



KMS MEDISURGI LIMITED

Plot No-297/301 May Building, Gr. Floor Marine lines (EAST), Princess Street,
Mumbai 400 002

CIN: L51397MH1999PLC119118

Website: www.kmsgroup.in | E-mail Id: cskms99@gmail.com
Tel: 022-66107700/22, 022-67498822 | Fax: +91-22-22061111

Date: 07.09.2022

To,
BSE limited
Phiroze jeejeebhoy towers,
Dalal Street,
Mumbai 400001

Sub: Revised Annual Report of KMS Medisurgi Limited for the F.Y. 2021-22.

Ref: KMS Medisurgi limited (scrip code- 540468)

Dear Sir,

Pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we are submitting herewith the revised Annual Report of the Company for the financial year 2021-22.

Please take the same on your record

Yours Faithfully,
For **KMS MEDISURGI LIMITED**

Rekha Devang Kanakia
Managing Director
Din: 00346198



KMS MEDISURGI LIMITED

ANNUAL REPORT 2021-22

**BOARD OF DIRECTORS**

Mrs. Rekha Devang Kanakia
 Mr. Rohan Devang Kanakia
 Mr. Siddharth Gaurang Kanakia
 Mr. Hardik Rajnikant Bhatt
 Mr. Kamlesh Rajani Chunilal
 Mr. Pratik Pravin Tarpara

CORPORATE INFORMATION

Chairman and Managing Director
 Non-Executive Non- Independent Director
 Non-Executive Non- Independent Director
 Independent Director
 Independent Director
 Independent Director

KEY MANAGERIAL PERSONNEL

Mr. Anand Prataprai Kanakia Chief Financial Officer
 Mrs. Mariam Bahnan Company Secretary and Compliance Officer (Resigned w.e.f 08.02.2022)
 Mr. Sunny Gupta Company Secretary and Compliance Officer (Appointed w.e.f 05.08.2022)

SECURITIES LISTED ON

BSE Limited (SME Platform)

CORPORATE IDENTITY NUMBER

L51397MH1999PLC119118

SECRETARIAL AUDITORS

Naveen Karn & Co.
 Office 108,1st floor, Om Industrial Estate No.1,
 Opp. ICICI Bank, Sativali road,
 Vasai (e), Palghar-401208

STATUTORY AUDITORS

Kalpesh Jain & Associates
 42 First Floor, Singh Ind. Estate No. 3, Nr. Big
 Cinema Moviestar, Ram Mandir Road, Off. S.V.
 Road, Goregaon (W), Mumbai-400104

REGISTERED OFFICE

297/301, Ground Floor, May Building, Princess
 Street, Marine Lines (East), Mumbai 400 002.
 Contact No.: 022-66107722
 Email ID: info@kmsgroup.in
 Website: www.kmsgroup.in

REGISTRAR & SHARES TRANSFER AGENT

Kfin Technologies Private Limited
 Karvy Selenium Tower B, Plot 31-32,
 Gachibowli, Financial District, Nanakramguda,
 Hyderabad, Karnataka 500032
 Contact No.: +91 40 67161524
 Email ID: einward.ris@kfintech.com
 Website: www.kfintech.com



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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the Members of KMS Medisurgi Limited will be held on Friday, 30th September, 2022 at 03.00 p.m. at its Registered Office situated at 297/301 May Building, Gr. Floor Marine lines(East) Princess Street Mumbai-400002 to transact the following business.

ORDINARY BUSINESS:

1. Adoption of Financial Statement

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.

2. Declaration of Dividend

To declare a final dividend of ₹ 0.05 (0.5%) per equity share for the year ended March 31, 2022.

3. Re- appointment of as a Director liable to retire by rotation

To appoint a Director in place of Mr. Rohan Devang Kanakia (DIN: 09220915) who retires by rotation and is eligible for reappointment.

4. Appointment of Statutory Auditors:

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Dalal Doctor & Associate Chartered Accountants, (Firm Registration No.: 120833W), who have confirmed their eligibility for appointment, be and are hereby appointed as the Statutory Auditors of the Company in place of retiring Auditors Kalpesh Jain & Associates, Chartered Accountants, Mumbai (Firm Registration No.: 132603W), for a period of five years, who shall hold office from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting and that the Board of Directors be and are hereby authorised to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred by the Statutory Auditors in connection with the audit of the accounts of the Company.”

By Order of the Board of Directors
For KMS Medisurgi Limited

SD/-

Sunny Gupta
Company Secretary and Compliance Officer
Membership no. ACS 42843

Date: 06th September, 2022

Place: Mumbai



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company. Member holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy in order to be effective should be returned to the Registered Office of the Company, duly completed signed and stamped not less than FORTY–EIGHT HOURS before the commencement of the meeting i.e. by 03.00 p.m on Wednesday, 28th September, 2022. Proxies submitted on behalf of limited companies, societies, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. A Proxy form is sent herewith.

2. The Explanatory Statement, which sets out details pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) relating to re-appointment of Statutory Auditors at the meeting, is annexed hereto.
3. Only registered Members (i.e. Equity shareholders) of the Company may attend and vote at the Annual General Meeting.
4. The Register of Members and Share Transfer Books will be closed from Friday, 23rd September, 2022 to Friday, 30th September, 2022 (both days inclusive) (both days inclusive).
5. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the company as on the cut-off date i.e. Thursday 22nd September, 2022.
6. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address: KFin Technologies Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda ,Hyderabad,Karnataka,500032, Phone No. 040 - 67162222; Fax No. 040-23431551, Email: kmsmedisurgi.ipo@karvy.com web www.karisma.karvy.com.
7. Members/ Proxies are requested to bring the attendance slips duly filled in and copies of the Annual Report to the Meeting. The identity/signature of the members holding shares in electronic/demat form is liable for verification with specimen signatures as may be furnished by NSDL/CDSL to the Company. Such members are advised to bring relevant identity card, issued by the Depository Participant to attend the Annual General Meeting.
8. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing



their representative along with their specimen signature to attend and vote on their behalf at the meeting.

9. In case of joint holder, only joint holder who is higher in the order of names will be entitled to vote.
10. Relevant documents referred to in the accompanying notice are open for inspection by the members at the registered office of the Company on all working days except Sundays between 11.00 am and 1.00 pm up to the date of the meeting.
11. Member who is desirous of getting any information as regard to the business to be transacted at the meeting are requested to write to the Company their queries at least seven days in advance of the meeting in order to keep the required information readily available at the meeting.
12. Shareholders can register their complaints, if any on cskms99@gmail.com.
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit the PAN details to the Registrar and Share Transfer Agents/Company.
15. Electronic copy of the Annual Report for 2022 being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
16. Electronic copy of the Notice of 24th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes along with Attendance Slip and Proxy Form is being sent in the permitted mode.
17. Members may also note that, the Notice of the 24th Annual General Meeting and the Annual Report for 2022 will also be available on the Company's website www.kmsgroup.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days.
18. In terms of the requirements of the Secretarial Standards-2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, the Route Map of the venue of this AGM is placed below this Notice.

**ANNEXURE TO NOTICE**

Explanatory Statement pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item no. 4:

M/s. Kalpesh Jain & Associates, Chartered Accountants (Firm Registration No. 132603W), were appointed as Statutory Auditors of the Company at the 19th Annual General Meeting ('AGM') held on 30th September, 2017 for a period of 5 years, up to the conclusion of 24th AGM, so as to conduct the audit for the FY 2017-18 to FY 2021-22, in terms of provisions of Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, as amended. Accordingly, M/s. Kalpesh Jain & Associates Chartered Accountants will be holding office of Statutory Auditor till the conclusion of ensuing 24th Annual General Meeting and hence would retire at the conclusion of the 24th AGM. Accordingly, in terms of the provisions of the Companies Act, 2013 and pursuant to the recommendation made by the Audit Committee, the Board of Directors has been proposing M/s. Dalal Doctor & Associate, Chartered Accountants, (Firm Registration No.120833W) to be appointed as Statutory Auditors of the Company, for a period of 5 years, commencing from the conclusion of 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company in place of retiring Auditor.

M/s Dalal Doctor & Associate, Chartered Accountants, Firm Registration No. 120833W, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3) (g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of Section 139(1), 141(2) and 141(3) of the Act and relevant rules made there under.

The details as required under Regulation 36(5) of SEBI Listing Regulations are as under:

Proposed Remuneration/Fees payable to Statutory Auditor:

The remuneration proposed to be paid to the Statutory Auditors shall be commensurate with the services to be rendered by them during the said tenure. The Board of Directors in consultation with the Audit Committee may alter and vary the terms and conditions of the appointment, including remuneration, in such manner and to such extent as may be mutually agreed between M/s S. Dalal Doctor & Associate, Chartered Accountants, Firm Registration No. 120833W and the Board of Directors of the Company.

Term of Appointment:

5 years from the conclusion of the 24th Annual General Meeting till the conclusion of 29th Annual General Meeting of the Company.

Brief Profile and Credentials of Statutory Auditor:

Dalal Doctor & Associates a Mumbai based a professionally managed chartered accountancy firm rendering professional services in the area of audit and tax having experience more than 10 years.



The Board of Directors recommends the appointment of Dalal Doctor & Associate, Chartered Accountants, Firm Registration No. 120833W, as the Statutory Auditors of the Company for a term of five consecutive years, as set out at the Item No. 4 of the Notice for approval by the Members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives has any concern or interest, financially or otherwise, in this resolution.

By Order of the Board of Directors
For KMS Medisurgi Limited

SD/-
Sunny Gupta
Company Secretary and Compliance Officer
Membership no. ACS 42843

Date: 06th September, 2022
Place: Mumbai



ANNEXURE TO THE NOTICE

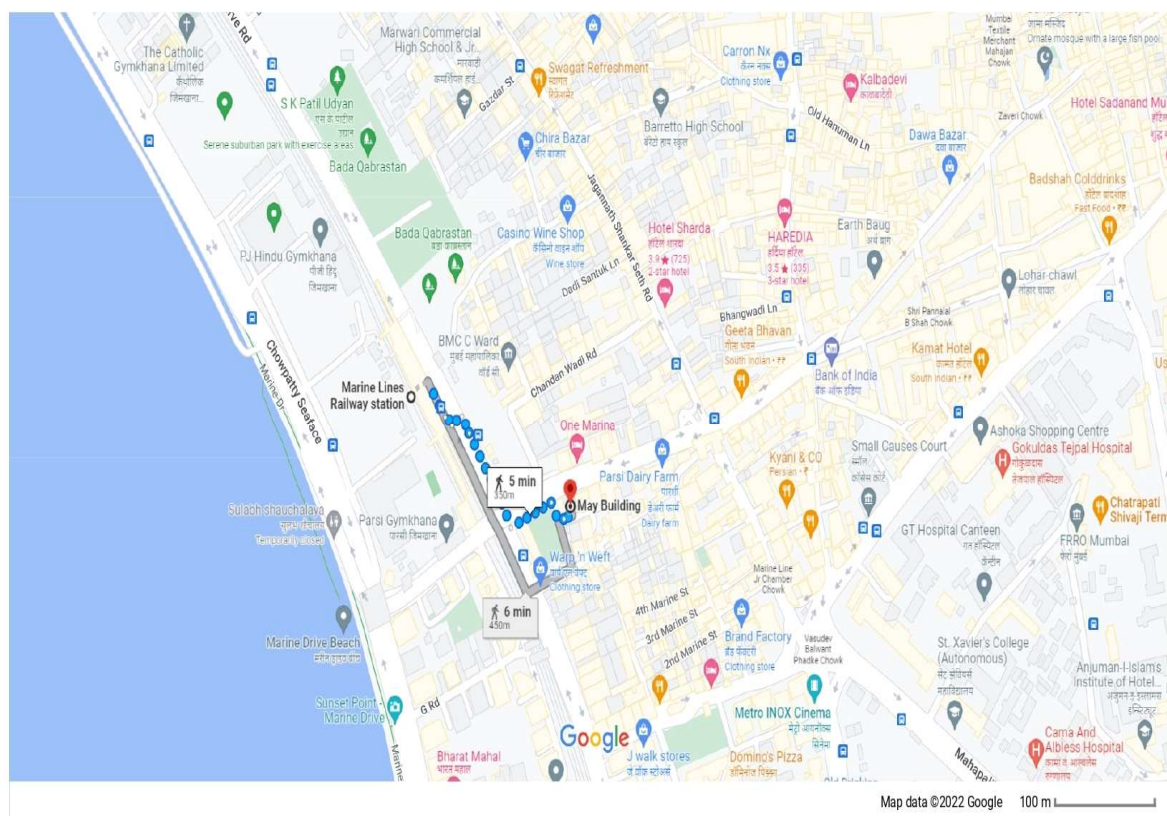
Brief profile and other details, in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India, are as under:

