

# OASIS NUTRACEUTICALS LIMITED

(Formerly known Sam Leaseco Limited)

(CIN No: L51101MH1980PLC022765)

H-4/5, Everest Building, 9<sup>th</sup> Floor, Tardeo Road, Mumbai – 400034, (M.H), India.

Tel: 022-23524403. Email: [oasisnutra786@gmail.com](mailto:oasisnutra786@gmail.com)

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BSE/ONL/2017-18

Date: September 30, 2017

The Department of Corporate Services,  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

Scrip ID : SAMLEPU

Scrip Code: 504345

Sub.:- Submission of Annual Report for the F.Y. 2016-17 pursuant to Regulation 34 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

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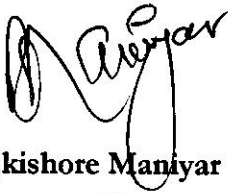
Dear Sir,

With reference to the captioned subject, please find copy of Annual Report containing Statutory Auditors and Directors Report along with Balance Sheet and Profit and Loss Account of the Company for the financial year ended 31.03.2017 as adopted by the Shareholders at the Annual General Meeting held on 30.09.2017

The above is for your kind information and record. You are requested to acknowledge the receipt.

Thanking you

Yours Faithfully,  
For Oasis Nutraceuticals Limited



Rajkishore Maniyar  
Managing Director

Encl. As Above

**OASIS NUTRACEUTICALS LIMITED**  
**(Formerly Sam Leaseco Ltd)**

**36TH ANNUAL REPORT**  
**2016-2017**

## **OASIS NUTRACEUTICALS LIMITED**

### **BOARD OF DIRECTORS**

Mr. Rajkishore Maniyar  
Mr. Nitin Velhal  
Mr. Devanshu Desai  
Ms. Daksha Kakadiya

### **REGISTERED OFFICE**

H-4-5, Everest Building,  
9th Floor, Tardeo Road,  
Mumbai – 400 034, Maharashtra

### **BANKERS**

Corporation Bank  
Oriental Bank of Commerce  
The South Indian Bank

### **SHARE TRANSFER AGENT**

**Sharex Dynamic (India) Pvt. Ltd**  
Unit-1, Luthra Ind. Premises,  
1<sup>st</sup> Floor, 44-E, M Vasanti Marg,  
Andheri- Kurla Road, Safed Pool,  
Andheri (E), Mumbai - 400072, Maharashtra

### **STATUTOTY AUDITORS**

Singhvi and Sancheti  
(Chartered Accountants)

### **SECRETARIAL AUDITORS**

Jain Rahul & Associates  
Company Secretaries

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## **OASIS NUTRACEUTICALS LIMITED**

### **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 36<sup>TH</sup> ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF OASIS NUTRACEUTICALS LIMITED (FORMERLY SAM LEASECO LIMITED) WILL BE HELD ON SATURDAY, 30<sup>TH</sup> SEPTEMBER, 2017 AT 4:00 PM AT THE REGISTERED OFFICE AT H-4-5, EVEREST BUILDING, 9<sup>TH</sup> FLOOR, TARDEO ROAD, MUMBAI – 400 034, MAHARASHTRA, TO TRANSACT THE FOLLOWING BUSINESS**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31<sup>st</sup> March, 2017 together with the reports of the Boards of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Nitin Velhal (DIN 00820859) who retires by rotation and being eligible, offers himself for reappointment.
3. To ratify the appointment of Auditors and to fix their remuneration 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 Section 139 and all other applicable, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Singhvi and Sancheti, Chartered Accountants, Mumbai (Firm Reg. No.110286W), as Statutory Auditors of the Company to hold office from the conclusion of these Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting on such remuneration as shall be fixed by the Board of Directors.”

By order of the Board of Directors  
For **Oasis Nutraceuticals Limited**

Place: Mumbai  
Date: 21.08.2017

Sd/-  
**Rajkishore Maniyar**  
Managing Director  
DIN: 01687800

## OASIS NUTRACEUTICALS LIMITED

### NOTES:

1. The details of the Director proposed to be re-appointed or seeking appointment at the AGM pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') is annexed here.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The proxies to be effective should be deposited at the registered office of the company not less than forty eight (48) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution / authority, as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 29<sup>th</sup> September, 2017 to Saturday 30<sup>th</sup> September, 2017 (both days inclusive).
5. Corporate members attending the meeting are requested to carry a duly certified copy of the resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members / Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
8. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. In terms of the provisions of Regulation 44 of Listing Regulation and Section 108 of Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended the Company is providing the facility to its members as on cut-off date, being Saturday, 23<sup>rd</sup> September, 2017 to exercise their right to vote by electronic means and voting at the venue of the Meeting on any or all of the businesses specified in the accompanying Notice. Details of the process and manner of e-voting are being sent to all Members alongwith the notice.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday, 27<sup>th</sup> September, 2017 at 9:00 a.m. and ends on Friday, 29<sup>th</sup> September, 2017 at 5:00 p.m. During this period shareholders of Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 23<sup>rd</sup> September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

## OASIS NUTRACEUTICALS LIMITED

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a **FIRST TIME** user follow the steps given below:

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

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

## OASIS NUTRACEUTICALS LIMITED

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for <Oasis Nutraceuticals Limited> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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- a) **In case of members receiving the physical copy:**  
Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- b) A member who is entitled to vote but has not exercised his right to vote through remote e-voting may vote at the AGM through Ballot paper for business specified in the Notice. And a member who had cast his vote by remote e-voting may attend the meeting but shall not be entitled to cast his vote again.
- c) The Company has appointed CS Shreyans Jain, Practicing Company Secretary, (Membership No. FCS 8519), to act as the Scrutinizer to scrutinize the electronic voting and voting through poll / ballot process at the meeting in fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- d) The Scrutinizer shall after the conclusion of the voting at the AGM shall unlock the Ballot Box and also unblock the e-voting in the presence of at least two (2) witnesses who are not in the employment of the Company and make a Consolidated Scrutinizer's Report of the votes cast in favor or against, if any, and submit forthwith to the chairman of Company.
- e) The Results shall be declared within the 48 hours of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also intimated to Stock Exchanges and will be placed on the website of the Company & CDSL within prescribed period.

**By order of the Board of Directors  
For Oasis Nutraceuticals Limited**

**Place: Mumbai  
Date: 21-08-2017**

**Sd/-  
Rajkishore Maniyar  
Managing Director**

### **Details of Director seeking appointment / reappointment at the forthcoming Annual General Meeting (Pursuant to Regulation 36 of the Listing Regulations)**

<b>Particulars</b>	Mr. Nitin Velhal
Date of Birth and Nationality	23.09.1963 & Indian
Relationship with other Directors <i>Interse</i>	None
Date of Appointment	27.07.1999
Expertise in specific functional area	Finance and Accounts
No. of Equity Shares held in the Company	Nil
Directorship in other Listed entities as on 31.03.17	1



# OASIS NUTRACEUTICALS LIMITED

## DIRECTORS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 36<sup>th</sup> Annual Report and the audited financial statements of the Company for the year ended 31<sup>st</sup> March 2017.

- 1) **Financial Performance:** The financial performance of the Company for the financial year ended 31<sup>st</sup> March 2017 is summarized below:

(Rs. in Lakh)

Particulars	2016-17	2015-16
Revenue and other Income	630.43	65.18
Profit before Depreciation and Tax	11.81	49.33
Depreciation	0.01	0.01
<b>Profit / (Loss) Before Tax</b>	<b>11.80</b>	<b>49.32</b>
Provision for Tax	3.64	(11.97)
Provision for Deferred Tax	0.00	0.00
<b>Profit/(Loss) After Tax for the year</b>	<b>8.16</b>	<b>37.35</b>

- 2) **State Of Company's Affairs:** Your Company's revenue for the financial year 2016-17 is Rs.630.43 Lakh as compare to Rs.65.18 Lakh for the financial year 2015-16. Further your Company's Profit after tax for the financial year 2016-17 is Rs.8.16 Lakh as against Net Profit after Tax of Rs.37.35 Lakh in the financial year 2015-16.
- 3) **Change in Nature of Business:** There has been no change in the Company's Business.
- 4) **Dividend:** In order to conserve the reserves to meet the needs of increased operation and for the growth of the Company the Board of Directors has decided not to declare dividend for the financial year.
- 5) **Amount Transferred To Reserves:** During the financial year the Company has not transferred any amount to the reserves maintained by the Company.
- 6) **Share Capital:** The paid up Equity Share Capital as at 31<sup>st</sup> March, 2017 is Rs.10,20,00,000 divided into 10,20,00,000 of Re.1/-. During the year the Company has not issued shares with differential voting rights, Sweat Equity Shares or Equity Shares under Employee Stock option Scheme. As on 31<sup>st</sup> March, 2017, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

BSE Ltd vide its Notice No. 20150227-27 dated 27<sup>th</sup> February, 2015 had suspended the trading in Equity Share of your Company for surveillance measure and your Company has been in constant liaison with the Surveillance dept. of the BSE Ltd. to revive the trading in shares of the Company and replies are being submitted to the stock exchange in this behalf.

- 7) **Extract of The Annual Report:** Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of the Annual report in form MGT – 9 as required attached as **Annexure – A** to this report.

## OASIS NUTRACEUTICALS LIMITED

- 8) **Number of Meeting of The Board:** The Board of Director of the Company met at a regular interval during the year to discuss on the past, current and prospective business of the Company. The Board Met 4 (Four) Times during the financial year 2016 - 17 on the following dates:

Sr. No.	Date of Meeting
1.	30 <sup>th</sup> May, 2016
2.	13 <sup>th</sup> August, 2016
3.	14 <sup>th</sup> November, 2016
4.	14 <sup>th</sup> February, 2017

- 9) **Material Changes Affecting the Financial Position:** In terms of Section 134(3)(l) of the Companies Act, 2013, there have been no material change and commitment, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relates and the date of the report.
- 10) **Details of Subsidiary / Associate Companies and Joint Ventures:** The Company does not have any subsidiary / associate Company or joint venture as on year end 31<sup>st</sup> March, 2017.
- 11) **Details of Deposits:** The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 to 76 of the Companies Act, 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the details relating to deposits as also requirement for furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.
- 12) **Particulars Of Loans, Guarantees Or Investments By Company:** Details of Loans, Guarantees and Investments covered under the provisions of the Section 186 of the Companies Act, 2013 are provided in notes to financial Statements.
- 13) **Related Party Contracts or Arrangements:** There are no contracts or arrangements made by related party during the year under review as provided in the provisions of Section 188 (1) of the Companies Act, 2013 excepting as disclosed in the notes to financial statements.
- 14) **Directors And Key Managerial Personnel:** The Board of Directors of the Company comprises of (4) Four Directors consisting of (2) two Non – Executive Independent Directors as on 31<sup>st</sup> March, 2017.

Pursuant to Section 149(7) of the Act the Company has received declaration of Independence from all the Independent Directors as stipulated under section 149(6) and Regulation 16(1)(b) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Yogesh Gupta the Managing Director of the Company has resigned from the Board w.e.f. 20<sup>th</sup> January, 2017 and your Company places on record its appreciation for the valuable services and guidance rendered by him during his tenure.

In accordance with the provisions of Section 152 of the companies Act, 2013 and the Company's Articles of Association Mr. Nitin Velhal, Director retires by rotation at the forth coming annual general meeting and being eligible offer himself for re-appointment.

Further the familiarization program for Independent Directors is also available on the website of the Company viz. [www.oasisnutra.com](http://www.oasisnutra.com).

## OASIS NUTRACEUTICALS LIMITED

Further the Company is making effort to appoint other Key Managerial Personnel as required under the Act.

