



# MEDI-CAPS LIMITED

39<sup>TH</sup> ANNUAL REPORT – 2021-22



**CORPORATE INFORMATION****BOARD OF DIRECTORS**

Mr. Ramesh Chandra Mittal	Chairman & Non-Executive Director
Mr. Alok K. Garg	Managing Director
Mrs. Kusum Mittal	Non-Executive Woman Director
Mr. Ashok Omprakash Agrawal	Non-Executive Independent Director
Mr. Pramod Fatehpuria	Non-Executive Independent Director
Mr. Dharmendra Solanki	Non-Executive Independent Director
Mr. Akshit Garg *	Non-Executive Promoter Director
Mr. Sourabh Kumar Shrivias **	Non-Executive Independent Director

\*Mr. Akshit Garg was appointed as Additional Director in the category of Non-Executive Promoter Director w.e.f. 04.08.2022

\*\* Mr. Sourabh Kumar Shrivias was appointed as Additional Director in the category of Non-Executive Independent Director w.e.f. 04.08.2022.

**AUDIT COMMITTEE**

Mr. Ashok Omprakash Agrawal- Chairman  
Mr. Pramod Fatehpuria- Member  
Mr. Dharmendra Solanki- Member

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Mr. Ashok Omprakash Agrawal- Chairman  
Mr. Pramod Fatehpuria- Member  
Mr. Dharmendra Solanki- Member

**NOMINATION AND REMUNERATION COMMITTEE**

Mr. Ashok Omprakash Agrawal- Chairman  
Mr. Pramod Fatehpuria- Member  
Mr. Dharmendra Solanki- Member

**STATUTORY AUDITOR**

M/s Rawka & Associates  
Chartered Accountants, Indore

**SECRETARIAL AUDITOR**

M/s L. N. Joshi & Co.  
Company Secretaries, Indore

**INTERNAL AUDITOR**

M/s Praveen Shrivastava & Co.  
Chartered Accountants, Indore

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Mr. Abhishek Jain

**CHIEF FINANCIAL OFFICER**

Mr. Hemant Sethi

**REGISTERED OFFICE**

Mhow - Neemuch Road,  
Sector-1 Pithampur, Dhar (M.P.) 454775  
Phone: 07292-256205  
Email: [investors@medicaps.com](mailto:investors@medicaps.com)  
Website: [www.medicaps.com](http://www.medicaps.com)

**CORPORATE OFFICE**

201, Pushpratna Paradise  
9/5, New Palasia, Indore (M.P.) 452001  
Phone: 0731-4046321, 4028148  
Email: [investors@medicaps.com](mailto:investors@medicaps.com)

**SHARE TRANSFER AGENT**

Ankit Consultancy Private Limited  
Plot No. 60, Electronic Complex,  
Pardeshipura, Indore (M.P.) 452010  
Phone: 0731-2551745  
Email: [investor@ankitonline.com](mailto:investor@ankitonline.com)

**STOCK EXCHANGE**

(Where the Company's Securities are Listed)  
BSE Limited

**NOTICE OF 39<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the 39<sup>th</sup> Annual General Meeting (AGM) of the Members of **MEDI-CAPS LIMITED** will be held on Wednesday, 28<sup>th</sup> day of September, 2022 at 12.00 Noon (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the Registered Office of the company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

**ORDINARY BUSINESSES:-**

1. To consider and adopt the Audited Standalone Financial Statement of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022.
2. To consider and adopt the Audited Consolidated Financial Statement of the Company together with the Report of the Auditors thereon for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mrs. Kusum Mittal (DIN: 00035356) Non Executive Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.
4. To re-appoint M/s Rawka & Associates, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.

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 139, 141 and 142 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company M/s Rawka & Associates, Chartered Accountants (Firm Registration Number: 021606C) be and is hereby re-appointed as Statutory Auditors of the Company for a second term of five (5) consecutive years, from the conclusion of this 39<sup>th</sup> Annual General Meeting till the conclusion of the 44<sup>th</sup> AGM (AGM for the financial year 2026-27), at such remuneration plus applicable taxes and out of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**SPECIAL BUSINESSES:**

**Item No. 5: Appointment of Mr. Sourabh Kumar Shrivastava (DIN: 09692160) as a Non Executive Independent Director of the Company.**

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

**“RESOLVED THAT** Mr. Sourabh Kumar Shrivastava (DIN: 09692160), who was appointed as an Additional Director of the Company with effect from August, 04, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 (“the Act”), read with Schedule IV to the Act and Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the appointment of Mr. Sourabh Kumar Shrivastava (DIN: 09692160), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b), 25(2A) of

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for appointment, as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 4<sup>th</sup> August, 2022 to 3<sup>rd</sup> August, 2027 be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**Item No. 6: Appointment of Mr. Akshit Garg (DIN: 08576807) as a Non Executive and Non independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to Section 152, 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Akshit Garg (DIN: 08576807) who was appointed by the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee at their meeting held on 04<sup>th</sup> August, 2022 to hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Non independent Director of the Company, who will be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

**By order of the Board of Directors**

**Date:** 04<sup>th</sup> August, 2022

**Place:** Indore

**Abhishek Jain**  
**Company Secretary**  
**ACS-36699**

**MEDI-CAPS LIMITED**

CIN: L70100MP1983PLC002231

Registered Office: Mhow, Neemuch Road,

Sector 1, Pithampur, Dhar (M.P.)-454775

Website: [www.medicaps.com](http://www.medicaps.com)

Email: [investors@medicaps.com](mailto:investors@medicaps.com)

