



**REMEDIUM LIFECARE LTD.**  
(Formerly known as "Roxy Exports Limited")

CIN: L24100MH1988PLC343805

Reg. Office : Office No.9, K Raheja Prime Sagbaug Road,  
Marol, Andheri (East), Mumbai - 400059

info@remediumlifecare.com

+91 8433895251



**Date: 27/06/2023**

**To,  
Listing Department  
BSE Limited  
P. J. Tower Dalal Street,  
Fort Mumbai-400001  
BSE Scrip Code : 539561**

Dear Sir,

As informed to you vide our letter dated June 26, 2023, the 34<sup>th</sup> Annual General Meeting of the Company will be held on Thursday, 20<sup>th</sup> July ,2023 at 11.00 A.M through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).

As per Regulation 34(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2022-23 along with the Notice of the AGM. In accordance with the MCA Circulars and SEBI Circulars the same are being sent through electronic mode to those member's whose email id's are registered with the Depository Participant /Registrar & Transfer Agent of the Company.

Notice of the 34<sup>th</sup> Annual General Meeting and Annual Report for the financial year 2022-23 are also available on website of the Company ie. [https://www.remlife.com/reports/2 |shareholding](https://www.remlife.com/reports/2/shareholding).

Kindly take the same on record.

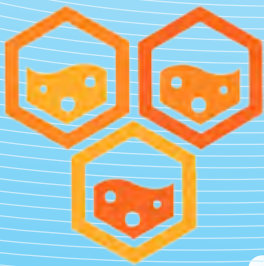
Thanking You

**For Remedium Lifecare Limited**



**Ashvini Dhuri**

**Company Secretary and Compliance Officer**



REMEDIUM LIFECARE LIMITED

# ANNUAL REPORT

2022-23



[info@remediumlifecare.com](mailto:info@remediumlifecare.com)



[www.remlife.com](http://www.remlife.com)

**CORPORATE INFORMATION**

**Board of Directors**

Dr. Vilas Lokhande	Whole Time Director
Mr. Hanosh Santok	Non-Executive Director
Dr. Maneesha Naresh	Independent Director
Ms. Trupti Bolke	Independent Director

**Chief Financial Officer**

Mr. Ashish Parkar

**Company Secretary & Compliance Officer**

Ms. Ashvini Dhuri

**Statutory Auditors**

M/s. Taori Sandeep & Associates, Chartered Accountants (FRN: 007414C)

**Secretarial Auditors**

Riddhi Shah, Practising Company Secretary (CP NO: 17035)

**Registered Office**

Office No.9, K Raheja Prime, Marol Industrial Estate  
Behind Ravi Vihar Hotel, Sagbaug Road  
Marol, Andheri East Mumbai MH 400059 IN  
Phone : 8433895251  
Email : [info@remediumlifecare.com](mailto:info@remediumlifecare.com)  
Website : [www.remlife.com](http://www.remlife.com)

**Registrar & Share Transfer Agent**

Skyline Financial Services Private Limited  
506, A Wing, Dattani Plaza, Andheri Kurla Road, Andheri (E), Mumbai – 400 072

**CIN : L24100MH1988PLC343805**

**To,  
Listing Department  
BSE Limited  
P. J. Tower Dalal Sheet, Fort  
Mumbai-400001  
BSE Scrip Code : 539561**

**Subject: Notice of 34th Annual General Meeting (AGM) and Annual Report for the Financial Year 2022-2023.**

**Dear Sir,**

This is with reference to the provisions of Regulation 30, 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in furtherance to our letter dated June 23rd, 2023 informing about the 34th Annual General Meeting ('AGM') of the Company scheduled to be held on Thursday, July 20, 2023 at 11:00 a.m. IST through Video Conferencing/Other Audio Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

As per Regulation 34(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2022- 23 along with the Notice of the AGM. In accordance with the MCA Circulars and SEBI Circulars, the same are being sent through electronic mode to those member's whose email id's are registered with the Depository Participant /Registrar & Transfer Agent of the Company.

The Company has provided the facility to its members to cast their vote by electronic means (through remote e-voting and e-voting at the AGM) on all the resolutions set out in the AGM notice, who are holding equity shares as on the cut-off date i.e. Thursday, July 13, 2023. The remote e-voting will commence on Monday, July 17, 2023(09:00 a.m. IST) and ends on Wednesday, July 19, 2023 (05:00 p.m. IST). Detailed instructions for registering email address(s) and e-voting/ attendance at the AGM are given in the AGM notice.

The AGM notice and Integrated Annual Report for FY 2022-23 are enclosed herewith. Please take the above information on record.

Notice of the 34th Annual General Meeting and Annual Report for the financial year 2022-23 are also available on the website of the Company ie. <https://www.remlife.com/reports/21/shareholding-information/>.

Kindly take the same on record.  
Thanking You

**For Remedium Lifecare Limited**

**Ashvini Dhuri  
Company Secretary and Compliance Officer**

# Remedium Lifecare Limited

CIN: L24100MH1988PLC343805;

**Registered Office** : Office No.9, K Raheja Prime, Marol Industrial Estate, Behind Ravi Vihar Hotel, Sagbaug Road, Marol, Andheri East, Mumbai 400059

Email: [info@remediumlifecare.com](mailto:info@remediumlifecare.com); Website: [www.remlife.com](http://www.remlife.com)

## AGM NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of **Remedium Lifecare Limited** will be held on Thursday, July 20 2023, at 11:00 a.m. IST through Video Conferencing (VC) / Other Audio Visual Means, to transact the following business:

### ORDINARY BUSINESS:

#### Item no. 1 - Consideration of Audited Financial Statements, Reports of the Board of Directors and the Statutory Auditors thereon :

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon.

#### Item no. 2 – Appointment of Director retiring by rotation:

To appoint a director in place of Mr. Hanosh Santok (DIN -08554687), who retires by rotation and being eligible, offers himself for re-appointment

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Hanosh Santok (DIN: 08554687), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non- Executive Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

#### Item No. 3- Issue of Bonus Equity Shares

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

“**RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and in accordance with the provisions contained in the Memorandum of Association and Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to other approvals, consents, permissions, conditions and sanctions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the Free Reserves Account of the Company as at 31st March, 2023, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of Rs. 10/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board (“Record date”), in the proportion of 9 (Nine) equity shares for every 5 (Five) existing equity shares held by the Members.

**RESOLVED FURTHER THAT** the new equity shares of Rs. 10/- (Rupees Ten only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company, SEBI (ICDR) Regulations, 2018 and shall rank pari passu with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares.

**RESOLVED FURTHER THAT** the Bonus Equity Shares to be issued shall be credited in the electronic form in the

Demat accounts of the shareholders holding shares in the dematerialized form on the Record Date and the Bonus Equity Shares to be issued to the shareholders holding their shares in Physical form shall be credited to the Demat Suspense Account of the Company and on providing the details of Demat account, such Bonus Equity Shares shall be credited to the concerned Demat account of the shareholder, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard.

**RESOLVED FURTHER THAT** as a result of implementation of this resolution, any member(s) who becomes entitled to a fraction of a new equity share(s) to be allotted as bonus share(s), the Company shall not issue any share or share certificate or coupon or cash in respect of such fractional share(s), however, the total number of such new equity share(s) representing such fractional entitlement of all the members of the Company, shall be allotted by the Board to a nominee or nominee(s) or trustee or trustee(s) to be appointed by the Board, who shall hold such fractional share(s) as trustee(s) for the equity shareholders who shall have been entitled to such fractional share(s) in case the same were issued/allotted to them and such nominee(s) or trustee(s) will sell such share(s) allotted to by the Company representing such fractional share(s), as soon as possible, at the prevailing market rate(s) and the net sale proceeds of such share(s) / fractional share(s), after adjusting the cost and the expenses in respect thereof, be distributed among such member(s) who are entitled to such fractional share(s) in the proportion of their respective holdings and/ or their respective fractional entitlement thereof.

**RESOLVED FURTHER THAT** the issue and allotment of the said bonus equity shares to the extent that they relate to Non-Resident Indians (NRIs) Members, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other Regulatory/ Statutory authorities, as may be necessary or applicable.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchange where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, Dr. Vilas Ramkrishna Lokhande, Whole Time Director of the Company or Mr. Hanosh Sam Santok, Director of the Company or Ms. Ashvini Mohan Dhuri, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to fixation of record date, file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing and trading approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/Director(s)/ Officer(s) of the Company.”

**Item No. 4- Sub-division (Stock Split) of every 1 (One) equity share of face value of Rs. 10/- each into 2 (Two) equity shares of Face Value of Rs. 5/- each.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 61(1)(d), 64, and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules framed thereunder and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time] and the provisions of Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the authorities concerned, consent of the members of the Company be and is hereby accorded that equity share of the Company having face value of Rs. 10/- (Rupees Ten only) each fully paid up be sub-divided (stock split) into 2 (Two) equity shares of face value of Rs. 5/- (Rupees Five only) each fully paid up and consequently the Authorised, Issued, Subscribed and Paid-up Share Capital of the Company be sub-divided with effect from the Record Date as may be fixed for the purpose.

**RESOLVED FURTHER THAT** pursuant to the sub-division (stock split) of the equity shares of the Company, Issued, Subscribed and Paid-up Equity Share of the Company having face value Rs. 10/- (Rupees Ten only) each fully paid up existing on the Record Date to be fixed by the Company shall stand subdivided (stock split) into 2 (Two) equity shares of face value Rs. 5/- (Rupees Five only) each fully paid up, without altering the aggregate amount of such capital and such shares shall rank pari-passu in all respects with the then existing equity shares with effect from the Record Date.



**RESOLVED FURTHER THAT** upon sub-division/split of equity shares as aforesaid and with effect from the Record Date:

- (a) for the equity shares held in physical form, the existing share certificate(s) in relation to the said equity shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing share certificate(s), shall credit such sub-divided/split Equity Shares to the Demat Suspense Account of the Company and on providing the details of Demat account, such sub-divided/split Equity Shares shall be credited proportionately to the concerned Demat account of the shareholder, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard.
- (b) for the equity shares held in dematerialized form, the sub-divided/split equity shares shall be credited proportionately into the respective beneficiary Demat accounts of the Shareholders held with their depository participants, in lieu of the existing credits present in their respective beneficiary Demat accounts.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, Dr. Vilas Ramkrishna Lokhande, Whole Time Director of the Company or Mr. Hanosh Sam Santok, Director of the Company or Ms. Ashvini Mohan Dhuri, Company Secretary of the Company be and is hereby severally authorized to fix the record date and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Company Secretary or Officer(s) of the Company as may be required to give effect to the above resolution.”

**Item No. 5- Alteration of Capital Clause of the Memorandum of Association of the Company consequent upon Sub Division/ Stock Split:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules framed thereunder and applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time], and subject to approval of sub-division of the equity shares/ Stock Split by the members, consent of the members of the Company be and is hereby accorded to alter Authorised Share Capital of the Company from existing Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 3,00,00,000 (Three Crores) Equity Shares of the face value of Rs. 10/- (Rupees Ten Only) each to Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 6,00,00,000 (Six Crores) Equity Shares of the face value of Rs. 5/- (Rupees Five Only) each.

**RESOLVED FURTHER THAT** existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted as follows:

*“The Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 6,00,00,000 (Six Crores only) Equity Shares of Rs. 5/- (Rupees Five only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for capital of the Company for the time being, with power to increase and reduce the capital of the Company, and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”*

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolutions, Dr. Vilas Ramkrishna Lokhande, Whole Time Director of the Company or Mr. Hanosh Sam Santok Director of the Company or Ms. Ashvini Mohan Dhuri, Company Secretary of the Company be and hereby are severally authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and / or incidental thereto, and to execute all deeds, applications, documents, filing of documents with Stock Exchange, filing of e-forms with ROC and writings that may be required, on behalf of the Company and

generally to do all such acts, deeds, matters and things, from time to time, as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution and to delegate all or any of the powers herein vested in the Board, to any Director(s) or Company Secretary or Officer(s) of the Company as may be required to give effect to the above resolution.”

**Item 6: To Authorise the Company to Borrow in Excess of Limit Specified under section 180(1)( c) of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, the consent of the Members be and is hereby granted and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the board by this Resolution are authorised to borrow monies, from time to time, from financial institutions, nonbanking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate, whether by way of advances, loans, issue of debentures/bonds and/or other instruments or otherwise which together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the Company’s paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of INR 1000 Crores (INR One Thousand Crores Only).

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorise to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary proper desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**Item 7: To Approve the Raising of Funds of upto INR 1000 Crores (INR One Thousand Crores Only) through issue of debt securities in one or more tranches.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 42, 71, 180 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) applicable regulations of Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned statutory or regulatory authority(ies), the approval of the members be and is hereby accorded to the Board of the Company to create, offer, issue and allot secured / unsecured redeemable non-convertible debentures (NCDs) and/or subordinated debenture, bonds, instruments and other debt securities (Debt Securities), provided that outstanding principle amount of Debt Securities shall not exceed INR 1000 Crores (INR One Thousand Crores Only), in one or more series, tranches on a private placement basis/preferential basis , to one or more persons including bodies corporate, banks, financial institutions, mutual funds, funds, NBFCs, agencies, trustees and other eligible persons in India and abroad, upon the terms and conditions as the Board may consider proper and determine from time to time, in its discretion, and if necessary to convert or treat the borrowings, advances, facilities etc. in to or subscription to NCDs / Debt Securities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee(s), director(s) and/or officer(s) of the Company, to give effect to the resolution.”



**Item 8: To authorise Board of Directors of the Company to create charge/mortgage on the assets of the Company, both present and future u/s 180(1)(a) for the borrowings of upto exceed INR 1000 Crores (INR One Thousand Crores Only).**

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 Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Articles of Association of the Company and all other provisions of applicable law, the consent of the members be and is hereby granted and the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), are permitted to create mortgage, charge and/or hypothecation as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with granting the power to take over the management of the Company in certain events, to or in favour of financial institutions, non-banking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate, debenture holder or trustees for the holders of debentures, borrowing , bonds and/or other instruments or otherwise, to secure rupee term loans/ foreign currency loans, debentures, bonds and other instruments of an equivalent aggregate value not exceeding INR 1000 Crores ( INR One Thousand Crores ) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the trustees under the trust deed and to the lenders under their respective agreements/ loan agreements/security trustee agreements to be entered into by the Company in respect of the borrowings of the Company or borrowings of any other company as the Board may deem necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to finalise with such Lenders, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions or the documents and to do and execute all such acts, deeds, matters and things and take all such steps as may be necessary or desirable to give effect to the above Resolution.”

