandor Isotopes Pvt. Ltd.	Directors are interested
10	Sandor Animal Biogenics Pvt Ltd.	Directors are interested

**Summary of Significant Related Party Transactions:**

Sl No.	Name Of The Party	Nature Of transaction	Amount (In Rs.)
1	Sandor Nephro Services Pvt. Ltd.	Expenses Paid	1,06,05,000/-
		Rent Received	4,83,000/-
		Sale of medical devices	1,19,88,549/-
		Sale of Consumables	1,44,95,614/-
		Advances from customers	9,87,390/-
		Interest for non-execution of supplies	32,19,694/-
2	Sandor Life Sciences Pvt. Ltd.	Testing Charges Paid	1,68,500/-
		Rent Receivable	18,02,483/-
		Diagnostic service incomes receivable	90,88,897/-
3	Harmonica Healthcare	Rent Received	62,500/-
		Drug Sales	19,68,439/-
		Payment Received	14,36,865/-
4	Sandor Animal Biogenics Pvt Ltd.	Rent Receivable	30,090/-
		Expenses receivable	1,49,370/-
5	Sandor Associates	Advances Given	96,269/-
		Rent Receivable	6,018/-
6	Rajeev Sindhi	Advances Taken	86,09,475/-
		Promoter Loan	1,79,00,000/-

5. Auditors Remuneration

**31-03-2015**

Rs. 1,00,000/-

**31-03-2014**

Rs.83000/-

6. Previous figures have been regrouped wherever necessary, to confirm to the current year's classifications.
7. The company did not have any transactions with small, micro and medium enterprises as defined under "Micro, Small and Medium Enterprises Development Act, 2006" and hence there are no amounts due to such undertakings. The identification of units is based on the management's knowledge of their status.
8. The Company is registered under "Micro, Small and Medium Enterprises Development Act, 2006" since 2013.
9. Paise have been rounded off to the nearest Rupee.

**10. CIF Value of imports:**

	2014-15	2013-14
Finished Goods	Rs.76,07,96,344/-	Rs.71,72,95,159/-

**11. Earnings in Foreign Currency:**

	2014-15	2013-14
Payments Received from customers	Rs.5,84,193/-	Rs. 20,70,750/-

**12. Expenditure in Foreign currency:**

	2014-15	2013-14
Payment to foreign suppliers	94,61,26,963/-	Rs.73,42,44,032/-
Foreign Travel-Directors	-----	Rs. 1,10,000/-

**13. Remuneration to Directors:**

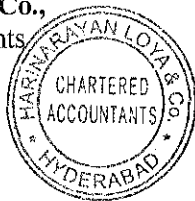

	2014-15	2013-14
Salaries and Allowances	Rs.33,00,000/-	Rs. 33,50,000/-


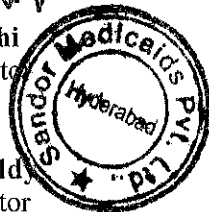
**14. Earnings Per Share:**

Particulars	2014-15	2013-14
Net Profit after taxes for the year(Rs.)	5,23,54,281	2,92,34,707
Weighted Average number of Equity Shares of Rs.10 each outstanding during the end of the year	11,53,275	11,53,275
Earnings Per Share- Basic and Diluted (Rs.)	45.40	25.35

Signatures to notes 1 to 24

As per our report of even date.

For **Harinarayan Loya & Co.,**  
Chartered Accountants
  
**(Harinarayan)**  
 Proprietor
**FOR AND ON BEHALF OF THE BOARD**
  
**Rajeev Sindhi**  
 Managing Director

  
**K.V. Muralidhar Reddy**  
 Director
PLACE : Hyderabad.  
DATE : 21.04.2015