- 15) **Directors' Responsibility Statement:** With respect to Directors Responsibility Statement, pursuant to Section 134 (5) of the Companies Act, 2013, it is hereby confirmed that;
- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
  - b) accounting policies have been selected and applied consistently and judgments and estimates have made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for the year ended 31st March, 2017;
  - c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
  - d) the annual accounts have been prepared on a 'going concern' basis;
  - e) the internal financial controls have been laid down to be followed by the Company and such internal financial control are adequate and were operating effectively;
  - f) proper system has been devised to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively;
- 16) **Disclosure as per Section 134(3)(m) of The Companies Act, 2013 for Conversation Energy, Technology Absorption and Foreign Exchange Earning and Outgo:** Considering the nature of Business of the Company there are no particulars which are required to furnish in this report pertaining to conversation of energy, technology absorption and Foreign Exchange Earning and Outgo.
- 17) **Audit Committee:** The Audit Committee of Directors was reconstituted pursuant to the provisions of Section 177 of the Companies Act, 2013. The composition of the Audit Committee is in conformity with the provisions of the said section and Regulation 18 of the Listing Regulation. The Composition and the functions of the Audit Committee of the Board of Directors of the Company are disclosed in the Report on Corporate Governance, which is forming a part of this report.
- 18) **Corporate Social Responsibility:** Your Company's net worth or turnover or net profit is below the threshold as specified under Section 135 of the Companies Act, 2013 for constituting a Corporate Social Responsibility Committee and as such the Company is not required to comply with these provision hence the Board is not required to provide any report or comments about the same.
- 19) **Nomination and Remuneration Committee Policy:** The Nomination and Remuneration Committee (NRC) of the Directors was reconstituted by the Board of Directors of the Company in accordance with the requirements of Section 178 of the Companies Act, 2013 and Regulation 18 of the Listing Regulation. The Board of Directors has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members. The Nomination and Remuneration Policy of the Company is attached herewith as **Annexure - B**.
- 20) **Vigil Mechanism and Whistle Blower Policy:** The Board has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22(1) of the Listing Regulation framed whistle

## OASIS NUTRACEUTICALS LIMITED

blower policy to report genuine concerns or grievances relating to reportable matters such as breach of code of conduct, fraud, employee misconduct, misappropriation of funds, health and safety matters etc.

The mechanism provides for adequate safeguards against victimization of Whistle Blower who avail of such mechanism and provides for direct access to the chairman of the Audit Committee. The functioning of the Whistle Blower policy is being reviewed by the Audit Committee from time to time. None of the Whistle Blower has been denied access to the Audit Committee of the Board. The whistle blower policy has been posted on the website of the Company ([www.oasisnutra.com](http://www.oasisnutra.com)).

- 21) **Risk Management:** The Board has approved Risk Management policy, which acts as an overarching statement of intent and establishes the guiding principles by which key risks are managed across the organization. The Board is overall responsible for identifying, evaluating and managing all significant risks faced by the Company.
- 22) **Performance Evaluation of Board, Committees & Individual Directors:** Pursuant to the provisions of the Companies Act, 2013 and the provisions of the Listing Regulation, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, Composition of the Board and its Committees, culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was completed. The performance evaluation of the Non – Independent Director was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.
- 23) **Secretarial Audit:** Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, the Company has Appointed Jain Rahul and Associates a firm of practicing Company Secretary (C.P. No.15504) to undertake the Secretarial Audit of the Company, The Secretarial Audit Report is included as **Annexure – C** and forms an integral part of this report. The Following are the observation in the Secretarial Audit Report and comments of the management for the same as mentioned below:
- a) In terms of the provisions of Section 203 of the Companies Act, 2013 the Company is required to have Whole Time Key Managerial Personnel (KMP) as specified in clause (i), (ii) & (iii) of the sub-section (1) of the said section, however the Company yet to appoint the KMP under (ii) and (iii) of sub-section (1) of Section 203 of the Act and the time allowed to comply with the said requirements is already elapse.*
- The Board of Directors are making efforts to appoint the Whole Time KMP namely Chief Financial Officer and Company Secretary presently these functions are being done under the supervisions of the Board.
- b) In terms of clause 38 of the Listing Agreement entered by the Company with BSE Limited ("Stock Exchange") and Regulation 14 of the Listing Regulation the Company is required to pay Listing Fees on or before 30<sup>th</sup> April in each year. However the Listing Fees for the financial year 2015 - 16 and 2016-17 has not yet been paid by the Company as also the application for change of name with Stock Exchange is yet to be processed.*
- In view of suspension of trading in the Equity Shares of the Company which is unjustifiable and Company taken up the issue and therefore the said payment has not been made and accordingly the name change application is also pending. However, the Company will pay the same in future.
- 24) **Statutory Auditors:** At the 34<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015 the members had approved the Appointment of M/s. Singhvi and Sancheti, Chartered Accountants

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(Firm Registration No. 110286W) as Statutory Auditors of the Company to hold office until the conclusion of Consecutive Sixth Annual General Meeting (subject to ratification of the appointment by the members at every AGM). The Company has received confirmation from M/s. Singhvi and Sancheti, Chartered Accountants to the effect that they fulfill the eligibility criteria prescribed under section 139 and 141 of the Companies Act, 2013.

The Board of Directors recommends ratification of M/s. Singhvi and Sancheti as the Statutory Auditors of the Company at the ensuing Annual General Meeting.

With respect to the comments given in the Auditor's report your Board of Directors inform you that the delay in payment of taxes was on account of changes in Key Managerial Personnel and the Board is confident to pay the same in due course.

- 25) **Report on Corporate Governance and Management Discussion and Analysis:** In terms of Regulation 34 Listing Regulations, 2015 read with Para C of Schedule V, a separate report on the Corporate Governance practices followed by the Company together with a certificate from the Company's Statutory Auditors confirming compliance with conditions of Corporate Governance forms an integral part of this report as **Annexure – D**.

Further the Management's Discussion and Analysis Report for the year under review, as stipulated under Para B Schedule 5 with the Stock Exchanges is given in **Annexure - E** to this report.

- 26) **Particulars of Employees:** The details required to be disclosed in terms of the provisions of Section 197(12) of the Companies Act, 2013 read with the Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014, regarding the remuneration etc forms part of this report as **Annexure - F**.

- 27) **Information Required Under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:** Presently, the compliance with respect to the Sexual Harassment of Women at the workplace (Prevention, Prohibition & Redressal) Act, 2013 is not applicable to the Company as there is no woman employee employed in the Company.

- 28) **Acknowledgments:** The Board of Directors would like to express their appreciation for the co-operation and assistance received from the Government authorities, the financial institutions, banks, vendors, customers and Shareholders during the year under review. The Board of Directors also wishes to place on record their deep sense of appreciation for the committed services by all the employees of the Company.

For and on behalf of the Board

Place: Mumbai  
Date: 30<sup>th</sup> May, 2017

Sd/-  
Rajkishore Maniyar  
Managing Director  
DIN: 01687800

Sd/-  
Nitin Vehal  
Director  
DIN : 00820859

# OASIS NUTRACEUTICALS LIMITED

ANNEXURE - A

## FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2017

[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:

i. CIN	L51101MH1980PLC022765
ii. Registration Date	30 <sup>th</sup> June, 1980
iii. Name of the Company	Oasis Nutraceuticals Limited (Formerly Sam Leaseco Limited)
iv. Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Government Company
v. Address of the Registered office and contact details	H-4-5, Everest Building, 9 <sup>th</sup> Floor, Tardeo Road, Mumbai – 400 034, Maharashtra Tel. : 022 – 2352 4403
vi. Whether listed Company	Yes
vii. Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Sharex Dynamic (India) Private Limited</b> Unit No-1, Luthra Ind, Premises, 1 <sup>st</sup> Floor, 44-E, M Vasanti Marg, Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400072, Maharashtra. Tel: 022 – 2852 8087

### 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:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Other non-specialised wholesale trade n.e.c.	46909	92.31
2.	Other Credit Granting	6492	7.69

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

Sr. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	Applicable Section
1.	N.A.	N.A.	N.A.	N.A.

## OASIS NUTRACEUTICALS LIMITED

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

#### i) CATEGORY-WISE SHARE HOLDING:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>1) Indian</b>									
a) Individual / HUF	200,000	100,000	300,000	0.29	200,000	100,000	300,000	0.29	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	1,050,000	0	1,050,000	1.03	1,050,000	0	1,050,000	1.03	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
<b>Sub-total A(1)</b>	<b>1,250,000</b>	<b>100,000</b>	<b>1,350,000</b>	<b>1.32</b>	<b>1,250,000</b>	<b>100,000</b>	<b>1,350,000</b>	<b>1.32</b>	<b>-</b>
<b>2) Foreign</b>									
a) NRIs Individuals	-	-	-	-	-	-	-	-	-
<b>Sub-total A(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = A(1) + A(2)</b>	<b>1,250,000</b>	<b>100,000</b>	<b>1,350,000</b>	<b>1.32</b>	<b>1,250,000</b>	<b>100,000</b>	<b>1,350,000</b>	<b>1.32</b>	<b>-</b>
<b>B. Public Shareholding</b>									
<b>1) Institutions</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>40,000</b>	<b>0</b>	<b>40,000</b>	<b>0.04</b>	<b>0.04</b>
<b>Sub-total B(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>40,000</b>	<b>0</b>	<b>40,000</b>	<b>0.04</b>	<b>0.04</b>
<b>2. Non-Institutions</b>									
a) Bodies Corporate									
i. Indian	44,647,313	0	44,647,313	43.77	44,735,118	0	44,735,118	43.86	0.09
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual Shareholders holding nominal share capital up to Rs. 1 Lakh	1,114,252	7,560	1,121,812	1.10	1,081,713	7,570	1,089,283	1.07	-0.03
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	54,880,875	0	54,880,875	53.80	50,690,235	0	50,690,235	49.70	-4.01
c) Others specify									
HUF	-	-	-	-	4,095,364	-	4,095,364	4.01	4.01
Non Resident Indians	-	-	-	-	-	-	-	-	-
<b>Sub-total B(2)</b>	<b>100,642,440</b>	<b>7,560</b>	<b>100,650,000</b>	<b>98.68</b>	<b>100,602,430</b>	<b>7,570</b>	<b>100,610,000</b>	<b>98.64</b>	<b>0</b>
<b>Total Public Shareholding(B)=B(1)+B(2)</b>	<b>100,642,440</b>	<b>7,560</b>	<b>100,650,000</b>	<b>98.68</b>	<b>100,642,430</b>	<b>7,570</b>	<b>100,650,000</b>	<b>98.68</b>	<b>0</b>
<b>C. SHARES HELD BYCUSTODIAN FOR GDRS &amp; ADRS (NIL)</b>									
<b>Grand Total (A+B+C)</b>	<b>101,892,440</b>	<b>107,560</b>	<b>102,000,000</b>	<b>100</b>	<b>101,892,430</b>	<b>107,570</b>	<b>102,000,000</b>	<b>100</b>	<b>-</b>

## OASIS NUTRACEUTICALS LIMITED

### ii) SHAREHOLDING OF PROMOTERS:

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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.	Aditi AsimDalal	50,000	0.049	-	50,000	0.049	-	-
2.	Bhupendra C. Dalal	100,000	0.098	-	100,000	0.098	-	-
3.	SatyenBhupendraDalal	50,000	0.049	-	50,000	0.049	-	-
4.	Veena Milan Dalal	50,000	0.049	-	50,000	0.049	-	-
5.	AsimBhupendraDalal	50,000	0.049	-	50,000	0.049	-	-
6.	Cifco Limited	47,500	0.047	-	47,500	0.047	-	-
7.	Cifco Finance Limited	200,000	0.196	-	200,000	0.196	-	-
8.	Swarnadhara Holdings Pvt Ltd	200,000	0.196	-	200,000	0.196	-	-
9.	Cheshtha Holdings Pvt Ltd	200,000	0.196	-	200,000	0.196	-	-
10.	Satyajyoti Holdings Pvt Ltd	200,000	0.196	-	200,000	0.196	-	-
11.	Milan Investments Ltd	2,500	0.002	-	2,500	0.002	-	-
12.	Ornate Talcum Pvt Ltd	200,000	0.196	-	200,000	0.196	-	-
	<b>Total :</b>	<b>1,350,000</b>	<b>1.323</b>	<b>-</b>	<b>1,350,000</b>	<b>1.323</b>	<b>-</b>	<b>-</b>

### (iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

Sr.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
NO CHANGES DURING THE YEAR					