**Item 9: Authority to make investments under Section 186 of Companies Act , 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 185, 186 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Meetings of Board And its Powers) Rules, 2014 and the provisions of any other statute, regulation or guideline as may be applicable, (including any statutory modifications or re-enactment thereof for the time being in force) in addition to any previous resolution(s) passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors including any Committee of Directors (herein after referred to as the “Board”) :

- a) to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Securities, Notes, Debentures (whether convertible or non-convertible/ Listed or unlisted) or any other financial instruments or invest in the capital of one or more bodies corporate or by whatever name called, whether in India or outside, which may or may not be subsidiary(ies) of the Company and which may or may not be related parties, as the Board may think fit, to the extent of INR 1,000 Crore (INR One Thousand Crores ) and
- b) to make/give from time to time any loan or loans or any financial commitment to any person or any body or bodies corporate by whatever name called, whether in India or outside, which may or may not be subsidiary(ies) or joint ventures or which may nor many not be related parties of the Company or to any persons as the Board may think fit, to the extent of INR 1,000 Crore (INR One Thousand Crores) and
- c) to give from time to time any guarantee(s) and/or provide any security in respect of or against any loans to or to secure any financial arrangement of any nature by the Company or any other person(s), any Body(ies) Corporate by whatever name called, whether in India or outside, which may or may not be subsidiary(ies) of the Company and which may or may not be related parties, as the Board may think fit, to the extent of INR 1,000 Crore (INR One Thousand Crores);

notwithstanding that the aggregate loans and guarantees to any bodies corporate and persons and investment in securities or capital of any body or bodies corporate by whatever name called exceeds the limits specified under Section 186 of the Companies Act, 2013, read with the applicable rules, circulars or clarifications thereunder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities/loans/ guarantees, that may be given or made, to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments, loans, guarantees and security and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as may be necessary or expedient in this regard and deemed fit by the Board in its discretion , without being required to seek any further consent or approval of the members of the Company or otherwise to the end and intent that such approval or consent shall be deemed to have been given thereto expressly by the authority of this resolution.”

By order of the Board of Directors  
**For Remedium Lifecare Limited**

Place : Mumbai  
Date : 27.06.2023

**Ashvini Dhuri**  
**Company Secretary & Compliance Officer**

**Registered Office:**

Office No.9, K Raheja Prime, Marol Industrial Estate Behind Ravi Vihar Hotel, Sagbaug Road, Marol Naka, Andheri East Mumbai 400059.

**NOTES FOR MEMBERS' ATTENTION:**

1. In view of the relaxation granted by the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 ('MCA Circulars') and SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 ('SEBI circular') (MCA Circular and SEBI Circular collectively referred as Circulars), companies are allowed to hold AGM through video conference/other audio visual means ("VC/OAVM") upto 30<sup>th</sup> September, 2023, without the physical presence of members. The 34<sup>th</sup> Annual General Meeting (AGM) of the Company is being conducted through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 34<sup>th</sup> AGM shall be the Registered Office of the Company. The AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. Central Depository Services Limited ("CDSL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 34<sup>th</sup> AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.  
  
Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 34<sup>th</sup> AGM and Annual Report for the financial year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
  - A. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: [info@remediumlifecare.com](mailto:info@remediumlifecare.com)
  - B. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
3. The Explanatory Business Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Business/Special Business under the Item no.3 set above and the details as required under Regulation 17(1A) and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations') and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment /re-appointment at this Annual General Meeting is annexed hereto.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Act will not be available for the 34<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of Members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
6. The Members can join the AGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution/ authorization letter to the Company at [info@remediumlifecare.com](mailto:info@remediumlifecare.com) or upload on the VC portal/ e-voting portal.
8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning

- their name, DP ID and Client ID/ folio number, PAN, mobile number at [info@remediumlifecare.com](mailto:info@remediumlifecare.com) upto 12th July, 2023 (05:00 PM IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries may send their queries 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at [info@remediumlifecare.com](mailto:info@remediumlifecare.com). These queries will be replied by company suitably by email.
9. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the financial year 2022-2023 will also be available on the Company's website [www.remlife.com](http://www.remlife.com) for their download. The same shall also be available on the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com). Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the 34th AGM along with the Annual Report for financial year 2022-2023 is being sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/ the Registrar and Transfer Agent.
  10. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting has been done away in terms of amendment made to Section 139 notified vide Notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 30, 2019.
  11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically open for inspection by the members on the website of the Company at <https://www.remlife.com> during the time of Annual General Meeting.
  12. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 14th July 2023 to Thursday, 20th July, 2023 (both days inclusive).
  13. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/ Registrar & Share Transfer Agents quoting their Folio Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
  14. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
  15. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company at least seven days in advance of the meeting through email to [info@remediumlifecare.com](mailto:info@remediumlifecare.com).
  16. Nomination: Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the Members may please contact their respective depository participant.
  17. Share Transfer permitted only in Demat: As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to convert physical shares held by them into demat form.
  18. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent - M/s. Skyline Financial Services Private Limited.
  19. Green Initiative: The Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Shareholders who have not registered their e-mail address with the Company can now register the same by post with M/s Skyline Financial Services Private Limited. Members holding shares in electronic form are requested to register their email addresses with their Depository Participants only. Even after registering for E-communication, the shareholders of the Company are entitled to receive such communication in physical form, upon request.
  20. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes. Members, who have not registered their

email address so far, are requested to register their email IDs for receiving all communications including Annual Report, Notices, etc., from the Company electronically.

21. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for the financial year 2022-23 will also be available on the Company's website <https://www.remlife.com/reports/21/shareholding-information/>.
22. Since the AGM will be held through VC/ OAVM, the Route map is not annexed to the Notice.
23. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The Company has appointed Ms. Riddhi Shah (Membership No. 17035), Practising Company Secretary, Mumbai as the Scrutiniser for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Act and the relevant Rules, the Company has fixed 13th July, 2023 as the 'Cut-off Date'. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e 13th July 2023.

**(A) THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 17th July, 2023 at 9.00 a.m. and ends on 19th July, 2023 at 5.00.p.m. During this

period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 13th July, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote again at the Annual General meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with

Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders		Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1	Users who have opted for CDSL's Easi/ Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.
	2	After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.
	3	If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>
	4	Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
	2	If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> . Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>



Individual Shareholders holding securities in demat mode with NSDL	3	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	4	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for physical shareholders and shareholders other than individual holding in demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a) For CDSL: 16 digits beneficiary ID
    - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
    - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab. “CANCEL” and accordingly modify your vote.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians – For Remote Voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@remediumlifecare.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**(B) INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

**(C) PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower

Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33

24. The voting rights of members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date of 13th July 2023.
25. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e 13th July , 2023 may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
26. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
27. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.
28. The Scrutiniser shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutiniser's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
29. The Results shall be declared within 48 hours after the conclusion of the Annual General Meeting. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange Limited.
30. Relevant documents referred to in the accompanying Notice and the statement pursuant to Section 102(1) of the Act, are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public Holidays up to the date of the AGM.

**EXPLANATORY STATEMENT****PROFILE OF THE DIRECTOR IN PURSUANCE OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.****ITEM NO. 2**

	<b>Name of the Director</b>	<b>Mr. Hanosh Santok</b>
1.	DIN	08554687
2.	Date of Birth	27/12/1977
3.	Age	45 years
4.	Date of Appointment	30.09.2019
5.	Brief Resume	
6.	Expertise in Specified Functional Area	An efficient and proficient Banker with thorough understanding of Banking Regulations, Commercial Practices and Financial Solutions, Excellent interpersonal and communication skills and client rapport developing long term and fruitful relationships for the Company. A Banker with more than 27 years of rich experience in all facets of banking and finance.
7.	Percentage of shares held in the Company including shareholder as a beneficial owner	NIL
8.	Qualification	B. Com, CAIIB
9.	List of other Companies in which associated as Director	NIL
10.	Chairman / Memberships of the Committee of the Board of other Companies in which associated as a Director	NIL
11.	Relationship between directors inter-se	NIL

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 3- Issue of Bonus Equity Shares**

The Equity Shares of your Company are listed and actively traded on BSE Limited (“BSE”). The Company has grown multifold and performed significantly well over the period.

With a view to rewarding the existing shareholders, encouraging the participation of small investors by increasing the liquidity of the Equity Shares and to expand the retail shareholders’ base, the Board of Directors, at their meeting held on June 23, 2023, considered, approved and recommended issue of shares by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum of Rs. 10,08,00,000/- after capitalizing a sum not exceeding Rs. 6,48,00,000/- from the Free Reserves Account as appropriate, as per the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023 by applying the same towards payment of unissued shares to be

issued to the members as fully paid bonus shares. The capitalization of Free Reserves Account requires members’ approval as per the Articles of Association of the Company.

The bonus issue of Equity Shares will be subject to the approval of Members and other approvals, consents, permissions, conditions and sanctions, as may be necessary. The fully-paid Bonus Shares shall be distributed to the Members whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the NSDL and CDSL in the ratio of 9 (Nine) Equity Shares of Rs. 10/- each for every 5 (Five) fully paid Equity Shares of Rs. 10/- each held as on a Record date decided for this purpose.

Further, in compliance with applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard, the Bonus Equity Shares to be issued to the shareholders holding their shares in Physical form shall be credited to the Demat Suspense Account of the Company and on providing the details of Demat account, such Bonus Equity Shares shall be credited to the concerned Demat account of the shareholder.

The Bonus Equity Shares, once allotted, shall rank paripassu in all respects and carry the same rights as the existing Equity Shares and holders of the Bonus Equity Shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

None of the Directors, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested in the resolutions at Item No. 3 of the Notice except to the extent of their shareholding and shares which may be allotted to them as part of this bonus issue.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 3 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

**Item No. 4- Sub-division (Stock Split) of every 1 (One) equity share of face value of Rs. 10/- each into 2 (Two) equity shares of Face Value of Rs. 5/- each.**

The equity shares of the Company are listed and actively traded on BSE Limited.

In order to provide enhanced liquidity to the Company's equity shares in the stock market, to widen shareholder base and to make it more affordable/ accessible for small investors in the Stock Market, it is proposed to sub-divide each equity share of face value of Rs. 10/- into two equity shares of face value of Rs. 5/- each pursuant to the provisions of Section 61(1) (d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions. The proposed sub-division (stock split) of shares will not have any effect/result on the voting percentage/rights of any shareholders of the Company.

The record date for the aforesaid sub-division of equity shares shall be fixed by the Board after the approval of the members is obtained for the proposed sub-division (stock- split).

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on June 23, 2023, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company consequent upon sub-division of equity shares.

Presently, the Authorized Share Capital of your Company is Rs. 30,00,00,000/- divided into 3,00,00,000 Equity Shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Capital of your Company after considering allotment of Bonus Equity Shares as mentioned in Item No. 3 will be Rs. 10,08,00,000/- divided into 1,00,80,000

Equity Shares of Rs. 10/- each. Pursuant to the Sub-division/ Stock Split, the Issued, Subscribed and Paid-up Capital of your Company will be Rs. 10,08,00,000/- divided into 2,01,60,000 Equity Shares of Rs. 5/- each.

The sub-division of equity shares proposed under business Item No. 4 of this Notice shall also require consequential amendment to the existing Clause V of the Memorandum of Association of the Company as set out under Item No. 4 of this Notice.

None of the Directors, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested in the resolutions at Item No. of the Notice except to the extent of their shareholding and shares which may be allotted to them as part of this Sub- division/ Stock Split.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 4 of this Notice for the approval of the Members by way of passing an Ordinary Resolution. Split of shares activity shall take place after the bonus shares get credited to the account of the shareholders in the proportion of their shareholding.

**Item No. 5- Alteration of Capital Clause of the Memorandum of Association of the Company consequent upon Sub Division/ Stock Split**

The aforesaid sub-division of each equity share of Rs.10/- (Rupees Ten only) each into Two (2) equity shares of Rs. 5/- (Rupees Five only) each fully paid would require amendment to existing Capital Clause V of the Memorandum of Association. After approval of the resolutions set out at Item No. 4 and 5, the Board of Directors thereof will fix the record date for the purpose of ascertaining the list of members whose shares shall be sub-divided, as proposed above and the same shall be notified to the members through appropriate medium.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days from Monday to Friday from the date of email of the AGM Notice till 20th July, 2023.

None of the Directors, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested in the resolutions at Item no.5 of the Notice except to the extent of their shareholding, if any, in the Company in the accompanying Notice.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 5 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.



**Item 6 and 8 - To Authorise the Company to Borrow in Excess of Limit Specified under section 180(1)(c) of the Companies Act, 2013 and Item 8 To authorise Board of Directors of the Company to create charge/ mortgage on the assets of the Company, both present and future u/s 180(1)(a) for the borrowings of upto exceed INR 1000 Crores (INR One Thousand Crores Only).**

Pursuant to Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company requires the consent of members of the Company by way of special resolution, borrow moneys apart from temporary loans obtained from the from the Company's bankers in the ordinary course of business in excess of the aggregate of the paid-up share capital and its free reserve and create securities for such borrowings by creation of mortgage and/or charge on movable and immovable assets of the Company.

Taking into account the business operations and future growth plans of the Company and to cater to the working capital needs, a resolution is proposed to authorise the Board to borrow monies, from time to time, for the purpose of the Company's business, notwithstanding that the monies to be borrowed by the Company together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the Company's paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of INR 1000 crores (INR One Thousand Crores) and to create security for the borrowings by way of suitable mortgage, hypothecation or charge on all or any of the movable and/or immovable properties of the Company.

Accordingly, the Board of Directors of your Company recommends the passing of resolutions as set out at Item No.6 & 8 as the Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6 & 8 save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**Item 7: To Approve the Raising of Funds of upto INR 1000 Crores (INR One Thousand Crores Only) through issue of debt securities in one or more tranches.**

As a part of the Company's growth strategy and to augment the long-term resources of the Company for

meeting funding requirements of its business activities and general corporate and other purposes, the Board is seeking enabling resolution for borrowing/raising funds through issue of Debt Securities (including but not limited to Bonds and Non-Convertible Debentures (NCDs)) for a sum upto INR 1,000 Crore (INR One Thousand Crore Only).

As per the provisions of Section 42 read with Section 71 of the Companies Act, 2013 read with the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 18 of the Companies (Share Capital & Debentures) Rules, 2014 a Company offering or making an invitation to subscribe to Bonds/Non-Convertible Debentures (NCDs)/other Debt Securities on private placement basis, is required to obtain the prior approval of the Shareholders by way of a Special Resolution, which is valid for a period of one year for all the offers and invitations for such Bonds/NCDs/other Debt Securities issued during the year.

This Resolution under Section 42 of Act shall be valid for a period of one (1) year from the date of passing of this resolution.

The pricing of the debt securities referred above depends on various factors which may include prevailing risk free rates, competitor rates of similar rating and tenor in the domestic or overseas markets, investor appetite for such instruments and prevailing investor regulations. Further, debt securities may be issued either at par/ premium/ discount to the face value depending upon the prevailing market conditions, as permitted by the relevant and applicable Laws, Rules and Regulations.

The Board of Directors, therefore, recommend the special resolution, as set forth in Item No.7 of this Notice, for approval by the Members of the Company. This resolution is an enabling resolution and authorizes the Board of Directors of the Company to offer or invite subscription for debt securities, as may be required by the Company, from time to time, for a period of one year from the date of passing this resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.7 of the Notice.

The Board recommends the resolution set forth in Item No.7 for the approval of the Members.

**Item 9: Authority to make investments under Section 186 of Companies Act , 2013.**

As the business of the Company grows and diversifies, it may have to enter into transactions wherein, it has to acquire or invest in other bodies corporate or to make direct or indirect loans to such companies or body corporates by whatever name called.

Therefore, it may have to enter into arrangements wherein it has to acquire or invest in the shares and/or other securities, of various bodies corporate whether Indian or overseas. Further the Company may also be required to render financial assistance to any person or body corporate Indian or overseas, by way of providing loans directly or indirectly or by providing guarantee or offering the security of its assets and/or undertakings, to secure the loans availed by them from third party (ies).