Phone: 07292-256205

**NOTES:-**

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular no. 19/2021 dated December 08, 2021, General Circular no. 21/2021 dated December 14, 2021 followed by Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 (collectively “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 followed by SEBI circular no. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022 (collectively “SEBI Circulars”), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made

there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 39<sup>th</sup> AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited (CDSL) for convening the 39<sup>th</sup> AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 32 of this Notice.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).
3. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with the aforesaid MCA and SEBI circulars physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31<sup>st</sup> March, 2022 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed there under are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depositories. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.  
To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/R&STA in case the shares are held by them in physical form after complying due procedure.
4. Members who have not registered their e-mail address and those members who have become the member of the Company after Friday 19<sup>th</sup> August, 2022 being the cut-off date for sending soft copy of the Notice of 39<sup>th</sup> AGM and Annual Report for the financial year 2021-22, may access the same from Company's website at [www.medicaps.com](http://www.medicaps.com), websites 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).
5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**  
Since the 39<sup>th</sup> AGM of the Company will be convened through VC/OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.
6. Pursuant to the provisions of Sections 112 and 113 of the Act, corporate/ Institutional member can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. Provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at [lnjoshics@gmail.com](mailto:lnjoshics@gmail.com) with a copy marked to the Company at [investors@medicaps.com](mailto:investors@medicaps.com).
7. Pursuant to Provision of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed during the period from Thursday, 22<sup>nd</sup> Day of September, 2022 to Wednesday, 28<sup>th</sup> Day of September, 2022 (both days inclusive) for the purpose of 39<sup>th</sup> Annual General Meeting.
8. The Statement as required under Section 102 of the Act setting out material facts concerning the business with respect to Item Nos. 5 & 6 forms part of this Notice is annexed hereto.  
As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Special Business as appearing at Item Nos. 5 & 6 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
9. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment/retire by rotation at the AGM are provided as an annexure to the Notice forms integral part of this notice.
10. **IEPF:** Members whose unclaimed dividends/shares are transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Form No. IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the RTA.
12. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the

- Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details.
13. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, Mobile Number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Members holding shares in electronic form are requested to submit the details to their respective DP only and not to the Company or RTA.
  14. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website [www.medicaps.com](http://www.medicaps.com) and on the website of the Company's Registrar and Share Transfer Agent <http://ankitonline.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
  15. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
  16. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the RTA website at <http://ankitonline.com>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA in case the shares are held in physical form, quoting their folio no.
  17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
  18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
  19. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
  20. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
  21. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Wednesday, 28<sup>th</sup> September, 2022. Members seeking to inspect such documents can send an email to [investors@medicaps.com](mailto:investors@medicaps.com).
  22. Members are requested to contact the Registrar and Share Transfer Agent for all matters connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore (M.P.)
  23. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e [investors@medicaps.com](mailto:investors@medicaps.com) to enable the investors to register their complaints/ send correspondence, if any.
  24. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) using the login credentials.

25. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the scrutinizer for conducting the remote e-voting process as well as the e-voting during AGM (insta poll), in a fair and transparent manner.
26. The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Wednesday 21<sup>st</sup> September, 2022, being the cut-off date.
27. A person, who is not a Member as on Wednesday 21<sup>st</sup> September, 2022 should treat this Notice for information purposes only.
28. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Wednesday 21<sup>st</sup> September, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM (insta poll) following the procedure mentioned in this Notice.
29. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - [www.medicaps.com](http://www.medicaps.com) as soon as possible after the Meeting is over.
30. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
31. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings (“SS-2”), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited (“CDSL”). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.

**32. THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The Members can join the AGM in the VC/OAVM mode 15 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.
- (ii) The voting period begins on Sunday 25<sup>th</sup> September, 2022 from 9.00 A.M. and ends on Tuesday, 27<sup>th</sup> September, 2022 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 Wednesday 21<sup>st</sup> September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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.**

- (v) 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 above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL 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 URL 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 visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting &amp; voting during the meeting. 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.</p> <p>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></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an 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 &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>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 or joining virtual meeting &amp; voting during the meeting.</p> <p>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></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 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 toll free no. 1800 22 55 33
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

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

(vi) Login method for e-Voting and joining virtual meeting for physical shareholders other than individual shareholders 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) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant company i.e. MEDI-CAPS LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.

- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **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; [investors@medicaps.com](mailto:investors@medicaps.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**33. 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 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 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 / Tablets 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investors@medicaps.com](mailto:investors@medicaps.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [investors@medicaps.com](mailto:investors@medicaps.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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.
11. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.
12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

**34. 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.

**35. DECLARATION OF RESULTS:**

- A. The scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.
- B. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- C. The results declared along with the scrutinizer's report, will be hosted on the website of the Company at [www.medicaps.com](http://www.medicaps.com) and on the website of CDSL, i.e. [www.evotingindia.com](http://www.evotingindia.com), immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchange.
- D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Wednesday 28<sup>th</sup> September, 2022 subject to receipt of the requisite number of votes in favour of the Resolutions.

- 36. 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, MarathonFuturex, 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 toll free no. 1800 22 55 33.**

**By order of the Board of Directors**

**Date:** 04<sup>th</sup> August, 2022

**Place:** Indore

**Abhishek Jain**  
**Company Secretary**  
**ACS-36699**

**MEDI-CAPS LIMITED**

CIN: L70100MP1983PLC002231

Registered Office: Mhow, Neemuch Road,  
Sector 1, Pithampur, Dhar (M.P.)-454775

Website: [www.medicaps.com](http://www.medicaps.com)

Email: [investors@medicaps.com](mailto:investors@medicaps.com)

Phone: 07292-256205

**STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Statement sets out all material facts relating to the business is mentioned under Item Nos. 4 to 6 of the accompanying Notice dated August 04, 2022:

**Item no.4 Re-Appointment of M/s. Rawka & Associates, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration.**

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'). However, the same is not required as per Section 102 of the Act.

In accordance with Sections 139 and 142 of the Act read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Members of the Company had, at the 34<sup>th</sup> Annual General Meeting ('AGM') held on September 28, 2017, appointed M/s. Rawka & Associates, Chartered Accountants as the Statutory Auditors of the Company for a period of five (5) consecutive years from the conclusion of the 34<sup>th</sup> AGM till the conclusion of 39<sup>th</sup> AGM of the Company.

Pursuant to the provisions of Section 139 of the Act, no listed company can appoint/re-appoint an audit firm as a Statutory Auditor for more than two terms of five (5) consecutive years and accordingly, M/s. Rawka & Associates is eligible to be re-appointed as the Statutory Auditors of the Company for another term of five (5) consecutive years.

The Board of Directors of the Company, at its meeting held on August 04, 2022, on the recommendation of the Audit Committee has, after considering and evaluating various proposals and factors such as independence, industry experience, technical skills, geographical presence, audit team, quality of audit reports, etc. recommended the re-appointment of M/s. Rawka & Associates as the Statutory Auditors of the Company, to the Members at the ensuing AGM for a second term of five (5) consecutive years from the conclusion of this 39<sup>th</sup> AGM till the conclusion of the 44<sup>th</sup> AGM (AGM for the financial year 2026-27) of the Company, to examine and audit the accounts of the Company.