## OASIS NUTRACEUTICALS LIMITED

(iv) **SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):**

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
<b>1.</b>	<b>PRAGNA KEDIA</b>				
	At the beginning of the year	17,000,000	16.667	17,000,000	16.667
	No Changes during the year	-	-	17,000,000	16.667
	At the end of the year	-	-	17,000,000	16.667
<b>2.</b>	<b>KIRTI KEDIA</b>				
	At the beginning of the year	6,000,000	5.882	6,000,000	5.882
	No Changes during the year	-	-	6,000,000	5.882
	At the end of the year	-	-	6,000,000	5.882
<b>3.</b>	<b>CHANDRAKANT S. SHETH</b>				
	At the beginning of the year	5,967,799	5.851	5,967,799	5.851
	No Changes during the year	-	-	5,967,799	5.851
	At the end of the year	-	-	5,967,799	5.851
<b>4.</b>	<b>KALIMATA INVESTMENT CONSULTANCY PVT. LTD.</b>				
	At the beginning of the year	5,727,124	5.615	5,727,124	5.615
	No Changes during the year	-	-	5,727,124	5.615
	At the end of the year	-	-	5,727,124	5.615
<b>5.</b>	<b>WONDER VINCOM PVT. LTD.</b>				
	At the beginning of the year	4,548,704	4.460	4,548,704	4.460
	Purchase on 15.07.2016	150,000	0.147	4,698,704	4.607
	At the end of the year	-	-	4,698,704	4.607
<b>6.</b>	<b>SEGMENT AGENCIES PVT. LTD.</b>				
	At the beginning of the year	3,414,116	3.347	3,414,116	3.347
	Sale on 19.08.2016	(111,000)	(0.108)	3,303,116	3.238
	Purchase on 02.09.2016	111,000	0.108	3,414,116	3.347
	At the end of the year	-	-	3,414,116	3.347
<b>7.</b>	<b>FUNCTION FINANCIAL CONSULTANTS PVT. LTD.</b>				
	At the beginning of the year	3,019,055	2.960	3,019,055	2.960
	No Changes during the year	-	-	3,019,055	2.960
	At the end of the year	-	-	3,019,055	2.960
<b>8.</b>	<b>JALPA NILESH SHETH</b>				
	At the beginning of the year	2,803,575	2.749	2,803,575	2.749
	No Changes during the year	-	-	2,803,575	2.749
	At the end of the year	-	-	2,803,575	2.749
<b>9.</b>	<b>AAKRITI DEALERS PVT. LTD.</b>				
	At the beginning of the year	2,722,591	2.669	2,722,591	2.669
	No Changes during the year	-	-	2,722,591	2.669
	At the end of the year	-	-	2,722,591	2.669
<b>10.</b>	<b>BABITA AGARWAL</b>				
	At the beginning of the year	2,119,416	2.078	2,119,416	2.078
	No Changes during the year	-	-	2,119,416	2.078
	At the end of the year	-	-	2,119,416	2.078

## OASIS NUTRACEUTICALS LIMITED

### v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Shareholding of each Directors and each Key Managers	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.	<b>Mr. Rajkishore Maniyar</b>				
	At the Beginning of the Year	-	-	-	-
	Changes During the Year	-	-	-	-
	At the end of the year	-	-	-	-
2.	<b>Mr. Devanshu Desai</b>				
	At the Beginning of the Year	-	-	-	-
	Changes During the Year	-	-	-	-
	At the end of the year	-	-	-	-
3.	<b>Mr. Nitin Velhal</b>				
	At the Beginning of the Year	-	-	-	-
	Changes During the Year	-	-	-	-
	At the end of the year	-	-	-	-
4.	<b>Ms. Daksha Kakadiya</b>				
	At the Beginning of the Year	-	-	-	-
	Changes During the Year	-	-	-	-
	At the end of the year	-	-	-	-

### vi) INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>INDEBTEDNESS AT THE BEGINNING OF THE FINANCIAL YEAR</b>				
i. Principal Amount	-	4,095,657	-	4,095,657
ii. Interest due but not paid	-	9,215,092	-	9,215,092
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	13,310,749	-	13,310,749
<b>CHANGE IN INDEBTEDNESS DURING THE FINANCIAL YEAR</b>				
Additions	-	2,731,667	-	2,731,667
Reductions	-	(1,866,667)	-	(1,866,667)
<b>INDEBTEDNESS AT THE END OF THE FINANCIAL YEAR</b>				
i. Principal Amount	-	4,960,657	-	4,960,657
ii. Interest due but not paid	-	9,215,092	-	9,215,092
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	14,175,749	-	14,175,749

## OASIS NUTRACEUTICALS LIMITED

vii) **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

A) **REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER**

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager Mr. Rajkishore Maniyar (MD)	Total Amount
1.	Gross Salary	Nil	Nil

B. **REMUNERATION TO OTHER DIRECTORS:**

Sr. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Devanshu Desai	Ms. Daksha Kakadiya	
3.	<b>Independent Directors</b>			
	• Fee for attending board committee meetings	NIL	NIL	NIL
	<b>Total (1)</b>	NIL	NIL	NIL
4.	<b>Other Non-Executive Directors</b>			
	• Fee for attending board committee meetings	-	-	-
	<b>Total (2)</b>	NIL	NIL	NIL
	<b>Total (B)=(1+2)</b>	NIL	NIL	NIL
	<b>Total Managerial Remuneration</b>	NIL	NIL	NIL
	<b>Overall Ceiling as per the Act</b>	NIL	NIL	NIL

C. **REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD:**

During the year there the Company was not able to appoint such Key Managerial Personnel.

viii) **PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:** During the year there are no penalties / punishments / compounding fees is imposed by any of the authorities as mentioned against the company its directors and officers.



# OASIS NUTRACEUTICALS LIMITED

ANNEXURE B

## NOMINATION AND REMUNERATION POLICY

### OASIS NUTRACEUTICALS LIMITED (Formerly known as Sam Leaseco Limited)

<b>Policy Title</b>	Nomination and Remuneration Policy
<b>Authorised by</b>	Board of Directors

The Nomination and Remuneration Committee and this Policy shall be in compliance with provisions of Section 178(3) of the Companies Act, 2013 read along with the applicable rules thereto and SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (“Listing Regulation”). The Key Objectives of the Committee would be:

#### 1. OBJECTIVE

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- To evaluate performance of Board members and provide necessary report to Board for further evaluation of the Board;
- To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- To provide to Key Managerial Personnel and Senior Management rewards linked directly to their efforts, performance, dedication and achievement relating to the Company’s operations;
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial personnel’s and create competitive advantage;
- To devise a policy on Board diversity;
- To develop a succession plan for the Board and to regularly review the plan;

#### 2. DEFINITIONS

- “**Act**” means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- “**Board**” means Board of Directors of the Company.
- “**Directors**” mean Directors of the Company.
- “**Key Managerial Personnel**” means –
  - a) Chief Executive Officer or the Managing Director or the Manager or Whole-time director or Chief Financial Officer or Company Secretary.
  - b) “**Senior Management**” means Senior Management means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

## OASIS NUTRACEUTICALS LIMITED

### 3. COMPOSITION

- The Committee shall consist of a minimum three non-executive directors, majority of them being independent.
- Minimum two (2) members shall constitute a quorum for the Committee meeting.
- Membership of the Committee shall be disclosed in the Annual Report.
- Term of the Committee shall be continued unless terminated by the Board of Directors.
- Chairperson of the Committee shall be an Independent Director.
- Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
- Chairperson of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

### 4. ROLE OF COMMITTEE :Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee:

- The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).
- Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.
- The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/ post approval of the shareholders of the Company and Central Government, wherever required.

## OASIS NUTRACEUTICALS LIMITED

# JAIN RAHUL & ASSOCIATES

Company Secretaries

Form No. MR-3

### SECRETARIAL AUDIT REPORT

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

To,

The Members,

**OASIS NUTRACEUTICALS LIMITED**

**(Formerly Sam Leaseco Limited)**

H-4-5, Everest Building,

9<sup>th</sup> Floor Tardeo Road,

Mumbai – 400 034, Maharashtra

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Oasis Nutraceuticals Limited (CIN L51101MH1980PLC022765) (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 1956 (to the extent applicable) and the Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable to the Company during the Audit Period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

## OASIS NUTRACEUTICALS LIMITED

# JAIN RAHUL & ASSOCIATES

Company Secretaries

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit Period);
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not Applicable to the Company during the Audit Period);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not Applicable to the Company during the Audit Period);
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);
- (vi) As informed by the Company there are no laws which are specifically applicable to the Company during the year under review;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards I & II issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations;

*In terms of the provisions of Section 203 of the Companies Act, 2013 the Company is required to have Whole Time Key Managerial Personnel (KMP) as specified in clause (i), (ii) & (iii) of sub-section (1) of the said section, however the Company is yet to appoint KMP under (ii) and (iii) of sub-section (1) of Section 203 of the Act and the time allowed to comply with the said requirement has already elapse.*

*In terms of clause 38 of the Listing Agreement entered by the Company with BSE Limited ("Stock Exchange") and Regulation 14 of the Listing Regulation the Company is required to pay Listing Fees on or before 30th April in each year. However the Listing Fees for the financial year 2015 - 16 and 2016-17 has not yet been paid by the Company as also the application for change of name with Stock Exchange is yet to be processed.*

## OASIS NUTRACEUTICALS LIMITED

# JAIN RAHUL & ASSOCIATES

Company Secretaries

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We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors; Independent Directors and a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while there were no dissenting members as verified from the minutes.

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

We further report that during the audit period, there were no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Jain Rahul & Associates**  
Company Secretaries

Sd/-

**Rahul Jain**  
(Proprietor)

ACS No. 41518

C.P. No. 15504

Place: Mumbai  
Date: 30th May, 2017

**Note:** This report to be read with our letter of even date which is annexed as Annexure -1 and forms part of this Report.



## **OASIS NUTRACEUTICALS LIMITED**

# **JAIN RAHUL & ASSOCIATES**

Company Secretaries

Annexure - 1: Annexure to the Secretarial Audit Report for the year ended 31st March, 2017

To,  
The Members,  
**OASIS NUTRACEUTICALS LIMITED**  
**(Formerly Sam Leaseco Limited)**  
H-4-5, Everest Building,  
9<sup>th</sup> Floor, Tardeo Road,  
Mumbai – 400 034, Maharashtra

Our Secretarial Audit Report of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Where ever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Jain Rahul & Associates**  
Company Secretaries

Sd/-  
**Rahul Jain**  
(Proprietor)  
M.No. ACS 41518  
C.P. No. 15504

Place: Mumbai  
Date: 30th May, 2017

# OASIS NUTRACEUTICALS LIMITED

## ANNEXURE - D

### REPORT ON CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR 2016 - 17 (In accordance with Para – C Schedule – V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015)

#### 1. COMPANY'S PHILOSOPHY:

The Company's philosophy on Corporate Governance finds its roots in the rich legacy of ethical governance practices. This philosophy has been sought to be strengthened through the Code of Conduct. The Company will continue to focus its energies and resources in creating and safeguarding Shareholder's wealth and at the same time, protect the interest of all its Stakeholders.

#### 2. BOARD OF DIRECTORS:

##### 2.1 Composition:

The Board of Company is formed with the proper mix of Executive, Non-Executive and Independent Directors as at 31st March, 2017. The Board of Directors presently comprises of 4 (four) Directors, of which 2 (two) are Independent Non-Executive Directors. All Independent Directors are persons of eminence and bring a wide range of expertise and experience to the Board thereby ensuring the best interest of Stakeholders and the Company. None of the Directors are related to any other Directors on the Board. None of the Directors on the Board is a member of more than 10 committees and Chairman of more than 5 committees (as specified in Regulation 26 (1) of the Listing Regulation) across all the Companies in which he is a Director.

The details as required under clause 2; Para C of Schedule V to the Listing Regulation with respect to composition and category of Directors, the attendance record of the Directors at the Board Meetings held during the Financial year ended 31st March, 2017 and the Last Annual General Meeting (AGM), and details of their other Directorships, and Committee Chairmanships and Memberships are given below:

##### 2.2 Composition of Board and attendance record:

Name of Director	Category of Directorship	Attendance at		No. of other Directorships and other Committee Memberships / Chairmanship		
		Board Meetings	Last AGM	Other Directorships #	Committee Memberships ##	Committee Chairmanships
Mr. Rajkishore Maniyar	Executive, Managing Director	4	YES	1	-	-
Mr. Nitin Velhal	Executive	4	YES	5	1	
Mr. Devanshu Desai	Non-Executive Independent Director	4	-	3	-	-
Ms. Daksha Kakadiya	Non-Executive Independent Director	4	YES	1	-	-
Mr. Yogesh Gupta (Resigned w.e.f. 20.01.17)	Non-Executive	3	YES	1	-	-

# Alternate Directorships and directorships in private companies, foreign companies and Section 8 Companies are excluded.