The quantum of funds so invested/lent or committed, together with the outstanding investments and direct or indirect loans, at the relevant point of time, may exceed the limits as specified under Section 186 of the Companies Act 2013 and the rules made thereunder.

Furthermore, there could be situations where direct or indirect loans, may have to be made to bodies corporate/entities falling within the purview of Section 185(2) of the Companies Act, 2013 and the rules made thereunder.

In terms of the provisions of Section 185 and 186 of the Companies Act, 2013 read with the Companies (Meetings of Board And its Powers) Rules, 2014 this

would necessitate the prior approval of the members of the Company, by way of a special resolution.

Accordingly, the relevant resolution as set out at item no. 9 of this notice, is proposed for the approval of the members by way of a special resolution and your directors recommend the passing of the same.

Presently none of the directors or key managerial personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 9 of the Notice.

By order of the Board of Directors  
**For Remedium Lifecare Limited**

**Ashvini Dhuri**  
**Company Secretary &**  
**Compliance Officer**

Place : Mumbai  
Date : 27.06.2023

## REPORT OF THE BOARD OF DIRECTORS

Dear Members,

Your Directors are pleased to present the 34<sup>th</sup> Annual Report of your Company along with the Audited Financial Statements for the financial year ended March 31, 2023.

### 1. FINANCIAL RESULTS:

An overview of the financial performance of your Company for the year 2022-23 is as under:

(Amount in Lakhs)

Particulars	Year ended	
	31.03.2023	31.03.2022
Revenue from Operations	50,983.66	50479.19
Other Income	0.00	0.00
<b>Total Income</b>	<b>50,983.66</b>	<b>50479.19</b>
Less: Expenditure	50,244.07	50326.69
Profit/(Loss) before tax	739.60	152.51
Less : Current tax	197.74	45.06
Less : Deferred tax	(0.75)	(0.33)
Less : Previous Year Tax	0.00	0.00
<b>Profit after Tax</b>	<b>542.61</b>	<b>107.78</b>

### REVIEW OF OPERATIONS:

During the year under review, your Company recorded a total income of **Rs. 50,983.66 Lakhs** as compared to **Rs. 50479.19 Lakhs** in the previous financial year, higher by **Rs. 504.47 Lakhs**. The Profit for the same period stands at **Rs. 542.61 Lakhs** as compared to the Profit of **Rs. 107.78 Lakhs** in the previous financial year, higher by **Rs. 434.83 Lakhs**.

### 2. DIVIDEND:

In order to conserve the profits for future growth of the Company, the Board of Directors has not recommended payment of any dividend for the year on the equity share capital of the company.

### 3. TRANSFER TO RESERVES:

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the F.Y. 2022-23.

### 4. MATERIAL CHANGES BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF REPORT:

There have been no material changes and commitments between the end of the financial year 2022-23 and the date of this report, adversely affecting the financial position of the Company.

### 5. CHANGE IN NATURE OF BUSINESS:

During the year under review, there is no change in the business activities of the Company.

### 6. ANNUAL RETURN :

The Annual Return as required under Section 92(3) and Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the Company's website at <https://www.remlife.com/reports/24/annual-return/>.

### 7. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the year under review 6, (Six) Meetings of the Board of Directors were convened and held i.e. on May 30,2022; August 12 ,2022; November 04 ,2022; November 14, 2022; December 16 ,2022; February 07,2023 . The details of the attendance of Directors at these meetings are as under:

Name of the Director	Category	Board Meetings during FY 2022-23	
		Held	Attended
Dr. Vilas Lokhande	Whole Time Director	6	6
Mr. Hanosh Santok	Non Executive Director	6	6
Dr. Maneesha Naresh	Independent Director	6	6
Ms. Trupti Bolke	Independent Director	6	6

### 8. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 of the Company for the year under review;
- c) The Directors have 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 have 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.

**9. AUDIT COMMITTEE:**

The Company has constituted qualified and independent Audit Committee. The Audit Committee comprises of Ms. Trupti Bolke -Chairperson, Mr. Hanosh Santok - Member and Dr. Maneesha Naresh – Member. The Company Secretary of the Company acts as Secretary to the Audit Committee. The Committee is governed by the term of reference which are in line with the regulatory requirements mandated by the Companies Act, 2013 and the Listing Regulations. More details pertaining to the Audit Committee are included in the Corporate Governance report which forms part of this report.

All the recommendations made by the Audit Committee during the year were accepted by the Board of Directors of the Company.

**10. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee constituted by the Board in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 comprises of Dr. Maneesha Naresh – Chairperson, Mr. Hanosh Santok – Member and Ms. Trupti Bolke – Member of the Committee.

The Committee consists of only Non-Executive Directors as its members.

The details of composition, terms of reference of the Nomination and Remuneration Committee, numbers and dates of meetings held, attendance of the Directors are given separately in the attached Corporate Governance Report which forms part of this Report.

**11. PERFORMANCE EVALUATION:**

In terms of provisions of the Companies Act, 2013 read with Rules issued there under and Regulation 25 of SEBI (LODR) Regulations, 2015 and further circular no. SEBI/HO/CFD/ CMD/CIR/P/2017/004 dated 05/01/2017 issued by SEBI on “Guidance note on Board Evaluation”, evaluation process was

carried out internally for the performance of the Board, its Committees and Individual Directors. The Independent Directors at their meeting held on 16th December, 2022 have reviewed the performance evaluation of Non-Independent Directors and the Board as a whole including the Chairman. The Nomination, Remuneration and Compensation Committee carried out evaluation of performance of each Director in its meeting held on 30<sup>th</sup> May, 2022. The Board of Directors carried out performance evaluation of the Board, each Director and the Committees for the financial year ended 31<sup>st</sup> March, 2023 in its meeting held on 30<sup>th</sup> May, 2022 based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the effectiveness of their contribution.

**12. AUDITORS AND THEIR REPORT:**

Pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Taori Sandeep & Associates, Chartered Accountants, Mumbai bearing Firm Registration Number 007414C with the Institute of Chartered Accountants of India (ICAI) were appointed as the Statutory Auditors of the Company at the 30th Annual General Meeting (AGM) held on September 30, 2019 for a period of five years commencing from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held for the financial year 2023-2024 subject to ratification of their appointment by the members at every subsequent AGM.

However, in view of the amendment to section 139 of the Act, the requirement of ratification of appointment by members every year is no longer required. M/s. Taori Sandeep & Associates, have confirmed their eligibility and qualification required under section 139 and 141 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, for their continuation as statutory auditors.

In terms of the Listing Regulations, the Auditors have confirmed that they hold a valid certificate issued by the ‘Peer Review Board’ of The Institute of Chartered Accountants of India (ICAI).

There are no qualifications or observations or remarks made by the Statutory Auditors in their report for the F.Y. 2022-23.

**Reporting of Fraud**

During the year under review, the Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

**13. SECRETARIAL AUDIT REPORT:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed Ms. Riddhi Shah, Practising Company Secretary, to carry out Secretarial Audit of the Company for the financial year 2022-23. The Secretarial Audit Report received from them is appended as 'Annexure A' and forms part of this report.

The Secretarial Audit Report for the Financial Year 2022-23 does not contain any qualification, reservation and adverse remarks.

**14. INTERNAL AUDIT:**

As per the requirements of Section 138 of the Companies Act, 2013 and the rules made there under, Ms. Neha Shah was appointed as an Internal Auditor of the Company for the financial year 2022-23.

**15. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS:**

The Company has complied with all the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

**16. MANAGEMENT DISCUSSION AND ANALYSIS:**

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management Discussion and Analysis, which forms part of the Annual Report.

**17. PUBLIC DEPOSITS:**

During the year under review, your Company has not accepted and/or renewed any public deposits in terms of the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 as amended.

**18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

During the year under review, your Company has not given any loans, guarantees or made any investments within the purview of Section 186 of the Companies Act, 2013.

**19. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013:**

The details of the related party transactions, as per requirement of Accounting Standards-18 are disclosed in notes to the financial statements of the Company for the financial year 2022-23. All the directors have disclosed their interest in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013 and as and when any changes in their interest take place, such changes are placed before the Board at its meetings. None of the transactions with any of the related parties was in conflict with the interest of the Company. The particulars of contracts or arrangements with related parties referred to in Section 188(1), in prescribed Form AOC - 2 under Companies (Accounts) Rules, 2014 are appended as Annexure B.

**20. INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has constituted an Internal Complaint Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said Committee.

**21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The prescribed particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo, in terms of the Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as "Annexure C" which forms part of this report of Board of Directors.

**22. BUSINESS RISK MANAGEMENT:**

Pursuant to section 134(3) (n) of the Companies Act, 2013 and as per provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company has adhered to the principles of sound risk management and already has a Risk Management Policy in place. An ongoing exercise is being carried out to identify, evaluate, manage and for monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

**23. CORPORATE SOCIAL RESPONSIBILITY:**

The Company falls under the criteria i.e. net worth or turnover or net profit, as prescribed in section 135 of the Companies Act, 2013 for applicability of Corporate Social Responsibility (CSR) provisions. Accordingly in line with the above section, since the obligation of the Company to spend under CSR for the Financial Year 2023-2024 is below the threshold limit of Rs. 50 lakhs, the company is not required to constitute a CSR Committee.

**24. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Company has implemented a Vigil Mechanism Policy to deal with instances of fraud and mismanagement, if any. The policy also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in all cases. There were no complaints received during the year 2022-23.

**25. DIRECTORS & KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment & Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mr. Hanosh Santok (DIN : 08554687), a Non-Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for reappointment. Your Board recommends his re-appointment to the Shareholders.

A brief profile of Mr. Hanosh Santok (DIN : 08554687) as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and justification for his re-appointment are given in the explanatory statement to Notice of the 34th Annual General Meeting.

The Company has received declaration from all the Independent Directors that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 read with the Schedule and Rules issued thereunder. The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs ('IICA') in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The following three persons were formally noted as Key Managerial Personnel of the Company in

compliance with the provisions of Section 203 of the Companies Act, 2013.

Dr. Vilas Lokhande : Whole Time Director  
 Mr. Ashish Parkar : Chief Financial Officer  
 Ms. Ashvini Dhuri : Company Secretary & Compliance Officer

**26. PARTICULARS OF REMUNERATION:**

In terms of provisions of section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 details of the ratio of remuneration of each Director to the median employee's remuneration is provided in "Annexure D" which forms part of the Board's Report.

**27. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

**28. SUBSIDIARY COMPANIES:**

The Company does not have any subsidiary company.

**29. TRANSFER OF UNCLAIMED DIVIDEND AMOUNTS AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND:**

There is no unclaimed or unpaid dividend lying with the Company. Therefore, during the year under review, the Company was not required to transfer any amount to Investor Education and Protection Fund.

**30. PARTICULARS OF EMPLOYEES AND THEIR REMUNERATION:**

During the year, none of the employees of your Company were in receipt of remuneration in excess of the limits as laid down under Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

**31. CORPORATE GOVERNANCE REPORT:**

Pursuant to the provisions of Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is exempt from the compliance with the certain provisions of Corporate Governance. However, as a good governance practice, the Company voluntarily adheres to certain principles of Corporate Governance. A brief report on Corporate



Governance and the requisite Certificate confirming compliance with the conditions of Corporate Governance, is appended as “**Annexure –E**” and forms part of this Report.

**32. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS OR REGULATORS:**

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company’s operations in future.

**33. LISTING WITH STOCK EXCHANGES:**

The Equity shares of the Company are listed on BSE Ltd.

**34. ACKNOWLEDGEMENT:**

Your Directors would like to take this opportunity to express sincere gratitude to the customers, bankers and other business associates for the continued

cooperation and patronage. Your Directors gratefully acknowledge the ongoing co-operation and support provided by the Government, Regulatory Bodies and the Stock Exchanges. Your Directors place on record their deep appreciation for the exemplary contribution made by the employees at all levels. The Directors also wish to express their gratitude to the valued shareholders for their unwavering trust and support.

For and on behalf of the Board of Directors

**Vilas Lokhande**  
Whole Time Director  
DIN: 01228041

**Hanosh Santok**  
Director  
DIN: 08554687

Place: Mumbai  
Date : 27.06.2023

**ANNEXURE A**

**Forming Part of the Board of Directors Report**

**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023**

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

To,  
The Members,  
**REEDIUM LIFECARE LIMITED**  
**CIN: L24100MH1988PLC343805**  
6th/01, Hyde Park, CTS No. 680 Saki Vihar Rd,  
Saki Naka Mumbai City -400072

**I report that:**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. REMEDIUM LIFECARE LIMITED (hereinafter called the company) CIN: L24100MH1988PLC343805. 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.

**Company's Responsibilities:**

The Company's Management and Board of Directors are responsible for the maintenance of secretarial record under the Companies Act, 2013 and compliance of the provisions of the Corporate and other applicable laws, rules, regulations and standards. Further the Company's Management and Board of Directors are also responsible for establishing and maintaining adequate systems and process, commensurate with the size and operations of the Company to identify, monitor and ensure compliances with the applicable laws, rules, regulations and guidelines.

**Auditor's Responsibility Statement:**

My responsibility is only to examine and verify those compliances on a test basis and express an opinion on these secretarial records based on audit.

I 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.

I have not verified the correctness and appropriateness of financial records and books of accounts of the Company. Wherever required, I have obtained the Management's Representation Letter about the compliance of Laws, rules and regulations and happening events, etc.

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.

**Limitations:**

I have conducted the secretarial audit by examining the secretarial records including minutes, documents, registers, other records and returns related to the applicable laws on the Company etc. However some of the documents and records mentioned herein have been received via electronic means. The management has confirmed that the records submitted to me are true and correct. I have relied upon representation given by the Management of the Company for certain areas which otherwise requires physical verification.

**Report on Secretarial Records and Compliances made thereunder:**

Based on verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised 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 March 31, 2023 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 the Company for the financial year ended on 31st March 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct

Investment and External Commercial Borrowings;  
Not Applicable

- (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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **Not Applicable**
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
  - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
  - g) 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)**
  - h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit period)**
  - i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to issue and Share Transfer Agent during the financial year under the review.**
  - j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit period)** and
  - k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit period)**

(vi) Other laws as per the representation made by the Company are as follows;

- The Drugs and Cosmetics Act, 1940
- Trademark Act, 1999
- Information and Technology Act, 2000

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 are generally complied.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited.

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:**

I have not examined compliance with applicable Financial Laws, like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and there was no changes in the composition of the Board of Directors that took place during the period under review.

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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

The Company has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

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 instance of:**

- (i) Public/Right/Preference issue of shares / debentures / sweat equity, etc.

- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc. however the Company is taking over the MVK Lifesciences Private Limited and scheme was final and under the process of the merger
- (v) Foreign technical collaborations.

**Further, my report of even dated to be read along with the following clarifications:**

- 1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.
- 2. I have followed the audit practices and process 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 process and practices, were followed provide as reasonable basis of my opinion.