Name of the Director (DIN)	Rohan Devang Kanakia (DIN No. 09220915)
Brief Resume, Experience and Expertise in specific functional areas	Rohan Kanakia completed his undergraduate studies from O.P. Jindal Global University with a Bachelor of Business Administration. Worked as a marketing intern at JR Laddha Financial Services with the social media team. Consequently, he started out as an operations and supply chain coordinator at KMS Manufacturing Company which is primarily in the medical devices sector. Rohan has also represented the company at a medical conference in Dubai in 2020. With already a few years of work experience behind him, he is a highly motivated individual with a strong work ethic and enthusiasm to learn.
Date of Birth	17 th November 1998
Terms and conditions of appointment/ re-appointment including remuneration	-
Details of remuneration last drawn	
Date on which first appointed on the Board	29.06.2021
Details of shareholding in the Company directly or on beneficial basis	Nil
Relationship with other Directors Manager and Key Managerial Personnel (if any)	Son of Rekha Kanakia
Number of Board meetings attended during the year	4
Board memberships of other Companies	Nil
Chairperson/Member of the Committee of the Board of Directors of Company	Nil
Chairperson/Member of the Committee of the Board of Directors of other Companies	Nil
Name of Listed Companies from which resigned during last Three (3) years	Nil



Route Map for AGM venue

297/301, May Building, Ground Floor, Princess Street, Marine Lines- (East), Mumbai- 400002





DIRECTORS REPORT

Dear Members,

Your Directors have pleasure in presenting the 24th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the Financial Year ended March 31, 2022.

1. Financial Summary and Highlights:

(Rs. In Lacs)

The Company's financial performance for the year ended March 31, 2022:

Particulars	Year ended 31st March, 2022	Year ended 31st March, 2021
Revenue	1031.69	750.98
Other Income	5.12	9.64
Total Revenue	1036.81	760.62
Less: Total Expenses	1008.30	736.89
Profit Before Tax (PBT)	28.51	23.73
Less: Provision for tax		
Current Tax	7.00	7.89
Deferred Tax	-	-
Profit After Tax (PAT)	21.51	15.84

2. State of company's affairs & performance:

Your Company has seen a Increase in turnover during the year under review which accounted for Rs. 1031.69 Lakhs as compared to Rs 750.98 Lakhs in FY 2020-21. The Company has incurred Net Profit of Rs. 21.51 Lakhs as compared to Net Profit of Rs. 15.84 Lakhs in FY 2020-21. Your Company is very much optimistic about the coming year. Since the Company is trying to reduce cost and expand its business, your directors are hopeful that the results will be more encouraging in near future.

3. Future prospects

Company is planning to expand the business by introducing new product range of adhesive tapes for automotive and Electrical application.

Company is optimistic that this new product range will help company to increase the sales and profits in future

Opportunity and Future Prospects:

India is among the top-20 markets for the medical adhesives & Tapes in the world and the 4th largest market for medical devices in Asia. The market for automotive and Electrical industry is huge in India. The domestic industry has a huge potential to ramp up indigenous manufacturing and invest in R &D and reduce dependence on imports.

**Our Strengths:**

Your Company has a strong, committed and dedicated workforce, which is a key to its sustained success. The Company believes that motivation, sense of ownership and satisfaction of its people are the most important drivers for its continued growth. Good governance practices combined with strong leadership has been the inherent strength of the Company. On the manufacturing front, we continue to build our capabilities and strengthen our processes. Through our robust efforts in implementing important initiatives in Quality and Compliance, we now see consistent positive outcomes from regulatory inspections. Our audit programs and effective internal controls ensure our compliance of all existing rules and regulations.

Competition:

The medical device industry is undergoing some major transformation with the latest technological advancements and the continuous influx of manufacturers entering the market. One of the biggest industries in healthcare, the medical device industry thrives on innovation and technology but currently witnesses strong competition in the market.

4. Dividend:

The Directors are pleased to recommend a dividend of Rs. 0.05 (0.5%) per Equity Share for the financial year ended March 31, 2022, for approval of the members.

5. Transfer To Reserve:

The Company has transferred Rs. 21,51,941/- to Reserve & Surplus and the same is in compliance with the applicable provisions prescribed under the Companies Act, 2013.

6. Share capital:

As on March 31, 2022, the authorized share capital of the Company is Rs. 3,50,00,000/- (Rupees Three Crore Fifty Lakhs) divided into 35,00,000 (Thirty-Five Lakh) Equity Shares of Re. 10/- (Rupee Ten Only) each.

As at March 31, 2022, the paid-up Equity Share Capital of the Company stood at Paid- up Share Capital is Rs. 3,30,00,000/- (Rupees Three Crore Thirty Lakhs) divided into 33,00,000 (Thirty-Three Lakh) Equity Shares of Re. 10/- (Rupee Ten Only) each.

7. Compliance With The Accounting Standards:

The Company prepares its accounts and other financial statements in accordance with the relevant accounting principles and also complies with the accounting standards issued by the Institute of Chartered Accountants of India.

8. Subsidiaries, Joint Ventures and associate Companies:

The Company does not have any Subsidiary, Joint Venture or Associate Company.

9. Transfer to unclaimed dividend to investor education and protection fund:

The Company does not have any unclaimed or unpaid dividend as on 31st March 2022.

10. Directors And Key Managerial Personnel:**i) Retire by Rotation:**



In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mr. Rohan Devang Kanakia (DIN: 09220915), Director of the Company retires by rotation at this Annual General Meeting of the Company and being eligible, offers himself for reappointment.

ii) Change in Directors and Key Managerial Personnel's:

1. Mr Gaurang Prataprai Kanakia resigned from the Position of Managing Director of the Company w.e.f 19th July 2021.
2. The Designation of Mrs Rekha Devang Kanakia was changed from Non-Executive Non-Independent Director to Managing Director w.e.f 19th July 2021.
3. Mr. Rohan Devang Kanakia was Appointed an Additional Director in the capacity of Non-Executive Non-Independent Director w.e.f 29th June 2021.
4. Mr. Hardik Rajnikant Bhatt was Re-appointment as an Independent Director w.e.f 30th September 2021.
5. Mr. Kamlesh Chunilal Rajani was Re-appointment as an Independent Director w.e.f 30th September 2021.
6. Mrs. Mariam Bahnan has resigned as the Company Secretary & Compliance Officer of the Company w.e.f. February 1, 2022.

iii) Composition of Board of Directors and Key Managerial Personnel's:

As on the date of this Board's Report, i.e., as on September 06, 2022, your Company's Board of Directors comprises of the following Directors:

Name of the Director	Director Identification Number (DIN)	Category
Mrs. Rekha Devang Kanakia	00346198	Chairman and Managing Director
Mr. Siddharth Gaurang Kanakia	07595098	Non-Executive Non-Independent Director
Mr. Rohan Devang Kanakia	09220915	Non-Executive Non-Independent Director
Mr. Hardik Rajnikant Bhatt	07566870	Independent Director
Mr. Kamlesh Rajani Chunilal	07588417	Independent Director
Mr. Pratik Pravin Tarpara	08689556	Independent Director

As on the date of this Board's Report, i.e., on September 06, 2022, your Company's Key Managerial Personnel are as follows:

Name of KMP	Designation
Mr. Anand Prataprai Kanakia	Chief Financial Officer
Mr. Sunny Gupta	Company Secretary and Compliance Officer

iv) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a structured questionnaire was prepared after



taking into consideration 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 Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Meetings of the Board:

During the year under review the Board of Directors have duly met 6 times to transact the business of the Company.

1st Wednesday, 5 May, 2021

2nd Tuesday, 29 June, 2021

3rd Monday, 19 July, 2021

4th Monday, 6 September, 2021

5th Saturday, 13 November, 2021

6th Tuesday, 8 February, 2022

Name of Directors	Category	No of Board meeting attended	Last AGM attended	No of Directors hip in other Company	Committee positions		No of Shares as on 31 st March 2022
					Member	Chairman	
Mrs. Rekha Devang Kanakia	Chairman and Managing Director	6/6	Yes	1	0	0	442000
Mr. Rohan Devang Kanakia	Non-Executive Non-Independent Director	5/6	Yes	0	2	0	Nil
Mr. Siddharth Gaurang Kanakia	Non-Executive Non-Independent Director	6/6	Yes	2	2	0	50000
Mr. Hardik Rajnikant Bhatt	Independent Director	6/6	No	0	2	1	NIL



Mr. Kamlesh Rajani Chunilal	Independent Director	6/6	Yes	0	2	1	NIL
Mr. Pratik Pravin Tarpara	Independent Director	6/6	Yes	0	0	0	Nil

The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days. The names, designation & categories of the Directors on the Board, their attendance at respective Board Meetings held during the year and last Annual General Meeting and total number of Shares held by them in the Company are as under:

v) Committees of the Board:

At present, there are two (2) Committees of Board, i.e. Audit Committee, & Nomination & Remuneration Committee. The Company is not mandated to form Stakeholders relationship Committee and Corporate Social Responsibility Committee. The Composition and other details related to the Committees are as follows.

Audit Committee

The audit committee of the Company is constituted in line with the provisions of regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Section 177 of the Act.

The terms of reference of the Audit committee are broadly as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered;
4. Reviewing with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
 - Changes if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries involving estimates based on the exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of related party transactions
 - Qualifications/Modified opinion on draft audit report.



5. Reviewing with the management, the quarterly financial statements before submission to the board for approval;
6. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions with related parties;
8. Scrutiny of inter-corporate loans and investments.
9. Valuation of undertakings or assets of the Company, wherever it is necessary;
10. Evaluation of internal financial controls and risk management systems;
11. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
12. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. Discussion with internal auditors of any significant findings and follow up there on;
14. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or failure of internal control systems of a material change and reporting the same to board.
15. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
16. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
17. Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
18. To review the functioning of whistle blower mechanism.
19. The audit committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.
20. Carrying out any other function as is mentioned in the terms of reference of the audit committee;
21. Oversee financial reporting controls and process for material subsidiaries;
22. The Audit Committee invites executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the secretary to the Audit Committee.

The Composition of Audit Committee is as follows:

Name	Category	No of meetings attended
Kamlesh Chunilal Rajani	Independent Director- Member	4/4
Hardik Rajnikant Bhatt	Independent Director- Chairman	4/4
Siddharth Kanakia	Non-Independent Non-Executive Director-Member	4/4



Four audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows: 29th June, 2021, 19th July, 2021, 13th November, 2021 and 08th February, 2022.

