



# MEDICO REMEDIES LTD.

A WHO-GMP, ISO 9001-2015 & GOVT. RECOGNISED STAR EXPORT HOUSE

Manufacturers of Pharmaceutical Formulations



CIN : L24230MH1994PLC077187  
GSTIN- 27AABCM8349L1ZY

Regd. Office : 1105/1106, Hubtown Solaris, N. S. Phadke Marg, Opp. Teligali, Andheri - East, Mumbai - 400 069. • Tel. : +91-22-2682 1054 / 1055 / 2683 7116

Email : medicoremedies@yahoo.com • info@medicoremedies.com • Website : www.medicoremediesindia.com • www.medicoremediesindia.net • www.tabletandcapsules.com

**Date: 9<sup>th</sup> October, 2021**

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001  
Script Code : 540937

Dear Sir,

**Sub: Submission of Notice of Postal Ballot.**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot. The Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the Company / Depositories as on Friday, 1<sup>st</sup> October, 2021.

The voting period will commence from Monday, 11<sup>th</sup> October, 2021 at 9.00 a.m. IST and end on Tuesday, 9<sup>th</sup> November, 2021 at 5.00 p.m. IST

Kindly take the same on record and oblige.

Yours faithfully,

**FOR MEDICO REMEDIES LIMITED**

**HARESH MEHTA**  
**CHAIRMAN & WHOLETIME DIRECTOR**  
**DIN: 01080289**

*Encl: As above*



# Medico Remedies Ltd

CIN: L24230MH1994PLC077187

**Regd. Office:** 1105/1106, 11<sup>th</sup> Floor, Hubtown Solaris, Opp. Telli Galli, N S Phadke Marg, Andheri East, Mumbai - 400069

**Website:** www.medico Remedies.com; **Email:** secretarialmrl@gmail.com

**Tel No:** 022-26821055/54/ 022-26837116

## NOTICE OF POSTAL BALLOT

Dear Shareholders,

**NOTICE** is hereby given to the Members of Medico Remedies Limited (the “Company”) pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the “Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on General Meeting (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020 and 10/2021 dated 23<sup>rd</sup> June 2021 (the “MCA Circulars”) in view of COVID-19 pandemic and any other applicable laws and regulations, that the following special business is proposed for consideration by the Members of the Company through Postal Ballot by voting through electronic means only (“e-voting”).

You are requested to carefully read the instructions in this Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 p.m. on Tuesday, 9<sup>th</sup> November, 2021.

### **Special Business requiring consent of shareholders through Postal Ballot:**

#### **1. Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary** Resolution:

**“RESOLVED THAT** in accordance with the provisions of Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 4,50,00,000 (Rupees Four Crore Fifty Lakhs) divided into 45,00,000 (Forty Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 17,00,00,000 (Rupees Seventeen Crores) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares Equity Shares of ₹ 10/- (Rupees Ten Only) each by creation of additional 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each and consequently, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following new Clause V.”

V. The Authorized Share Capital of the Company is ₹ 17,00,00,000 (Rupees Seventeen Crores) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares Equity Shares of ₹ 10/- (Rupees Ten Only).”

**“RESOLVED FURTHER THAT** the Board of Directors and/or the Company Secretary of the Company be and are hereby authorized to complete all statutory procedures as may be required and further to do all acts deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

## **2. Issue of Bonus Share**

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

**“RESOLVED THAT** in accordance with the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 read with Rule 14 of Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI and the Reserve Bank of India (“RBI”) from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors (‘the Board’, which term shall include any person and/or Committee authorised by the Board to exercise its powers including powers conferred on the Board by this resolution), consent of the members be and is hereby accorded to the Board of the Company for capitalization of a sum not exceeding ₹12,44,76,000 /- (Rupees Twelve Crores Forty Four Lakhs and Seventy Six Thousand Only) standing to the credit of securities premium account of the Company, as may be considered appropriate for the purpose of issuance of Bonus equity shares of ₹ 10/- (Rupees Ten only) each, credited as fully paid-up shares to the eligible members holding equity shares of the Company, whose names appear in the Register of Members maintained by the Company’s Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on a ‘Record Date’ as may be determined by the Board in this regard, in the proportion of 3 (three) fully paid-up equity shares for every 1 (One) existing fully paid-up equity share held by the Members.”