M/s. Rawka & Associates, Chartered Accountants, have consented to the said re-appointment and confirmed that their re-appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be re-appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. As required under the SEBI Listing Regulations, M/s. Rawka & Associates holds a valid certificate issued by the Peer Review Board of ICAI.

The company has received necessary certificate and written consent from M/s. Rawka & Associates, Chartered Accountants stating that their re-appointment, if made, shall be in accordance with the statutory requirements under the Companies Act, 2013 read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015.

The terms and conditions of the re-appointment of the Statutory Auditors of the Company shall inter-alia also include the conditions mentioned in Clauses 6A & 6B of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.

Disclosure pursuant to Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Proposed Fees Payable to Statutory Auditor	Rs. 30,000/- (Rupees Thirty Thousand only) plus reimbursement of out of pocket expenses for financial year 2022-23. The remuneration for the remaining term till the conclusion of the 44 <sup>th</sup> AGM of the Company shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.
Terms of Re-Appointment	5 Years i.e. from the conclusion of 39 <sup>th</sup> Annual General Meeting till the conclusion of 44 <sup>th</sup> Annual General Meeting.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	Not Applicable in case of reappointment of auditor
Basis of Recommendation of Re-Appointment	Based on the recommendation of the Audit Committee, the Board re-recommends the Ordinary Resolution for re-appointment of Statutory auditors
Details in relation to and credentials of the statutory auditor proposed to be re-appointed	M/s. Rawka & Associates is a Chartered accountancy firm registered with Institute of Chartered Accountants of India (ICAI) having its office at Indore. It has the team of Professionals having positive approach to provide expert and professional services with due care of professional ethics. M/s. Rawka & Associates has been in the profession for over 5 years. They provide varied services which include Direct Taxation, representation before Appellate Forums, Audit matters and related Advisory services covering a wide range of sub activities related to the profession.

The Board recommends the resolution set out at Item No. 4 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are interested or concerned, financially or otherwise, in the resolution.

**Item No. 5: Appointment of Mr. Sourabh Kumar Shrivastava (DIN: 09692160) as a Non Executive Independent Director of the Company.**

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 04<sup>th</sup> August, 2022, appointed Mr. Sourabh Kumar Shrivastava (DIN: 09692160) as an Additional Director as well as independent director of the Company, not liable to retire by rotation, for a term of

five years i.e. from August 04, 2022, up to August 03, 2027 subject to the approval of the Members in ensuing Annual General meeting. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Sourabh Kumar Shrivastava (DIN: 09692160) shall hold office as an Additional Director up to the date of this Annual General Meeting and is eligible to be appointed as a Non Executive Independent Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Sourabh Kumar Shrivastava (DIN: 09692160) are provided as Annexure to this Notice separately. Mr. Sourabh Kumar Shrivastava (DIN: 09692160) has given his declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director, he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b), 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Sourabh Kumar Shrivastava (DIN: 09692160) is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the Listing Regulations for appointment as a Non Executive Independent Director and he is independent of the management. In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to appointment of Mr. Sourabh Kumar Shrivastava (DIN: 09692160) as a Non-executive Independent Director setting out the terms and conditions of the appointment would be available for inspection by the Members, by writing an email to the Company at [investors@medicaps.com](mailto:investors@medicaps.com). Further, with effect from 1 January 2022, as per regulation 25(2A) of the Listing Regulations, appointment or the re-appointment of an independent director shall be subject to approval of shareholders by way of a special resolution. Mr. Sourabh Kumar Shrivastava (DIN: 09692160) fulfills the requirement of an independent director as laid down under section 149(6) of the Act and regulation 16 and 25 of the SEBI Listing Regulations.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Sourabh Kumar Shrivastava (DIN: 09692160) on the Board of the Company and accordingly the Board recommends the appointment of Mr. Sourabh Kumar Shrivastava (DIN: 09692160) as an Independent Director as proposed in the Resolution no. 5 for approval by the Members as a Special Resolution.

Except proposed appointee and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 5 of the Notice.

The disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as notes to this notice separately.

**Item No. 6: Appointment of Mr. Akshit Garg (DIN: 08576807) as a Non Executive and Non independent Director of the Company.**

The Board of Directors at their meeting held on 04<sup>th</sup> August, 2022 has appointed Mr. Akshit Garg (DIN: 08576807) as an additional director under the provisions of section 161 of the Companies Act, 2013. As per the provisions of the said section, he will hold office up to the date of this Annual General Meeting. However, being eligible for appointment he offers himself for the same. The Company has also received a notice from a member proposing the name of Mr. Akshit Garg (DIN: 08576807) for the appointment as a Non Executive Director of the Company in promoter category.

Further the Nomination & Remuneration Committee of the Board at its Meeting held on 04<sup>th</sup> August, 2022 had recommended the appointment of Mr. Akshit Garg (DIN:08576807) who had a vast experiences in the field experience in the field of marketing. The Board as per the recommendation of the Nomination and Remuneration Committee, considers that, given the background and experience, appointment of Mr. Akshit Garg (DIN: 08576807) would be beneficial to the Company. Accordingly, it is proposed to appoint him as a Non-Executive Director of the Company in promoter category, liable to retire by rotation & pass necessary resolution at the Meeting. Mr. Akshit Garg (DIN: 08576807) provided his consent, accepted the terms and conditions for his appointment as an Additional Director in the category of promoter Non-Executive Non-Independent Director of the Company.

Mr. Akshit Garg (DIN: 08576807) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Akshit Garg (DIN: 08576807) does not possess any shares in the Company.

Accordingly the Board of Directors recommends the Ordinary resolution for item no. 6 of the accompanying notice for approval of the members of the Company.

Save and except Mr. Alok K Garg Managing Director of the Company and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed Resolution.

The disclosure under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided as notes to this notice separately.