- 3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4. Wherever required, I have obtained the Management representation about the compliance of laws and regulations and happening.
- 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

**Riddhi Krunal Shah**

C P No.: 17035/ M.No.20168

PR No.2037/2022

UDIN No - A020168E000401604

Place: Mumbai

Date:28/05/2023

**ANNEXURE B****Forming Part of the Board of Directors' Report****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 arms' length transactions under fourth proviso thereto**

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

A.	Name(s) of the related party and nature of relationship	Not Applicable
B.	Nature of contracts /arrangements /transactions	Not Applicable
C.	Duration of the contracts/ arrangements /transactions	Not Applicable
D.	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
E.	Justification for entering into such contracts or arrangements or transactions	Not Applicable
F.	Date(s) of approval by the Board	Not Applicable
G.	Amount paid as advances, if any	Not Applicable
H.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Not Applicable

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

A.	Name(s) of the related party and nature of relationship	Not Applicable
B.	Nature of contracts/arrangements/transactions	Not Applicable
C.	Duration of the contracts / arrangements/transactions	Not Applicable
D.	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
E.	Date(s) of approval by the Board, if any:	Not Applicable
F.	Amount paid as advances, if any:	Not Applicable

On behalf of the Board of Directors

**For Remedium Lifecare Limited**

**Vilas Lokhande**  
Whole Time Director  
DIN: 01228041

**Hanosh Santok**  
Director  
DIN: 08554687

Place: Mumbai  
Date : 27.06.2023

## ANNEXURE C

## Forming Part of the Board of Directors' Report

## ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

<b>Conservation of energy</b>		
1.	the steps taken or impact on conservation of energy	The Company takes efforts to reduce its usage of energy. The Company hasn't taken any step towards tapping the alternate sources of energy however the management is considering the options to employ other sources of energy too. The Company hasn't made any investment as such on energy conservation equipments however the prospects of such investment are likely in the near future. Since the Company is engaged in the business of trading in pharmaceutical ingredients, API's, it does not consume substantial energy. However as a responsible organization, the Company has adopted various environment friendly measures in order to conserve energy. Further, since the Company does not consume substantial energy, it has not made any capital investment in energy conservation equipment.
2.	the steps taken by the company for utilizing alternate sources of energy	
3.	the capital investment on energy conservation equipment	

<b>Technology absorption</b>		
1.	the efforts made towards technology absorption	N.A.
2.	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
3.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A.
4.	the details of technology imported	N.A.
5.	the year of import	N.A.
6.	whether the technology been fully absorbed	N.A.
7.	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.
8.	the expenditure incurred on Research and Development	N.A.

<b>Foreign exchange earnings and Outgo</b>		
1.	The Foreign Exchange earned in terms of actual inflows during the year	Rs.1,13,64,98,854/-
2.	The Foreign Exchange outgo during the year in terms of actual outflows	Rs.12,00,58,86,645/-

On behalf of the Board of Directors

**For Remedium Lifecare Limited**

**Vilas Lokhande**  
Whole Time Director  
DIN: 01228041

**Hanosh Santok**  
Director  
DIN: 08554687

Place: Mumbai  
Date : 27.06.2023

## ANNEXURE D

## Forming Part of the Board of Directors' Report

## A) RATIO/ MEDIAN

Disclosure pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Sr. No.	Disclosure Requirement	Disclosure Details		
1	Ratio of the remuneration of Director to the median remuneration of the employees for the Financial Year	Name	Title	Ratio
		Dr. Vilas Lokhande	Whole Time Director	54.40%
		Mr.Hanosh Sam Santok	Non Executive Director	21.76%
		Ms.Trupti Bolke	Independent Director	1.09%
2	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Name	Title	% increase in remuneration from FY 21-22 to FY 22-23
		Dr. Vilas Lokhande	Whole Time Director	NA
		Ms. Ashvini Dhuri	Company Secretary	20.00%
		Mr. Ashish Dinanath Parkar	Chief Financial Officer	NA
3	Percentage increase in the median remuneration of employees in the financial year	159.70%		
4	Number of permanent employees including Directors on the rolls of Company at the end of this year	7		
5	Average percentile Increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	For employees other than KMP who were in employment in FY 2021-22 as well as in FY 2022-23, the average increase in their remuneration was 159.70%, whereas average increase in remuneration of KMP was 6.12%.		
6	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration to Director, KMP and Employees are given as per the Remuneration policy of the Company.		

On behalf of the Board of Directors  
For Remedium Lifecare Limited

**Vilas Lokhande**  
Whole Time Director  
DIN: 01228041

**Hanosh Santok**  
Director  
DIN: 08554687

Place: Mumbai  
Date : 27.06.2023

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

The year 2023 proved to be a joyous period for the global economy. Since the beginning of the year, there were a lot of growing voices about the deteriorating situation in Ukraine, but the beginning of the conflict took all by surprise. While the loss of human life and the sufferings it induced is undeniably unfathomable, its impact on the overall global economy was also profound. Government of India is in forefront for health, care, innovation and growth. Government in its Union Budget 2023 announced new programs and goals to continue leading from the front. India leads globally in vaccine production and is the largest producer of generic medications, accounting for 20 per cent of the total worldwide supply by volume. Outside of the United States, India has the most pharmaceutical factories that comply with US-FDA regulations. To build for the beyond, government focus on inclusive sustainable growth for the sector. The Indian health-tech market is expected to grow at an annual rate of 39 per cent over FY20-FY23 and forecasted to reach US\$50 billion by 2033.

The Indian pharmaceutical market is anticipated to reach \$130 billion in value by the end of 2023 as a result of a rising consensus on the provision of new, innovative medicines to patients. In the meantime, it is predicted that the size of the worldwide market for pharmaceutical goods would surpass \$1 trillion in 2023. Thus for research and development, government of India has taken important measures in the Union Budget Session 2023.

The Economic Survey 2022–23 has shown India's domestic pharmaceutical market is anticipated to reach \$ 130 billion by 2030, and the pharma sector has maintained its growing pace following the pandemic. The Ayushman Bharat Digital Mission seeks to provide the framework required to sustain the nation's integrated digital health infrastructure as well. The digitalisation, innovation and Research & Development in the pharma sector will help India maintain its leading role globally.

### INDUSTRY STRUCTURE & DEVELOPMENTS:

The Pharmaceutical Drug Industry plays a pivotal role in strengthening the healthcare sector of the Nation. Over a period of time, Pharma industry has considerably contributed to GDP, employment generation, foreign exchange reserves of the Nation. The Indian Pharmaceutical industry plays a prominent role in the global pharmaceutical industry.

### GLOBAL BULK DRUGS MARKET:

Three segments - Branded Prescription drugs, Over-the-Counter (OTC) drugs and Generic Prescription drugs

account for a majority of global bulk drug consumption. The total global bulk drug consumption is expected to reach USD 215 billion by 2023 at a CAGR of 6.5% during the forecast period out of which 80% is used for Branded Prescription drugs, 10% for OTC drugs and 10% for Generic Prescription drugs.

### INDIAN BULK DRUG MARKET:

India is expected to be the 3rd largest global market for Bulk Drugs with a 7.5% increase in market share. There are 1150 bulk drug units producing about 350 important Bulk Drugs. The market analyst forecast the API markets in India to grow at a CAGR of 11% over the period of 2021-2025.

### ABOUT REMEDIUM LIFECARE LIMITED:

Remedium Lifecare Limited is engaged in the business of trading in Advanced Pharmaceutical Intermediates, Active Pharmaceutical Ingredients (API's) and other pharma products used viz. Iso propyl Alcohol (IPA), Cyclohexane, DI Iso Propyl Amine (DIPA), Ethyl Acetate, Hydrazine Hydrate, Iso propyl Alcohol (IPA), Methylene Di Chloride, Potassium Carbonate Powder, Sodium Bi-Carbonate, Potassium Hydroxide Flakes, Sodium Chloride (Common Salt), Sodium Carbonate (SODA ASH), Amino isophthalic Acid, Tellurium(IV) Oxide, Grignard Reagent, Iodine, Selenium Metal Powder, Trimethyl Sulfoxonium Iodide (TMSI).

### FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the financial year 2022-23, the Company achieved a turnover of Rs. 50983.66 Lakhs as compared to Rs. 50479.19 lakhs during the previous year. Thus the income from operations of the Company has been increased by 1% as compared to last year's revenue from operations

During the year 2022-23, the net profit of the company has been increased from Rs. 107.78 lakhs to Rs.542.61 lakhs higher by 403.47% as compared to previous year.

### OUTLOOK:

The company is taking all efforts to improve the quality of its products to get more orders at competitive rates. Due to bulk orders and bargain power Company is able to quote better rates and maintain high quality & productivity of the products traded. Barring unforeseen circumstances the company is confident of achieving better results in the current year.



**INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Company has strong and adequate internal control system suitable to its size and nature of business. We constantly upgrade our systems for incremental improvements.

The Audit Committee of the Board regularly reviews the Internal Control System. The system ensures protection of assets and proper recording of transactions.

Internal audit is carried out by an Internal Auditor appointed by the Company on a quarterly basis. The internal auditors' reports are regularly received by the Audit Committee. It is a regular practice to review the issues raised by Internal Auditors and statutory auditors by the Audit Committee.

**RISKS AND CONCERNS**

The impending threats arising out of geopolitical tensions, stock market volatility, growing concerns about a rise in the commodity and energy prices, the inflationary impact, potential interest rate hikes to reduce liquidity are likely to pose threats going forward.

**CAUTIONARY STATEMENT :**

Statement in the Management Discussion and Analysis may be "forward looking statements" and are based on the currently available information. The management believes these to be true to the best of its knowledge at the time of preparation of this report. However, these statements are subject to certain future events and uncertainties, which could cause actual results to differ materially from those, which may be indicated in such statements.

## ANNEXURE “E”

**Forming Part of the Board of Directors’ Report  
REPORT ON CORPORATE GOVERNANCE**

**1. COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company has set for itself the objective of achieving excellence in its business. As a part of its growth strategy, the Company believes in adopting the ‘best practices’ that are followed in the area of Corporate Governance. The Company emphasizes the need for full transparency and accountability and conducting its business in a highly professional and ethical manner, thereby enhancing trust and confidence of all its stakeholders. The Board considers itself as a Trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding of their wealth.

Pursuant to Regulation 15 of SEBI (LODR) Regulations, 2015, the Company is exempt from complying with certain provisions of Corporate Governance as the Company does not fulfill the specified criteria of paid up share capital and networth. However, as a good Corporate Governance practice, the Company is voluntarily complying with the certain provisions of SEBI (LODR) Regulations, 2015.

**2. BOARD OF DIRECTORS**

The Board is entrusted with the ultimate responsibility of management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

**2.1 Composition of the Board, Directorship / Committee position in other companies as on March 31, 2023 number of Meetings held and attended during the year are as follows:**

- The Company has an optimum combination of Executive and Non-Executive Directors on its Board. The Board of the Company comprises of four Directors, including one Whole Director, one Non-Executive Director and two Woman Independent Directors. The total number of Non-Executive Directors is more than 50% of the total number of Directors which is in conformity with the requirements of Regulation 17 (1) (a) of SEBI (LODR) Regulations, 2015.
- During the period under review, the Board of Directors of your Company met (six) times i.e. on May 30,2022; August 12,2022; November 4, 2022; November 14, 2022; December 16 ,2022, February 07,2023. The intervening gap between the two consecutive meetings of the Board is within the period prescribed under the Companies Act, 2013, circulars and SEBI (LODR) Regulations, 2015. The necessary quorum was present for all the meetings.

**2.2 Category and attendance of each of the Directors at the Board Meetings held during 2022-23 and the last Annual General Meeting is given below:**

S. No.	Name	Category	Number of Board Meetings held and attended during the year 2022-2023		Whether attended last AGM held on September 20, 2022	Number of Directorships in other public companies**	List of Directorship held in other listed companies and category of Directorship	Number of Committee# positions held in other public companies**	
			Held	Attended				Chairman	Member
1.	Dr. Vilas Lokhande	Whole Time Director	6	6	Yes	Nil	Nil	Nil	Nil
2.	Mr. Hanosh Santok	Non-executive Director	6	6	Yes	Nil	Nil	Nil	Nil
3.	Dr. Maneesha Naresh	Independent Director	6	6	Yes	Nil	Nil	Nil	Nil
4.	Ms. Trupti Bolke	Independent Director	6	6	Yes	Nil	Nil	Nil	Nil

**Note**

- None of the above Directors are related inter-se to any other Director on the Board.

2. None of the Non-Executive Director and Independent Directors hold any shares or convertible instruments in the Company.
3. None of the Directors hold the office of a Director in more than the permissible number of companies under the Companies Act, 2013 or Regulation 25 and 26 of SEBI (LODR) Regulations, 2015 excluding private limited companies, foreign companies and companies

### 2.3 Chart setting out the skills/expertise/competence of the board of directors:

The Board has identified the following skills / expertise with the individual Board Members with reference to the Company's business and Industry.

Name of Director	Area of Expertise
Dr. Vilas Lokhande	Research, Process Development, Production and Management in Pharmaceutical Sector
Mr. HanoshSantok	Finance, Regulatory Compliance and Banking Operations & Services.
Dr. Maneesha Naresh	Business Management Expertise.
Ms. Trupti Bolke	Corporate Law, SEBI Regulations, NBFC Compliances

### 2.4 Independent Directors

The Company is having 2 Independent Directors on its Board. Every Independent Director, at the first meeting of the Board in which she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that they meet the criteria of independence as provided under the law. The Non-Executive Directors, including Independent Directors on the Board, possess the requisite experience and specialization in diverse fields such as legal, finance, banking, administration etc.

The Company has disclosed the terms and conditions of appointment of an Independent Director on the website of the Company. The Company has also received a declaration from them in the manner as provided in the Companies Act, 2013 and as per amended Listing Regulations.

Based on the disclosures received from both the Independent Directors and also in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and are Independent of the management.

#### Independent director databank registration

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 all directors have completed the registration/renewal with the Independent Directors Databank.

### 2.5 Familiarization Programme

Directors including the Independent Directors. The Company through such programmes familiarizes not only the Independent Directors but also any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report, Trading by Insiders, etc.

### 2.6 Evaluation of Board Effectiveness

In terms of provisions of the Companies Act, 2013 read with Rules issued there under and Regulation 25 of SEBI (LODR) Regulations, 2015 and further as per Guidance note on Board Evaluation issued by SEBI to help companies to improve the evaluation process by the companies, derive the best possible benefit and achieve the objective of the entire process.

Accordingly, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, has evaluated the effectiveness of the Board. Further, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2023. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the effectiveness of their contribution. In the evaluation, the Directors who are subject to evaluation do not participate.

## 2.7 Meetings of Independent Directors

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015 and as per Clause VII of Schedule IV of the Companies Act, 2013, Regulation 25(3) and (4) of the SEBI (LODR) Regulations, 2015 and as per guidance note on Board Evaluation, a separate meeting of the Independent Directors of the Company was held on December 16, 2022 without the attendance of non-independent directors and members of the management to *inter alia*:

- review the performance of Non-Independent Directors and the Board as a whole
- review of performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors.
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

## 2.8 Code of Conduct

The Board has approved the code of conduct for all Board members and senior management personnel of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

## 2.9 Non-Executive Directors Compensation and Disclosures

The Company does not have any pecuniary relationship with any Non-Executive Directors.

The Remuneration paid to Mr. Hanosh Sam Santok , Non Executive Director of the Company is during the period under review is Rs.12,00,000/-

The Non-Executive Independent Director may receive remuneration by way of fees for attending meetings of the Board or the Committee thereof. Provided that the amount of such fees shall not exceed one lakh rupees per meeting of the Board or Committee as may be prescribed in the Companies Act, 2013 and also subject to approval of the Board of Directors.

Sitting fees for attending Board Meetings paid to Non-Executive Independent Directors fixed by the Board of Directors was within the limit as prescribed in the Companies Act, 2013.