## Represents Memberships / Chairmanships of Audit Committee, Nomination and Remuneration Committee.

**Notes: None of the Directors hold shares in the Company.**

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**2.3 Number of Board Meeting and date of Meeting:** During financial year 2016-17 Four (4) Board meetings were held and the gap between two meetings does not exceed four months. The details of the Board Meetings were as follows;

Date of Meeting	No. of Directors Entitled	No. of Directors Attended
30th May, 2016	5	5
13 <sup>th</sup> August, 2016	5	5
14 <sup>th</sup> November, 2016	5	5
14 <sup>th</sup> February, 2017;	4	4

The company does not pay any fees / Remuneration to any Non - Executive. Also, no sitting fee has been paid to any Non - Executive Director during the year.

### 3. AUDIT COMMITTEE:

The Audit Committee has been reconstituted from time to time in order to comply with the requirements of Regulation 18 of the Listing Regulation. The Audit Committee comprises of three Directors, and Ms. Daksha Kakadiya is the Chairman of the Audit Committee. Consequently the Company has an adequately qualified Audit Committee and its composition meets the requirements of section 177 of the Companies Act, 2013 and Regulation 18 of the listing Regulations.

In order to comply with the composition requirements of Regulation 18 of the Listing Regulations:

- Ms. Daksha Kakadiya, being an Independent Director and a member of the Audit committee was designated as the chairman of the Committee in place of Mr. Yogesh Gupta.
- the committee was reconstituted on 14.02.17 to induct Mr. Nitin Velhal as member in place of Mr. Yogesh Gupta who had resigned as Director w.e.f. 20.01.2017.

The Audit Committee met 4 times during the year under review on 30th May, 2016; 13th August, 2016; 14th November, 2016 and 14th February, 2017 the statutory auditors also attended the meeting and attendance of the members was as under;

Sl. No	Name of Directors	Position	Meetings Held	No. of Meetings Attended
1.	Ms. Daksha Kakadiya	Chairman	4	4
2.	Mr. Devanshu Desai	Member	4	4
3.	Mr. Nitin Velhal (inclusion w.e.f. 14.02.17)	Member	1	1
4.	Mr. Yogesh Gupta (Resigned w.e.f. 20.01.17)	Member	3	3

Terms of Reference:

- Overseeing of the entity's financial reporting process and the disclosure of its financial information to ensure that the financial state are correct, sufficient and credible;

## OASIS NUTRACEUTICALS LIMITED

- Recommending to the Board the appointment, Remuneration and terms of appointment of Statutory Auditors;
- Approval of payment to Statutory auditors for any other services rendered by them;
- To review the financial statements and auditor's report before submission to Board;
- To review the weakness in internal controls, if any reported by Statutory Auditors, etc;
- In addition, the powers and role of the Audit Committee are as laid down under Part C Schedule II of Listing Regulation; and the Companies Act, 2013.

**4. NOMINATION AND REMUNERATION COMMITTEE:** The Board has framed the Nomination and Remuneration Committee Policy which ensures effective compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulation.

Pursuant to Regulation 19 of the Listing Regulation the Nomination and Remuneration committee to be consist of only Non- Executive Directors. Consequent to resignation of Mr. Yogesh Gupta, Non-Executive Director the Nomination and Remuneration committee consist of only 2 (two) members and there being no other non-executive director in the Company Mr. Rajkishore Maniyar, Managing Director is inducted w.e.f. 30.5.2017, However the Committee Composition is not as per requirements of Regulation 19. Further, Ms. Daksha Kakadiya act as chairperson of the committee.

The Remuneration Committee met 1 (Once) during the year on 14<sup>th</sup> February 2017. The constitution of the committee and the attendance of each member during the year is as given below:

Name of Directors	Position	No. of Meetings Held	No. of Meetings Attended
Ms. Daksha Kakadiya	Member	1	1
Mr. Devanshu Desai	Member	1	1
Mr. Yogesh Gupta (resigned w.e.f. 20.01.2017)	Member	NA	NA

The terms of reference of the 'Remuneration Committee' are as follows:

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees;
- To carry out the evaluation of every Director's Performance;
- To evaluate the criteria for evaluation of Independent Directors and the Board;
- To help in determining the appropriate size, diversity and composition of the Board;
- To provide necessary report to the Chairman after the evaluation process is completed by the Director's
- To assist in developing a succession plan for the Board;
- To assist the Board in fulfilling responsibilities entrusted from time to time;
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.
- To perform such other functions as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended by such committee.

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The details of the remuneration paid to executive director are disclosed in the related party transactions in the notes to accounts section of the report. However, there is no sitting fees paid to Non - Executive / Independent Directors for attending Board and Committee Meetings.

5. **STAKEHOLDERS RELATIONSHIP / GRIEVANCE COMMITTEE:** The committee comprises of following Directors and detail of attendance at the meeting held on 14th Feb, 2017 is given below:

During the year the committee was reconstituted on 14.02.17 to comply with the composition requirements of the Listing Regulations and Ms. Daksha Kakadiya, Independent Director was inducted and designated as the Chairperson in place of Mr. Yogesh Gupta who has resigned as Director w.e.f. 20.01.2017.

Name of Directors	Position	No. of Meetings Held	No. of Meetings Attended
Mr. Daksha Kakadiya (Inducted w.e.f. 14.02.17)	Chairman	1	1
Mr. Nitin Velhal	Member	1	1
Mr. Rajkishore Maniyar	Member	1	1
Mr. Yogesh Gupta (exclusion w.e.f. 14.02.17)	Member	NA	NA

The Committee considers and resolves the grievances of the security holders of the Company including complaint related to transfer of shares, non receipt of annual report and non - receipt of declared dividends.

Details of Compliance officer:

Name : Mr. Rajkishore Maniyar  
 Email ID : samleaseco@gmail.com  
 Address : H-4-5, Everest Building, 9th Floor, Tardeo Road, Mumbai - 400 034  
 Telephone : 022 - 2352 4403

The Company during the year has not received any Complaints and there are no Shareholders complaint pending for Company's disposal.

6. **RISK MANAGEMENT POLICY:** Pursuant to provisions of Regulation 21, since the Company does not falls in the top 100 listed entities on the basis of market capitalization as at the end of the immediate previous financial year, the Company is require to constitute a Risk Management Committee.
7. **GENERAL MEETINGS:** The details of date, time and location of Annual General Meetings (AGM) / Extra Ordinary General Meetings (EGM) held in previous three years are as under:

AGM / EGM	Date	Time	Venue	Special Resolution
35 <sup>th</sup> AGM	30.09.2016	04:00 PM	H-4-5, Everest Building, 9th Floor, Tardeo Road, Mumbai – 400 034, Maharashtra	Approval and ratification under Section 27 of the Companies Act, 2013

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AGM / EGM	Date	Time	Venue	Special Resolution
34 <sup>th</sup> AGM	25.08.2015	4:00 PM	14, Krishna Kunj, Salasar Brij Bhumi Complex, Near Flyover Bridge, Bhayander (W), Thane – 401 101	No Special Resolution
33 <sup>rd</sup> AGM	30.09.2014	1:00 PM	1306, Orchid, Mantri Park, New Mahada, Near NNP Circle, Goregaon (E), Mumbai – 400 065, Maharashtra	No Special Resolution

### 8. POSTAL BALLOT:

During the year, pursuant to the provisions of the Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the Company has not passed any resolutions through Postal Ballot.

### 9. MEANS OF COMMUNICATION:

- a) The quarterly and Annual Results of the Company are sent to the Stock Exchange immediately after they are approved by the Board. The half yearly report is not sent separately to the Shareholders. Annual Reports are sent to the shareholders at their registered e-mail / registered address with the Company.
- b) The Quarterly and Annual Results of the Company are published in the prescribed performa within 48 hours of the conclusion of the meetings of the Board in which they are considered, at least in one English newspaper circulating in the whole of India and in one Vernacular newspaper of the State where the Registered office of the Company is situated.

**Website:** The Company's Website [www.oasisnutra.com](http://www.oasisnutra.com) contains a separate section "Investors forum" where the latest Shareholders information is available. The Quarterly and Annual Results are posted on the website. Comprehensive information about the Company, its business and operations, Press Release, Shareholding pattern, Investor's Contact details, etc.

### 10. GENERAL SHAREHOLDERS INFORMATION:

#### a. Annual General Meeting

Date and Time	:	Saturday, 30 <sup>th</sup> September, 2017
Venue	:	H-4-5, Everest Building, 9 <sup>th</sup> Floor Tardeo Road, Mumbai – 400 034, Maharashtra
Dates of Book Closure	:	Friday, 29 <sup>th</sup> September, 2017 to Saturday 30 <sup>th</sup> September, 2017
Financial Year	:	2016 - 2017

## OASIS NUTRACEUTICALS LIMITED

- b. Listing on Stock Exchanges and Stock Codes:** The Company's Equity Shares are listed on the BSE Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 and the current status of trading is under suspension due to surveillance measures .

The Company's Annual Listing Fees as applicable for the financial year 2016-17 is yet to be paid.

Script Code : 504345  
ISIN Equity : INE368N01024  
Face Value : Re.1 Per Share

- c. Market Price Data:** The monthly high / low market price of the Equity Shares of Re.1 each during the year 2016-17 at the BSE Limited is as under: **Current status of Listing is under suspension.**

- d. REGISTRAR & SHARE TRANSFER AGENTS:**

**Sharex Dynamic (India) Private Limited.**

Unit No.1, Luthra Ind, Premises, 1<sup>st</sup> floor, 44-E, M Vasanti Marg,  
Andheri-Kurla Road, Safed Pool, Andheri (East), Mumbai – 400072, Maharashtra

Tel: 91-22-22641376 / 22702485; Fax: 91-22641349

E-mail: info@sharexindia.com; Website: [www.sharexindia.com](http://www.sharexindia.com)

- e. Distribution of Shareholding:** The distribution of shareholding as on 31<sup>st</sup> March, 2017 is given below:

Sr. No.	No of Equity Shares	No. of Shareholders	No. of Shares (Re.1/-)	% of Total shares
1.	Upto to 100	225	7,086	0.01
2.	101 - 200	22	3,685	0.00
3.	201 - 500	20	8,285	0.01
4.	501 - 1,000	22	19,111	0.02
5.	1001 - 5,000	27	81,727	0.08
6.	5,001 - 10,000	13	106,498	0.10
7.	10,001 - 1,00,000	89	3,840,801	3.77
8.	1,00,001 & Above	98	97,932,807	96.01
	<b>Total</b>	<b>516</b>	<b>102,000,000</b>	<b>100</b>

- f. Dematerialisation of Shares and Liquidity:** The Company's shares are compulsorily traded in dematerialised form and are available for trading on both the Depositories in India – National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

Particulars of shares	Equity Shares of Re. 1/- each	
	Number	% of Total
Dematerialised form		
NSDL	45,811,928	44.91
CDSL	56,080,502	54.98
<b>Sub Total</b>	<b>101,892,430</b>	<b>99.89</b>
Physical form	107,570	0.11
<b>Total</b>	<b>102,000,000</b>	<b>100</b>

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**g. Address for Correspondence:**

Registered Office: H-4-5, Everest Building, 9th Floor Tardeo Road, Mumbai - 400 034, Maharashtra

Designated exclusive e-mail id for Investor servicing: samleaseco@gmail.com

Website: www.oasisnutra.com

**11. DISCLOSURES:**

- 1.1** There were no materially significant related party transactions i.e. transaction of the Company of material nature with its Promoters, Directors or the Management or their relatives etc. that would conflict with the interests of the Company.
- 1.2** No penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
- 1.3** Company has an established Vigil Mechanism and a Whistle Blower Policy (WBP) in line with Regulation 4(d)(iv) of the Listing Regulation. The Company affirms that no employee has been denied access to the Audit Committee.
- 1.4** All mandatory / non mandatory requirements as per Schedule II of the Listing Regulation has been complied with by the Company.
- 1.5** In terms of Regulation 17 of Listing Regulations the Managing Director made a certification i.e. (CEO / CFO Certificate) to the Board of Directors in the prescribed format for the year under review which has been reviewed by the Audit Committee and taken on record by the Board.