Nomination and Remuneration Committee

The Company had a Nomination and Remuneration Committee of directors. The Committee's constitution and terms of reference is in compliance with the provisions of the Act and Regulation 19 and 20 of SEBI (LODR) Regulations, 2015. The Committee comprises of 3 (three) members of the Board, the details of the member are as follows:

Name	Category	No of meetings attended
Kamlesh Chunilal Rajani	Independent Director- Chairman	4/4
Hardik Rajnikant Bhatt	Independent Director- Member	4/4
Siddharth Kanakia	Non-Independent Non-Executive Director-Member	4/4

During the year, under review, four meetings of Nomination and Remuneration Committee were held on 29th June, 2021, 19th July, 2021, 13th November, 2021 and 08th February, 2022.

Term of reference of the Committee, inter-alia, includes the following:

- To identify persons, who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal.
- To carry out evaluation of Directors performance
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a Policy on Board Diversity.
- To recommend/review remuneration of the Managing Director(s) and Whole Time Director(s) based on their performance and defined assessment criteria.
- To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.
- The Managing Director and Executive Director are paid remuneration within the range recommended by the Remuneration Committee which is further approved by the Board of Directors and the Shareholders of the Company in General Meeting. The remuneration is decided considering various factors such as qualification(s), experience(s), expertise, and



capability of the appointee, its contribution to the Company's growth, remuneration prevailing in the Industry, Financial Position of the Company etc.

- The Non-Executive Directors are paid remuneration by way of sitting fees for attending each meeting of Board of Directors and Committee Meeting thereof and Commission.

Investor Complaints

Details of Investor Complaints received and redressed during the year 2021-22 are as follows:

Opening Balance	Received during the Year	Resolved during the Year	Closing Balance
NIL	NIL	NIL	NIL

No Complaints were outstanding as on 31st March 2022.

Declaration of Independence from Independent Directors:

All Independent Directors of your Company have individually and severally given a declaration pursuant to Section 149(7) of the Companies Act, 2013 affirming compliance to the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013. Based on the declaration(s) of Independent Directors, the Board of Directors recorded its opinion that all Independent Directors are independent of the Management and have fulfilled the conditions as specified in the Companies Act, 2013, rules made thereunder as well as applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

During the year under review, the independent Directors met on 25th March, 2022 inter-alia to discuss:

- Evaluation of performance of Non-Independent Directors.
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

11. Directors' Responsibility Statement:

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors of your Company confirm that:

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view



of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

12. Change in the nature of business:

During the period under review, there is no change in the nature of business of the Company. The Company continues to operate in the Manufacturing of Surgical Equipment's.

13. Annual return:

A copy of the annual return as provided under sub-section (3) of section 92 of the Companies Act, 2013 ('the Act'), in the prescribed form, is hosted on the Company's website and can be accessed at <https://kmsgroup.in>

14. Particulars of contracts/ arrangements with related party:

All related party transactions that were entered into by the Company during the financial year under review were on arms' length basis and in the ordinary course of business. There are no material significant related party transactions entered into by the Company with its Promoters, Directors, Key Managerial Personnel or other designated persons, which may have a potential conflict with the interest of the Company at large. Details are annexed in Form AOC-2 "Annexure-B". The policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website www.kmsgroup.in.

15. Listing with Stock Exchanges

The shares of the Company are listed on BSE Limited. The Annual Listing fee payable to the said stock exchanges for the FY 2021-2022, has been duly paid.

16. Statutory Auditors & Their Report:

M/s. Kalpesh Jain & Associates, Chartered Accountants, Mumbai (Firm Registration No.: 132603W), Auditors of the Company, having in compliance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, been appointed as the Statutory Auditors of the Company by the Shareholders of the Company at their Annual General Meeting held on 30th September, 2017, for a period of 5 consecutive years, so as to hold office as such from the conclusion of the 19th Annual General Meeting till



the conclusion of the 24th Annual General Meeting, continue as the Auditors of the Company for the FY 2021-2022. The current tenure of M/s. Kalpesh Jain & Associates Chartered Accountants, will expire at the conclusion of the ensuing 24th Annual General Meeting. Accordingly, the Company has approached M/s. Dalal Doctor & Associate Chartered Accountants, (Firm Registration No.: 120833W), for their appointment as Statutory Auditors of the Company for a period of 5 (Five) years, for the FY 2022-23 to 2026-27, so as to hold office from the conclusion of this 24th AGM till the conclusion of 29th AGM of the Company.

M/s. Dalal Doctor & Associate Chartered Accountants, (Firm Registration No.: 120833W), have submitted their consent for appointment and also a requisite certificate, pursuant to the provisions of Section 139 & 141 of the Companies Act, 2013, confirming eligibility & satisfaction of criteria for their appointment as Statutory Auditors of the Company.

Upon the recommendation of Audit Committee, the Board recommends the appointment of M/s. Dalal Doctor & Associate Chartered Accountants, (Firm Registration No.: 120833W), at the ensuing 24th Annual General Meeting for the approval of the Members of the Company. The necessary resolution seeking the approval for their appointment as the Statutory Auditors has duly been included in the notice of the ensuing 24th Annual General Meeting along with brief credentials and other necessary disclosures required under the Act and the Regulations.

The report of the M/s. Kalpesh Jain & Associates, Chartered Accountants, Mumbai (Firm Registration No.: 132603W), Statutory Auditors on Financial Statements for the FY 2021-22 forms part of the Annual Report which are self-explanatory and do not call for any further comment and the said report does not contain any qualification, reservation, disclaimer or adverse remark and they has not reported any incident of fraud pursuant to the provision of Section 143(12) of the Act, accordingly, no such details are required to be reported under Section 134(3)(ca) of the Act.

17. Secretarial Audit Report:

In terms of Section 204 of the Act and Rules made there under, Mr. Naveen Maheshwar Karn, Practicing Company Secretary was appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure-e** to this report. The Company has received the Secretarial Audit report without any qualification from Secretarial Auditors of the Company.

18. Cost Auditor:

Pursuant to section 148 of the Companies Act, 2013, read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time your Company is not required to appoint Cost Auditor for the financial year 2021-22.

19. Internal Auditor:

The provision of Section 138 of The Companies Act, 2013 applicable to company and company has appointed Mr. Mayur Mahesh, as an internal auditor of the Company, to carry out internal Audit for the financial year 2021-22 based on the recommendation of the Audit Committee.

20. Risk management:

Risk Management is a risk-based approach to manage an enterprise, identifying events that may affect the entity and manage risks to provide reasonable assurance regarding achievement of entity's objective. The risk management process consists of risk identification, risk assessment, risk prioritization, risk treatment or mitigation, risk monitoring and documenting



the new risks. The Company has laid a comprehensive Risk Assessment and Minimization Procedure, which is reviewed by the Audit committee and approved by the Board from time to time. These procedures are reviewed to ensure that executive management controls risk through means of a properly defined framework. In the opinion of your Board, none of the risks which have been identified may threaten the existence of the Company.

21. Internal Control Systems And Their Adequacy:

The Company has in place an adequate budgetary control system and internal financial controls with reference to financial statements. No reportable material weaknesses were observed in the system during the previous fiscal. Further, the Company has laid down internal financial control policies and procedures which ensure accuracy and completeness of the accounting records and the same are adequate for safeguarding of its assets and for prevention and detection of frauds and errors, commensurate with the size and nature of operations of the Company. The policies and procedures are also adequate for orderly and efficient conduct of business of the Company.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Company has a robust Management Information System, which is an integral part of the control mechanism.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

22. Deposits:

The Company has not accepted any deposit from the general public within the meaning of section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

23. Particulars of loans, guarantees or investments by the company under section 186:

The company has not given any loans or guarantees or investments covered under the provisions of Section 186 of the Companies Act, 2013 during the Financial Year 2020-21.

24. Material changes affecting the financial position of the company:

During the year ended March 31, 2022, there were no material changes and commitments affecting the financial position of the Company have occurred between the period ended March 31, 2022 to which financial results relate and the date of the Report.

**25. Corporate social responsibility:**

Since the provisions as laid down in the Section 135 of the Companies Act, 2013 are not applicable to the Company, hence no such Committee has been formed. However, Company had always tried in its best possible ways to involve itself in social development activities.

26. Significant and material orders passed by the regulators or courts:

There are no significant and material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

27. Management discussion and analysis:

The Management Discussion and Analysis Report on the operations of the Company, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in a separate section and forms an integral part of this Report. **Annexure-C.**

28. Corporate Governance:

The Company is listed on SME Exchange, Hence Corporate Governance Report is not Applicable.

29. Vigil Mechanism/Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct.

The Whistle Blower Policy and Vigil Mechanism provides a channel to the employees to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Codes of Conduct or policy and also provides for adequate safeguards against victimization of employees by giving them direct access to the Chairman of the Audit Committee in exceptional cases. The Protected Disclosures, if any reported under this Policy will be appropriately and expeditiously investigated by the Chairman.

The Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of the Audit Committee and that no complaints were received during the year. The policy is available on the Company's website: www.kmsgroup.in.

30. Familiarization programs for independent directors:

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the familiarization program aims to provide Independent Directors with the



industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization program also seeks to update the Directors on the roles, responsibilities, rights and duties under The Companies Act, 2013 and other statutes. The Chairman and Managing Director also has a one to one discussion with the newly appointed Director to familiarize him with the Company's operations. Further, on an ongoing basis as a part of Agenda of Board / Committee Meetings, presentations are regularly made to the Independent Directors on various matters inter-alia covering the Company's the detail of the familiarization program.

31. Performance evaluation

Pursuant to the provisions of Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of all the Committees of the Board. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

32. Code Of Conduct:

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed Companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013. Your Company has adopted and laid down a code of conduct for all Board members and Senior Management of the company pursuant to Clause 49 of the erstwhile listing agreement. The code of conduct is available on the website of the company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct. A declaration to this effect signed by the Managing Director is given in this Annual Report.

33. Reconciliation of share capital audit:

As stipulated by Securities and Exchange Board of India (SEBI), Mr. Naveen Maheshwar Karn, practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to Stock Exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

34. Insider Trading

The Company has adopted a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices' in accordance with the SEBI (Prohibition of Insider Trading) Regulations,



1992, as amended. The policy lays down procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of the consequences of violations.

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, is available on the Company's website.

35. Disclosure Of Material Transactions:

Under regulation 26(5) of SEBI Listing Regulations, 2015, Senior Management has made periodical disclosures to the Board relating to all material financial and commercial transactions, where they had (or were deemed to have had) personal interest that might have been in potential conflict with the interest of the Company. None of the independent directors have any material pecuniary relationship or transactions with its Promoters, its Directors, its senior management or its subsidiaries which may affect their independence and have received a declaration from them to this effect.

36. Particulars of employees:

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

No employee has received remuneration in excess of the limits set out in rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 during FY 2021-22.

The statement of Disclosure of Remuneration under Section 197(12) of the Act and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules'), is annexed as **Annexure-D** and forms an integral part of this Report.

37. Conservation of energy, technology absorption and foreign exchange earning& outgo:

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under section 134[3][m] of the Act read with the Companies [Accounts] Rules, 2014, are provided in the '**Annexure A**' and forms part of this Report.

38. Prevention of sexual harrassment at workplace:

The Company has zero tolerance towards sexual harassment at workplace and has adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rule made thereunder. During the year under review, there were no cases filed or reported pursuant to the provisions of the said Act.



39. Secretarial standards:

During the Financial Year 2021-22, the company is in compliance with the applicable Secretarial Standards issued by the Institute of Companies of India with respect to Board and General meetings.

40. Acknowledgement:

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Bankers, Business Associates and the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

For and on behalf of the board of directors

SD/-
Rekha Devang Kanakia
Chairperson
DIN: 00346198

Date: 6th September 2022

Place: Mumbai



Annexure-A

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

A .Conservation of Energy

We strongly feel towards our responsibility and contribution to preserve our environment.