**By order of the Board of Directors**

**Date:** 04<sup>th</sup> August, 2022

**Place:** Indore

**Abhishek Jain**

**Company Secretary**

**ACS-36699**

**MEDI-CAPS LIMITED**

CIN: L70100MP1983PLC002231

Registered Office: Mhow, Neemuch Road,

Sector 1, Pithampur, Dhar (M.P.)-454775

Website: [www.medicaps.com](http://www.medicaps.com)

Email: [investors@medicaps.com](mailto:investors@medicaps.com)

Phone: 07292-256205

**Additional Information of Director seeking appointment/re-appointment at this Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard of General Meeting:**

Name of Director	Mrs. Kusum Mittal	Mr. Sourabh Kumar Shrivastava	Mr. Akshit Garg
DIN	00035356	09692160	08576807
Date of Birth	08/08/1950	09/10/1976	07/11/1994
Date of Appointment	04/05/1991 (Initial date of appointment) 16/10/2019 (appointed as Non Executive Director)	04/08/2022	04/08/2022
Expertise / Experience in specific functional areas	Wide experience in the Real Estate, investments and finance business activities	He Possess a vast post qualification experience and a good exposure in Administration. He is well known for his Strategic Thinking skills and abilities to deal with management issues. Mr. Sourabh Kumar Shrivastava possess humble confidence with leadership qualities and Business acumen.	He is Young and energetic having more than 3 years of experience in the field of marketing and in charge of overall business growth. He possesses great leadership and management skills and has Ability to delegate tasks, supervise others and provides utmost attention to details. He has strong interpersonal skills and a great Technological acumen.
Qualification	B.A.	B.Com, M.A. (English Literature), Post-Graduate Diploma in Human Resource Development and M.B.A. (HR)	Masters in Management and Finance from Royal Melbourne Institute of Technology, Australia.
No. & % of Equity Shares held in the Company including shareholding as a beneficial owner	10,000 (0.08%) Not hold any share as a beneficial owner	NIL	NIL

List of outside Company's directorship held	Nil	Nil	Medgel Private Limited (wholly owned subsidiary of Medi-caps Limited)
List of Companies in which resigned in the past three years	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Nil	Nil
Salary or Sitting fees paid	Nil	Nil	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which she is director	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of other Companies in which she resigned in the past three years	Nil	Nil	Nil
Relationship between directors inter-se	Mrs. Kusum Mittal is a relative of Mr. Ramesh Chandra Mittal (Chairperson & Non-Executive Promoter Director) and Mr. Alok K Garg (Managing Director)	None	Mr. Akshit Garg is son of Mr. Alok K Garg Managing Director of the Company
Attendance at Board Meetings	During the year 1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022, Seven (7) Board Meetings of the Company were held and Mrs. Kusum Mittal had attended all Meetings.	Not applicable since he was appointed during the current financial year 2022-23.	Not applicable since he was appointed during the current financial year 2022-23.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively.  The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Sourabh Kumar Shrivastava and concluded that Mr. Shrivastava possess the relevant skill and capabilities to discharge the role of Independent Director.	Not applicable since he is proposed to be appointed as non executive director

**BRIEF RESUME OF PROPOSED APPOINTEE**

S.No.	Name	Brief Resume
1	Mrs. Kusum Mittal	Mrs. Kusum Mittal is the Non-Executive Director of your Company since 16 <sup>th</sup> October, 2019. She is a graduate in Arts and is a businesswoman having wide experience in Real Estate, Investments and Finance Activities. As a non-executive director of the Company she provides an independent view on the running of our business, governance and

		boardroom best practice. She actively participates in the discussions with the Chairman or other board members in the Board Meetings and persistently endeavors to make sure that the responsibilities towards stakeholders are consistently fulfilled.
2	Mr. Sourabh Kumar Shrivastava	Mr. Sourabh Kumar Shrivastava has completed Bachelors Degree in Commerce from a reputed institution and M.A. in English Literature. He has also completed Post-Graduate Diploma in Human Resource Development and Masters in Business Administration in Human Resource from Devi Ahilya Vishwavidyalaya, Indore. He Possess a vast post qualification experience and a good exposure in Administration. He is well known for his Strategic Thinking skills and abilities to deal with management issues. Mr. Sourabh Kumar Shrivastava possess humble confidence with leadership qualities and Business acumen.
3	Mr. Akshit Garg	Mr. Akshit Garg has completed Masters in Management and Finance from Royal Melbourne Institute of Technology, Australia. He is Young and energetic having more than 3 years of experience in the field of marketing and in charge of overall business growth. He possesses great leadership and management skills and has Ability to delegate tasks, supervise others and provides utmost attention to details. He has strong interpersonal skills and a great Technological acumen.

**By order of the Board of Directors**

**Date:** 04<sup>th</sup> August, 2022

**Place:** Indore

**Abhishek Jain**  
**Company Secretary**  
**ACS-36699**

**MEDI-CAPS LIMITED**

CIN: L70100MP1983PLC002231

Registered Office: Mhow, Neemuch Road,

Sector 1, Pithampur, Dhar (M.P.)-454775

Website: [www.medicaps.com](http://www.medicaps.com)

Email: [investors@medicaps.com](mailto:investors@medicaps.com)

Phone: 07292-256205



**BOARD'S REPORT**

To,  
The Members,  
**Medi-Caps Limited**

Your Directors presenting their **39<sup>th</sup> Annual Report of Medi-Caps Limited** together with the **Standalone and Consolidated Audited Financial Statements for the year ended 31<sup>st</sup> March, 2022.**

**1. STATE OF AFFAIRS AND FINANCIAL PERFORMANCE:  
FINANCIAL HIGHLIGHTS AND SUMMARY OF STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS.**

The standalone and consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, have been prepared in accordance with the Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs and as amended from time to time.