**“RESOLVED FURTHER THAT** the Bonus Equity Shares so allotted shall rank pari passu in all respects with the fully paid-up equity shares of the Company as existing on the Record Date and shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**“RESOLVED FURTHER THAT** the issue and allotment of the Bonus equity shares to Non-Resident Members, Foreign Institutional Investors (FIIs) and other Foreign Investors be subject to the approval of RBI or any other regulatory authority, as may be necessary.”

**“RESOLVED FURTHER THAT** in case of fractional shares, if any, arising out of the issue and allotment of the bonus equity shares, the Board be and is hereby authorized to make suitable arrangements to deal with such fractions for the benefit of the eligible Members, by rounding off any resulting fractions of a share to the nearest integer.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchange where the securities of the Company are presently listed as per the provisions of the Listing Regulations and other applicable regulations, rules and guidelines.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary, proper, expedient or desirable and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.”

**3. Migration of Company's listed equity shares from BSE SME Segment to the Main Board of BSE Limited as well as on the Main Board of National Stock Exchange of India Ltd (NSE)**

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

**“RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation, 2018 and the applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, including any amendment, modification, variation or re-enactment thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company’s present listing from BSE SME Segment to the Main Board of BSE Limited as well as on the Main Board of National Stock Exchange of India Ltd (“NSE”).”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized jointly and/or severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries including but not limited to BSE Limited and NSE, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present listing from BSE SME Segment to the Main Board of BSE Limited and as well as on the Main Board of NSE.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized jointly and/or severally to do all such acts, deeds, matters and things without limitation signing of various forms and documents and take all such steps as may be, in its absolute discretion, deem necessary and with power to accede to such modification and alteration to the aforesaid resolution as may be suggested by Stock exchange or such other authority arising from or incidental to the said resolution and also power to settle questions, difficulties or doubts that may arise in this regard without requiring to secure any further approval of the members of the Company.”

**4. Approval of Related Party Transaction**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** in pursuance of Section 188 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act") read with the Rule 15 of the Companies (Meetings of Board and Its Powers) Rules, 2014 and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of the members of the Company be and is hereby accorded to the Board of Directors to enter into contract(s)/ arrangement(s)/ transaction(s) with the following related parties, within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations:

1. Mr. Haresh Mehta;
2. Mrs. Rita Mehta;
3. Mr. Harshit Mehta; and

4. Mr. Rishit Mehta

for sale of Registered office of the Company situated at 1105/1106, 11th Floor, Hubtown Solaris Opp. Telli Galli, N S Phadke Marg, Andheri East, Mumbai – 400069, for a consideration of up to a maximum aggregate value of ₹ 3.5 Crores for the financial year 2021-22, on such terms and conditions as the Board of Directors may deem fit, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**Registered Office:**

1105/1106, 11<sup>th</sup> Floor, Hubtown Solaris Opp. Telli Galli,  
N S Phadke Marg, Andheri East, Mumbai - 400069  
CIN: L24230MH1994PLC077187  
Tel: 022-26701055  
Fax: 022-26281059  
Website: [www.medicoremedies.com](http://www.medicoremedies.com);  
Email: [secretarialmrl@gmail.com](mailto:secretarialmrl@gmail.com)

By Order of the Board of Directors  
**FOR MEDICO REMEDIES LIMITED**

Sd/-  
**Haresh Kapurlal Mehta**  
**(Chairman & Whole Time Director)**  
**(DIN: 01080289)**

**Place: Mumbai**  
**Date: 7<sup>th</sup> October, 2021**

**NOTES:**

1. The explanatory statement pursuant to the provisions of Section 102(1) of the Act read with the relevant Rules made thereunder, setting out material facts is annexed herewith hereto.
2. **In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent only by email to all those members**, whose email addresses are registered with the Company or with the depository(ies) /depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., Friday, 1<sup>st</sup> October, 2021. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, Postal Ballot Forms and pre-paid business reply envelopes are not being sent to the members for this Postal Ballot. For receiving copy of postal ballot notice, members who have not yet registered their email addresses are requested to get their email addresses registered with **Cameo Corporate Services Ltd**, Registrar and Transfer Agent of the Company, by writing them on [investor@cameoindia.com](mailto:investor@cameoindia.com).
3. The Notice shall also be uploaded on the website of the Company at [www.medicoremedies.com](http://www.medicoremedies.com) on the website of National Securities Depository Limited (“NSDL”) at <https://nsdl.co.in/> and on the website of BSE Limited [www.bseindia.com](http://www.bseindia.com). All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
4. In compliance with the provisions of Section 108 and Section 110 of the Act and other applicable provisions read with the Rules, the Company is pleased to offer e-voting facility to all the Members of

the Company. For this purpose, the Company has entered into an agreement with NSDL for facilitating e-voting to enable the Members to cast their votes electronically.

5. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on 1<sup>st</sup> October, 2021 (End of Day), being the ‘cut-off date’ fixed for this purpose. Any person who is not a Member as on cut-off date should treat this notice for information purpose only.
6. The voting period will commence from Monday, 11<sup>th</sup> October, 2021 at 9.00 a.m. IST and end on Tuesday, 9<sup>th</sup> November, 2021 at 5.00 p.m IST. The e-voting module shall be disabled by NSDL for voting thereafter.
7. The Board of Directors at their meeting held on 7<sup>th</sup> October, 2021 has appointed Mr. Haresh Sanghvi (Membership No. F2259, CP No. 3675), Practicing Company Secretary, Mumbai, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
8. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting i.e. on or before Thursday, 11<sup>th</sup> November, 2021. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Tuesday, 9<sup>th</sup> November, 2021, being the last date specified by the Company for e-voting.
9. The declared results along with the report of Scrutinizer shall be intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at [www.medicoremedies.com](http://www.medicoremedies.com) and on the website of NSDL at <https://nsdl.co.in/>.
10. **The Instructions for Members for e-voting are as under:**

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 9<sup>th</sup> December, 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.

ogin method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and

Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**

 App Store  Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**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. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	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
Individual Shareholders holding securities in demat mode with CDSL	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 022-23058738 or 022-23058542-43

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.



b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hpsanghivico@gmail.com](mailto:hpsanghivico@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [secretarialmrl@gmail.com](mailto:secretarialmrl@gmail.com)
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarialmrl@gmail.com](mailto:secretarialmrl@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9<sup>th</sup> December, 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-1020-990/ 1800-22-44-30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Registered Office:**

1105/1106, 11<sup>th</sup> Floor,  
Hubtown Solaris Opp. Telli Galli,  
N S Phadke Marg, Andheri East, Mumbai - 400069  
CIN: L24230MH1994PLC077187  
Tel: 022-26701055  
Fax: 022-26281059  
Website: [www.medicoremedies.com](http://www.medicoremedies.com);  
Email: [secretarialmrl@gmail.com](mailto:secretarialmrl@gmail.com)

By Order of the Board of Directors  
FOR **MEDICO REMEDIES LIMITED**

Sd/-

**Haresh Kapurlal Mehta**  
**(Chairman & Whole Time Director)**  
**(DIN: 01080289)**

**Place: Mumbai**  
**Date: 7<sup>th</sup> October, 2021**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

**ITEM NO: 1 & 2**

The Board of Directors at their meeting held on 7<sup>th</sup> October, 2021, have recommended the issue of Bonus shares in the proportion of 3 (Three) equity shares of Rs. 10/- (Rupees Ten only) each fully paid-up for every 1 (One) existing equity share of Rs. 10/- (Rupees Ten only) each of the Company by capitalization of a sum of ₹12,44,76,000 /- (Rupees Twelve Crores Forty Four Lakhs and Seventy Six Thousand Only) standing to the credit of securities premium account of the Company.

The proposed issue of Bonus shares will be made subject to approval of the shareholders and in accordance with the provisions of Act and subject to such approvals, if required, from the statutory authorities.

Since the issue of Bonus shares will result in increase in paid-up capital of the Company, the Company therefore proposes to increase its authorised share capital. As per section 61(1) and other applicable provisions of the Companies Act, 2013, the consent of shareholders is required for increasing the authorised share capital of the Company. Therefore, it is proposed to increase authorised share capital from ₹ 4,50,00,000 (Rupees Four Crore Fifty Lakhs) divided into 45,00,000 (Forty Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each to ₹ 17,00,00,000 (Rupees Seventeen Crores) divided into 1,70,00,000 (One Crore Seventy Lakhs) Equity Shares Equity Shares of ₹ 10/- (Rupees Ten Only) each by creation of additional 1,25,00,000 (One Crore Twenty Five Lakhs) Equity Shares of ₹ 10/- (Rupees Ten Only) each. Consequent to increase in the Authorised Share Capital, it is necessary to change the existing capital clause of the Memorandum of Association of the Company.