**12. Code of Conduct for Board Members and Senior Management:**

The Board of Directors of the Company has adopted the Code of Conduct for its members and Senior Management personnel of the Company and the code also includes the duties of Independent Directors as laid down in the Companies Act, 2013 and the same are to be posted on the Company's website www.oasisnutra.com

The Code highlights Corporate Governance as the cornerstone for sustained management performance, for serving all the Stakeholders and for instilling pride of association. The Code is applicable to all Directors and specified Senior Management Executives and shall act in accordance with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.

**13. Declaration affirming compliance of Code of Conduct:**

The Company has received confirmation from the Directors regarding compliance of the code of conduct during the year under review. A Declaration by Managing Director affirming compliance of Board Members to the code is also annexed herewith.

**a. Code of Conduct for Prevention of Insider Trading:**

In accordance with the Securities and Exchange Board of India (Prohibition and Insider Trading) Regulations, 2015 as amended (the Regulations) the Company has adopted the Code of Conduct for Prevention of Insider Trading for its Management and Directors. The Code lays down guidelines and procedures to be followed and disclosures to be made by directors, top level executives and staff whilst dealing in shares.



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**b. Reconciliation of Share Capital Audit Report:**

Share Capital Audit Report in terms of SEBI directive vide its circular CIR/MRD/DP/30/2010 dated 6th September, 2010, confirming that the total issued capital of the Company is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with National Security Depository Limited and Central Depository Services (India) Limited, is submitted to the Stock Exchanges where the shares of the Company is listed.

**c. Compliance Certificate by Auditors:**

The Company has obtained a certificate from the Statutory Auditors regarding compliance of conditions of corporate governance as stipulated in part E para C of Schedule V of Listing Regulations, which is annexed herewith.

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**AUDITOR'S CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE:**

We have examined the compliance of conditions of Corporate Governance by OASIS NUTRACEUTICALS LIMITED ('the Company') for the year ended March 31, 2017, as stipulated in the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation').

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations, as applicable.

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

**For Signhvi and Sancheti  
Chartered Accountants  
ICAI Firm Registration No. 110286W**

**Place: Mumbai  
Date: May 30, 2017**

**Sd/-  
H.M. Sancheti  
Partner  
Membership No. 043331**

## OASIS NUTRACEUTICALS LIMITED

### DECLARATION – CODE OF CONDUCT

As provided under Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, the Board of Directors and the Senior Management Personnel have confirmed compliance with the code of Conduct for the year ended 31st March, 2017

For Oasis Nutraceuticals Limited

Place: Mumbai  
Date: 30-05-2017

Sd/  
Rajkishore Maniyar  
Managing Director

### COMPLIANCE CERTIFICATE

[Pursuant to Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015]

To,  
Board of Directors  
Oasis Nutraceuticals Limited

We hereby certify that:

- A. We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2017 and to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. To the best of our knowledge there are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct and no instances of fraud took place;
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of the internal control systems of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and have taken steps to rectify the same, wherever found;
- D. We have indicated to the Auditors and the Audit Committee;
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies, if any, have been disclosed in the notes to the financial statements;
  - iii. instances of significant fraud and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Oasis Nutraceuticals Limited

Place: Mumbai  
Date: 30-05-2017

Sd/  
Rajkishore Maniyar  
Managing Director

# OASIS NUTRACEUTICALS LIMITED

## ANNEXURE - E

### MANAGEMENT DISCUSSION AND ANALYSIS

#### **Industry Structure And Developments :**

Nutraceuticals are the products that offer health as well as medicinal benefits, consisting of prevention and treatment of disease. The word 'NUTRACEUTICALS' is a combination of two words - nutrient and pharmaceuticals. Awareness about health care among Indians is growing day by day and pharmaceutical companies are betting big on Nutraceuticals business. Several pharma companies are introducing products in this category and predict a significant increase in their profits from this segment.

#### **Business Overview :**

Higher purchasing power has prompted Indians to be more health conscious and adopt a healthy diet routine completed with consumption of nutritional supplements. Huge customer base, increasing co-prescription with regular drugs, focus on preventive healthcare, rapid retail growth and e-commerce are some of the major drivers for the growth of the sector.

Indian nutraceuticals market is set to grow over two-fold by 2020 as consumers become more conscious towards health and fitness. The high growth rate of nutraceuticals - products that offer health as well as medicinal benefits.

#### **Financial And Operating Performance :**

The total income of the Company for the financial year 2016-17 was at Rs.630.43 Lakhs compared to Rs. 65.18 Lakhs during the previous year. The Company has net profit during the year of Rs.8.16 Lakhs as compared to Profit of Rs.37.35 Lakhs during the previous year. The Company expects to earn increased revenues in the near future.

#### **Segment Wise Performance :**

The Company's business is of dealing in nutraceuticals products only and not required to furnish segment wise performance.

#### **Human Resources :**

Human Resources are important asset of any business. The timely availability of professional team is one of the key challenges. The Company maintains healthy and motivating work environment through various measures. This will help the Company to retain and recruit professional work force. Initiatives are taken to upgrade the knowledge of the employees and to strengthen their managerial capabilities.

#### **Risks, Internal Control Systems And Their Adequacy :**

Internal risk is monitored by adopting effective internal control systems and procedures. The Company has adequate internal control procedure commensurate with its size and nature of the business. The internal control system is supplemented by extensive internal audits, regular reviews by management and well-documented policies and guidelines to ensure reliability of financial and all other records to prepare financial statements. The Company continuously upgrades these systems in line with best accounting practices.

#### **Cautionary Statement :**

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, changes in Government regulations, tax laws and other factors such as litigation and industrial relations.

## OASIS NUTRACEUTICALS LIMITED

### ANNEXURE - F

#### DETAILS OF REMUNERATION PURSUANT TO SUB - SECTION (12) OF SECTION 197 OF THE COMPANIES ACT, 2013

No.	Requirement	Information	
<b>(i)</b>	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year	<b>Director</b>	<b>Ratio</b>
		Mr. Rajkishore Maniyar	NA
		Mr. Nitin Velhal	NA
		Mr. Devanshu Desai	NA
		Ms. Daksha Kakadiya	NA
<b>(ii)</b>	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<b>Director</b>	<b>% Change</b>
		Mr. Rajkishore Maniyar	NA
		Mr. Nitin Velhal	NA
		Mr. Devanshu Desai	NA
		Ms. Daksha Kakadiya	NA
<b>(iii)</b>	The percentage increase in the median remuneration of employees in the financial year	Nil	
<b>(iv)</b>	The number of permanent employees on the rolls of Company	1 Employees during the year	
<b>(v)</b>	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	During the year remuneration of Employees (Non - Managerial) remained unchanged in over the previous year. And no remuneration was paid during the year to Managerial Personnel as the same was waived.	
<b>(vi)</b>	Affirmation that the remuneration is as per the remuneration policy of the company	We hereby affirm that the remuneration is as per the Remuneration Policy of the Company	

## **OASIS NUTRACEUTICALS LIMITED**

### **SINGHVI & SANCHETI**

Chartered Accountants

#### **INDEPENDENT AUDITORS' REPORT**

To the Members of Oasis Nutraceuticals Limited

##### **Report on the Financial Statements**

We have audited the accompanying financial statements of OASIS NUTRACEUTICALS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("The Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards prescribed 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 of 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 standalone 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 there under.

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. An audit also

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Chartered Accountants

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.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017, and its profit and its cash flows for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (CARO 2016) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure - A" statement on the matters specified in paragraph 3 and 4 of the Order to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules 2014, the extent applicable.
  - (e) On the basis of written representations received from the Directors as on March 31, 2017, and taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2017, from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to explanations given to us :

## OASIS NUTRACEUTICALS LIMITED

### SINGHVI & SANCHETI

Chartered Accountants

- i. The company has disclosed the impact of pending litigations on its financial position in its financial position in its standalone financial statements - refer Note 27 to the financial statements.
- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any. The Company did not have long term contracts including derivative contracts except forward contract.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- iv. The Company has provided requisite disclosures in the financial statements as to the holdings as well as dealing in Specified Bank Notes during the period from 8th November, 2016 to 31st December, 2016. Based on audit procedures and relying on the management representation, we report that the disclosures are in accordance with the books of account as maintained and produced to us by the Management.

**For Singhvi & Sancheti**  
Chartered Accountants  
FRN No. 110286W

**Sd/-**  
**H.M. Sancheti**  
Partner

Membership No. 043331

Place: Mumbai  
Date: 30.05.2017

## OASIS NUTRACEUTICALS LIMITED

### SINGHVI & SANCHETI

Chartered Accountants

#### ANNEXURE - A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of Oasis Nutraceuticals Limited on the standalone financial statements for the year ended March 31, 2017.

1.
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b) The Fixed Assets have been physically verified by the management at reasonable intervals, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Further, during the verification no material discrepancies between the book records and the physical fixed assets have been noticed.
  - c) The Company does not possess any immovable property and consequently clause 3 (i) (c) of the order is not applicable.
2. As explained to us, inventories have been physically verified by the management at regular intervals during the year. The discrepancies noticed on such physical verification as compared to book records were not material and have been appropriately dealt with in the books of accounts.
3. According to the information and explanations given to us, the company has not granted unsecured loans to Companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, no comments are required to be made on sub clause (a), (b) and (c) of clause 3.
4. In our opinion and according to the information and explanations given to us, in respect of loans, investments, guarantees, and security provided the Company has complied with the provisions of section 185 and 186 of the Companies Act, 2013.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
6. According to information and explanation given to us, the Central Government has not prescribed the maintenance of Cost Records by under sub-section (1) of Section 148 of the Companies Act, 2013, in respect of the activities carried on by the Company. Therefore paragraph 3(vi) of the order is not applicable.
7. (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Income-Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above



## OASIS NUTRACEUTICALS LIMITED

### SINGHVI & SANCHETI

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were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable, except for the income tax payable for the A.Y. 2016-17 amounting to Rs. 6,55,641/-.

- b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute except the details given below:

According to the records of the Company, disputed Municipal Property Tax together with Penalty not deposited on account of disputes are as follows:

Name of Statute	Nature of the dues	Amount (Rs.)	Period to which it relates	Forum where dispute is pending
Workman Compensation Act, 1923	Workmen compensation	45,174	1997-98	Labour Court
Transactions in Security Act, 1992	Loan	27,33,157	1993-94	The custodian under special court
Transactions in Security Act, 1992	Interest	92,15,092	1993-94 to 2011-12	The custodian under special court

8. In our opinion and according to the information and explanations given to us, the Company has not taken any loan either from Banks, financial institutions or from the government and has not issued any debentures and consequently clause 3 (viii) of the order is not applicable.
9. Based upon the audit procedures performed and the information and explanations given by the management, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the order are not applicable.
10. Based upon the audit procedures performed and the examination of the records, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
11. In our opinion and according to the information and explanations given to us, there is no managerial remuneration being paid and hence the Company is not required to comply with provision of Section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements, as required by the applicable accounting standards.