The following table shows the operational results of the Company for the Financial Year 2021-22 as compared to that of previous year:

(Amount in Lakhs except EPS)

Particulars	Standalone		Consolidated	
	31.03.2022	31.03.2021	31.03.2022	31.03.2021
<b>Total Income</b>	<b>60.74</b>	<b>0.00</b>	<b>7178.54</b>	<b>5930.26</b>
Total Expenditure before Interest and Depreciation	57.59	0.00	5991.43	4654.17
<b>Profit/Loss before Interest, Depreciation &amp; Tax (EBIDTA)</b>	<b>3.15</b>	<b>0.00</b>	<b>1187.11</b>	<b>1276.09</b>
Less: Interest	0.00	0.00	0.02	0.00
Less: Depreciation	9.23	0.00	181.32	152.11
<b>Profit/Loss before Tax</b>	<b>-6.08</b>	<b>0.00</b>	<b>1005.77</b>	<b>1123.98</b>
Less:(a) Current Tax	0.00	0.00	0.00	0.00
(b) Deferred Tax	1.44	-0.51	1.44	-0.51
<b>Profit/ Loss for the period from continue operation</b>	<b>-7.52</b>	<b>0.51</b>	<b>1004.33</b>	<b>1124.50</b>
<b>Profit/Loss from discontinue operation</b>	<b>3.72</b>	<b>-11.59</b>	<b>3.72</b>	<b>-11.59</b>
<b>Profit/Loss for the period</b>	<b>-3.80</b>	<b>-11.08</b>	<b>1008.05</b>	<b>1112.90</b>
Other Comprehensive Income	35.69	123.47	146.32	262.88
<b>Total Comprehensive Income/Loss</b>	<b>31.89</b>	<b>112.39</b>	<b>1154.37</b>	<b>1375.79</b>
Add: Surplus brought forward from previous year	4507.89	4395.50	5618.72	4242.94
<b>Surplus carried to the Balance Sheet</b>	<b>4539.77</b>	<b>4507.89</b>	<b>6773.09</b>	<b>5618.72</b>
Paid up Equity Share Capital	1247.00	1247.00	1247.00	1247.00
<b>EPS (Equity Shares of Rs. 10/- each) (in Rs.)Basic &amp; Diluted (for continue &amp; discontinue operation)</b>	<b>-0.03</b>	<b>-0.09</b>	<b>8.08</b>	<b>8.93</b>

**STATE OF COMPANY'S AFFAIRS & REVIEW OF OPERATIONS**

The members are aware that the Company had entered into Real Estate Business and in continuation of this the Company has executed an agreement with M/s Tirupati Reality & Developers for Project named 'Medicaps Business Park'. Your Board of Directors are pleased to inform that the developer has received approval from the Real Estate Regulatory Authority on 17<sup>th</sup> March, 2022 and the construction of the project is going on in full swing during the Current Financial year. The Developer has started marketing of the project after receiving the approval under Real Estate Regulatory Authority; impact of the same in terms of revenue will be reflected in the upcoming financial years.

During the financial year the company has other income of Rs. 60.74 Lacs consisting mainly from Capital Gain on Mutual Fund and earned net profit (after Comprehensive Income) of Rs. 31.89 lakhs as compared to the previous year in which Company has no income from continuing basis due to discontinuance of Pharmaceuticals activities but earned net profit amounting to Rs. 112.39 Lakhs from discontinue operation and Other Comprehensive Income.

On a consolidated basis, total income of the Company increased to Rs. 7178.54 lakhs as against Rs. 5930.26 lakhs in the previous year. Further on consolidated basis company earned net profit (after Comprehensive Income) of Rs. 1154.37 lakhs as compared to the previous financial year in which Company earned net profit amounting to Rs. 1375.79 Lakhs. The consolidated financials reflect the cumulative performances of Medi-Caps Limited along with its wholly owned subsidiary (Medgel Private Limited).

Detailed description about the business carried out is contained in the Management Discussion and Analysis report.

## 2. DIVIDEND

Due to non availability of revenue from real estate project, the Board of Directors has not recommended any dividend for the year 2021-22.

## 3. TRANSFER TO RESERVES

During the year under review, no amount was transferred to any of the reserves by the Company.

## 4. DEPOSITS

Your Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and there were no remaining unclaimed deposits as on 31<sup>st</sup> March, 2022. Further, the Company has not accepted any deposit or loans in contravention of the provisions of the Chapter V of the Companies Act, 2013 and the Rules made there under.

### DISCLOSURE OF UNSECURED LOAN RECEIVED FROM DIRECTORS

Pursuant to Section 2(31) Read with Rule 2(1)(viii) of Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), the Company had not received any unsecured loan from directors during the financial year.

## 5. ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013 as amended from time to time, the Annual Return of the Company for Financial Year 2021-22 is available on the Company's website at: [https://medicaps.com/wp-content/uploads/2022/07/Form\\_MGT\\_7.pdf](https://medicaps.com/wp-content/uploads/2022/07/Form_MGT_7.pdf).

## 6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Pursuant to the requirement of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") disclosure on particulars relating to Investment are stated in Note No. 3 & 6 of Standalone financial statement. Further your company has not given any loan or advances in nature of loan to any other Body Corporate or person. Details of investments and guarantee given are disclosed as under:

				<i>(Amount in Lakhs)</i>
Name of the company		Nature of Transactions	Investment made/ Guarantee/Loans Provided	Closing Balance/value as on 31/03/2022
Medgel Private Limited (Wholly Owned Subsidiary)		Non- Current	Investment	4282.35
			Guarantee Security provided	200.00
Natural Capsules Limited		Non- Current	Investment *	0.46
Mutual Funds & SIP		Current and Non-Current	Investment *	976.83

\*The investments are reported as per relevant Ind-As.

The above stated investment and guarantees are within the limits as specified under Section 186 of the Companies Act, 2013.

## 7. CORPORATE SOCIAL RESPONSIBILITY

In view of the net worth, profits and turnover, the Company does not fall under the provisions of the Section 135 of the Companies Act, 2013 and the rules made there under. Hence the obligations under Section 135 of the Companies Act, 2013 are not applicable to the Company.

## 8. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (India) and the Rules thereunder. The Company's process ensures complete anonymity and confidentiality of information.

There was no case of sexual harassment reported during the year under review. Further, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## 9. STATEMENT FOR RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

The Company has its Risk Management Policy which is reviewed by the Board of Directors of the Company and the Audit Committee of Company from time to time so that management controls the risk through a structured network. The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objectives, the policy establishes a structured and methodical approach to risk management, in order to guide decisions on risk related issues. The Audit Committee has additional oversight in the area of financial risks and controls. The major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Board is entrusted with the task of monitoring and reviewing the Risk Management Plan and procedures of the Company. This acts as a supplement to the Internal Control Mechanism and Audit function of the Company.