The Board recommends the resolutions as set out at Item No.1 & 2 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way concerned or interested in the resolutions set out at Item No.1 & 2 of this Notice except to the extent of their shareholding in the Company.

**ITEM NO. 3**

The equity shares of the Company were listed on SME segment of BSE Limited on 8<sup>th</sup> February, 2018 and intends to migrate to the Main Board of BSE Limited and to the Main Board of National Stock Exchange of India Ltd (NSE) as per the guidelines specified and the procedures laid down under Chapter IX of SEBI ICDR Regulations, 2018.

The Board of Directors are of the view that the migration of the Company to Main Board will enhance recognition of the Company and improve the liquidity of shareholders. Also listing on the Main Board of BSE Limited and NSE will take the Company into a different league altogether with increased participation by retail investors.

The members are therefore requested to accord their approval for the purpose of migration of the Company's present listed equity shares from BSE SME Segment to Main Board of BSE Limited and NSE as set out in the resolutions.

The Board recommends the resolutions set out at Item No. 3 of the Notice for approval by the Members.

None of its Directors, Key Managerial Personnel and/or relatives thereof are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution, except to their shareholding in the Company.

#### **ITEM NO. 4**

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) to be entered for selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent, amounts to ten percent or more of net worth of the company as per last audited financial statements of the company.

The value of proposed aggregate transaction for sale of Registered office of the Company situated at 1105/1106, 11<sup>th</sup> Floor, Hubtown Solaris Opp. Telli Galli, N S Phadke Marg, Andheri East, Mumbai – 400069 is likely to exceed the said threshold limits and is expected to be around ₹ 3.5 Crores during the financial year 2021-22. The following parties, comes within the meaning of Section 2(76) of the Companies Act, 2013, applicable Rules framed thereunder read with Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

1. Mr. Haresh Mehta;
2. Mrs. Rita Mehta;
3. Mr. Harshit Mehta; and
4. Mr. Rishit Mehta

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with the above mentioned related parties in the financial year 2021-22.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction is as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party(ies)	1. Mr. Haresh Mehta; 2. Mrs. Rita Mehta; 3. Mr. Harshit Mehta; and 4. Mr. Rishit Mehta
2	Name of the Director or KMP who is related	1. Mr. Haresh Mehta; 2. Mrs. Rita Mehta; 3. Mr. Harshit Mehta; and 4. Mr. Rishit Mehta
3	Nature of Relationship	All the above mentioned related parties are immediate relatives to each other and belong to promoter/promoter group of the Company. They also serve as directors on the Board of the Company.
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of Registered office of the Company situated at 1105/1106, 11 <sup>th</sup> Floor, Hubtown Solaris Opp. Telli Galli, N S Phadke Marg, Andheri East, Mumbai – 400069, for a consideration of up to a maximum aggregate value of ₹ 3.5 Crores. However, the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

Sl.	Particulars	Remarks
5	Any other information relevant or important for the members to take a decision on the proposed resolution	-

The Board of Directors recommends passing of the resolution as set out at item no. 4 of this Notice as an Ordinary Resolution.

Except Mr. Haresh Mehta, Mrs. Rita Mehta, Mr. Harshit Mehta and Mr. Rishit Mehta, none of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

**Registered Office:**

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CIN: L24230MH1994PLC077187  
Tel: 022-26701055  
Fax: 022-26281059  
Website: [www.medicoremedies.com](http://www.medicoremedies.com);  
Email: [secretarialmrl@gmail.com](mailto:secretarialmrl@gmail.com)

By Order of the Board of Directors  
**FOR MEDICO REMEDIES LIMITED**

Sd/-  
**Haresh Kapurlal Mehta**  
**(Chairman & Whole Time Director)**  
**(DIN: 01080289)**

**Place: Mumbai**  
**Date: 7<sup>th</sup> October, 2021**