## 3. COMMITTEES OF THE BOARD

The Board of Directors has constituted Committee(s) of Directors, with adequate delegation of powers. The Company Secretary of the Company acts as the Secretary to the Committees. The Board is responsible for constituting, assigning and co-opting the members of the Committees. Each Committee has its own charter which sets forth the purposes, goals and responsibilities of the Committees.

### A. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of Companies Act, 2013.

During the Financial Year 2022-23, six meetings of the Audit Committee were held i.e. on May 30,2022; August 12,2022; November 4, 2022; November 14, 2022; December 16 ,2022, February 07,2023.

The composition of the Audit Committee and the details of meetings attended by its members are given below:

S. No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Ms. Trupti Bolke	Chairperson	6	6
2.	Dr.Maneesha Naresh	Member	6	6
3.	Mr. Hanosh Santok	Member	6	6

#### i. Terms of reference:

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Oversight of the financial reporting process and the disclosure of financial information to ensure

- that the financial statements are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors;
  3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
  4. Review and approval of related party transactions.
  5. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
    - a. Director's Responsibility Statement
    - b. changes, if any, in accounting policies and practices and reasons for the same;
    - c. major accounting entries involving estimates based on the exercise of judgment by management;
    - d. significant adjustments made in the financial statements arising out of audit findings;
    - e. compliance with listing and other legal requirements relating to financial statements;
    - f. Disclosure of any related party transactions.
    - g. modified opinion(s) in the draft audit report;
  6. Reviewing the quarterly, half yearly and annual financial results before submission to the Board for approval;
  7. Reviewing and monitoring the auditor's independence & performance;
  8. Scrutiny of inter-corporate loans and investments;
  9. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
  10. Approval or any subsequent modification of transactions of the listed entity with related parties.
  11. Discussion with internal auditors of any significant findings and follow up thereon.
  12. Review the functioning of whistle blower mechanism.

ii. **Mandatory Review of Information**

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters/ letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee; and
5. Statement of Deviations:
  - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015;
  - b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of SEBI (LODR) Regulations, 2015.

In addition to the above, the Audit Committee also reviews the financial statements and details of investments made by the Subsidiary Companies.

**B. STAKEHOLDERS RELATIONSHIP COMMITTEE**

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015, the Board has constituted Stakeholders Relationship Committee to specifically look into the various aspects of interests of shareholders and other security holders headed by Dr. Maneesha Naresh, an Independent Director of the Company.

- ii. During the F.Y. 2022-23, One (1) meeting of the Stakeholders' Relationship Committee was held i.e. on August 20, 2022.
- iii. The composition of the Stakeholders Relationship Committee and the details of meetings attended by its members are given below:

Sr. No.	Name of the Member	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Dr. Maneesha Naresh	Chairperson	1	1
2.	Ms. Trupti Bolke	Member	1	1
3.	Mr. Hanosh Santok	Member	1	1

iv. **Functions and Terms of Reference:**

The Stakeholders Relationship Committee looks into the redressal of shareholder and investor grievances, issue of duplicate/consolidated share certificates, remat / demat of shares and review of cases for refusal of transfer/transmission and reference to statutory and regulatory authorities.

v. **Name and designation of Compliance Officer:**

Name	Ms. Ashvini Dhuri
Designation	Company Secretary & Compliance Officer

vi. **Details of investor complaints received and redressed during the year 2022-23 are as follows:**

No. of Complaints pending as on April 1, 2022	No. of Complaints received during the year 2022-23	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on March 31, 2023
Nil	Nil	Nil	Nil	Nil

**C. NOMINATION AND REMUNERATION COMMITTEE**

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has constituted the Nomination and Remuneration Committee. All the members of Nomination and Remuneration Committee are Non-Executive Directors and the Chairperson of the Committee is an Independent Director.

The Composition of Nomination and Remuneration Committee is as follows:

Sr. No.	Name of the Member	Category
1.	Dr. Maneesha Naresh	Chairperson
2.	Ms. Trupti Bolke	Member
3.	Mr. Hanosh Santok	Member

During the F.Y. 2022-23, One (1) meeting of the Nomination and Remuneration Committee was held on August 20, 2022. The attendance details of each Committee Member/Chairperson were as under:

S. No.	Name of the Member	No. of Meetings Attended
1.	Dr. Maneesha Naresh	1
2.	Ms. Trupti Bolke	1
3.	Mr. Hanosh Santok	1

ii. **The terms of reference of the Committee are as follows:**

- a) Formulation of the criteria for determining qualification, positive attributes and independence of a Director and to recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- b) For every appointment of an independent director, the Nomination, Remuneration and Compensation Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - i) use the services of external agencies, if required;
  - ii) considered candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii) consider the time commitments of the candidates.
- c) Formulation of criteria for evaluation of performance of Independent Directors and the Board;
- d) Devising a policy on diversity of Board of Directors;
- e) Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- f) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- g) Recommend to the board, all remuneration, in whatever form, payable to senior management.

iii. **Remuneration Policy**

The Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

The Board of Directors and Nomination and Remuneration Committee of the Board of Directors are authorized to decide the remuneration of Executive Directors subject to the approval of the Members and Central Government, if required.

iv. **Remuneration to Non-Executive Independent Director:**

During the financial year, the Non-executive Independent Directors did not have any pecuniary relationship or transactions with the Company.

The Non-Executive Independent Director may receive remuneration by way of fees for attending meetings of the Board or the Committee thereof. Provided that the amount of such fees shall not exceed one lakh rupees per meeting of the Board or Committee as may be prescribed in the Companies Act, 2013 and also subject to approval of the Board of Directors.

Sitting fees for attending Board Meetings paid to Independent Directors as fixed by the Board of Directors were within the limit as prescribed in the Companies Act, 2013.

**4. RISK MANAGEMENT**

As per Regulation 21 of SEBI Regulations, 2015, the Company is not required to constitute Risk Management Committee.

**5. SUBSIDIARY COMPANIES**

The Company does not have any subsidiary company during the financial year under review.

**6. GENERAL BODY MEETING****a) Annual General Meeting**

Details of venue, date and time of last three Annual General Meetings (AGM) held were as under:

Financial Year	Day and Date	Location	Time	Any Special Resolution passed
2021-22	Tuesday 20-09-2022	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	10:00 AM	Yes
2020-21	Friday 30-09-2021	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	10:00 AM	Yes
2019-20	Wednesday 30-09-2020	416D, 4 <sup>th</sup> Floor, Dattani Plaza, Safed Pool, Sakinaka, Andheri (E), Mumbai – 400 072	10:00 AM	Yes

**Special Resolutions passed at the last three AGMs:**

1. **At the 33<sup>rd</sup> AGM held on 20.09.2022 through Video Conferencing (VC) / Other Audio Visual Means (OAVM)**
  - Payment of Remuneration to Non Executive Directors of the Company.
2. **At the 32<sup>nd</sup> AGM held on 30.09.2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM)**
  - Appointment of Dr. Vilas Lokhande as a Whole Time Director
3. **At the 31<sup>st</sup> AGM held on 30.09.2020**
  - Change in the name of the Company from Roxy Exports Limited to Remedium Lifecare Limited.
  - Increase in Authorized Share Capital of the Company.
  - Change in Object Clause of the Memorandum of Association of the Company.
  - Approval of the limits for the Loans and Investment by the Company in terms of the provisions of Section 186 of the Companies Act, 2013.

**7. DETAILS OF EQUITY SHARES OF THE COMPANY HELD BY THE NON-EXECUTIVE DIRECTORS AS ON MARCH 31, 2023 ARE GIVEN BELOW:**

S. No.	Name	No. of Share held	Percentage(%)
1.	Dr. Maneesha Naresh	Nil	Nil
2.	Ms. Trupti Bolke	Nil	Nil
3.	Mr. Hanosh Santok	Nil	Nil

**8. GENERAL SHAREHOLDER INFORMATION**

S. No.	Particulars	Information
1.	<b>Annual General Meeting:</b>	
	Date and Time	Thursday, July 20, 2023 at 11.00 a.m.
	Venue	Through the mode of Video Conferencing (VC) and Other Audio Visual Means
2.	Financial year	2022-23



S. No.	Particulars	Information
3.	Book Closure	July 14, 2023 to July 20, 2023 (both days inclusive)
4.	Dividend payment date	The Board of Directors of the Company has not recommended or paid any dividend during the financial year 2022-23.
5.	Listed on Stock Exchange	BSE Limited
6.	Stock Code / Symbol	BSE - 539561 / REMLIFE
7.	Listing Fees	The Company has paid listing fees to BSE Limited for the F.Y.2022-23
8.	ISIN Number	INE549S01010
9.	Registrar and Transfer Agents	<b>Skyline Financial Services Private Limited</b> A/506, Dattani Plaza, Andheri Kurla Road, Safed Pool, Andheri East, Mumbai – 400 072 Email: <a href="mailto:subhashdhingreja@skylinerta.com">subhashdhingreja@skylinerta.com</a>
10.	Share Transfer System	The Company has a Stakeholder Relationship Committee comprising of its Directors. In case there is a request for transfer of shares, demat-remat of shares during a fortnight, the Committee meeting shall be held fortnightly else the committee shall meet once in every year. The List of valid transfers / transmission / remat etc. prepared by the Registrar & Transfer Agent in respect of transfer cases received by them, if any, is placed before the Stakeholders Relationship Committee for its approval/ confirmation
11.	Dematerialization of Shares and liquidity	As on March 31, 2023, 93.17% of the Equity Share Capital comprising 33,54,200 equity shares out of total 36,00,000 equity shares were dematerialized.
12.	Outstanding GDR /ADR /Warrants or any Convertible Instruments, Conversion Date and likely impact on equity	The Company has not issued any GDR /ADR /Warrants.
13.	Commodity price risk or foreign exchange risk and hedging activities	The Company is not exposed to any foreign exchange risk or commodity price risks and therefore, is not involved in commodity hedging activities.
14.	Address for correspondence	<b>Registered Office:</b> Office No.9, K Raheja Prime, Marol Industrial Estate Behind Ravi Vihar Hotel, Sagbaug Road, Marol Naka ,Andheri East Mumbai 400059. <b>Registrar and Transfer Agent:</b> Skyline Financial Services Private Limited A/506, Dattani Plaza, Andheri Kurla Road, Safed Pool, Andheri East, Mumbai – 400 072 Email: <a href="mailto:subhashdhingreja@skylinerta.com">subhashdhingreja@skylinerta.com</a>
15.	List of Credit Rating along with any revision thereto during the relevant financial year for all debt instrument.	Not Applicable. The Company does not have any debt instrument.

**Market Price Data**

The Market Price of the Company's Shares traded on the BSE Limited (BSE) during each month of the last Financial Year from April 1, 2022 to March 31, 2023 is as follows:

Month	BSE	
	High	Low
April, 2022	165.15	135.25
May, 2022	138.75	135.5
June, 2022	139.2	134.5
July, 2022	139	136.25
August, 2022	141	136.25
September, 2022	139.25	136.15
October, 2022	143.35	137
November, 2022	141.75	137.5
December, 2022	143.5	137.75
January, 2023	269.65	136.75
February, 2023	274.15	197.8
March, 2023	737.6	271

**Categories of Share Holding as on March 31, 2023**

The Shareholding of different categories of the shareholders as on March 31, 2023 is given below:

Category	No. of Shareholders	No. of Shares	% of total
<b>A. Promoters and Promoter Group Shareholding</b>			
Individual / Hindu Undivided family	1	40,000	1.11
Bodies Corporate	0	0	0
<b>Total (A)</b>	1	40,000	1.11
<b>B. Public Shareholding:</b>			
Individual share capital upto Rs. 2 Lacs	650	4,59,326	12.76
Individual share capital in excess of Rs. 2 Lacs	41	26,45,586	73.49
Other	30	4,55,087	12.64
<b>Total (B)</b>	721	35,60,000	98.89
<b>C. Non Promoter- Non Public Shareholding:</b>	0	0	0
<b>Total (C)</b>	0	0	0
<b>Total (A+B+C)</b>	722	36,00,000	100

**DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2023:**

The Shareholding distribution of the equity shares as on March 31, 2023 is given below:

Number of Shares (Face value of Rs. 10/- each)	Shareholders		Shares	
	Number	% of total	Number	% to total
1 to 500	555	76.87	50,149	1.39
501-1000	39	5.40	36,827	1.02
1001-2000	27	3.74	43,885	1.22
2001-3000	23	3.19	60,591	1.68
3001-4000	3	0.42	10,162	0.28
4001-5000	3	0.42	13,588	0.38
5001-10000	13	1.80	1,01,644	2.82
10001 & above	59	8.17	32,83,154	91.20
<b>Total</b>	<b>722</b>	<b>100.00</b>	<b>36,00,000</b>	<b>100.00</b>

## 9. OTHER DISCLOSURES:

### A. Vigil Mechanism / Whistle Blower Policy

The Company is committed to provide an open, honest and transparent working environment and seeks to eliminate fraudulent activities in its operations. To maintain high level of legal, ethical and moral standards and to provide a gateway for employees to report unethical behavior and actual or suspected frauds, the Company has adopted the Whistleblower Policy / Vigil Mechanism in line with Regulation 22 of the SEBI (LODR) Regulations, 2015. No personnel have been denied access to the Audit Committee.

The Whistleblower Policy / Vigil Mechanism broadly covers a detailed process for reporting, handling and investigation of fraudulent activities and providing necessary protection to the employees who report such fraudulent activities / unethical behaviour.

### B. Details of compliance with mandatory and non-mandatory requirements of SEBI (LODR) Regulations, 2015:

Your Company has complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015.

### C. Disclosure of commodity price risks and commodity hedging activities:

The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in term of SEBI circular No. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated November 15, 2018.

### D. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):Not Applicable

### E. A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of this report.

### F. Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof: Not Applicable

### G. Total fees for all services paid by the listed entity and its subsidiaries, on a Consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.: Details relating to Fees paid to the Statutory Auditors are given in notes to the Financial Statements.

### H. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013: During the year, no complaint was filed under the said act.

### I. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report: As per the provisions of Regulation 15(2) of SEBI (LODR) Regulations, 2015, the company is exempt from the compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27, and clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46.

### Following is the status of the compliance with the non-mandatory requirements:

#### a) Audit qualifications:

During the year under review, there was no audit qualification on the Company's financial statements.

#### b) Reporting of Internal Auditor:

As per the requirements, the internal auditor may report directly to the Audit Committee. The same is reported by briefing the Audit Committee through discussion and presentation of the observations, review, comments and recommendations etc. in the Internal Audit presentation by the Internal Auditor of the Company.

**c) Code of Conduct:**

Your Company has adopted a Code of Conduct for all the employees including Board Members and Senior Management Personnel of the Company in accordance with the requirement under SEBI (LODR) Regulations, 2015. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2023. A certificate signed by the Managing Director(s)/ CFO is annexed to this report as “**Annexure 1**”.

**d) Code of Conduct for Prevention of Insider Trading:**

The Board of Directors of the Company had approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders’ in line with SEBI (Prohibition of Insider Trading) Regulations, 2015.

**e) CEO / CFO Certification:**

The certificate required under SEBI (LODR) Regulations, 2015 duly signed by the Managing Directors / CFO has been given to the Board and the same is annexed to this report as “**Annexure 2**”.

**f) Subsidiary Companies:**

The Company does not have any Subsidiary Company.