#### **10. ADEQUACY OF INTERNAL FINANCIAL CONTROL & ITS EFFECTIVENESS.**

The Board is expected to play an important role in establishing the control environment, including clarity of expectations regarding integrity and ethics and adherence to codes of conduct and creating clear accountability for performance of internal control responsibilities. The Company's Board of Directors has devised systems, policies and procedures/frameworks, which are currently operational within the Company for ensuring the orderly and efficient conduct of its business, which includes adherence to Company's policies, safeguarding assets of the Company, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are identified as a result of the reviews, new procedures are put in place to strengthen controls. These controls are in turn reviewed at regular intervals. The company has laid down adequate systems and well drawn procedures for ensuring internal financial controls. It has appointed an external audit firm as internal auditors for periodically checking and monitoring the internal control measures.

Nothing has come to the attention of the Directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year under review. There have been no significant changes in the Company's internal financial controls during the year that have materially affected or are reasonably likely to materially affect its internal financial controls. There are inherent limitations to the effectiveness of any system of disclosure, controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures.

#### **11. VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by Board of Directors of the Company in compliance with the provisions of Section 177(9) & (10) of the Act and Regulation 22 of the Listing Regulations. The Policy also provides adequate protection to the Directors and employees who report unethical practices and irregularities from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Vigil Mechanism/Whistle Blower Policy of the Company can be accessed on the Company's website at the <http://medicaps.com/wp-content/uploads/2021/07/whistle-blower-policy.pdf>.

During the year under review no protected disclosure from any Whistle Blower was received by the designated officer under the Vigil Mechanism.

#### **12. SUBSIDIARIES, ASSOCIATE AND JOINT VENTURES OF THE COMPANY**

The Company is continuing having Wholly Owned Subsidiary i.e. Medgel Private Limited. Further, the Company does not have any associate or joint venture company at the beginning or closing or any time during the year 2021-2022. There are no companies which become/ceased to be subsidiaries during the year of your Company.

A separate statement containing salient features of the Financial Statement of the Subsidiary in the prescribed Form AOC-1 are annexed to this Report as **ANNEXURE-A** and hence is not repeated here for sake of brevity.

In accordance with fourth proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, [www.medicaps.com](http://www.medicaps.com). Further, as per fifth proviso of the said section, audited annual accounts of the subsidiary company have also been placed on the website of the Company, [https://medicaps.com/?page\\_id=7256](https://medicaps.com/?page_id=7256). There has been no material change in the nature of the business of the subsidiary company.

In terms of Section 136 of the Companies Act, 2013 ('the Act'), financial statement of the subsidiary company is not required to be sent to the members of the Company. The Company shall provide a copy of the annual accounts of its subsidiary company to the members of the Company on their request. The annual accounts of its subsidiary company will also be kept open for inspection at the registered office of the Company during business hours.

### **MATERIAL SUBSIDIARY**

Medgel Private Limited is material subsidiary of the Company as per the thresholds laid down under the Listing Regulations. The Board of Directors of the Company has approved a Policy for determining material subsidiaries which is in line with the Listing Regulations as amended from time to time. The Policy has been uploaded on the Company's website at: <https://medicaps.com/wp-content/uploads/2022/08/Policy-for-determining-Material-Subsidiary-f.pdf>

### **13. CONSOLIDATED FINANCIAL STATEMENTS**

Your Directors have pleasure in enclosing the Consolidated Financial Statements pursuant to the requirement of Section 129 of the Companies Act, 2013 and Regulation 33 & Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations') read with other applicable provisions and prepared in accordance with applicable IND AS, for financial year ended March 31, 2022. The Consolidated Financial Statements form part of this Annual Report.

A Report on the performance and financial position of the subsidiary company included in the Consolidated Financial Statements and their contribution to the overall performance of the Company, is provided in Form AOC-1 and forms part of this Annual Report

### **14. DETAILS OF BOARD OF DIRECTORS AND KMPs.**

The Composition of the Board of Directors of the Company is in accordance with the provision of Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, with an appropriate combination of Executive, Non-Executive and Independent Directors.

#### **a) Constitution of the Board**

As on date of Report, Board of directors are comprising of total **8 (Eight)** Directors namely:

- (i) Mr. Ramesh Chandra Mittal, Chairman and Non Executive Non Independent Director
- (ii) Mr. Alok K Garg, Managing Director
- (iii) Mrs. Kusum Mittal, Non Executive Non Independent Director
- (iv) Mr. Akshit Garg, Non Executive Non Independent Director
- (v) Mr. Pramod Fatehpuria, Non Executive Independent Director
- (vi) Mr. Ashok Agrawal Omprakash, Non Executive Independent Director
- (vii) Mr. Dharmendra Solanki, Non Executive Independent Director
- (viii) Mr. Sourabh Kumar Shrivastava, Non Executive Independent Director

The Board members are highly qualified with the strong varied experience in the relevant field of the business activities of the Company which plays significant roles for the business policy and decision making process and provide guidance to the executive management to discharge their functions effectively.

#### **b) Change in Director**

During the financial year, following changes have been confirmed by members in their 38<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021:

1. Continuation of directorship of Mr. Ramesh Chandra Mittal (DIN: 00035272) as the Non-Executive Director and Chairman of the Company on attaining the age of 75 (seventy five) years.
2. Re-appointment of Mr. Alok K Garg, (DIN: 00274321) as a Managing Director of the Company for a period of 5 years w.e.f. 01<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027.
3. Appointment of Mr. Dharmendra Solanki (DIN: 09055239) as a Non Executive Independent Director of the Company for a period of 5 years w.e.f. 5<sup>th</sup> February, 2021 to 4<sup>th</sup> February, 2026.
4. Re-appointment of Mr. Ashok Omprakash Agrawal (DIN: 07870578) as a Non Executive Independent Director of the Company for a second term of five years w.e.f. 25<sup>th</sup> July, 2022 to 24<sup>th</sup> July, 2027.

During the current financial year, on the recommendation of Nomination and Remuneration Committee, the Board in its meeting held on 04<sup>th</sup> August, 2022 approved the following changes for which Company has received the requisite Notices from a Member in writing proposing their appointment as Director of the Company:

1. Appointment of Mr. Akshit Garg (DIN: 08576807) as an Additional Director (Promoter and Non Executive) of the Company w.e.f. 04<sup>th</sup> August, 2022 to hold office up to the date of the Annual General Meeting of the Company and subject to the approval of the Members at the ensuing Annual General Meeting.
2. Appointment of Mr. Sourabh Kumar Shrivastava (DIN: 09692160) as an Additional Director (Independent and Non Executive) of the Company w.e.f. 04<sup>th</sup> August, 2022 to hold office up to the date of the Annual General Meeting of the Company to be held thereafter and subject to the approval of the Members at the ensuing Annual General Meeting, to hold office as an Independent Director for a term of 5 (five) consecutive years commencing from 04<sup>th</sup> August, 2022 to 03<sup>rd</sup> August, 2027 (both days inclusive).