## OASIS NUTRACEUTICALS LIMITED

### SINGHVI & SANCHETI

Chartered Accountants

14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
16. In our opinion, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For Singhvi & Sancheti**  
Chartered Accountants  
FRN No. 110286W

Place: Mumbai  
Date: 30.05.2017

Sd/-  
**H.M. Sancheti**  
Partner  
Membership No. 043331

## **OASIS NUTRACEUTICALS LIMITED**

### **SINGHVI & SANCHETI**

Chartered Accountants

**“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Oasis Nutraceuticals Limited**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Oasis Nutraceuticals Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

## OASIS NUTRACEUTICALS LIMITED

### SINGHVI & SANCHETI

Chartered Accountants

#### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Singhvi & Sancheti**  
Chartered Accountants  
FRN No. 110286W

Sd/-  
**H.M. Sancheti**  
Partner

Membership No. 043331

Place: Mumbai  
Date: 30.05.2017

# OASIS NUTRACEUTICALS LIMITED

## BALANCE SHEET AS AT MARCH 31, 2017

Sr. No.	Particulars	Note Nos.	As at 31.03.2017 ₹	As at 31.03.2016 ₹
<b>A.</b>	<b>EQUITY AND LIABILITIES:</b>			
<b>I)</b>	<b>SHAREHOLDERS' FUNDS:</b>			
a)	Share Capital	2	102,000,000	102,000,000
b)	Reserves And Surplus	3	10,424,641	9,608,915
c)	Money Received Against Share Warrants		0	0
			<b>112,424,641</b>	<b>111,608,915</b>
<b>II)</b>	<b>SHARE APPLICATION MONEY PENDING ALLOTMENT</b>		0	0
<b>III)</b>	<b>NON-CURRENT LIABILITIES</b>			
a)	Long - Term Borrowings	4	4,960,657	4,095,657
b)	Deferred Tax Liability (Net)		0	0
c)	Other Long Term Liabilities	5	9,215,092	9,215,092
d)	Long - Term Provisions		0	0
			<b>14,175,749</b>	<b>13,310,749</b>
<b>IV)</b>	<b>CURRENT LIABILITIES</b>			
a)	Short Term Borrowings		0	0
b)	Trade Payables			
	- to micro small and medium enterprise		0	0
	- to others		40,852,020	0
c)	Other Current Liabilities	6	571,612	402,223
d)	Short - Term Provisions	7	707,541	2,103,673
			<b>42,131,173</b>	<b>2,505,896</b>
	<b>TOTAL ₹</b>		<b>168,731,563</b>	<b>127,425,560</b>
<b>B)</b>	<b>ASSETS :</b>			
<b>I)</b>	<b>NON - CURRENT ASSETS</b>			
a)	Fixed Assets			
	(i) Tangible Assets	8	1,056	1,794
	(ii) Intangible Assets		0	0
	(iii) Capital Work - In - Progress		0	0
	(iv) Intangible Assets Under Development		0	0
b)	Non - Current Investment	9	922,072	922,865
c)	Deferred Tax Assets (Net)	10	1,936	1,961
d)	Long - Term Loans and Advances	11	108,672,604	115,157,560
e)	Other Non - Current Assets	12	0	400,832
			<b>109,597,668</b>	<b>116,485,012</b>
<b>II)</b>	<b>CURRENT ASSETS</b>			
a)	Current Investment	13	10,045,214	10,045,214
b)	Inventories	14	241,152	0
c)	Trade Receivables	15	47,671,045	800,000
d)	Cash & Cash Equivalents	16	125,945	95,333
e)	Short - Term Loans & Advances		0	0
f)	Other Current Assets	17	1,050,539	0
			<b>59,133,895</b>	<b>10,940,547</b>
	<b>TOTAL ₹</b>		<b>168,731,563</b>	<b>127,425,560</b>
	<b>SIGNIFICANT ACCOUNTING POLICIES</b>	1		
	<b>NOTES ON FINANCIAL STATEMENTS</b>	2-39		
As per our report of even date <b>For Singhvi &amp; Sancheti</b> Chartered Accountants FRN No. 110286W			<b>For and on behalf of the Board</b>	
Sd/- <b>H.M. Sancheti</b> Partner Membership No. 043331 Place : Mumbai, Date : 30.05.2017			Sd/- <b>Rajkishore Maniyar</b> Managing Director DIN 01687800	Sd/- <b>Nitin Velhal</b> Director DIN 00820859

## OASIS NUTRACEUTICALS LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

Sr. No.	Particulars	Note No.	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
I)	Revenue from operation	18	58,193,978	1,098,055
II)	Other Income	19	4,849,938	5,420,209
III)	<b>TOTAL REVENUE (I+II)</b>		<b>63,043,916</b>	<b>6,518,264</b>
IV)	<b>EXPENSES</b>			
a)	Cost of Materials Consumed		0	0
b)	Purchase of Stock - in - trade	20	60,088,377	1,097,370
c)	Changes in Inventories of Finished Goods	21	-241,152	0
d)	Employee Benefits Expenses	22	507,500	315,500
e)	Depreciation and Amortisation Expenses	8	738	1,258
f)	Finance Costs	23	166,667	0
g)	Other Expenses	24	1,341,225	172,319
	<b>TOTAL EXPENSES</b>		<b>61,863,355</b>	<b>1,586,447</b>
V)	<b>Profit Before Exceptional And Extra - Ordinary Items &amp; Tax (III-IV)</b>		<b>1,180,561</b>	<b>4,931,817</b>
VI)	Exceptional Items		0	0
VII)	<b>Profit Before Extraordinary Items &amp; Tax (V - VI)</b>		<b>1,180,561</b>	<b>4,931,817</b>
VIII)	Extraordinary Items		0	0
IX)	<b>Profit Before Tax (III-IV)</b>		<b>1,180,561</b>	<b>4,931,817</b>
X)	<b>Tax Expenses</b>			
a)	Current Tax & Prior Year		364,810	1,197,122
b)	Deferred Tax Assets		25	-110
	<b>TOTAL TAX EXPENSES</b>		<b>364,835</b>	<b>1,197,012</b>
XI)	<b>PROFIT FOR THE PERIOD (IX - X)</b>		<b>815,726</b>	<b>3,734,805</b>
XII)	<b>EARNINGS PER EQUITY SHARE (Face Value Re.1):</b>			
a)	Basic		0.01	0.04
b)	Diluted		0.01	0.04
	<b>SIGNIFICANT ACCOUNTING POLICIES NOTES ON FINANCIAL STATEMENTS</b>	<b>1 2-39</b>		

As per our report of even date

**For Singhvi & Sancheti**  
Chartered Accountants  
FRN No. 110286W

Sd/-  
**H.M. Sancheti**  
Partner  
Membership No. 043331

Place : Mumbai,  
Date : 30.05.2017

**For and on behalf of the Board**

Sd/-  
**Rajkishore Maniyar**  
Managing Director  
DIN 01687800

Sd/-  
**Nitin Velhal**  
Director  
DIN 00820859

## OASIS NUTRACEUTICALS LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

	Particulars	For the year ended March 31, 2017 ₹	For the year ended March 31, 2016 ₹
A)	<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>		
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	1,180,561	4,931,817
	<b>ADJUSTMENT FOR :</b>		
	Depreciation, Amortisation and Impairment	738	1,258
	Dividend Income	0	-5,400
	Finance Cost	166,667	0
	Loss on Sale of Investment	144	521
	(Profit) / Loss on Diminution of Value of Shares	-31	-1,058,513
	Miscellaneous expenditure written off	400,832	400,832
		<b>568,350</b>	<b>-661,302</b>
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	<b>1,748,911</b>	<b>4,270,516</b>
	<b>ADJUSTMENT FOR :</b>		
	(Increase) / Decrease in Trade receivable	-46,871,045	0
	(Increase) / Decrease in Inventories	-241,152	0
	(Increase) / Decrease in other current assets	5,554,604	-4,797,890
	Increase / (Decrease) Trade Payable	40,852,020	0
	Increase / (Decrease) other liabilities & Provisions	221,289	336,470
		<b>-484,284</b>	<b>-4,461,420</b>
	<b>CASH GENERATED FROM OPERATIONS</b>	<b>1,264,627</b>	<b>-190,904</b>
	Income Tax Paid / (Refund) (net)	1,933,029	541,481
	<b>NET CASH FROM OPERATING ACTIVITIES</b> A)	<b>-668,402</b>	<b>-732,385</b>
B)	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>		
	Proceeds from Sale of Investments	681	1,082
	Dividend received	0	5,400
	<b>NET CASH FROM / (USED IN) INVESTING ACTIVITIES</b> B)	<b>681</b>	<b>6,482</b>
C)	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
	Proceeds of Long Term Borrowing	698,333	0
	<b>NET CASH USED IN FINANCING ACTIVITIES</b> C)	<b>698,333</b>	<b>0</b>
	<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS</b> (A+B+C)	<b>30,612</b>	<b>-725,903</b>
	Cash and Cash Equivalent at the Beginning of the year	<b>95,333</b>	<b>821,236</b>
	Cash and Cash Equivalent at the End of the year	<b>125,945</b>	<b>95,333</b>

As per our report of even date

**For Singhvi & Sancheti**

Chartered Accountants

FRN No. 110286W

Sd/-

**H.M. Sancheti**

Partner

Membership No. 043331

Place : Mumbai,

Date : 30.05.2017

**For and on behalf of the Board**

Sd/-

**Rajkishore Maniyar**

Managing Director

DIN 01687800

Sd/-

**Nitin Velhal**

Director

DIN 00820859

## **OASIS NUTRACEUTICALS LIMITED**

### **NOTE 1 : SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2017:**

**A. GENERAL INFORMATION:**

Oasis Nutraceuticals Limited ('the Company') is a public limited Company domiciled in the city of Mumbai, Maharashtra. The equity shares of the Company are listed on BSE Limited.

**B. BASIS OF PREPARATION OF ACCOUNTS:**

The accompanying financial statements have been prepared and presented under the historical cost convention, on the accrual basis of accounting, in accordance with the generally accepted accounting principles in India ("GAAP"), the provisions of the Companies Act, 2013 to the extent notified and applicable and the mandatory accounting standards specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 to the extent applicable and in the manner so required.

**C. USE OF ESTIMATES:**

The preparation of financial statements in conformity with GAAP 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 reported amounts of revenue and expenses for the year. Actual results could differ from these estimates. These estimates are evaluated are based upon management's best knowledge of current events and actions and based on historical experience and on various other assumptions that are believed to be reasonable. Any revision to estimates or difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

**D. FIXED ASSETS:**

**a) TANGIBLE ASSETS:**

Fixed assets are accounted for on historical cost basis (inclusive of the cost of installation and other incidental costs till commencement of commercial production) net of recoverable taxes, less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for intended use.

Expenditure on renovation/ modernisation relating to existing fixed assets is added to the cost of such assets where it increases its performance/life significantly.

**b) DEPRECIATION:**

Depreciation on fixed assets is provided on written down value basis over the useful life of the assets estimated by the management, in the manner prescribed in Schedule II of the Companies Act, 2013.

Depreciation on addition or on sale / discard of an assets is provided on pro-rata basis from / upto the date of addition or on sale / discard.

**E. REVENUE RECOGNITION:**

a) Sale Revenue is recognized net of trade discount, on transfer of the significant risks and rewards of ownership of the goods to the buyer and it is reasonable to expect ultimate collection. Sale revenue excludes the sales tax/VAT which is recoverable from the buyer.



## OASIS NUTRACEUTICALS LIMITED

- b) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.
- c) Dividend is recognized when the right to receive is established.

### F. PROVISIONS AND CONTINGENT LIABILITIES:

A Provision is created when an enterprise has a present obligation arising as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation, at the balance sheet date and are not discounted to its present value.

A disclosure for Contingent Liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made.

### G. INVESTMENTS:

- a) Investments that are intended to be held for more than a year from the date of acquisition and those having fixed maturity period of more than a year are classified as long-term Investments and are stated at cost. Provision for diminution in value of long-term investment is made, if the diminution in value is other than temporary.
- b) Current investments are valued at cost or market value, whichever is lower, on scrip wise basis.
- c) Reclassification of investment is made at the lower of cost and fair value at the date of transfer wherever available.

### H. INVENTORY VALUATION:

Inventory comprises of finished goods which are valued at cost.

### I. IMPAIRMENT OF ASSETS:

- a) At each Balance Sheet date, the Company determines whether a provision should be made for impairment loss on fixed assets by considering the indications that an impairment loss may have occurred in accordance with Accounting Standard (AS)-28 "Impairment of Assets".
- b) After Impairment, depreciation is provided on the revised carrying amount of the assets.
- c) A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if no impairment loss had been recognized.

### J. Employee Benefits

- a) Liability towards Gratuity is considered as the defined benefit scheme and is recognized on the basis of actuarial valuation on projected unit credit method at balance sheet date.

## OASIS NUTRACEUTICALS LIMITED

- b) Earned Leave which is encashable is considered as long term benefit and is provided on the basis of actuarial valuation on projected unit credit method at balance sheet date.
- c) The benefits in the form of contribution to Provident Fund and Employee State Insurance are considered as the defined contribution schemes and are recognized on the basis of the amount paid or payable for the period during which services are rendered by the employees.

### **K. TAXATION:**

Provision for current taxes is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred Tax resulting from “timing differences” between taxable and accounting income is accounted for using the tax rates and laws that have been substantially enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.