The Company has considered sustainability as one of the strategic priority across all process. The company has been consciously making efforts year on year towards improving the energy performance. Energy efficiency improvement Initiatives have been implemented across all the Plants and Offices

During the year, the Company has taken the following initiatives for conservation of energy:

- Reduction of water consumption, recycling of waste water and rain water harvesting.
- Turbo Ventilators installed in place of electric exhaust fans to reduce energy consumption.
- Adoption of higher cavitation moulds to provide higher output enabling lower energy consumption.
- Replacement of conventional lamps/lights with LED lamps/lights.
- Voltage optimization and power factor improvements to reduce energy consumption.
- Improving machine efficiency through continuous improvement in technology.

Additional Investments and proposals, if any, being implemented for reduction of consumption of energy:

- Installation of energy efficient Chillers to reduce energy consumption
- Inefficient pumps replaced with new generation energy saving pumps.
- Inefficient motors replaced with new generation energy saving motors.
- Improving production efficiency through Standardization of process.

The above measures helped in reduction of power, fuel, air and water consumption and made the company more sustainable.

B. Technology Absorption Efforts made in technology absorption:

Specific Area in which R&D carried out by the Company

- Development of new design, processes and products based on customer/market requirements.
- Development of new equipment's for process improvement.
- Carrying out ongoing research
- Research work to reduce plastic consumption for manufacturing of medical devices and reduce cycle time of moulds to make the products more cost effective
- Quality up-gradation of existing medical devices



- Optimization of products and processes to minimize waste generation and reduce safety concerns Development of new analytical tools & methods
- Import substitution and identification, testing and validation of new raw materials from indigenous suppliers.

Benefits derived as a result of the above R&D:

- Constant up-gradation and adoption of new technology for better productivity, yield and quality
- Reduction of cycle time in manufacturing process and material consumption
- Achieving competitive prices and product quality
- Improving Productivity and Process efficiencies
- Significant quality improvement in existing products
- Enhanced Global presence/visibility
- Development and commercialization of new products.

Technology Absorption, Adaption and Innovation Efforts in brief made towards technology absorption, adaption and innovation:

The Company's Research and Development division is continuously engaged in Research and Development of new & existing products and processes. The Company has also developed indigenous technologies and testing of products. It is the philosophy of the Company to continuously upgrade the technology and products in accordance with global standards.

In case of imported technology (imported during the last 5 years reckoned from the beginning of the Financial Year), following information may be furnished:

a)	Technology Imported.	No Imported Technology
b)	Year of Import.	
c)	Has the technology been fully absorbed.	
d)	If not fully absorbed, areas where these has not being taken place, reasons thereof and future plans of action.	

C. Foreign Exchange Earnings and Outgo:

The Company continues to keep its focus on widening of new geographical area to augment its exports. The Company is regularly participating in major overseas conferences and trade shows, which are helpful in improving the visibility of various products in international markets and widening its customer base. The Company does not have any foreign earnings.

For and on behalf of the board of directors

SD/-

Rekha Devang Kanakia
Chairperson DIN: 00346198

Date: 6th September 2022

Place: Mumbai



Annexure-B

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

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

NONE; DURING THE REPORTING PERIOD, ALL TRANSACTIONS WERE AT ARM'S LENGTH BASIS

- a) Name(s) of the related party and nature of relationship: NA
- b) Nature of contracts/arrangements/transactions: NA
- c) Duration of the contracts / arrangements/transactions: NA
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- e) Justification for entering into such contracts or arrangements or transactions: NA
- f) Date(s) of approval by the Board: NA
- g) Amount paid as advances, if any: NA
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: NA.

2. Details of material* contracts or arrangement or transactions at arm's length basis:

(*As defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and adopted by the Board of Directors in the Related Party Transactions Policy of the Company, "Material Related Party Transaction" means a transaction with a related party if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited Financial Statements of the Company.)

Name of Related Party	Nature of contracts /arrangements/ transaction	Duration of the contracts/ arrangement nts/transaction	Salient terms of the contracts or Arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid As advances, if any



REKHA KANAKIA	DIRECTOR SALARY	1 YEAR	975000		NO
KMS Manufacturing Company (Proprietor Firm)	Sale of Goods & material	1 YEAR	82441846		NO
Dermacare Surgical Pvt Ltd	Purchase of Goods and Materials	1 YEAR	5441400		NO
Dermacare Surgical Pvt Ltd	Sale of Goods & material	1 YEAR	87713		NO
Gaurang Kanakia	Rent	1 YEAR	25000		NO

For and on behalf of the board of directors

SD/-

Rekha Devang Kanakia

Chairperson

DIN: 00346198

Date: 6th September 2022

Place: Mumbai



Annexure-C

MANAGEMENT'S DISCUSSION AND ANALYSIS

Healthcare Sector: A Snapshot

The healthcare sector is among one of the most important and fastest growing sectors worldwide. Key growth drivers are demographic trends (population growth and ageing), medical progress and the resulting innovations, rising prosperity (especially in emerging markets), and improved access to medical products and services. In addition, there is a great need for new therapies for a steadily increasing number of diseases. Innovation in products, services and business models remains strong.

Over \$7.8 trillion is spent on healthcare globally. With the healthcare sector growing significantly faster than the overall global economy, these numbers will certainly be much bigger by the end of the decade. In the emerging markets, rising prosperity is further generating above-average growth. Moreover, there is still a great need for new and efficient drugs and therapies.

Healthcare has become one of India's largest sectors – both in terms of revenue and employment. Healthcare comprises of hospitals, medical devices, clinical trials, outsourcing, telemedicine, medical tourism, health insurance and medical equipment. Indian healthcare delivery system is categorized into two major components.

1. Public
2. Private

The Government, i.e. public healthcare system comprises of limited secondary and tertiary care institutions in key cities and focuses on providing basic healthcare facilities in the form of primary healthcare centres (PHCs) in rural areas.

The private sector provides majority of secondary, tertiary and quaternary care with a major concentration in metros, tier I and tier II cities.

India is also cost competitive compared to its peers in Asia and Western countries. The cost of surgery in India is about one-tenth of that in the US or Western Europe. India ranks 145th among 195 countries in terms of quality and accessibility of healthcare.

Our business overview:

Our Company was incorporated at Mumbai as "KMS Medisurgi Private Limited" on 25th March, 1999. We have been converted into a Public Limited Company and consequently name was changed to "KMS Medisurgi Limited" on 15th June, 2016.



We manufacture & undertake job work of coating of various substrates like non-woven fabrics, PU films, cotton fabrics, and taffeta silk fabrics with adhesive. We are engaged into the business of ethical marketing and distribution of Surgical Disposable, Haemostat, Medical Devices, Urology Equipment's, Surgery Equipment's, Orthopedic/Physiotherapy Equipment's, Blood Banking Equipment's and other such Surgical Equipment's in India.

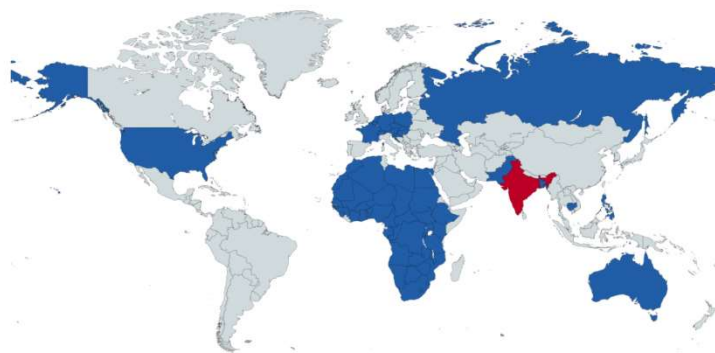
We have been established in 1999 as surgical equipment company and since then we have been successfully launching new concepts through which have helped the Indian Healthcare industry. We bridge the gap between the world technological advancements and Indian Healthcare industry. We are government approved suppliers throughout India.

Our Mission is "To become a leading Medical Device Company specializing in the supply of value-added products contributing to public healthcare and focusing on leading surgical products with a technological edge, at competitive rates". Our target is "To serve our customers at our very best, constantly improve and upgrade the quality of our production and organizational skills and to develop products." To facilitate growth, our company has a well-established distribution and export system throughout the world.

The Quality of our products has always been our priority, thanks to our highly qualified and dedicated staff, we have maintained those standards and we will strive towards excellence in future. We are Government approved supplier. We are representing the World Leaders in Surgical Disposables, Medical & Surgical Equipment's for India as their Exclusive Distributors. We also undertake job work of coating of various substrates like non-woven fabrics, PU films, cotton fabrics, taffeta silk fabrics with adhesive.

Our international presence:

- Vietnam
- Dubai
- Europe
- Australia
- Cambodia
- India
- Africa
- Philippines
- Russia
- Pakistan
- Bangladesh
- USA



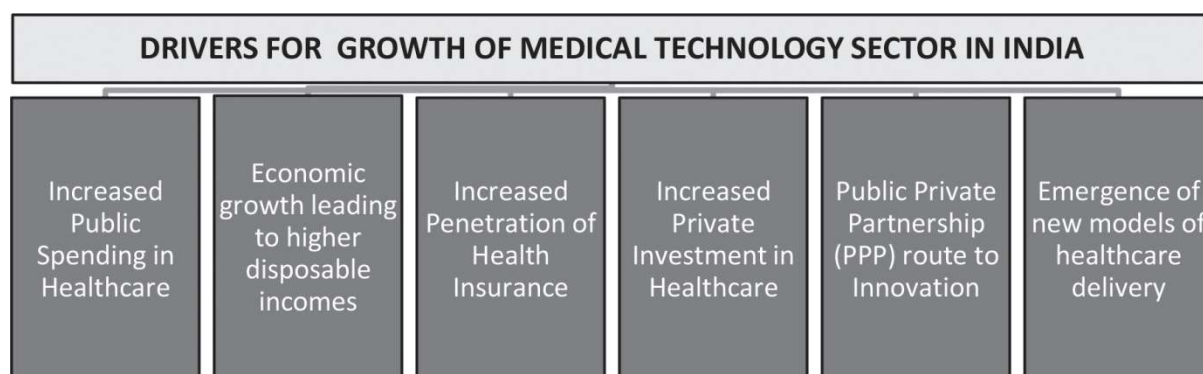


Growth Drivers for Indian Medical Industry:

Having seen tremendous improvement since independence, healthcare in India is still a critical subject and we have a long way to attain universal healthcare beyond the country's demographic, geographic and socio-economic diversity. Several targeted government initiatives have been able to achieve reduction in mortality rates and control widespread communicable diseases; however, burden of Non- Communicable Diseases (NCDs) is ever increasing.

Public sector investment on healthcare in India is one of the lowest globally, accounting for only 30% of the total healthcare expenditure in the country. Out-of-pocket expenditure accounts for 62% of the total healthcare spending against a global average of 18%. Though only 27% of the Indian population is covered by health insurance at present, penetration of the health insurance has been increasing over the years. (Source: <http://www.ficci.in/sector-details.asp?sectorid=108>).

The country needs to address the rural-urban divide in concentration of healthcare services, access to basic primary healthcare services, shortage of beds and skilled medical professionals, increasing burden of NCDs and quality concerns in healthcare, on priority. India is also witnessing the emergence of conscious, informed and tech-savvy healthcare consumers and consequently, the healthcare ecosystem needs to adapt to a patient-centric model to demonstrate greater sensitivity, understand patient expectations, engage with them and provide customized services.



Wound Care Market In INDIA:

Wound care is categorized into two types namely traditional wound care (TWC) and advanced wound care (AWC). Advanced wound care products (AWC) are designed for treating acute & chronic wounds. Chronic wounds take longer to heal and are expensive to treat.

Modern wound care is emerging as a standard treatment option for chronic wounds. Traditional wound care products are being increasingly replaced with advanced wound care products due to their efficiency & effectiveness in healing. The advanced wound care market is segmented on the basis of product, application, end-user, and region to give an in-depth analysis.