**c) Board Independence**

Our definition of 'Independent Director' is derived from Regulation 16(1)(b) of Securities & Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013. As on date of report the Company is having following 4 (Four) Independent Directors;

1. Mr. Ashok Omprakash Agrawal (DIN: 07870578)
2. Mr. Pramod Fatehpuria (DIN: 00972389)
3. Mr. Dharmendra Solanki (DIN: 09055239)
4. Mr. Sourabh Kumar Shrivastava (DIN: 09692160)

As per provisions of the Companies Act, 2013, Independent Directors were appointed for a term of 5 (five) consecutive years, not liable to retire by rotation.

**d) Directors liable to retire by rotation seeking re-appointment:**

Mrs. Kusum Mittal (DIN: 00035356) Non-Executive Non independent Woman Director is liable to retire by rotation at the ensuing 39<sup>th</sup> Annual General Meeting and being eligible offers herself for re-appointment. Your directors recommend to pass necessary resolution as proposed in the Item No.2 of the Notice of the Annual General Meeting.

**e) Key Managerial Personnel**

Mr. Alok K. Garg (DIN: 00274321), Managing Director; Mr. Hemant Sethi, Chief Financial Officer and Mr. Abhishek Jain, Company Secretary and Compliance Officer; have been categorized as the Key Managerial Personnel within the meaning of Section 203 of the Companies Act, 2013.

**f) Change in the Key Managerial Personnel**

During the year, following are the changes in the Key Managerial Personnel of the Company. (1) Members in their 38<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2021 confirmed the re-appointment of Mr. Alok K Garg, (DIN: 00274321) as a Managing Director of the Company for a period of 5 years w.e.f. 01<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2027.

(2) Ms. Ayushi Silot resigned from the designation of Company Secretary and Compliance officer of the Company w.e.f. 07.10.2021 and Mr. Abhishek Jain was appointed as the Company Secretary & Compliance Officer of the Company w.e.f. 08.10.2021.

*\*The last name of the Company Secretary & Compliance Officer, Mr. Abhishek Kumar has been updated with Mr. Abhishek Jain in consonance with records of PAN Card & The Institute of Company Secretaries of India.*

**g) Disqualifications of Directors**

During the year declarations were received from the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. Board apprised the same and found that none of the director is disqualified for holding office as director.

**15. NUMBER OF MEETINGS OF THE BOARD, ITS COMMITTEE AND AGM.**

The Board meets at regular intervals to discuss and decide on business policy and strategy apart from other Board business.

The notice of Board Meeting is given well in advance to all the Directors. The Agenda of the Board/ Committee meetings are circulated at least 7 days prior to the date of the meeting. The Agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The details of the number of meetings of the Board and its Committees held during the Financial Year 2021-22 forms part of the Corporate Governance Report. Further, Annual General Meeting of the Company for Financial year 2020-21 was held on Tuesday 28<sup>th</sup> September, 2021.

**16. DECLARATION BY INDEPENDENT DIRECTOR**

All Independent Directors have given their declarations as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of SEBI (LODR) Reg., 2015 that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements), 2015 ('the Listing Regulations') as amended from time to time.

The Board is of the opinion that the Independent Directors of the Company hold highest standards of integrity and possess requisite expertise and experience required to fulfill their duties as Independent Directors.

In terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by The Indian Institute of Corporate Affairs ("IICA"). The Independent Directors, except who is exempt, have also cleared online proficiency self-assessment test conducted by the IICA within a period of 2 (two) years from the date of inclusion of their names in the data bank. Further Mr. Sourabh Kumar Shrivastava (DIN: 09692160) is required to undertake online proficiency self

assessment test conducted by IICA within a period of 2 (two) years from the date of inclusion of his name in the data bank.

#### **17. MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors met once during the year under review. The Meeting was conducted on 10<sup>th</sup> November, 2021 in an informal manner without the presence of the Chairman, Managing Director, the Non-Executive Non-Independent Directors and the Chief Financial Officer of the Company.

#### **18. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION**

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations, 2015. Policy of the Company has been given at the website of the Company at <http://medicaps.com/wp-content/uploads/2016/06/Remuneration-Policy.pdf>. The details of the same are also covered in Corporate Governance Report forming part of this annual report.

##### **a) Formal Annual Board Evaluation.**

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations. The performance of the board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy.

The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairman. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees.

The report on performance evaluation of the Individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

##### **Performance Evaluation Criteria for Independent Directors:**

Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated. The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgments. Further details are reported in the Corporate Governance Report.

##### **Statement with regard to integrity, expertise and experience of the independent director appointed during the year**

During the year under review, the Board has not appointed any Independent Director in the Company. However, in the opinion of the Board, all Independent Directors possess requisite qualifications, experience, expertise and hold high standards of integrity for the purpose of Rule 8(5)(iia) of the Companies (Accounts) Rules, 2014. List of key skills, expertise and core competencies of the Board, including the Independent Directors, is provided in Corporate Governance Report.

##### **b) Familiarization Programme of Independent Directors**

The details of program for familiarization of Independent Directors of the Company is available on Company's website at <https://medicaps.com/wp-content/uploads/2022/03/Familiarization-policy-2021-22.pdf>

#### **19. DIRECTORS' RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(5) of the Companies Act, 2013:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year;
- 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 have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- f. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 20. COMMITTEES OF THE BOARD OF DIRECTORS

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee consisting of Mr. Ashok Omprakash Agrawal (DIN: 07870578) as Chairman, Mr. Pramod Fathepuria (DIN: 00972389) and Mr. Dharmendra Solanki (DIN: 09055239) as members of the Committee. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review. The other Committees of the Board are:

- (i) Nomination and Remuneration Committee
- (ii) Stakeholders' Relationship Committee

The details with respect to the composition, powers, roles, terms of reference, meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in the Report on Corporate Governance of the Company which forms part of this Annual Report.