**g) Risk Management Framework:**

The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedures and periodical review to ensure that management controls risk through means of a properly defined framework.

**h) Listing Fees :**

The Company has complied with SEBI (LODR) Regulations, 2015 with respect to payment of Annual Listing fees to the Exchanges and Annual Custodial fees to the Depositories.

On behalf of Board of Directors  
**For Remedium Lifecare Limited**

**Vilas Lokhande**  
Whole Time Director

Date: 27.06.2023  
Place: Mumbai

**CORPORATE GOVERNANCE CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**

To,

**The Members,**

**REEDIUM LIFECARE LIMITED**

I have examined the compliance of Corporate Governance by REMEDIUM LIFECARE LIMITED (“the Company”) for the Financial Year ended 31st March, 2023, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) as referred to in Regulation 15(2) of the SEBI Listing Regulations for the Financial Year ended 31st March, 2023.

The compliance of conditions of Corporate Governance is the responsibility of the Company’s Management. My examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the Compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.

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

**Riddhi Krunal Shah**

Practicing Company Secretary

ACS No: 20168

CP No.: 17035

PR No.2037/2022

UDIN: A020168E000498525

Place: Mumbai

Date: 17/06/2023

**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,**

**REMIUM LIFECARE LIMITED**

I have examined the relevant registers, records, forms, returns and disclosure received from the Directors of **REMIUM LIFECARE LIMITED** (formerly Roxy Exports Limited) (the Company) having CIN: L24100MH1988PLC343805 and having registered office at 601, Hyde Park, CTS No. 680 Saki Vihar Road, Sakinaka, Andheri (East), Mumbai -400072 (hereinafter referred to as 'the Company') produced before us 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 SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my knowledge and according to the verifications including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in) as considered necessary and explanation furnished to us by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below have been debarred or disqualified for the financial year ended 31st March 2023 from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs or such other statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	DR. VILAS RAMKRISHNA LOKHANDE	01228041	20/05/2021
2	MS. TRUPTI MADHUKAR BOLKE	07700551	30/09/2020
3	MRS. MANEESHA NARESH	08118293	12/04/2019
4	HANOSH SAM SANTOK	08554687	30/09/2019

Ensuring the eligibility for the appointment or continuity of every Director on the Board of above referred Company is the responsibility of the management of the Company. My responsibility is to express an opinion as stated above based on the verification. This certificate is neither an assurance as to the future viability of the Company or effectiveness with which the management has conducted the affairs of the Company.

**Riddhi Krnal Shah**

Practicing Company Secretary

ACS No: 20168

CP No.: 17035

PR No.2037/2022

UDIN: A020168E000256569

Place: Mumbai

Date: 05.05.2023

**Annexure - 1****CODE OF CONDUCT**

In accordance with Regulation 26 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Vilas Lokhande, Whole Time Director of the Company confirm that the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2023.

**For Remedium Lifecare Limited**

**Vilas Lokhande**

Whole Time Director

Place: Mumbai

Date: 27.06.2023

**Annexure - 2**

**Whole Time Director and Chief Financial Officer Certificate**

We hereby certify that -

- a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2023 and that to the best of our knowledge and belief:
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) 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 which violate the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we 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 proposed to take to rectify these deficiencies
- d) We have indicated to the Auditors and the Audit Committee;
  - (i) Significant changes, if any in internal control over financial reporting during the year;
  - (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) Instances of significant fraud, if any, 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.

**Vilas Lokhande**  
Whole Time Director

**Ashish Parkar**  
Chief Financial Officer

Place: Mumbai  
Date: 27.06.2023



**INDEPENDENT AUDITOR'S REPORT**

To  
The Members of  
**REEDIUM LIFECARE LIMITED,**

**Report on the Standalone Financial Statements****Opinion**

We have audited the accompanying standalone financial statements of "**REEDIUM LIFECARE LIMITED**" ("**the Company**"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows ended on that date, and a summary of significant accounting policies and other explanatory information (herein after referred to as the "standalone financial statements").

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 March 31, 2023, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing ("SA"s) 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, 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 obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**Key Audit Matter**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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.

**Other Information**

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears 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.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows 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 of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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 also responsible for overseeing the company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the 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 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 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 and Board of Directors.
- 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 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 financial statements, including the disclosures, and whether the 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 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 the Companies (Auditor's Report) Order, 2020 issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- (2) As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss Statement (including Other Comprehensive Income ), the statement of changes in equity and Statement of Cash Flow 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 Ind AS specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on 31st March, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2023 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, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
  - (g) In our opinion, the managerial remuneration for the year ended March 31, 2023 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
  - (h) 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, other than Contingent Liabilities of Rs.39.71 Lakhs\* of Income tax AY 2016-17.  
 Note\* - Pursuant to Share Purchase Agreement dated 09th August 2018, it is agreed between the sellers and the acquirer that all the liabilities pertaining to the period prior to 31.03.2018 other than those disclosed in the Audited Balance Sheet of the Company as on 31.03.2018 shall be paid by the seller. Accordingly, the above mentioned Income Tax Liability of Rs.39.71 Lakhs for AY 2016-17, if arise shall be paid by the seller.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
    - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either

from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- v. The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.

**For TAORI SANDEEP & ASSOCIATES**  
**Chartered Accountants**  
**F.R.N. 007414C**

**Atul Jain**  
**(Partner)**  
**M. No. : 048920**  
**UDIN: 23048920BGWMBL5667**

**Place: Mumbai**  
**Date: 30-05-2023**

## ANNEXURE – “A” TO THE INDEPENDENT AUDITOR’S REPORT

**(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of REMEDIUM LIFECARE LIMITED of even date)**

- (i) (a) A. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- B. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, plant and equipment are verified in a phased manner over a year. In accordance with this programme, certain Property, Plant and Equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its Assets. No material discrepancies were noticed on such verification.
- (c) A. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have any immovable properties. Accordingly, paragraph 3 (i)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its property, plant and equipment (including right of use asset) or Intangible assets or both during the year. Accordingly, paragraph 3 (i) (d) of the Order is not applicable.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- (iii) (a) The Company has not made investments in, provided any guarantee or security or granted any loans or to advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships (f) or any other parties. Accordingly paragraph 3 (iii) of the Order is not applicable.
- (iv) In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from public during the year. Accordingly, paragraph 3 (v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (vii) In our opinion and according to the information and explanations given to us:
  - (a) According to the information and explanation given to us and the records of the company examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income-Tax, Goods and Service Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, Statutory Dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or Other Statutory Dues which have not been deposited on account of any dispute are as follows:

<b>Statute</b>	<b>Nature of dues</b>	<b>Amount (Rs. Lakhs)</b>	<b>Period to which the amount relates</b>	<b>Forum where the dispute is pending</b>
Income tax Authority	Income Tax	39.71	-	Commissioner of Income Tax

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) In our opinion and according to the information and explanations given to us, the Company is not declared as a wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the company has not obtained any term loans during the year.
- (d) In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilized for long term purposes.
- (e) The Company does not have any subsidiaries/associates/joint-ventures and accordingly, paragraphs 3 (ix) (e) and 3 (ix) (f) of the Order are not applicable.
- (f) In our opinion and according to the information and explanations given to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x) (a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (a) of the Order is not applicable.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) To the best of our knowledge and according to the information and explanations given to us, no whistle-blower complaints, have been received by the Company during the year.
- (xii) The Company is not a Nidhi Company and accordingly, Paragraphs 3 (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related

party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

- (xiv) (a) In our opinion and according to the information and explanations given to us, the company has adequate internal audit system commensurate with the size and nature of its business.
  - (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
  - (b) In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) (b) of the Order is not applicable.
  - (c) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.
  - (d) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3 (xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation 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 the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the 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, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to 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 Provisions of section 135 of the Act are not applicable to the Company and hence reporting on clause 3(xx) of the Order is not applicable.

**For TAORI SANDEEP & ASSOCIATES**  
**Chartered Accountants**  
**F.R.N. 007414C**

**Atul Jain**  
**(Partner)**  
**M. No. : 048920**  
**UDIN: 23048920BGWMBL5667**

**Place: Mumbai**  
**Date: 30-05-2023**

**ANNEXURE B TO AUDITORS' REPORT**

[ Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members **REMEDIUM LIFECARE 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 **REMEDIUM LIFECARE LIMITED** (the "Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements 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 (the "Guidance Note").

**Management's and Board of Director's Responsibility for Internal Financial Controls**

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. 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 Act.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting of the Company 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") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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.

**For TAORI SANDEEP & ASSOCIATES**  
**Chartered Accountants**  
**F.R.N. 007414C**

**Atul Jain**  
**(Partner)**  
**M. No. : 048920**  
**UDIN: 23048920BGWMBL5667**

**Place: Mumbai**  
**Date: 30-05-2023**

## BALANCE SHEET AS AT 31ST MARCH, 2023

(Rupees in Lakhs)

Particulars	Notes	As at 31.03.2023	As at 31.03.2022
<b>(A) ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Property, plant and equipment	3.1	7.81	8.54
(b) Capital work-in-progress	3.1	-	-
(c) Other intangible assets	3.1	-	10.08
(d) Financial assets			
Investments		-	-
Other financial assets		-	-
Loans/Advances		-	-
(e) Deferred Tax assets (Net)	3.10	0.74	-
(f) Other non-current assets		-	-
<b>Sub total-Non-current assets</b>		<b>8.55</b>	<b>18.61</b>
<b>2 Current assets</b>			
(a) Inventories	3.2	732.09	8,387.33
(b) Financial assets			
(i) Investments		-	-
(ii) Trade receivables	3.3	17,237.37	6,399.60
(iii) Cash and cash equivalents	3.4	24.36	69.80
(iv) Bank Balance other than (iii) above	3.4	2,161.20	73.77
(v) Loans/Advances	3.5	95,200.80	7,410.94
(vi) Other financial assets		-	-
(c) Other current assets	3.6	57.90	15.59
<b>Sub total current assets</b>		<b>1,15,413.72</b>	<b>22,357.01</b>
<b>TOTAL-ASSETS</b>		<b>1,15,422.27</b>	<b>22,375.63</b>
<b>(B) EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity share capital	3.7	360.00	360.00
(b) Other equity	3.8	676.43	133.82
<b>Sub total-Equity</b>		<b>1,036.43</b>	<b>493.82</b>
<b>2 Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
Borrowings	3.9	-	-
(b) Provisions		-	-
(d) Deferred Tax liability (Net)	3.10	-	0.01
<b>Sub total-Non-current liabilities</b>		<b>-</b>	<b>0.01</b>
<b>Current liabilities</b>			
(a) Financial liabilities			
- Borrowings		-	-
- Trade payables			
(i) Total outstanding dues of Micro & small enterprises			-
(ii) Total outstanding dues other than Micro & small enterprises	3.11	8,421.76	12,456.28
- Other financial liabilities		-	-
(b) Other current liabilities	3.12	1,05,713.41	9,378.95
(c) Provisions	3.13	250.67	46.56
(d) Current tax liabilities (net)			
<b>Sub total-Current liabilities</b>		<b>1,14,385.84</b>	<b>21,881.80</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,15,422.27</b>	<b>22,375.63</b>

## Significant Accounting Policies &amp; Notes on Financial Statements 1 to 3

As per our report of even date attached

For and on Behalf of the Board

For **M/s Taori Sandeep & Associates.**  
Chartered Accountants**Atul Jain**  
Partner  
M.No. 048920**Vilas Lokhande**  
Whole Time Director  
DIN : 01228041**Hanosh Santok**  
Director  
DIN : 08554687Place : Mumbai  
Dated : 30.05.2023**Ashvini Dhuri**  
Company Secretary**Ashish Parkar**  
Chief Financial Officer

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Rupees in Lakhs)

Particulars	Note No.	Year Ended 31.03.2023	Year Ended 31.03.2022
<b>(A) Revenue</b>			
(a) Revenues from operations	3.14	50,983.66	50,479.19
(b) Other Income	3.15	0.00	0.00
<b>Total Income</b>		<b>50,983.66</b>	<b>50,479.19</b>
<b>(B) Expenses</b>			
(a) Cost of Material consumed	3.16	-	49,846.98
(b) Purchase of Stock in Trade	3.17	41,730.44	-
(b) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	3.18	7,655.24	-
(c) Employee benefit expenses	3.19	98.33	53.32
(d) Finance Cost	3.20	(7.55)	10.70
(e) Depreciation and Amortization Expenses	3.21	15.08	7.38
(f) Other expenses	3.22	752.53	408.30
<b>Total Expenses</b>		<b>50,244.07</b>	<b>50,326.69</b>
<b>(C) Profit before exceptional items and tax (A-B)</b>		<b>739.60</b>	<b>152.51</b>
<b>(D) Exceptional Items [Income/(Expense)]</b>		<b>-</b>	<b>-</b>
<b>(E) Profit before tax (C+D)</b>		<b>739.60</b>	<b>152.51</b>
<b>(F) Less: Provision for Tax</b>			
Current tax		197.74	45.06
Deferred tax		(0.75)	(0.33)
<b>Total Tax Expenses</b>		<b>196.99</b>	<b>44.73</b>
<b>(G) Profit/(Loss) from continuing operations (F-E)</b>		<b>542.61</b>	<b>107.78</b>
<b>(H) Other Comprehensive Income</b>			
(i) Item that will not be reclassified to profit or loss		-	-
ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
<b>Other Comprehensive Items(Net of Tax)</b>		<b>-</b>	<b>-</b>
<b>(I) Total Comprehensive Income/(Loss) for the year (G+H) (Comprising profit/(Loss) and other comprehensive income for the year)</b>		<b>542.61</b>	<b>107.78</b>
<b>Earnings Per Share (For continuing operation) (not annualized)</b>			
a) Basic	3.23	15.07	2.99
b) Diluted		15.07	2.99
<b>Earnings Per Share (For continued and discontinuing operations) (not annualized)</b>			
a) Basic		15.07	2.99
b) Diluted		15.07	2.99

## Significant Accounting Policies &amp; Notes on Financial Statements 1 to 3

As per our report of even date attached

For and on Behalf of the Board

For M/s Taori Sandeep & Associates.  
Chartered AccountantsAtul Jain  
Partner  
M.No. 048920Vilas Lokhande  
Whole Time Director  
DIN : 01228041Hanosh Santok  
Director  
DIN : 08554687Place : Mumbai  
Dated : 30.05.2023Ashvini Dhuri  
Company SecretaryAshish Parkar  
Chief Financial Officer

## CASHFLOW STATEMENT FOR THE YEAR ENDING 31ST MARCH, 2023

(Rupees in Lakhs)