Trends influencing the Advanced Wound Care Market Size:

- Significant increase in the prevalence of chronic diseases such as diabetes and obesity, increase in the geriatric population, technological advances, problems associated with conventional wound healing procedures, and a boom in the adoption of evidence-based chronic wound therapies drive the growth of the advanced wound care industry.
- In addition, expanded education campaigns for advanced diagnosis & management of wound care, attempts to reduce the length of hospital stay to lower healthcare expenses, and increased propensity toward wound care products that improve clinical outcomes are other factors that contribute to market growth
- The geriatric population is growing at a significant rate, globally. There is a direct correlation between aging and wound healing process — with age, decreased cellular activity reduces the natural ability of the body to close and repair wounds. Hence this raise in geriatric population is invariable impacting the market growth of the Advanced wound care market.

Covid-19 and Indian Woundcare Market:

The spread of COVID-19 rapidly developed into a pandemic, causing serious disruptions to health services, including the care of wounded patients. Due to the need, the delivery of wound care, which should be considered an important medical service, has changed. The main objectives of wound care during this time were to prevent major wound complications to reduce hospitalization and surgery, where possible, rather than eliminate wound healing. Before the pandemic, wound care aims to heal patients' wounds with a combination of smart antibiotics, adequate dressing, and proper loading. As this requires regular visits to the hospital, management's focus has shifted to focus on preventing the development of ulcer problems and hospitalization during COVID-19 times in India according to the article published by AvicaAtri, Christian Medical College & Hospital, Vellore, Tamil Nadu India, in 2020.

Recently, due to the COVID-19 pandemic, the number of operations cancelled in India is estimated at 48,728 per week or about 585,000 over 12 weeks, as per a 2020 report published in the British Journal of Surgery. They include elective surgeries, such as bariatric, for severe obesity, and metabolic, for type-2 diabetes. Therefore, these number of surgeries are yet to be performed and after the outbreak of COVID-19, which is expected to boost the market in India.

Competitive landscape:

India is a developing country. As result, there is an increasing demand for wound care management devices. This has, in turn, helped in the growth of the wound care management devices market. This has made the market more lucrative. This will encourage the global players to make their presence felt in India. Some of the major players in the country are 3M, Coloplast, Medtronic, and some local players like Centaur Pharma, Axiobiosolutions.





Recent Government Initiatives taken by Government in healthcare sector:

- The government has announced Rs 69,000 crore (US\$ 9.87 billion) outlay for the health sector that is inclusive of Rs 6,400 crore (US\$ 915.72 million) for PMJAY in Union Budget 2020-21.
- The Government of India approved the continuation of National Health Mission with a budget of Rs 34,115 crore (US\$ 4.88 billion) under the Union Budget 2020- 21.
- The Government of India aims to increase healthcare spending to three percent of the Gross Domestic Product (GDP) by 2022.
- Under the Pradhan Mantri Swasthya Suraksha Yojana (PMSSY), allocation of Rs 3,000 crore (US\$ 429.25 million) made under Union Budget 2020-21. Source: <https://www.ibef.org/industry/healthcareindia>.
- Health cess 5% announced in the union budget to protect domestic manufacturing – fund collected will be used to upgrade healthcare infrastructure.

Risks Management Framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's Risk Management framework. The Board of Directors have adopted a Risk Management Policy framed by the Company, which identifies the risk and lays down the risk minimization procedures. The Management reviews the Risk management policies and systems on a regular basis to reflect changes in market conditions and the Company's activities, and the same is reported to the Board of Directors periodically.

Further, the Company, in order to deal with the future risks, has in place various methods / processes which have been imbibed in its organizational structure and proper internal controls are in place to keep a check on lapses, and the same has been modified in accordance with the regular requirements.

The Company has robust risk management procedures to identify and evaluate risks on an ongoing basis. Risks are inherent in business activities and to effectively and efficiently mitigate risks, the Company has implemented a framework: -

- Strategic Risks
- Compliance Risks
- Operational Risks
- Reporting obligations and Environment, Health and Safety Risks
- IT Governance & Enterprise Risk Management
- Management of Risks relating to Sensitive Information Leakage
- Business Continuity and disaster recovery

The identified risks are integrated into the business plan and detailed action plan is laid out to mitigate the identified business risks and concerns.

***Internal Control System & Adequacy***

The Company is conscious of the importance of the internal processes and controls. The Company has a robust business planning & review mechanism and has adequate internal control systems commensurate with the nature of its business and size. These systems are regularly reviewed and improved upon. The Key Management has certified to the Board on matters relating to financial reporting and related disclosures, compliance with relevant statutes, Accounting Standards and adequacy of internal control systems. The Company has a detailed budgetary control system and actual performance is reviewed periodically and decisions are taken accordingly.

Environment Health and Safety

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources. Safety awareness has been enhanced by way of training on hazard identification and risk assessment. Continuous trainings are provided to all employees. Mock drills on emergency preparedness are conducted regularly.

Opportunity and Future Prospects:

India is among the top-20 markets for the medical adhesives & Tapes in the world and the 4th largest market for medical devices in Asia.. The domestic industry has a huge potential to ramp up indigenous manufacturing and invest in R & D and reduced dependence on imports.

Our Strengths:

Your Company has a strong, committed and dedicated workforce, which is a key to its sustained success. The Company believes that motivation, sense of ownership and satisfaction of its people are the most important drivers for its continued growth. Good governance practices combined with strong leadership has been the inherent strength of the Company. On the manufacturing front, we continue to build our capabilities and strengthen our processes. Through our robust efforts in implementing important initiatives in Quality and Compliance, we now see consistent positive outcomes from regulatory inspections. Our audit programs and effective internal controls ensure our compliance of all existing rules and regulations.

Competition:

The medical device industry is undergoing some major transformation with the latest technological advancements and the continuous influx of manufacturers entering the market. One of the biggest industries in healthcare, the medical device industry thrives on innovation and technology but currently witnesses strong competition in the market.



Annexure-D

APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL.

1. The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

NAME	RATIO
Rekha Devang Kanakia (DIN: 00346198)	2.72
Siddharth Gaurang Kanakia (DIN:07595098)	-
Hardik Rajnikant Bhatt (DIN: 07566870)	-
Kamlesh Chunilal Rajani (DIN: 07588417)	-
Pratik Pravin Tarpara (DIN 08689556)	-
Rohan Devang Kanakia (DIN: 09220915)	-

For this purpose, sitting fees paid to the directors has not been considered as remuneration.

2. The percentage decrease in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary if any, in the financial year:

Name	Designation	% Decrease
Rekha Devang Kanakia	MD	NA
Anand Prataprai Kanakia	CFO	NA
Mariam Bahnan	Company Secretary	NA

3. The percentage increase in the median remuneration of employees in the financial year: 8.83%.
4. The number of permanent employees in the Company as on 31st March, 2022: 18 (EIGHTEEN).
5. Affirmation that the remuneration is as per the remuneration policy of the Company: It is affirmed that the remuneration paid to Directors,
6. Key Managerial Personnel and other senior management is as per the remuneration policy of the company.
7. Disclosure under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014: There are no employees appointed by the Company who were in receipt of remuneration of Rs. 1.20 Crores or more per Annum employed throughout the year and Rs. 8.50 Lakhs or more Per Month employed for part of the year. Hence the Disclosure under Rule 5(2) is not applicable.

For and on behalf of the board of directors

SD/-

Rekha Devang Kanakia
Chairperson
DIN: 00346198

Date: 6th September 2022

Place: Mumbai



Annexure-E

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

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

To,
KMS Medisurgi Limited
297/301 May Building, Gr. Floor,
Marine lines(East) Princess Street,
Mumbai-400002

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by KMS Medisurgi Limited having CIN: **L51397MH1999PLC119118** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my verification of the KMS Medisurgi Limited 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, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2022 generally 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws Framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (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, 2018; **(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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the audit period)**
- (g) 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;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the audit period)** and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the audit period)**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to board and general meetings.
- (ii) The Securities and Exchange Board of India (Listing Obligations 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.

I further report that

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

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

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the



Board were unanimous and no dissenting views have been recorded. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the respective meetings of the Board or Committee thereof.

I 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.

I further report that during the audit period, there was no other event/action having major bearing on affairs of the Company.

For **Naveen Karn & Co.**
Practicing Company Secretary

SD/-

Naveen Karn
C.P. No.: 22655
Membership No.: 60273
UDIN: A060273D000923168

Place: Vasai
Date: 06.09.2022

This report is to be read with Annexure A which forms an integral part of this report.



Annexure A

To,
KMS Medisurgi Limited
297/301 May Building, Gr. Floor,
Marine lines(East) Princess Street,
Mumbai-400002

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. my responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Naveen Karn & Co.**
Practicing Company Secretary

SD/-

Naveen Karn
C.P. No.: 22655
Membership No.: 60273
UDIN: A060273D000923168

Place: Vasai
Date: 06.09.2022



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

***(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)***

To,
The Members,
KMS Medisurgi Limited,
297/301 May Building, Gr. Floor,
Marine lines(East) Princess Street,
Mumbai-400002

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of KMS Medisurgi Limited having CIN: L51397MH1999PLC119118 and having registered office at 297/301 May Building, Gr. Floor, Marine lines(East) Princess Street, Mumbai-400002 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Names of Director	DIN	Date of appointment in Company
1	Mrs. Rekha Devang Kanakia	00346198	17/03/2016
2	Mr. Hardik Rajnikant Bhatt	07566870	14/07/2016
3	Mr. Kamlesh Chunilal Rajani	07588417	11/08/2016
4	Mr. Siddharth Gaurang Kanakia	07595098	02/05/2018
5	Mr. Pratik Pravin Tarpara	08689556	12/02/2020
6	Mr. Rohan Devang Kanakia	09220915	29/06/2021

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Naveen Karn & Co.**
Practicing Company Secretary

SD/-

Naveen Karn
C.P. No.: 22655
Membership No.: 60273
UDIN: A060273D000923201

Place: Vasai
Date: 06.09.2022



**DECLARATION BY THE MANAGING DIRECTOR REGARDING COMPLIANCE BY BOARD MEMBERS AND
SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT**

To,
The Members of KMS MEDISURGI LIMITED

In accordance with Clause D of Schedule V of the SEBI (LODR) Regulations, 2015, I hereby confirm that, all the Directors and the Senior Management personnel including me, have affirmed compliance to their respective Codes of Conduct, as applicable for the financial year ended March 31, 2022.

By Order of the Board of Directors
For KMS Medisurgi Limited

SD/-
(Rekha Kanakia)
DIN: 00346198
Managing Director

Date: 6th September 2022

Place: Mumbai



MD/CFO CERTIFICATION

To,
The Board of Directors,
KMS Medisurgi Limited

We hereby certify the following as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that:

- 1) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31, 2022 and that to the best of our knowledge and belief :
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- 2) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of the internal controls systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- 4) we further certify that:
 - a. there have been no significant changes in internal control over financial reporting during the period under review;
 - b. there have been no significant changes in accounting policies made during the period and that the same have been disclosed in the notes to the financial statements; and
 - c. there have been no instances of significant fraud of which we have become aware 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.

Sd/-
(Rekha Kanakia)
Managing Director
(DIN: 00346198)

Sd/-
(Rohan Kanakia)
Director
(DIN: 0990915)

Place: Mumbai

Date: 6th September 2022

Sd/-
(Anand Prataprai Kanakia)
Chief Financial Officer



KALPESH JAIN AND ASSOCIATES

CHARTERED ACCOUNTANTS

Shop No. 1, Ground Floor, Marine Palace, Chandanwadi, Chira Bazar,
Marine Lines (E), Mumbai - 400 002.