### **L. Cash Flow Statement:**

Cash flow are reported using the indirect method, whereby profit / loss before extraordinary items and tax is adjusted for the effects of transactions of non – cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### **M. Cash Flow Statement:**

Cash flow are reported using the indirect method, wherby profit / loss before extraordinary items and tax is adjusted for the effects of transactions of non – cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

### **N. Cash & Cash Equivalent:**

Cash and cash equivalent includes cash on hand, and deposits maintained with banks which can be withdrawn by the company at any point of time.

### **O. EARNING PER SHARE:**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

## OASIS NUTRACEUTICALS LIMITED

### NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

#### 2. Share Capital

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
<b>AUTHORISED CAPITAL</b>		
20,00,00,000 Equity Shares of Rs.1/- each (Previous year 20,00,00,000 Equity Shares of Rs.1/- each)	200,000,000	200,000,000
	<b>200,000,000</b>	<b>200,000,000</b>
<b>Issued Subscribed and Paid up Capital</b>		
10,20,00,000 Equity Shares of Rs. 1/- each fully paid up (Previous Year 10,20,00,000 Equity Shares of Rs. 1/- each)	102,000,000	102,000,000
<b>TOTAL ₹</b>	<b>102,000,000</b>	<b>102,000,000</b>

#### 2.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
<b>Equity shares with voting rights</b>		
<b>Shares Outstanding at the Beginning of the Year</b>		
- Number of Shares	102,000,000	102,000,000
- Amount ₹	102,000,000	102,000,000
<b>Additions During the Year</b>		
- Number of Shares	0	0
- Amount ₹	0	0
<b>Deductions During the Year</b>		
- Number of Shares	0	0
- Amount ₹	0	0
<b>Shares Outstanding at the end of the Year</b>		
- Number of Shares	102,000,000	102,000,000
- Amount ₹	102,000,000	102,000,000

#### 2.2 Terms and Rights attached to Equity Shares

- > The Company has only one class of equity shares having a par value of Re.1/-. Each holder of equity shares is entitled to one vote per share.
- > The Dividend proposed by the Board of Directors is subject to the approval of shareholders except in case of interim dividend.
- > In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution to all preferential amount, in proportion to the shareholding.

## OASIS NUTRACEUTICALS LIMITED

### 2.3 Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Kirti Kedia	Number of Shares held	6,000,000
	% holding in that class of shares	5.88
Pragna Kedia	Number of Shares held	17,000,000
	% holding in that class of shares	16.67
Chandrakant Sobhagyanchand	Number of Shares held	5,967,799
	% holding in that class of shares	5.85

### 3 RESERVES AND SURPLUS :

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
General Reserve	177,500	177,500
Special Reserve	22,000	22,000
Security Premium	10,000,000	10,000,000
<b>Surplus</b>		
Opening Balance	-590,585	-4,325,390
Add : Net Profit after tax transferred from Statement of Closing Balance	815,726	3,734,805
	<b>225,141</b>	<b>-590,585</b>
<b>TOTAL Rs.</b>	<b>10,424,641</b>	<b>9,608,915</b>

### 4. LONG TERM BORROWINGS :

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
<b>Unsecured borrowings</b>		
<u>Loan &amp; Advances from Related Parties</u>		
From Director and its relatives	65,000	210,000
Loan & Advances from From Others	4,895,657	3,885,657
<b>TOTAL Rs.</b>	<b>4,960,657</b>	<b>4,095,657</b>

### 5 OTHER LONG TERM LIABILITIES :

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Others: Interest Accrued	9,215,092	9,215,092
<b>TOTAL Rs.</b>	<b>9,215,092</b>	<b>9,215,092</b>

## OASIS NUTRACEUTICALS LIMITED

### 6 OTHER CURRENT LAIBILITIES

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Provision for Expenses and Others	571,612	402,189
VAT Payable	0	34
<b>TOTAL Rs.</b>	<b>571,612</b>	<b>402,223</b>

### 7. SHORT TERM PROVISIONS

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Provision for employee benefits	51,900	0
<b>Provision - Others:</b>		
Income Tax Provision for A.Y. 2015-16	0	1,448,032
Income Tax Provision for A.Y. 2016-17	655,641	655,641
<b>TOTAL Rs.</b>	<b>707,541</b>	<b>2,103,673</b>

### 8 FIXED ASSETS

	Description	Gross Block			Depreciation Block				Net Block		
		As on 01.04.2016	Addi- tions	Dedu- ctions	As on 31.03.2016	As on 01.04.2016	For the Year	Dedu- ctions	As on 31.03.2017	As on 31.03.2017	As on 31.03.2016
1	<b>TANGIBLE ASSETS</b>										
	Furniture & Fixture	11,536	0	0	11,536	9,742	738	0	10,480	1,056	1,794
	<b>TOTAL Rs.</b>	11,536	0	0	11,536	9,742	738	0	10,480	1,056	1,794
	PREVIOUS YEAR	11,536	0	0	11,536	8,484	1,258	0	9,742	1,794	3,052

### 9 NON-CURRENT INVESTMENTS :

Particulars	Face Value	No. of Shares	As at 31.03.2017 ₹	No. of Shares	As at 31.03.2016 ₹
<b>Long Term Investments</b>					
<b>NON -TRADE:In Equity Shares - Quoted, fully paid up</b>					
Industrial Finance Corporation of India Limited	10	100	4,210	100	4,210
RDB Realty Infrastructure Limited.	10	1,875	48,702	1,900	49,495
Reliance Infrastrucure Limited	10	100	7,000	100	7,000
State Bank of India Limited	10	2,500	55,000	2,500	55,000
Unno Industries Limited	1	116,453	695,224	116,453	695,224

## OASIS NUTRACEUTICALS LIMITED

Particulars	Face Value	No. of Shares	As at 31.03.2017 ₹	No. of Shares	As at 31.03.2016 ₹
<b>In Equity Shares - Unquoted, fully paid up</b>					
Gateway Chemist Ltd	10	250	2,500	250	2,500
Pasupati Fabrics Ltd	10	5,000	50,000	5,000	50,000
Samata Sahakari Bank Ltd	10	2,040	51,000	2,040	51,000
<b>In Bond - unquoted, fully paid up</b>		<b>No. of Bond</b>		<b>No. of Bond</b>	
UTI ARS Bonds	10	536	8,435	536	8,435
			922,072		922,865
Aggregate amount of quoted investments			810,136		810,929
Aggregate market value of quoted investments			915,783		652,877
Aggregate amount of unquoted investments			111,935		111,935

### 10 DEFERRED TAXES ASSETS (Net) :

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Deferred Tax Assets	1,936	1,961
<b>TOTAL Rs.</b>	<b>1,936</b>	<b>1,961</b>

### 11. LONG TERM LOANS AND ADVANCES

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
<b>Unsecured Considered Good</b>		
Capital Advances	28,000,000	28,000,000
Inter Corporate loans & Advances	77,975,005	82,771,424
<b>Other Loans and Advances :</b>		
- Advance Recoverable in Cash Or in Kind for Value to be received	1,697,599	1,697,599
- Others	1,000,000	2,688,537
<b>TOTAL Rs.</b>	<b>108,672,604</b>	<b>115,157,560</b>

### 12 OTHER NON CURRENT ASSETS

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
<b>Others</b>		
Miscellaneous Expenses	0	400,832
<b>TOTAL Rs.</b>	<b>0</b>	<b>400,832</b>

## OASIS NUTRACEUTICALS LIMITED

### 13. CURRENT INVESTMENT

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
<b>In Equity Shares - Quoted, fully paid up</b>		
Grandma Trading and Agencies Ltd (C.Y. 4,72,323 Shares of Re. 1 & P.Y. 4,72,323 of Re. 1)	10,045,214	10,045,214
	<b>10,045,214</b>	<b>10,045,214</b>
Aggregate amount of quoted investments	10,045,214	10,045,214
Aggregate market value of quoted investments	3,306,261	10,045,214
Aggregate amount of unquoted investments	0	0

### 14. INVENTORIES

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Finished Goods	241,152	0
<b>TOTAL Rs.</b>	<b>241,152</b>	<b>0</b>

### 15 TRADE RECEIVABLES :

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
<b>Unsecured</b>		
<b>Outstanding for a period exceeding six months from due date</b>		
i) Considered good	650,000	800,000
ii) Considered doubtful	0	0
<b>Other Debts</b>		
i) Considered good	47,021,045	0
ii) Considered doubtful	0	0
<b>TOTAL Rs.</b>	<b>47,671,045</b>	<b>800,000</b>

### 16. CASH & CASH EQUIVALENT :

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
Cash on Hand	18,191	5,642
Balance with Banks in - Current Account	107,754	89,691
<b>TOTAL Rs.</b>	<b>125,945</b>	<b>95,333</b>

## OASIS NUTRACEUTICALS LIMITED

### 17. OTHER CURRENT ASSETS

Particulars	As at March 31, 2017 ₹	As at March 31, 2016 ₹
MVAT Receivable 2016-17	930,352	0
TDS Receivable AY 2017 - 18	120,187	0
<b>TOTAL Rs.</b>	<b>1,050,539</b>	<b>0</b>

### 18. INCOME FROM OPERATION:

Particulars	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
Sales	58,193,978	1,098,055
<b>TOTAL Rs.</b>	<b>58,193,978</b>	<b>1,098,055</b>

### 19. OTHER INCOME

Particulars	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
Dividend	0	5,400
Interest Income	4,849,938	5,414,809
<b>TOTAL Rs.</b>	<b>4,849,938</b>	<b>5,420,209</b>

### 20. PURCHASE OF STOCK - IN - TRADE:

Particulars	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
Purchase	60,088,377	1,097,370
<b>TOTAL Rs</b>	<b>60,088,377</b>	<b>1,097,370</b>

### 21. CHANGES IN INVENTORIES OF FINISHED GOODS

Particulars	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
Finished Goods at the Beginning of the Period	0	0
Finished Goods at the End of the Period	241,152	0
<b>TOTAL Rs.</b>	<b>-241,152</b>	<b>0</b>



## OASIS NUTRACEUTICALS LIMITED

### 22. EMPLOYEE BENEFIT EXPENSES

Particulars	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
Salary & wages	507,500	315,500
<b>TOTAL Rs.</b>	<b>507,500</b>	<b>315,500</b>

### 23. FINANCE COST

Particulars	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
Interest Paid	166,667	0
<b>TOTAL Rs.</b>	<b>166,667</b>	<b>0</b>

### 24. OTHER EXPENSES

Particulars	For the year ended 31.03.2017 ₹	For the year ended 31.03.2016 ₹
Advertising Expenses	35,150	32,484
Auditors Remuneration	34,500	34,350
Bank Charges	4,049	4,356
BSE Processing Fees	28,750	0
Conveyance Expenses	58,775	50,426
Custodial Fee	127,337	103,050
Legal & Professional Fees	21,663	15,618
Listing Fees	224,720	229,000
Misc. Expenditure Writeoff	400,832	400,832
Office General Expenses	91,200	72,218
Postage And Courier	43,800	38,450
Printing & Stationery	47,150	64,475
Provision For Diminution In Value Of Investments	-31	-1,058,513
Registrar Fee	26,711	41,256
Research & Development	63,233	0
Staff Welfare Expenses	68,500	75,650
Transport Expenses	31,395	0
Miscellaneous Expenses	33,491	68,667
<b>TOTAL Rs.</b>	<b>1,341,225</b>	<b>172,319</b>

## OASIS NUTRACEUTICALS LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

**25. IN THE OPINION OF THE DIRECTORS:**

- a. The Current Assets and Loans & Advances are approximately of the value stated in the financial statement, if realized in the ordinary course of business.
- b. The provision for depreciation and for all known liabilities is adequate and not in excess of the amount reasonably necessary.

**26. SEGMENT REPORTING:**

The Company is engaged in the trading of the products of same type/class and has no overseas operations/units and as such there is no reportable segment as per Accounting Standard (AS-17) dealing with the segment reporting.

**27. CONTINGENT LIABILITIES NOT PROVIDED FOR:**

- a. The Liability for workman compensation of Rs. 45,174/- is disputed by the company and the matter is lying in Labour Court.
- b. The liability for Loan amount Rs. 2,733,157/- is not provided as the matter is pending with the custodian under special court Trial of offence relating to transactions in Security Act, 1992.
- c. The liability for interest amount Rs. 9,215,092/- is not provided as the matter is pending with the custodian under special court Trial of offence relating to transactions in Security Act, 1992.