	Particulars	As at 31.03.2023		As at 31.03.2022	
		Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
<b>A.</b>	<b>Cashflow from operating activity</b>				
	Net Profit / (Loss) before extraordinary items and tax	739.60		152.51	
	<b>Adjustments for:</b>				
	Depreciation and amortisation	15.08		7.38	
	Finance Cost	3.73		10.70	
	Interest Income	-		-	
	Operating profit / (loss) before working capital changes		758.41		170.58
	<b>Changes in working capital:</b>				
	<b>Adjustments for (increase) / decrease in operating assets:</b>				
	Inventories	7,655.24		(8,076.51)	
	Trade receivables	(10,837.77)		(4,031.16)	
	Other Current assets	(42.32)		(3.07)	
	Current Loans	(87,789.86)		(6,351.44)	
	Non Current Loans	-		-	
	<b>Adjustments for increase / (decrease) in operating liabilities:</b>				
	Trade payables	(4,034.53)		10,079.06	
	Other current liabilities	96,334.45		9,340.57	
	Current provisions	204.11		45.06	
	Current Tax liabilities	-		-	
	<b>Cashflow from extraordinary activity</b>				
	Cash Generated from operation		2,247.74		1,173.09
	Net Income tax paid		(197.74)		(44.79)
	<b>Net cash flow from / (used in) operating activities (A)</b>		<b>2,050.00</b>		<b>1,128.30</b>
<b>B.</b>	<b>Cash flow from investing activities</b>				
	Capital expenditure on fixed assets, including capital advances	(4.27)		(4.98)	
	Receipt of Loans & Advances	-		-	
	Interest received	-		-	
	-- Others	-		-	
	Cash flow from extraordinary items				
	<b>Net cash flow from / (used in) investing activities (B)</b>		<b>(4.27)</b>		<b>(4.98)</b>
<b>C.</b>	<b>Cash flow from financing activities</b>				
	Proceeds from issue of equity shares	-		-	
	Proceeds from long-term borrowings	-		-	
	Finance cost	(3.73)		(10.70)	
	Repayment of loan form Director	-		(1,050.14)	
	Loan From Director	-		-	
	<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(3.73)</b>		<b>(1,060.84)</b>
	Cash flow from extraordinary items		2,042.00		62.48
	Cash and cash equivalents at the beginning of the year		143.56		81.08
	Cash and cash equivalents at the end of the year		2,185.56		143.56
	Reconciliation of Cash and cash equivalents with the Balance Sheet:				

(Rupees in Lakhs)

Particulars	As at 31.03.2023		As at 31.03.2022	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
Cash and cash equivalents as per Balance Sheet (Refer Note 3.4)		2,185.56		143.56
Less: Bank balances not considered as Cash and cash equivalents as defined in Ind AS 7 "Statements of Cash Flow Net Cash and cash equivalents as defined in AS 7 ("Statement of Cash Flows")		2,185.56		143.56
Add: Current investments considered as part of Cash and cash equivalents (as defined in Ind AS 7 ("Statement of Cash Flows"))				
Cash and cash equivalents at the end of the year *		2,185.56		143.56
* Comprises				
(a) Cash on hand		24.36		23.92
(b) Cheques, drafts on hand		-		45.88
(c) Balances with banks				
(i) In current accounts		2,161.20		73.77
<b>Total</b>		<b>2,185.56</b>		<b>143.56</b>

**Significant Accounting Policies & Notes on Financial Statements 1 to 3**

As per our report of even date attached

**For and on Behalf of the Board**For **M/s Taori Sandeep & Associates.**  
Chartered Accountants**Atul Jain**  
Partner  
M.No. 048920**Vilas Lokhande**  
Whole Time Director  
DIN : 01228041**Hanosh Santok**  
Director  
DIN : 08554687Place : Mumbai  
Dated : 30.05.2023**Ashvini Dhuri**  
Company Secretary**Ashish Parkar**  
Chief Financial Officer

## STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH 2023

## A. Equity Share Capital (Rupees in Lakhs)

Particulars	Balance as at 01.04.2021	Changes during the Period	Balance as at 31.03.2022
3600000 Equity shares of Rs.10/- each with voting rights	360.00	-	360.00

(Rupees in Lakhs)

Particulars	Balance as at 01.04.2022	Changes during the Period	Balance as at 31.03.2023
3600000 Equity shares of Rs.10/- each with voting rights	360.00	-	360.00

## B. Other Equity (Rupees in Lakhs)

Particulars	Reserve and Surplus					Other Comprehensive Income	Total
	Capital Reserve	Securities Premium Reserve	ESOP	General Reserve	Retained Earnings	Reclassification of actuarial gains/(losses), on account of Defined Employee Benefit Obligation	
As at 01.04.2022	-	-	-	21.60	112.22	-	133.82
Total Comprehensive Income for the year	-	-	-	-	542.61	-	542.61
As at 31.03.2023	-	-	-	21.60	654.83	-	676.43

(Rupees in Lakhs)

Particulars	Reserve and Surplus					Other Comprehensive Income	Total
	Capital Reserve	Securities Premium Reserve	ESOP	General Reserve	Retained Earnings	Reclassification of actuarial gains/(losses), on account of Defined Employee Benefit Obligation	
As at 01.04.2021	-	-	-	21.60	4.17	-	25.77
Total Comprehensive Income for the year	-	-	-	-	108.05	-	108.05
As at 31.03.2022	-	-	-	21.60	112.22	-	133.82

As per our report of even date attached

For and on Behalf of the Board

For M/s Taori Sandeep & Associates.  
Chartered AccountantsAtul Jain  
Partner  
M.No. 048920Vilas Lokhande  
Whole Time Director  
DIN : 01228041Hanosh Santok  
Director  
DIN : 08554687Place : Mumbai  
Dated : 30.05.2023Ashvini Dhuri  
Company SecretaryAshish Parkar  
Chief Financial Officer

## Note 3.1 - Property, plant and equipment

(Rupees in Lakhs)

	Computers	Furniture & Fixture	Total
Cost/deemed cost as at April 1, 2022	8.44	7.05	15.49
Additions	3.77	0.50	4.27
Disposals	-	-	-
Other re-classifications	-	-	-
<b>Cost/deemed cost as at March 31, 2023</b>	<b>12.21</b>	<b>7.55</b>	<b>19.76</b>
Impairment as at April 1, 2022	-	-	-
Charge for the year	-	-	-
<b>Accumulated impairment as at March 31, 2023</b>	<b>-</b>	<b>-</b>	<b>-</b>
Accumulated depreciation as at April 1, 2022	3.13	3.82	6.95
Charge for the year	3.16	1.71	4.86
Disposals	-	0.14	0.14
Other re-classifications	-	-	-
<b>Accumulated depreciation as at March 31, 2023</b>	<b>6.28</b>	<b>5.67</b>	<b>11.95</b>
<b>Total accumulated depreciation and impairment as at March 31, 2023</b>	<b>6.28</b>	<b>5.67</b>	<b>11.95</b>
Net carrying value as at April 1, 2022	5.31	3.22	8.54
<b>Net carrying value as at March 31, 2023</b>	<b>5.93</b>	<b>1.88</b>	<b>7.81</b>

## Note 3.1 - Intangible Assets

(Rupees in Lakhs)

	Research and Development	Total
Cost/deemed cost as at April 1, 2022	18.14	18.14
Additions	-	-
Disposals	-18.14	-18.14
Other re-classifications	-	-
<b>Cost/deemed cost as at March 31, 2023</b>	<b>-</b>	<b>-</b>
Impairment as at April 1, 2022	-	-
Charge for the year	-	-
<b>Accumulated impairment as at March 31, 2023</b>	<b>-</b>	<b>-</b>
Accumulated depreciation as at April 1, 2022	8.06	8.06
Charge for the year	-	-
Disposals	-8.06	-8.06
Other re-classifications	-	-
<b>Accumulated depreciation as at March 31, 2023</b>	<b>-</b>	<b>-</b>
<b>Total accumulated depreciation and impairment as at March 31, 2023</b>	<b>-</b>	<b>-</b>
Net carrying value as at April 1, 2022	10.08	10.08
<b>Net carrying value as at March 31, 2023</b>	<b>-</b>	<b>-</b>

**CURRENT ASSETS****Note : 3.2 Inventories**

(Rupees in Lakhs)

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Raw Material	-	-
Work in Progress	-	-
Finished Goods	732.09	8387.33
<b>Total</b>	<b>732.09</b>	<b>8,387.33</b>

**Note : 3.3 Trade Receivables**

(Rupees in Lakhs)

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Not Due		
0-30 days	223.78	68.14
31-60 days	2,278.71	-
61-90 days	-	3,136.74
91-180 days	10,750.42	3,194.72
More than 180 days	3,984.46	-
<b>Total</b>	<b>17,237.37</b>	<b>6,399.60</b>

**Note : 3.4 Cash and Cash Equivalents**

(Rupees in Lakhs)

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
<b>Cash in Hand</b>	24.36	23.92
<b>Cheque in Hand</b>	-	45.88
	<b>24.36</b>	<b>69.80</b>
<b>Balance with Schedule Banks</b>		
-Current accounts		
ICICI BANK	-	0.12
IDFC FIRST BANK	1.46	15.33
AXIS BANK	444.33	51.17
CITI Bank	6.69	-
INDUSIND BANK	1,708.52	6.94
STATE BANK OF INDIA	0.13	0.15
SOUTH INDIAN BANK	0.07	0.07
<b>Total</b>	<b>2,161.20</b>	<b>73.77</b>



**Note : 3.5 Loans & Advances**

(Rupees in Lakhs)

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Advance to Supplier	94,582.20	5,950.28
Advance to Employees	-	-
Other Advances	37.42	33.90
Advance Tax	163.72	71.99
Prepaid Expenses	-	46.67
<b>GST Balance -</b>		
GST Credit balance	218.27	1,139.37
SGST paid against Protest	126.00	126.00
TDS/TCS RECEIVABLE	73.19	42.73
<b>TOTAL</b>	<b>95,200.80</b>	<b>7,410.94</b>

**Note : 3.6 Other Current Assets**

(Rupees in Lakhs)

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Unsecured, Considered Good:		
Balance with Revenue Authorities (Indirect taxes)	-	-
Security Deposit:		
(a) Factory Rent Deposit	1.13	1.13
(b) Office Rent Deposit (Mumbai)	25.80	9.00
(c) Security Deposit(GS1)	0.03	0.03
(d) Security Deposit(CETP)	0.25	0.25
(e) MSTC Deposit	5.00	5.00
(e) Other	25.70	0.18
<b>Total</b>	<b>57.90</b>	<b>15.59</b>

**Note : 3.7 Share Capital**

(Rupees in Lakhs)

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
<b>Authorized</b>		
30000000 Equity shares of Rs.10/- each with pari pasu voting rights	3,000.00	3,000.00
<b>Total</b>	<b>3,000.00</b>	<b>3,000.00</b>
<b>Issued, Subscribed and Paid - Up</b>		
<b>Equity Shares</b>		
(31.03.2023: 3600000 Equity shares of Rs.10/- each)	360.00	360.00
(31.03.2022: 3600000 Equity shares of Rs.10/- each)		
<b>Total</b>	<b>360.00</b>	<b>360.00</b>

**THE RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AND AMOUNT OF SHARE CAPITAL AS AT 31.03.2023 AND 31.03.2022 IS SET OUT BELOW:**

**EQUITY SHARES**

(Rupees in Lakhs)

Particulars	As at 31.03.2023		As at 31.03.2022	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning	36,00,000	360.00	36,00,000	360.00
<b>Number of Shares at the end</b>	<b>36,00,000</b>	<b>360.00</b>	<b>36,00,000</b>	<b>360.00</b>

**Terms / rights attached to equity shares**

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share.

**DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARE CAPITAL**

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of Shares	% of Holding	Number of Shares	% of Holding
<b>1. Equity Shares</b>				
Uppinangady Sudhindra Nayak	2,92,003	8.11%	2,59,716	7.21%
CNM Finvest Private Limited	1,96,187	5.45%	1,96,187	5.45%
<b>Total</b>	<b>4,88,190</b>	<b>13.56%</b>	<b>4,55,903</b>	<b>12.66%</b>

**DETAIL OF BONUS SHARES ISSUED DURING THE LAST FIVE YEARS (IN NUMBERS)**

Nature	31.03.2023	31.03.2022	31.03.2021	31.03.2020	31.03.2019
Equity Shares	NIL	NIL	NIL	NIL	NIL

**NOTE: 3.8 OTHER EQUITY**

(Rupees in Lakhs)

Particulars		As at 31.03.2023	As at 31.03.2022
<b>Capital Reserve</b>			
Opening Balance as on 01.04.2022/01.04.2021		-	-
Addition/ (deduction) during the period (net)		-	-
<b>Closing Balance as on 31.03.2023/31.03.2022</b>	<b>(A)</b>	<b>-</b>	<b>-</b>
<b>Securities Premium Reserve</b>			
Opening Balance as on 01.04.2022/01.04.2021		-	-
Addition/ (deduction) during the period (net)		-	-
<b>Closing Balance as on 31.03.2023/31.03.2022</b>	<b>(B)</b>	<b>-</b>	<b>-</b>
<b>General Reserve</b>			
Opening Balance as on 01.04.2022/01.04.2021		21.60	21.60
Addition/ (deduction) during the period (net)		-	-
<b>Closing Balance as on 31.03.2023/31.03.2022</b>	<b>(C)</b>	<b>21.60</b>	<b>21.60</b>
<b>Profit &amp; Loss Account</b>			
Opening Balance as on 01.04.2022/01.04.2021		112.22	4.17
Addition/ (deduction) during the period (net)		542.61	107.78
Add: Excess Provision for Income tax earlier years		-	0.27
<b>Surplus available for appropriation</b>	<b>(D)</b>	<b>654.83</b>	<b>112.22</b>
<b>ESOP Outstanding</b>			
Opening Balance as on 01.04.2022/01.04.2021		-	-
Addition/ (deduction) during the period (net)		-	-
<b>Closing Balance as on 31.03.2023/31.03.2022</b>	<b>(E)</b>	<b>-</b>	<b>-</b>
<b>Equilisation Reserve</b>			
Opening Balance as on 01.04.2022/01.04.2021		-	-
Addition/ (deduction) during the period (net)		-	-
<b>Closing Balance as on 31.03.2023/31.03.2022</b>	<b>(F)</b>	<b>-</b>	<b>-</b>
<b>Total (A+B+C+D+E+F)</b>		<b>676.43</b>	<b>133.82</b>

**NOTE : 3.9 LONG TERM BORROWINGS**

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
<b>SECURED LOANS</b>		
Term Loans	-	-
From Banks & Financial Institutions	-	-
<b>UNSECURED LOAN:</b>		
<b>TOTAL</b>	-	-

**REPAYMENT SCHEDULE FOR LONG TERM LOANS**

(Rupees in Lakhs)

Particulars	FY 2023-24	FY 2022-23
Long Term Loan from various banks	-	-

**NOTE : 3.10 DEFERRED TAX LIABILITIES (NET)**

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
<b>Deferred Tax Liabilities</b>		
On account of Depreciation of Fixed Assets	-	0.01
<b>Deferred Tax Asset</b>		
Expenses disallowed current year	-	-
On account of Depreciation of Fixed Assets	0.74	-
<b>Net Deferred Tax Liability</b>	<b>0.74</b>	<b>0.01</b>

**NOTE : 3.11 TRADE PAYABLES**

(Rupees in Lakhs)

Particulars	As at 31.03.2023	As at 31.03.2022
<b>(A) Total o/s dues of Micro and Small Enterprises</b>	-	-
(a) The principle amount relating to micro and small enterprises	-	-
(b) The interest amount due but not paid	-	-
(c) The amount of the interest paid by the buyer in terms of section 16 of the Micro, Small and Medium	-	-
(d) The amount of the interest due and payable for the period of delay in making payment (which have been	-	-
(e) The amount of the interest accrued and remaining unpaid at the end of each accounting year	-	-
(f) The amount of further interest remaining due and payable even in the succeeding year, untill such date	-	-
<b>(B) Total o/s dues of creditor other than micro and small enterprises</b>		
Trade Payables (Including acceptances)	8,421.76	12,456.28
<b>Total</b>	<b>8,421.76</b>	<b>12,456.28</b>

**Notes :**

- i) Trade payables mainly include amount payable towards operation and maintenance and trading related vendors in whose case credit period allowed is less than 12 months.
- ii) The fair value of Trade payables is not materially different from the carrying value presented.