Tel. No. : +91 7900082881 | Email Id :-kjainassociates@gmail.com

Independent Auditors Report on Standalone Annual Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To
The Board of Directors
KMS Medisurgi Limited

Opinion

We have audited the accompanying Statement of standalone financial results of **KMS Medisurgi Limited** ('the Company') for the year ended 31st March 2022 ('the statement') attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulation').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results :

- i. are presented in accordance with the requirement of the Regulation 33 of the Listing Regulation in this regard; and
- ii. give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India of the net loss and other comprehensive income and other financial information for the ended 31st March 2022

Basis of Opinion

We conducted our audit in accordance with the Standards of auditing ("SAs") specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with



these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our opinion on the standalone annual financial results.

Management's Responsibilities for the Standalone Financial Results

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements. The Company's Management and the Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditors Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone annual financial results.



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial results made by the Management and Board of Directors
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

The standalone annual financial results include the results for the quarter ended 31 March 2022 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For Kalpesh Jain & Associates

Chartered Accountants

Firm Registration No.: 132603W



Kalpesh M. Jain

Partner

Membership No. : 140164

UDIN : 22140164AJWSVN8357



Place : Mumbai

Date : 30th May 2022



KALPESH JAIN AND ASSOCIATES

CHARTERED ACCOUNTANTS

Shop No. 1, Ground Floor, Marine Palace, Chandanwadi, Chira Bazar,
Marine Lines (E), Mumbai - 400 002.

Tel. No. : +91 7900082881 | Email Id :-kjainassociates@gmail.com

Independent Auditor's Report

To the Members of
KMS MEDISURGI LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of **KMS MEDISURGI LIMITED ('the company')** which comprises of Balance Sheet as at 31st March, 2022, the Statement of Profit and Loss (Including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended on that date and a summary of significant accounting policies and other explanatory information.

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 as amended, ("Ind-AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2022, and its loss (including other comprehensive income), its cash flows and the changes in the equity for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independent requirement that are relevant to our audit of the standalone financial statements under the provisions of the Act and the rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

Information other than standalone financial statements and Auditors report thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises of the information included in the management discussion and analysis, Boards report including Annexure to Boards Report, Corporate Governance and Shareholders information, but does not include the standalone financial statements and our



auditors report thereon. Our opinion on standalone financial statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

In connection with our audit of the standalone financial statement, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the standalone financial statement or other information obtained during the course of our audit or otherwise appear to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Standalone 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 (Including Other Comprehensive Income), cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has



adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under section 133 of the Act, as applicable.
 - e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we refer to our



separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- 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 the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses on account of such contracts.
 - iii. There was no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section 11 of section 143 of the Act, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Kalpesh Jain & Associates
Chartered Accountants
Firm Registration No.: 132603W



Kalpesh M. Jain
Partner
Membership No. : 140164
UDIN : 22140164AJWTEH2539



Place : Mumbai
Date : 30th May' 2022

Annexure A to the Independent Auditor's report of even date on the Standalone Financial Statements of KMS Medisurgi 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 **KMS MEDISURGI LIMITED** ("the Company") as of 31st March 2022 in conjunction with our audit of the 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 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, to the extent applicable to an audit of internal financial controls, 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 judgment, 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.

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, 2022, 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 Kalpesh Jain & Associates

Chartered Accountants

Firm Registration No.: 132603W



Kalpesh M. Jain

Partner

Membership No. : 140164

UDIN : 22140164AJWTEH2539



Place : Mumbai

Date : 30th May' 2022

Annexure B to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the Members of the Company on the financial statements for the year ended 31 March 2022 and on such checks as we considered appropriate and according to the information and explanations given to us, we state that:

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of the Property, Plant and Equipment. The Company is maintaining proper records showing full particulars of intangible assets.

(b) The Property, Plant & Equipment have been physically verified by the management at reasonable intervals during the year. There was no major discrepancies noticed.

(c) The title deeds of immovable property disclosed in the financial statements are held in the name of the Company.

(d) The Company has not revalued Property, Plant & Equipment (including Right of Use Assets) or intangible assets or both during the year.

(e) There are no proceedings initiated against the Company for holding any benami properties under the Benami Transactions (Prohibition) Act, 1988(45 of 1988) and rules made thereunder.
- ii. (a). The inventory has been physically verified during the year by the management. Physical verification of the inventory has been conducted at reasonable intervals by the management. The discrepancies noted on physical verification of inventory as compared to book records are not material.

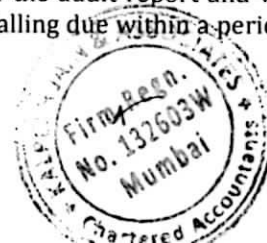
(b). The provision of clause 3(ii)(b) of the Companies (Auditors Report) Order 2020 are not applicable to the company.
- iii. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintain under section 189 of the Companies Act, 2013. Accordingly, provisions of sub-clause iii (a), (b) and (c) are not applicable
- iv. In our opinion, and according to the information and explanation given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act 2013 in respect of grant of loans , making investments and providing guarantees and securities, as applicable.
- v. The provision of clause 3(v) of the Companies (Auditors Report) Order 2020 are not applicable to the company.
- vi. The provision of clause 3(vi) of the Companies (Auditors Report) Order 2020 are not applicable to the company.
- vii. (a) According to the records of the Company, the company is generally regular in depositing undisputed statutory dues including, Goods and Service Tax, Provident Fund, Employees State Insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues to appropriate authorities and there are no undisputed statutory dues amounts payable for more than six months from the date payable as at 31st March 2022.

(b) According to the information and explanation given to us in respect of statutory dues



mentioned in (a) above, there is no amount which have not been deposited on account of any dispute.

- viii. According to the information and explanations given to us, there are no transactions not recorded in books of accounts which have been surrendered or disclosed as income during the year in tax assessments under Income Tax Act, 1961 (43 of 1961).
- ix. According to the information and explanations given to us, the company has not defaulted in repayment of any loans or other borrowings or in payment of interest thereon to any lender. Accordingly provisions of sub-clause (b), (c), (d), (e) and (f) are not applicable.
- x. (a) According to the information and explanations provided to us and as per the records of the company examined by us, company has not raised funds by way of public issue or further public offer (including debt instruments) during the year under review.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially, or optionally convertible).
- xi. To the best of our knowledge and belief and according to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year. Accordingly, sub clause (b) and (c) are not applicable.
- xii. In our opinion and according to information and explanations given to us, the Company is not a Nidhi Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the details of such transactions with the related parties are in compliance with section 177 and 188 of the Companies Act where applicable and details of such transactions have been disclosed in the financial statements required by the applicable accounting standards
- xiv. (a) According to the information and explanations given to us, the company has internal audit commensurate with the size and nature of its business.
- (b) We have considered the reports of the internal auditors for the period under audit.
- xv. According to the information and explanations given to us and the representation obtained from management, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. The company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934. Accordingly provisions of the clause are not applicable to the company.
- xvii. The Company has not incurred Cash losses in the financial year and also in immediately preceding financial year.
- xviii. There has been no resignation of the Statutory Auditors during the year and such clause is not applicable.
- xix. According to the information and explanations given to us and on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting such assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on date of the audit report that the company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, states that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from



the balance sheet date, will get discharged by the company as and when they fall due.

xx. The provision of Clause 3 (xx) are not applicable to the company.

For Kalpesh Jain & Associates
Chartered Accountants
Firm Registration No.: 132603W



Kalpesh M. Jain
Partner
Membership No. : 140164
UDIN : 22140164AJWTEH2539



Place : Mumbai
Date : 30th May' 2022

BALANCE SHEET AS AT 31st MARCH 2022

	Notes	Mar-22	Mar-22	Mar-21
EQUITY AND LIABILITIES				
SHAREHOLDERS FUNDS :				
Share Capital	2	3,30,00,000		3,30,00,000
Reserves & Surplus	3	3,36,88,210		3,15,36,269
			6,66,88,210	6,45,36,269
NON CURRENT LIABILITIES				
Long Term Borrowings	4		99,07,466	1,02,57,667
CURRENT LIABILITIES				
1) Short Term Borrowings	5	-		-
2) Trade Payables	6	1,94,60,717		1,76,25,130
3) Other Current Liabilities	7	10,19,604		3,60,564
4) Short Term Provisions	8	(33,902)		5,67,797
			2,04,46,419	1,85,53,491
			9,70,42,095	9,33,47,427
ASSETS				
NON CURRENT ASSETS				
<u>Fixed Assets</u>	9			
Tangible Assets			1,48,04,594	1,65,36,933
Non Current Investments	10		16,012	16,012
Long Term Loans & Advances	11		-	-
CURRENT ASSETS				
1) Inventories	12	96,59,675		66,67,245
2) Trade Receivables	13	6,51,83,122		6,27,68,464
3) Cash & Cash Equivalents	14	41,27,889		61,26,621
4) Short Term Loans & Advances	15	32,50,803		12,23,670
5) Other Current Assets	16	-		8,482
			8,22,21,489	7,67,94,482
			9,70,42,095	9,33,47,427

Notes forming part of Financial Statements 1 -39
The accompanying notes are integral part of financial statements.

As per our Report of even dated

For Kalpesh Jain & Associates

Firm Registration No : 132603W

Chartered Accountant

Kalpesh Jain

Kalpesh Jain

Partner

Membership No :140164



For and on Behalf of Board of Directors

Sd/-
Rekha Devang Kanankia
Managing Director
Din-00346198

Sd/-
Anand Prataprai Kanakia
CFO

Sd/-
Rohan Kanakia
Director
Din-09220915

Mumbai, 30th May 2022

Mumbai, 30th May 2022

Statement of Profit and Loss for the period ended 31st March 2022

	Notes	Mar-22	Mar-21
CONTINUING OPERATIONS			
INCOME :			
Revenue from Operation	17	10,31,69,361	7,50,97,798
Other Income	18	5,12,563	9,64,376
Total Revenue		<u>10,36,81,924</u>	<u>7,60,62,174</u>
EXPENSES :			
Cost of Material Consumed	19	7,70,46,007	5,66,83,308
Purchase Of Stock In Trade	20	8,72,007	10,28,630
Change in Inventories of Stock in Trade	21	-	-
Employee Benefit Expenses	22	88,61,062	68,37,974
Finance Cost	23	3,89,639	3,32,485
Other Expenses	24	1,07,48,402	54,94,338
Depreciation & amortisation expenses	9	29,12,866	33,12,389
		<u>10,08,29,983</u>	<u>7,36,89,124</u>
Profit before Extraordinary Exp.		28,51,941	23,73,050
Extraordinary Expenses		-	-
Profit before Tax		<u>28,51,941</u>	<u>23,73,050</u>
Provision for Tax		7,00,000	7,89,000
		<u>21,51,941</u>	<u>15,84,050</u>
Less: Prior years tax adjustments		-	3,55,054
Profit for the year		<u>21,51,941</u>	<u>12,28,996</u>
Basic and diluted earning per share (in `)		0.65	0.37

Significant Accounting Policies

2

Other Notes

25 to 39

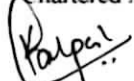
The accompanying notes are integral part of financial statements.