**28. EARNINGS PER SHARE:**

PARTICULARS	2016 – 17	2015 – 16
Profit after Tax (Rs.)	815,726	3,734,805
No. of shares outstanding	102,000,000	102,000,000
Weighted Average no. of shares + potential shares outstanding	102,000,000	102,000,000
Earnings per share (Basic) (Rs.)	0.01	0.04
Earnings per share (Diluted) (Rs.)	0.01	0.04

**29. REMUNERATION TO AUDITORS:**

PARTICULARS	2016 – 17	2015 – 16
Audit Fees	34,500	34,350
Taxation Matters	0	0
Total :	<b>34,500</b>	<b>34,350</b>

**30. RELATED PARTY DISCLOSURES (AS – 18):**

**A. List of related parties and relationship:**

**a. Key Management Personnel (KMP) :**

- Mr. Rajkishore Maniyar
- Mr. Nitin EknathVelhal
- Mr. Devanshu Desai
- Ms. Daksha Kakadiya

## OASIS NUTRACEUTICALS LIMITED

- b. Entities in which Key Management Personnel or their Relatives have significance influence**
- Perfect Vitamins Private Limited (Mr. Rajkishore Maniyar is the Director)
  - S. Ramdas (Mr. Milan Dalal is Proprietor)
- c. Relatives of Key management Personnel:**
- Sandeep Kumar Maniyar

Sr.No.	Transaction	Related Entities	Relatives of KMP	Key Management Personnel
<b>1.</b>	<b>Purchase of goods</b>			
	Perfect Vitamins Pvt Ltd	19,106,663 (Nil)	— —	— —
<b>2.</b>	<b>Sale of Goods</b>			
	Perfect Vitamins Pvt Ltd	1,094,474 (Nil)	— —	— —
<b>3.</b>	<b>Loans and Advances Recd.</b>			
	Rajkishore Maniyar	— —	— —	— (25,000)
	Sandeep Kumar Maniyar	—	65,000 (Nil)	—
<b>4.</b>	<b>Loans and Advances Paid Back</b>			
	Rajkishore Maniyar	— —	— —	— (25,000)

Sr.No.	Closing Balance	Related Entities	Relatives of KMP	Key Management Personnel
<b>1.</b>	<b>Unsecured Loans</b>			
	Sandeep Kumar Maniyar	— —	65,000 (Nil)	— —
	Yogesh Gupta	—	—	210,000 (210,000)
<b>2.</b>	<b>Outstanding Receivable</b>			
	S. Ramdas	1,697,599	—	—
		1,697,599	—	—
<b>3.</b>	<b>Trade Payable</b>			
	Perfect Vitamins Pvt Ltd	6,560,013 (Nil)	— —	— —

Note: (Figures in bracket are for the year ended 31 March, 2016)

- 31.** Reporting under Schedule V of SEBI (LODR), 2015, is not applicable to the company, as there is no loan given to subsidiary or Associates as defined under section 186 of the Companies Act, 2013 and no loans and advances are given which is outstanding for a period of more than seven years.

## OASIS NUTRACEUTICALS LIMITED

32. Details of Companies as required to be given under section 186(4) of the Companies Act, 2013 are forming part of the financial statements.
33. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Revised Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – noncurrent classification of assets and liabilities.
34. The Company had incurred heavy expenditure on Filing fees to Registrar of Companies, BSE Ltd and Preferential Share Issue, since the amount incurred was very high, the management has decided to write it off in a span of five years, the same practice was followed from old Companies Act, 1956 and even in Revised Schedule VI of the Companies Act, 1956. The same practice is continued and followed in Schedule III of the Companies Act, 2013. However, the above expenditure has been written off completely during the financial year.
35. Details of Specified Bank Notes (SBN) held and transacted during the period from 8 November, 2016 to 30 December, 2016 are as under:

	Amount (Rs.)
<b>Closing cash in hand as on 08.11.2016</b>	<b>250,891</b>
Add: Permitted Receipts	0
Add: Amount withdrawn from Banks	100,000
Less: Permitted Payments	Nil
Less: Amount deposited in Banks	250,000
<b>Closing cash in hand as on 30.12.2016</b>	<b>100,891</b>

36. Foreign Currency Exposure:  
Earnings and expenditure in foreign currency during the current and previous financial year – NIL
37. There was no amount due as on 31st March, 2017 as reported to us from/to Micro, small & Medium Enterprises as per MSMED Act, 2006.
38. There is no amount due and outstanding to be credited to Investors Education & Protection Fund.
39. The previous year's figures have been regrouped and rearranged wherever necessary to make in compliance with the current financial year.

As per our report of even date.

**For Singhvi&Sancheti**  
**Chartered Accountants**  
**FRN. 110286W**

**For and on behalf of the Board**

**Sd/-**  
**H.M. Sancheti**  
**Partner**  
**M. No. : 043331**

**Sd/-**  
**Rajkishore Maniyar**  
**Managing Director**  
**DIN 01687800**

**Sd/-**  
**Nitin Velhal**  
**Director**  
**DIN 00239016**

**Place: Mumbai**  
**Date: 30.05.2017**

# OASIS NUTRACEUTICALS LIMITED

(Formerly known Sam Leaseco Limited)

(CIN No: L51101MH1980PLC022765)

H-4/5, Everest Building, 9<sup>th</sup> Floor, Tardeo Road, Mumbai – 400034, (M.H), India.

Tel: 022-23524403. Email: [oasisnutra786@gmail.com](mailto:oasisnutra786@gmail.com)

## ATTENDANCE SLIP

36<sup>TH</sup> ANNUAL GENERAL MEETING – SATURDAY, 30<sup>TH</sup> SEPTEMBER, 2017

Name of the attending Member : (In Block Letters)	
Folio No. :	
Name of the Proxy :	
(To be filled in if the Proxy attends instead of the Member)	
No. of Shares Held : _____ (Figures) _____ (in words)	

I hereby record my presence at the 36<sup>th</sup> Annual General Meeting of the Company on **Saturday, 30<sup>th</sup> September, 2017** at **H-4-5, Everest Building, 9<sup>th</sup> Floor Tardeo Road, Mumbai – 400 034, Maharashtra** at **4:00 pm** and at any adjournment thereof.

\_\_\_\_\_  
Member's/Proxy's Signature

(To be signed at the time of handing over this slip)

### NOTE:

[Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over the same at the entrance after the same has been duly signed]

**FORM NO. MGT-11- PROXY FORM**

[Pursuant to Sec 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**OASIS NUTRACEUTICALSLIMITED**

**(Formerly Sam Leaseco Limited)CIN: L51101MH1980PLC022765**

**Registered Office:**H-4-5, Everest Building, 9th Floor Tardeo Road, Mumbai – 400 034, Maharashtra  
Tel: 022 23524404 / 03Email:samleaseco@gmail.com; Website:www.oasisnutra.com

Name of the member(s) :	
Registered Address:	
Email Id :	
Folio No. / Client Id :	
DP ID :	

I / We, being the holder(s) of \_\_\_\_\_ shares of Oasis Nutraceuticals Limited, hereby appoint

1. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him / her
2. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him / her
3. Name: \_\_\_\_\_ Email Id: \_\_\_\_\_  
Address : \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him / her

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 36<sup>th</sup>Annual General Meeting of the Company, to be held on **Saturday, 30<sup>th</sup> September, 2017 at H-4-5, Everest Building, 9<sup>th</sup>Floor Tardeo Road, Mumbai – 400 034, Maharashtra at 4:00 pm** and at adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Resolutions
<b>ORDINARY BUSINESS</b>	
1	Adoption of Financial Statements and reports thereon for the year ended 31 <sup>st</sup> March, 2017
2	Re-appointment of Mr. Nitin Velhal as Director who retires by rotation.
3	Ratification of Appointment of M/s. Singhvi and Sancheti as Statutory Auditors of the Company.

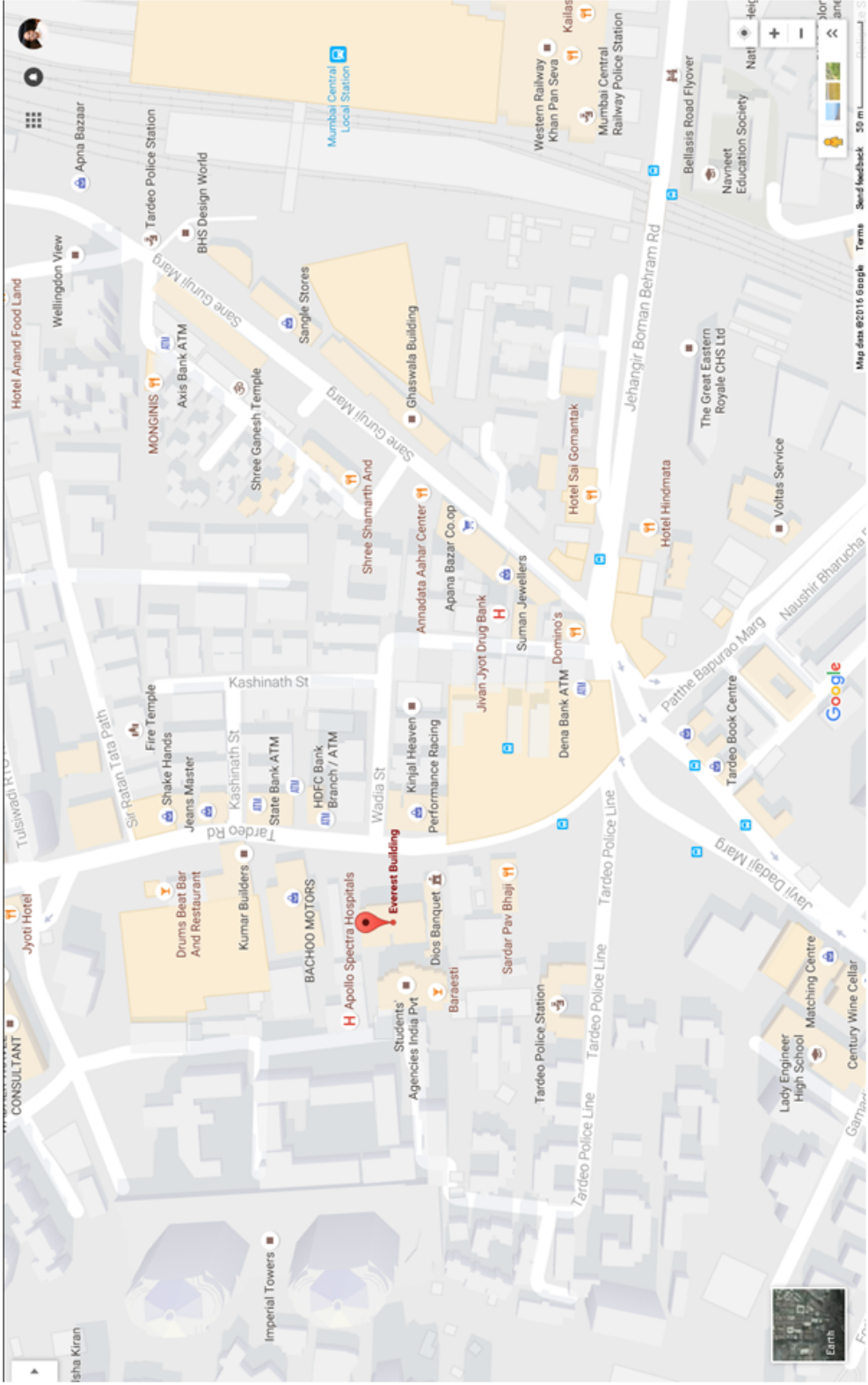
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017

.....  
Signature of shareholder

.....  
Signature of proxy holder(s)

Affix  
Revenue  
Stamp

Note:- This form of Proxy in order to be effective should be duly completed and deposited at Registered Office of the Company.



BOOK - POST

If undelivered, return to

**OASIS NUTRACEUTICALS LIMITED**  
**(Formerly Sam Leaseco Ltd)**

**Regd. Off.:** H-4-5, Everest Building, 9th Floor,  
Tardeo Road, Mumbai – 400 034, Maharashtra