**NOTE : 3.12 OTHER CURRENT LIABILITIES**

(Rupees in Lakhs)

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Advance from Customers	1,05,693.88	9,358.08
Other Liabilities	19.52	13.07
Rent Payable	-	7.80
<b>TOTAL</b>	<b>1,05,713.41</b>	<b>9,378.95</b>

**NOTE : 3.13 SHORT TERM PROVISIONS**

(Rupees in Lakhs)

<b>Particulars</b>	<b>As at 31.03.2023</b>	<b>As at 31.03.2022</b>
Provision for Income Tax(Previous year)	45.06	45.06
Provision for Income Tax(Current year)	197.74	-
TDS Payable	3.68	-
Audit Fee Payable	1.50	1.50
Salary & Wages Payable	1.58	-
Other Provisions	1.12	-
<b>TOTAL</b>	<b>250.67</b>	<b>14.98</b>

**NOTE : 3.14 REVENUE FROM OPERATIONS**

(Rupees in Lakhs)

<b>Particulars</b>	<b>Year Ended 31.03.2023</b>	<b>Year Ended 31.03.2022</b>
Sales of Products (Net)	50,983.66	50,479.19
Sale of Services	-	-
<b>TOTAL</b>	<b>50,983.66</b>	<b>50,479.19</b>

**NOTE : 3.15 OTHER INCOME**

(Rupees in Lakhs)

<b>Particulars</b>	<b>Year Ended 31.03.2023</b>	<b>Year Ended 31.03.2022</b>
Interest	0.00	0.00
Other Misc. Income	-	-
<b>TOTAL</b>	<b>0.00</b>	<b>0.00</b>

**NOTE : 3.16 COST OF MATERIAL CONSUMED**

(Rupees in Lakhs)

<b>Particulars</b>	<b>Year Ended 31.03.2023</b>	<b>Year Ended 31.03.2022</b>
Opening Stock	-	310.82
<b>Add:</b> Purchases During the year	-	58,029.50
<b>Add:</b> Foreign Exchange Loss/(Gain) on Import Purchase	-	(106.00)
	-	<b>58,234.31</b>
Less : Closing Stock	-	8,387.33
<b>TOTAL</b>	<b>-</b>	<b>49,846.98</b>

**NOTE : 3.17 PURCHASE OF STOCK IN TRADE**

(Rupees in Lakhs)

<b>Particulars</b>	<b>Year Ended 31.03.2023</b>	<b>Year Ended 31.03.2022</b>
Purchases During the year	41,730.44	-
Less: Purchase return	-	-
<b>TOTAL</b>	<b>41,730.44</b>	<b>-</b>

**NOTE : 3.18 CHANGES IN INVENTORIES OF FINISH GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS)**

(Rupees in Lakhs)

<b>Particulars</b>	<b>Year Ended 31.03.2023</b>	<b>Year Ended 31.03.2022</b>
Inventories at the beginning of the year	8,387.33	-
Inventories at the end of the year	732.09	-
<b>Total</b>	<b>7,655.24</b>	<b>-</b>

**NOTE : 3.19 EMPLOYEE BENEFIT EXPENSES**

(Rupees in Lakhs)

<b>Particulars</b>	<b>Year Ended 31.03.2023</b>	<b>Year Ended 31.03.2022</b>
Directors Remuneration	43.00	31.98
Salaries and Wages	55.15	21.14
Other Contribution and staff welfare expenses	0.08	0.03
Staff Welfare	0.10	0.17
<b>Total</b>	<b>98.33</b>	<b>53.32</b>

**NOTE : 3.20 FINANCE COST**

(Rupees in Lakhs)

<b>Particulars</b>	<b>Year Ended 31.03.2023</b>	<b>Year Ended 31.03.2022</b>
Bill Discounting Charges	(7.55)	10.70
<b>Total</b>	<b>(7.55)</b>	<b>10.70</b>

**NOTE : 3.21 DEPRECIATION AND AMORTISATION EXPENSES**

(Rupees in Lakhs)

<b>Particulars</b>	<b>Year Ended 31.03.2023</b>	<b>Year Ended 31.03.2022</b>
Depreciation and amortisation	15.08	6.01
<b>Total</b>	<b>15.08</b>	<b>6.01</b>

**NOTE : 3.22 OTHER EXPENSES**

(Rupees in Lakhs)

<b>Particulars</b>	<b>Year Ended 31.03.2023</b>	<b>Year Ended 31.03.2022</b>
Auditor's Remuneration	2.34	1.98
Bank Charges	45.31	4.97
Business Promotion	3.11	23.64
Commission Expenses	-	0.30
Custom Clearance and Custom Duty	148.01	134.04
Director Sitting Fees	1.20	0.80
Discount To Customers	-	5.57
Donation	10.00	14.00
Electricity expenses	5.97	9.30
Godown Expenses	1.30	1.20
GST reversal	-	3.20
Foreign Exchange Fluctuation	(82.68)	-
Installation Charges	-	0.17
Insurance Charges	0.01	0.85
Interest and Penalty	7.17	7.01
Legal & Professional	362.73	100.09
Loading Unloading Charges	-	2.07
Miscellaneous Office Exp	2.26	1.40
Postage & Courier Expenses	0.11	0.07
Printing & Stationery	0.36	1.53
Rent	61.00	34.48
Repair & Maintenance	1.05	1.29
ROC Fees	0.06	0.22
Subscription & Membership/ Registration charges	0.52	1.05
Sundry Balance Written Off	154.55	(1.04)
Stamp Duty Charges	-	8.35
Telephone/Internet expense	0.60	0.47
Transportation Charges	4.13	23.50
Traveling & Conveyance	9.05	22.45
Warehouse Charges	14.36	5.35
<b>Total Other Expenses</b>	<b>752.53</b>	<b>408.30</b>

**NOTE : 3.23 EARNINGS PER SHARE**

(Rupees in Lakhs)

<b>Particulars</b>	<b>Year Ended 31.03.2023</b>	<b>Year Ended 31.03.2022</b>
Net Profit for the Year (Rupees in Lakhs)	542.61	107.78
Average number of equity shares (Face Value Rs. 10/- each) for basic EPS	36,00,000	36,00,000
Earnings Per Share (not annualized)		
a) Basic	15.07	2.99
b) Diluted	15.07	2.99

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023****NOTE – 1:****Corporate Information**

Remedium Lifecare Limited is a public limited company incorporated under the provisions of the Companies Act, 1956. The Company being a Pharmaceutical Company is aligned across two business verticals viz. Products and Services. Products business comprises trading and sale of APIs and Intermediates to innovator and generic pharmaceutical players in both Domestic and International markets including the regulated markets.

**NOTE – 2:****SIGNIFICANT ACCOUNTING POLICIES:**

The Financial Statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Group normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company follows the Mercantile System of accounting and recognizes income and expenditure on accrual basis. The significant accounting policies are as follows:

**i) Use of Estimation:**

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

**ii) Property Plant and Equipments:**

Fixed assets are stated at cost of acquisition less accumulated depreciation as per Ind AS 16 "Property Plant and Equipments".

**iii) Depreciation:**

The Company provides Depreciation on Fixed Assets every quarter on a pro-rata basis using Straight Line Method in the manner specified in Part C Schedule II of the Companies Act, 2013.

**iv) Revenue:**

Sales/Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and is stated net of trade discounts, returns and GST as per Ind AS 18 (Revenue). The Company collects Goods & Service Taxes on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

**v) Inventories:**

Inventories are valued at the lower of cost and net realisable value as specified in Ind AS 2 (Inventories). Cost is computed on a weighted average basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

**vi) Borrowing Costs:**

There is no borrowing from any Bank/Financial Institutions.

**vii) Retirement and other Employee benefits**

**A) Gratuity:** The Company has not made any provision due to nil liability on a/c of gratuity.

**B) Provident Fund:** The Employees contribution to Provident fund is deducted by the company as per provisions of employees provident fund and miscellaneous provisions act 1952. During the year, Employees Contribution to PF were Rs.30000/- whereas Employer's Contribution to PF were 32500/-. The Company has deposited the said amount along with previous years due in current financial year.

- C) Employees State Insurance:** During the year under consideration the Company has deducted and deposited ESIC amount in accordance with Employees' State Insurance Act, 1948

**viii) Income taxes**

Provision for current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing at the time of preparation of Financial Statement.

**ix) Investments:**

The Company does not have any investment during FY 2021-22 and FY 2022-23.

**x) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders, share split, and reverse share split (consolidation of shares), if any.

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

**xi) Cash & cash equivalent**

Cash and cash equivalents in the cash flow statement comprise Bank balance, cash in hand, cheque in hand and short-term investments with an original maturity of three months or less.

**xii) Contingent liabilities:**

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. During the year under review there is a contingent liability of Rs.39.71 Lakhs of income tax assessment year 2016-17. As per Share Purchase Agreement between the Acquirer and the Seller dated 09th August 2018, any liability other than those disclosed in the Audited Balance Sheet of the Company as on 31.03.2018, shall be paid by the Seller.

**xiii) Related Party Transactions**

There was no transaction with related parties (as per IND AS 24) during the financial year:

- xiv) Provision for Tax & Deferred Tax Liability:** Provision for deferred tax has been accounted in accordance with Ind AS 12 'Income Taxes'

The net deferred tax liability comprises of the following components:

Particulars	2022-23 (Rs. in Lakhs)
<b>Deferred Tax Assets</b>	
On Depreciation differences	0.74
On Expenses inadmissible under I T Act	NIL
<b>Total.....A</b>	<b>0.74</b>
<b>Deferred Liabilities,</b>	
On Depreciation differences	NIL
<b>Total.....B</b>	<b>NIL</b>
Net Deferred Assets/(Liabilities) C (Total A-B)	0.74
<b>Deferred Tax Liability (27.82% of C)*</b>	<b>0.74</b>

\*Note – Tax @25% + Surcharge @7% + Cess @4%

**xv) Foreign Exchange: (Amount in Lakhs)**

FOB Value of Exports during the year – Rs.24024.34/-

CIF Value of Imports during the year – Rs.30504.97/-



- xvi)** The Company has not received intimation from any of the inward suppliers to ascertain whether any such suppliers are falling within the definition of Micro/Small Enterprises, and hence it is not possible to provide details of amount outstanding to any such units.
- xvii)** The Company has paid Remuneration to its director as per Section 197 of Companies Act 2013. Following are the details of Remuneration paid to director (Other than Directors Sitting Fees)

(Amount in Lakhs)

Sr. No	Name	Designation	Remuneration Paid
1	Dr Vilas Lokhande	Whole Time Director	Rs. 30.00
2	Hanosh Sam Santok	Non-Executive Director	Rs.12.00

- xviii)** Auditors Remuneration included in Note 3.22

(Amount in Lakhs)

a)	Statutory Audit Fee	Rs. 1.50
b)	Income Tax Audit	Rs. 0.25
c)	Certification Fees	Rs. 0.59
	<b>TOTAL</b>	<b>Rs. 2.34</b>

- xix)** Additional Regulatory Information

- Ratios

Sr. No.	Ratios and Formulae	As at March 31, 2023	As at March 31, 2022	Variance (in %)	Remarks
a)	<b>Current ratio</b> = Current assets / Current liabilities	1.01	1.04	-2.88%	-
b)	<b>Debt equity ratio</b> = (Long-term borrowings + Short-term borrowings and lease liabilities) / Total equity	0.00	0.00	0.00%	-
c)	<b>Debt service coverage ratio</b> = (Profit/(loss) after tax but before finance costs, depreciation and amortisation and exceptional items) / (Finance costs + Short-term borrowings + Short term Lease liabilities)	196.00	11.75	1567.50%	The company has been able to recover bill discounting charges from its customer resulting in reduction of finance charge
d)	<b>Return on equity ratio (%)</b> = Net profit/(loss) after tax / Equity share capital	150.73%	29.94%	403.47%	Change due to Increase in Profit
e)	<b>Inventory turnover ratio</b> = (Cost of materials consumed + Purchase of stock-in-trade + Changes in inventories of finished goods, stock-in-trade and work-in-progress) / Average inventory	10.81	11.46	-5.66%	-
f)	<b>Trade receivables turnover ratio in no. of days</b> = (Average trade receivables * no. of days) / Revenue from contracts with customers	92.64	10.09	818.14%	Change due to Increase in Trade Receivable
g)	<b>Trade payable turnover ratio in no. of days</b> = (Average trade payable * no. of days) / Purchases during the year	91.31	46.65	95.73%	Change due to Increase in Payables & Reduction in Purchase

h)	<b>Net capital turnover ratio</b> = Revenue from contracts with customers / (Current assets - Current liabilities)	49.56	107.42	-53.86%	Change due to Reduction in Working Capital
i)	<b>Net profit ratio (%)</b> = Net profit/(loss) after tax / Total revenue from operations	1.06%	0.21%	398.49%	Change due to Increase in Profit
j)	<b>Return on capital employed (%)</b> = Net Profit/(loss) after tax / (Total assets - total liabilities - intangible assets - intangible assets under development - Goodwill + Long term borrowings + Short term borrowings + Lease liabilities)	5.24	0.22	2298.82%	The company has been able to generate better return on capital employed
k)	<b>Return on investment (%)</b> = Income generated from FVTPL Investment / Weighted average FVTPL investment	0.00%	0.00%	0.00%	-

- xx)** During the year under consideration it was mutually decided by the sundry debtors and the company that bill discounting charges would be borne by the customers. Therefore, expenses of Rs.10.70 lakh charged in FY 2021-22 has been written back resulting in negative amount in Finance cost in current period.
- xxi)** One of our debtors has been declared insolvent by the National Company Law Tribunal. Rs. 151.05 Lakhs receivable from them has been written off in current period. The said amount has been shown under the head "Other Expenses".
- xxii)** Major amount of Foreign exchange loss/profit pertains to advances given to Foreign suppliers and advance received from Foreign customers. Therefore, foreign exchange loss/profit has been transferred to the head "Other Expenses" as purchase/sale related to the said advance were outstanding till the closure of books of accounts.
- xxiii)** In the opinion of the Board and to the best of their knowledge and belief, the Current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of the business, and the provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.
- xxiv)** Previous year's figures have been regrouped, recast wherever necessary.

As per our report of even date attached

**For and on Behalf of the Board**

For **M/s Taori Sandeep & Associates.**  
Chartered Accountants

**Atul Jain**  
Partner  
M.No. 048920

**Vilas Lokhande**  
Whole Time Director  
DIN : 01228041

**Hanosh Santok**  
Director  
DIN : 08554687

Place : Mumbai  
Dated : 30.05.2023

**Ashvini Dhuri**  
Company Secretary

**Ashish Parkar**  
Chief Financial Officer



## **Remedium Lifecare Limited**

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CIN: L24100MH1988PLC343805;  
Registered Office : 9<sup>th</sup> Floor ,K Raheja Prime ,Sag Baug Road,  
Off Andheri-Kurla Road, Marol- Andheri (East), Mumbai- 400059  
Email: [info@remediumlifecare.com](mailto:info@remediumlifecare.com); Website:[www.remlife.com](http://www.remlife.com)