As per our Report of even dated

For Kalpesh Jain & Associates

Firm Registration No : 132603W

Chartered Accountant



Kalpesh Jain

Partner

Membership No : 140164

Mumbai, 30th May 2022



For and on Behalf of Board of Directors

Sd/-
Rekha Devang Kanankia
Managing Director
Din-00346198

Sd/-
Anand Prataprai Kanakia
CFO

Sd/-
Rohan Kanakia
Director
Din-09220915

Mumbai, 30th May 2022

KMS MEDISURGI PRIVATE LTD
Cash Flow Statement for the year ended 31st March 2022

	Mar-22	Mar-21
A CASH FLOW FROM OPERATING ACTIVITIES		
Profit for the year	21,51,941	15,84,050
Adjustments for :		
Depreciation	29,12,866	33,12,389
Interest paid	14,952	85,170
Interest received	(1,33,018)	(6,65,567)
	<u>27,94,800</u>	<u>27,31,992</u>
Operating Profit before Working Capital Changes	49,46,741	43,16,042
Adjustments for :		
Increase / (Decrease) in Trade payables	18,35,587	22,78,460
Increase / (Decrease) in Other Current Liabilities	6,59,040	(6,40,931)
Increase / (Decrease) in Short Term Provisions	(6,01,699)	3,68,881
(Increase) / Decrease in Inventories	(29,92,430)	68,35,357
(Increase) / Decrease in Other Current Assets	8,482	495
(Increase) / Decrease in Short Term Loans & Advances	(20,27,133)	64,464
(Increase) / Decrease in Trade & Other receivables	(24,14,658)	(55,32,811)
	<u>(5,86,070)</u>	<u>(78,06,484)</u>
Cash Generated from Operations	(5,86,070)	54,16,284
Direct taxes paid	-	(1,11,048)
Net Cash from Operating Activities	[A] (5,86,070)	53,05,236
B CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Assets	(11,80,527)	(17,07,864)
Sales of Assets	-	-
Sales / (Purchases) of Investments	-	-
Interest received	1,33,018	6,65,567
Dividend received	-	-
Net Cash from Investing Activities	[B] (10,47,509)	(10,42,297)
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from borrowings	(3,50,201)	(8,00,826)
Repayment of borrowings	-	-
Increase in Share Capital	-	-
Increase in Share Premium	-	-
Interest Expenses	(14,952)	(85,170)
Dividend On Equity Shares	-	(1,65,000)
Dividend Distribution Tax	-	-
Net Cash Flow from Financial Activities	[C] (3,65,153)	(10,50,996)
Net Cash increase/(Decrease) in cash and Cash equivalents	(A+B+C) (19,98,732)	32,11,943
Cash and Cash Equivalents (Opening) :		
Cash on Hand	1,11,990	78,387
Balance with Banks	<u>60,14,631</u>	<u>61,26,621</u>
	28,36,291	29,14,678
Cash and Cash Equivalents (Closing) :		
Cash on Hand	1,24,129	1,11,990
Balance with Banks	<u>40,03,760</u>	<u>60,14,631</u>
	41,27,889	61,26,621

Notes :

1 The above Cash Flow Statement has been prepared under the Indirect Method as set out in the Accounting Standard - 3 (AS3) 'Cash Flow Statement' issued by the Institute of Chartered Accountant of India.

2 Previous year's figures have been regrouped or rearranged wherever necessary.

For and on Behalf Of Board Of Directors

Sd/-
 Rekha Devang Kanankia
 Managing Director
 Din-00346198

Sd/-
 Anand Prataprai Kanankia
 CFO

Sd/-
 Rohan Kanakia
 Director
 Din-09220915



KMS MEDISURGI LTD
Notes to Financial Statements for the Year ended 31st March 2022

Mar-22 **Mar-21**

2 SHARE CAPITAL

2.1 Authorised :

35,00,000 Equity Shares of Rs. 10/- each

3,50,00,000 3,50,00,000

2.2 Issued, Subscribed, & Fully Paid Up :

33,00,000 (Previous Year 33,00,000) Equity Shares of Rs. 10/- each

3,30,00,000 3,30,00,000

3,30,00,000 3,30,00,000

2.3 Reconciliation of Shares outstanding at the beginning and end of the year:

Particulars	As at 31st March 2022		As at 31st March 2021	
	Number		Number	
Equity Shares at the beginning of the year	33,00,000	3,30,00,000	33,00,000	3,30,00,000
Add : Issued during the year	-	-	-	-
Add : Bonus Shares Issued during the year	-	-	-	-
Equity Shares at the end of the year	33,00,000	3,30,00,000	33,00,000	3,30,00,000

The Company has one class of equity shares having par value of 10 each. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to shareholding.

2.4 Details of shareholders holding more than 5% of shares as at

Name of the Shareholder	As at 31st March 2022		As at 31st March 2021	
	No of Shares held	Shares Held %	No of Shares held	Shares Held %
Moni Diamonds Ltd	6,34,000	19.21%	6,34,000	19.21%
Gaurang Kanakia	3,28,180	9.94%	3,28,180	9.94%
Anand Kanakia	3,37,400	10.22%	3,37,400	10.22%
Rekha Kanakia	4,42,000	13.39%	4,42,000	13.39%
Sushila Kanakia	4,40,000	13.33%	4,40,000	13.33%
Amrita Kanakia	1,68,000	5.09%	1,68,000	5.09%

3 RESERVES AND SURPLUS

Securities Premium Account

Opening Balance

1,88,06,452

1,88,06,452

Additions during the year

-

1,88,06,452

1,88,06,452

Statement of Profit & Loss

Opening Balance

1,27,29,817

1,16,65,821

Add: Profit/(Loss) for the year

21,51,941

12,28,996

1,48,81,758

1,28,94,817

Less :

Dividend distributed to equity shareholders

-

1,65,000

Tax on Dividend

-

1,48,81,758

1,27,29,817

3,36,88,210

3,15,36,269

4 LONG TERM BORROWING

SECURED LOANS

Vehicle Loans

Total (A)

5,00,201

5,00,201



UNSECURED LOANS

From Shareholders/Directors
From Others

89,87,539 88,37,539
9,19,927 9,19,927

Total (A) + (B)

Total (B)
99,07,466 97,57,466
99,07,466 1,02,57,667

5 SHORT TERM BORROWING**SECURED LOANS**

Working Capital Loan from Banks

- -
- -

6 TRADE PAYABLES

Outstanding Dues to Micro & Small Enterprises

1,55,927 14,34,206

Outstanding Dues to creditors Other than Micro & Small Enterprises

1,93,04,790 1,61,90,924

1,94,60,717 1,76,25,130

6.2 Balance of Sundry Creditors are subject to confirmations. Adjustments, if any, will be made on receipts of the confirmations.

7 OTHER CURRENT LIABILITIES

Other Payables

10,19,604 3,60,564

10,19,604 3,60,564

8 SHORT TERM PROVISIONS

Provision for proposed equity dividend

- 1,65,000

Provision for Taxation (Net)

(33,902) 4,02,797

(33,902) 5,67,797

10 NON CURRENT INVESTMENTS

Trade - Unquoted

National Saving Certificates (Deposited with Govt Authorities)

16,012 16,012

11 LONG TERM LOANS & ADVANCES

Advance towards Factory Premises

- -
- -

12 INVENTORIES

Stock in Trade

At cost or net realisable value whichever is lower

(As per Inventories certified by the Directors)

96,59,675 66,67,245



13 TRADE RECEIVABLES

(Unsecured, Considered Good)

Due for more than six months from the due date of payment

Other trade receivables

1,68,83,863 1,28,68,747

4,82,99,259 4,98,99,717

6,51,83,122 6,27,68,464

13.1 Balance of Sundry Debtors are subject to confirmations. Adjustments, if any, will be made on receipts of the confirmations.

14 CASH AND CASH EQUIVALENTS

Cash on Hand

1,24,129 1,11,990

Balance with Scheduled Banks in:

Current Accounts

10,30,376 28,65,554

Deposit Accounts (Pledged with banks)

28,77,094 30,52,787

Margin Money Accounts

96,290 96,290

41,27,889 61,26,621**15 SHORT TERM LOANS AND ADVANCES**

(Unsecured, considered good)

Other Short Term Advances

22,97,744 1,83,000

Advance payment of taxes (net)

- -

Security & Other Deposits

9,53,059 10,40,670

32,50,803 12,23,670

15.1 Balance of Loans & Advances are subject to confirmations. Adjustments, if any, will be made on receipts of the confirmations.

16 OTHER CURRENT ASSETS

Prepaid Expenses

- 8,482

- 8,482**17 REVENUE FROM OPERATIONS**

Sale of Products

9,96,08,244 7,31,66,413

Income from Job work contract

35,61,117 19,31,385

10,31,69,361 7,50,97,798**18 OTHER INCOME**

Interest

1,33,018 6,65,567

Others

- 41,011

Net Gain on Foreign Currency transaction and translations

3,79,545 2,57,798

5,12,563 9,64,376

19 **COST OF MATERIAL CONSUMED**

Opening Stock	66,67,245	1,35,02,602
Add : Purchases	8,00,38,437	4,98,47,951
	8,67,05,682	6,33,50,553
Less: Closing Stock	96,59,675	66,67,245
	7,70,46,007	5,66,83,308

20 **PURCHASE OF STOCK IN TRADE**

Purchase of Traded Goods	8,72,007	10,28,630
	8,72,007	10,28,630

21 **CHANGE IN INVENTORIES OF STOCK IN TRADE**

Opening Stock	-	-
Closing Stock	-	-
(Increase)/Decrease	-	-

22 **EMPLOYEE BENEFIT EXPENSES**

Salaries, Wages, Allowances & Bonus	82,79,726	67,75,495
Contribution to Gratuity Fund	5,68,718	52,975
Staff Welfare Expenses	12,618	9,504
	88,61,062	68,37,974

23 **FINANCE COST**

Interest Paid to Banks	14,952	85,170
Bank Charges	3,74,687	2,47,315
	3,89,639	3,32,485

24 **OTHER EXPENSES**

BSE Listing Fees	25,000	25,000
Delivery, Handling & Transportation Charges	38,98,493	13,55,278
Job work Charges	13,14,565	6,68,834
Printing & Stationery	25,216	18,965
Legal & Professional Charges	3,54,400	1,89,000
Postage, Telephones & Internet Charges	2,12,371	1,59,904
Insurance Charges	1,35,381	-
Commission & Brokerage	3,31,500	-
Electricity & Fuel Charges	10,19,534	7,71,444
Repairs and Maintenance Charges	9,97,475	7,17,914
Rent & Taxes	32,565	44,064
Warehousing charges	-	12,625
Software & Website Charges	2,51,641	1,33,157
Sales Promotion Expenses	-	8,640
Audit Fees	25,000	25,000
Travelling and Conveyance	6,70,780	2,30,409
Tender, Registration & License Fees	95,645	9,080
Sundry balances written off	22,277	77,579
Miscellaneous expenses	13,36,559	10,47,445
	1,07,48,402	54,94,338

- 25 In the opinion of the Board, adequate provision has been made for all known liabilities and the current assets, loans and advances have a value on realisation in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet.



26 DEFERRED TAX

The Company has on prudence not recognised Deferred Tax Assets of Rs. 11,72,182/- (Previous year Rs. 11,81,913/-) mainly representing difference between tax and written down value of fixed assets, due to uncertainty of future profits in terms of Accounting Standards 22 (AS-22) for taxes on Income issued by The Institute of Chartered Accountant of India.

The break-up of deferred tax assets / liability		As at 31st March 2022	As at 31st March 2021
A	Deferred Tax Assets		
	Difference between tax and Book written down value	37,93,468	38,24,960
		<u>37,93,468</u>	<u>38,24,960</u>
B	Deferred Tax Liability		
	Deferred Revenue Expenses	-	-
		<u>-</u>	<u>-</u>
C	Net Deferred Tax Assets	37,93,468	38,24,960
D	Deferred Tax Assets / (Liability)	11,72,182	11,81,913

27 EARNINGS PER SHARE :

Particulars	As at 31st March 2022	As at 31st March 2021
Net Profit / (Loss) as per Profit and Loss Account (A) Rs.	21,51,941	12,28,996
Weighted average number of shares outstanding during the period (B) Nos	33,00,000	33,00,000
Basic & Diluted Earnings per share of Rs. 10 each (A/B)	0.65	0.37

28 RELATED PARTY DISCLOSURES

A Relationships

i) Key Management Personnel & Relatives

Gaurang Kanakia - Director

Siddarth Kanakia-Director

Rekha Kanakia - Director

Anand Kanakia-Relative of the director

Amrita Kanakia - Relative of the director

KMS Manufacturing- Proprietary

firm of a director

KMS Tours & Travel-Proprietary

firm of a director

ii) Enterprise having a Common Management Personnel

Dermacare Surgicals Pvt Ltd

KMS Manufacturing Ltd

Related Party Relationship is as identified by the Company and relied on by the Auditors



B Details of Transaction with Related Parties

Nature of Transactions		For the year Ended 31st	
Transactions with A(i)		March 2022	March 2021
i)	Expenditure		
	Purchase of Goods and Materials	-	2,86,952
	Salaries	9,75,000	9,30,538
ii)	Income		
	Sales of Goods and Materials	8,24,41,846	6,72,32,390
iii)	Outstanding Balances		
	Unsecured Loan	99,07,466	97,57,466
	Sundry Debtors	5,97,83,816	5,50,64,193
Transactions with A(ii)			
i)	Purchase of Goods and Materials	54,41,400	15,62,096
ii)	Sale of Goods and Materials	87,713	3,84,586
iii)	Outstanding Balances		
	Sundry Debtors	-	-
	Sundry Creditors	14,32,868	24,88,706

- 30 The Company considers its entire operations under single segment namely pharmaceuticals, adhesive tapes and medical and surgical disposable products as envisaged by Accounting Standard 17 "Segment Reporting". The company operations are only in India.

31 SALES

Particulars	As at 31st March 2022	As at 31st March 2021
Surgical Products (a)	9,96,08,244	7,31,66,413

Notes :

- (a) Surgical Products includes Surgipore Tapes, Absorbable Gelatin Surgical Sponge, Microporous Surgical Foam Tape, Fleece Fabric, Transparent Tape, Dressing Silicon Gel Sheet etc

32 RAW MATERIALS CONSUMED

Particulars	As at 31st March 2022	As at 31st March 2021
Non woven Fabric & Others	7,70,46,007	5,66,83,308



33 **VALUE OF IMPORTED AND INDIGENOUS RAW MATERIALS CONSUMED**

	%	As at 31st March 2022	%	As at 31st March 2021
Imported	60.65%	4,67,30,594	55.00%	3,11,75,819
Indigenous	39.35%	3,03,15,413	45.00%	2,55,07,489
	100%	7,70,46,007	100%	5,66,83,308

34 **PURCHASES**

Particulars	As at 31st March 2022	As at 31st March 2021
Surgical Products (a)	8,72,007	10,28,630

Notes :

(a) Surgical Products includes Surgipore Tapes, Absorbable Gelatin Surgical Sponge, Microporous Surgical Foam Tape, Fleece Fabric, Transparent Tape, Dressing Silicon Gel Sheet etc

35 **CLOSING FINISHED GOODS STOCK**

Particulars	As at 31st March 2022	As at 31st March 2021
Surgical Products (a)	-	-

Notes :

(a) Surgical Products includes Surgipore Tapes, Absorbable Gelatin Surgical Sponge, Microporous Surgical Foam Tape, Fleece Fabric, Transparent Tape, Dressing Silicon Gel Sheet etc

36 **VALUE OF IMPORTS ON CIF BASIS**

Particulars	As at 31st March 2022	As at 31st March 2021
Raw Material	3,80,71,384	1,77,24,061
Spares parts and Components	-	-
Capital Goods	-	10,39,500
	3,80,71,384	1,87,63,561

37 EARNINGS IN FOREIGN CURRENCY : Rs. NIL (Previous Year : Rs. NIL)

38 EXPENDITURE IN FOREIGN CURRENCY : Rs. NIL (Previous Year : Rs. NIL)

39 Previous Years figures have been re-grouped/re-stated wherever necessary to conform to current year's classification

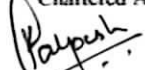
The accompanying notes are integral part of financial statements.

As per report of even date attached

For Kalpesh Jain & Associates

Firm Registration No : 132603W

Chartered Accountant



Kalpesh Jain

Partner

Membership No : 140164

Mumbai, 30th May 2022



For and on Behalf of Board of Directors

Sd/-
Rekha Devang Kanankia
Managing Director
Din-00346198

Sd/-
Anand Prataprai Kanakia
CFO

Sd/-
Rohan Kanakia
Director
Din-09220915

Mumbai, 30th May 2022

KMS MEDISURGI PVT LTD**NOTE 9 : FIXED ASSETS**

DESCRIPTION	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS AT 1.4.2021	ADDITIONS	DEDUC- TIONS	AS AT 31.03.2022	UP TO 1.4.2021	DEDUC- TION	FOR THE YEAR	TOTAL	AS AT 31.03.2022	AS AT 31.3.2021
Factory Building	1,39,79,980	-	-	1,39,79,980	76,71,503	-	5,97,994	82,69,497	57,10,483	63,08,477
Plant and Machinery	2,59,42,448	8,73,459	-	2,68,15,907	1,81,20,980	-	14,96,266	1,96,17,246	71,98,661	78,21,468
Vehicles	96,15,825	-	-	96,15,825	75,61,334	-	5,77,876	81,39,210	14,76,615	20,54,491
Computers	5,19,420	1,65,169	-	6,84,589	4,17,205	-	1,38,794	5,55,999	1,28,590	1,02,215
Furniture and Fixtures	3,62,654	-	-	3,62,654	3,19,231	-	7,180	3,26,411	36,243	43,423
Office Equipment	10,79,060	1,41,899	-	12,20,959	8,77,723	-	93,318	9,71,041	2,49,918	2,01,337
Electrical Fittings	47,999	-	-	47,999	42,477	-	1,438	43,915	4,084	5,522
TOTAL Rs.	5,15,47,386	11,80,527	-	5,27,27,913	3,50,10,453	-	29,12,866	3,79,23,319	1,48,04,594	1,65,36,933
PREVIOUS YEAR Rs.	4,98,39,522	17,07,864	-	5,15,47,386	3,16,98,064	-	33,12,389	3,50,10,453	1,65,36,933	1,81,41,458



KMS MEDISURGI PVT LTD

Notes to Financial Statements for the Year ended 31st March, 2022

1 SIGNIFICANT ACCOUNTING POLICIES :

- 1.1 **Basis of preparation and presentation of financial statements :** The Financial Statements of the has been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies / The financial staements have been prepared on accrual basis under historical cost convention.
- 1.2 **Use of Estimates :** The preparation of financial statements in conformity with generally accepted principles requires management to make estimates and assumptions that affect the reported amount and liabilities and disclosure of contingent liabilities at the date of the financial statements and the operations during the reporting period end. Although these estimates are based upon management knowledge of current events and actions, actual results could differ from these estimates
- 1.3 **Inventories :** Inventories consist of Raw Materials and Packing Materials, Work –In-Process, Finished and Stores. Inventories are valued at lower of cost and net realizable value. The cost is determined First Out basis. The cost of work in process and finished goods includes material and packing cost, of labour and manufacturing overheads.
- 1.4 **Cash Flow Statement :** Cash Flow Statement has been prepared by adopting the Indirect M prescribed under para 18 of Accounting Standard-3 (AS-3) on "Cash Flow Statement".
- 1.5 **Fixed Assets :**Fixed Assets are stated at Cost less accumulated depreciation and impairment provi cost comprises purchase price (Net of Cenvat/Vat Credit wherever applicable) and any attributai bringing the asset to its working conditions for its intended use , inclusive of financing cost till co production.
- 1.6 **Depreciation :** Depreciation on Fixed Assets is provided over the useful life of the assets as specif C of Schedule II to the Companies Act, 2013. In case of fixed assets which are added/disposed off year depreciation is provided on pro-rata basis with reference to the month of addition/deletion.
- 1.7 **Impairment of Assets :** The carrying amount of assets is reviewed at each balance sheet date if th indication of impairment based on internal/external factors. An impairment loss is recognized wh carrying amount of an asset exceeds its estimated recoverable amount. The recoverable amount is t of the asset's net selling price and value in use. In assessing the value in use, the estimated future c are discounted to their present value using a pre-tax discount rate that reflects current market asses the time value of money and risks specific to the asset. Previously recognized impairment loss provided or reversed depending on charges in circumstances



1.8 **Investments** : Long term investments are carried at cost less provision, if any for other than diminution in the value of such investments. Current investments are stated at lower of cost and fair

1.9 **Revenue Recognition** : Revenue is recognised to the extent that it is probable that the economic flow to the company and the revenue is reliably measured

Revenue from Sale of Goods is recognized when significant risks and rewards of ownership of the goods are transferred to the customer and recorded net of returns, sales tax and other levies

1.10 **Transaction in Foreign Currency** : Foreign exchange transactions are accounted at the exchange rate prevailing at the date of the transaction. Gains and Losses resulting from settlement of such transactions from the transaction of monetary assets and liabilities denominated in foreign currency are recognised in the statement of Profit and Loss.

1.11 **Provision for Taxation** : The current charge for income taxes is calculated in accordance with the tax regulations applicable to the company. Deferred Tax Assets and Liabilities are recognised on the basis of the consequences attributable to the timing differences that result between the profits offered for Income Tax Profit as per Financial Statement. Deferred Tax assets and Liabilities are measured as per the tax laws that have been enacted by the balance sheet date.

1.12 **Employees Benefits : Defined Benefit Plan**

i) Annual Contribution towards Gratuity Liability is funded with Life Insurance Corporation of India in accordance with the gratuity scheme and is absorbed in the accounts. The Company does not have any obligation to pay further amount if insurer does not pay all future employee benefits so the plan is treated as defined benefit plan.

ii) No provision is made for encashment of unavailed leave payable on retirement of employees.

Mumbai, 30th May 2022

Mumbai, 30th May 2022





ATTENDANCE SLIP

KMS MEDISURGI LIMITED

297/301 May Building, Gr. Floor Marine lines(East) Princess Street Mumbai-400002

CIN: L51397MH1999PLC1191189

Ph-022-66107700/22,022-67498822,

Facsimile: +91-22-22061111,

Website: -www.kmsgroup.in,

E-mail Id:- info@kmsgroup.in

I hereby record my presence at the Annual General Meeting of the Company held on Friday, 30th September, 2022 at 03.00 p.m. at its Registered Office situated at 297/301 May Building, Gr. Floor Marine lines(East) Princess Street Mumbai-400002.

Full name of the Shareholder (in block letters)

Ledger Folio No. DP ID Client ID.....

Number of Shares held.....

Full name of Proxy (in block letters)

Signature of Shareholder or Proxy attending

Please provide full name of the 1st Joint Holder

Notes: (1) Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.

(2) Members are requested to bring their copy of Notice for reference at the Meeting.



Form No. MGT-11

Proxy form

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

KMS MEDISURGI LIMITED

297/301 May Building, Gr. Floor Marine lines(East) Princess Street Mumbai-400002

CIN: L51397MH1999PLC1191189

Ph-022-66107700/22,022-67498822, Facsimile: +91-22-22061111,

Website: -www.kmsgroup.in, E-mail Id:- info@kmsgroup.in

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id: DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:, or failing him

2. Name:

Address:

E-mail Id:

Signature:,

3. Name:

Address:

E-mail Id:

Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the company, to be held on Friday, 30th September, 2022 at 03.00 p.m. at its Registered Office situated at 297/301 May Building, Gr. Floor Marine lines(East) Princess Street Mumbai-400002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. Adoption of Financial Statement
2. Declaration of Dividend
3. Re- appointment of as a Director liable to retire by rotation
4. Appointment of Statutory Auditors

Signed this day of..... 2022

Signature of Shareholder

Signature of Proxy holder(s)

Please
affix Re.
1/- revenue
stamp and
sign across

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.