## 21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY

In line of the Requirements of the Companies Act, 2013 and the SEBI Listing Regulations, the Company has developed RPT policy, Standard Operating Procedures for purpose of identification and monitoring of such transactions. During the year under review, the Policy has been amended to incorporate the regulatory amendments in the SEBI Listing Regulations. The updated policy of RPT is available on the Company's website <https://medicaps.com/wp-content/uploads/2017/03/RPT-Policy-W.E.F-25.07.2018-Final-Updated.pdf>.

All Related Party Transactions (RPT) that entered into during the Financial Year 2021-2022 were on Arm's Length Basis and in the Ordinary Course of business. No materially significant RPT made by the Company with Promoters, Directors, Key Managerial Personnel or their relatives or subsidiary or any other Group concerns which may have a potential conflict with the interest of the Company at large.

The company has done RPT in the ordinary course of business and which are on Arms' Length Basis and which are not material in nature and hence the requirement of attachment of the Form AOC-2 is not applicable on the company.

Further, as a practice of good corporate governance, all Related Party Transactions are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained from the Audit Committee for Related Party Transactions which are of repetitive nature and/or entered in the Ordinary Course of Business and are at Arm's Length. All Related Party Transactions are subjected to independent review by an Audit Committee to establish compliance with the requirements of Related Party Transactions under the Companies Act, 2013 and Listing Regulations.

Details of related party transactions entered into by the Company, in terms of Companies Act, 2013 and IndAs-24 have been disclosed in the notes to the standalone financial statement forming part of this Annual Report 2021-22.

## 22. STATUTORY AUDITORS

Members are aware that *M/s. Rawka & Associates, Chartered Accountants, (F.R. No. 021606C)*, the Statutory Auditors of the company who were appointed at the 34<sup>th</sup> Annual General Meeting (AGM) of the Company held on 28<sup>th</sup> September, 2017 for a period of 5 years, retires at the ensuing 39<sup>th</sup> Annual General Meeting. On the recommendation of Audit Committee, the Board has recommended to re-appoint *M/s. Rawka & Associates, Chartered Accountants, Indore*, as the statutory auditors of the company for a second term of 5 years from the conclusion of 39<sup>th</sup> Annual General Meeting till the conclusion of the 44<sup>th</sup> Annual General Meeting to be held in the calendar year 2027. *M/s. Rawka & Associates*, is peer reviewed unit and given eligibility certificate that they are in compliance with the conditions provided in Section 139(1) read with Section 141 of the Companies Act, 2013.

The Auditors Report and the Notes on financial statement for the year 2021-22 referred to in the Auditor's Report are self-explanatory and do not call for any further comments..

## DISCLOSURE FOR FRAUDS AGAINST THE COMPANY

There were no instances for other than reportable fraud to the Central Government covered under Section 134(3)(ca) of the Companies Act, 2013. Further, the auditors have not found any fraud as required to be reported by them under Section 143(12) to the Central Government during the year 2021-22.

### 23. SECRETARIAL AUDIT

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 re-appointed *M/s. L.N. Joshi & Co., Practicing Company Secretaries, Indore* to undertake the Secretarial Audit of the Company for the Financial Year 2021-2022.

The Report of the Secretarial Auditor for the year 2021-22 is annexed herewith as “**ANNEXURE-B**”.

There is no qualification, reservation or adverse remark or disclaimer in Secretarial Audit report except the following:-

<b>Secretarial Auditor Observations</b>	<b>Management comments</b>
<i>There are 3 (Three) Charges which were satisfied long back but no evidence for the satisfaction were produced before me and these charges are showing in the Index of Charges at the portal of MCA.</i>	<i>The matter is very old and the company is in continuous follow up with the ROC for deletion of the charge ID, however, in absence of the adequate evidence for filing of the Form-17 (under the Companies Act, 1956), these charges could not be removed from MCA Portal.</i>
<i>Pursuant to the Regulation 31 of SEBI (SAST) Regulations, 2011, Intimation of creation of Pledge of 4584 equity shares by one of the Promoter Mrs. Kusum Mittal was not made within seven working days to stock exchange and company in time.</i>	<i>Mrs. Kusum Mittal promoter of the Company informed to the Stock Exchange and Company that disclosure has been delayed due to shares directly pledged on account of shortage of fund with stock broker. The Promoter came to know about pledge of shares through DP. However Mrs. Kusum Mittal has filed the disclosure with exchange and target company as on 08.04.2022.</i>

### 24. INTERNAL AUDITOR

The Board of Directors in their meeting held on 25<sup>th</sup> May, 2022 on the recommendation of Audit Committee approved the appointment of *M/s. Praveen Shrivastava & Co., Chartered Accountant, as Internal Auditor* of the Company for the financial year 2022- 23.

Further during the financial year 2021-22, the Company took their suggestions and recommendations to improve and strengthen the internal control systems. Their scope of work includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

### 25. COST AUDITOR AND RECORDS

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, amended time to time, the provision regarding Cost Audit and Records was not applicable to Company during the year 2021-22.

### 26. SECRETARIAL AUDIT OF MATERIAL UNLISTED SUBSIDIARY COMPANY

Medgel Private Limited, a material subsidiary of the Company undertakes Secretarial Audit every year under Section 204 of the Companies Act, 2013. The Secretarial Audit of Medgel Private Limited for the Financial Year 2021-22 was carried out pursuant to Section 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Secretarial Audit Report of Medgel Private Limited issued by L.N. Joshi & Company, Practicing Company Secretaries, Indore and the report does not contain any qualification, reservation or adverse remark. The Secretarial Audit Report given by the Secretarial Auditor of the Company is annexed as **ANNEXURE-C** and forms an integral part of this Report.

### 27. ANNUAL SECRETARIAL COMPLIANCE REPORT

Pursuant to SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 read with Regulation 24A of the SEBI (LODR) Regulation, 2015, listed entities to obtain Annual Secretarial Compliance Report from a Practicing Company Secretary for compliance of all applicable SEBI Regulations and circulars/guidelines issued there under. The Company has obtained the report from M/s L. N. Joshi and Company (CP No. 4216), Practicing Company Secretary for financial year ended 31<sup>st</sup> March, 2022 and same has been filed with stock exchange in prescribed time.

### 28. REPORT ON CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on “Corporate Governance Practices” followed by the Company together with a certificate from the Statutory Auditors of the Company confirming compliance with the conditions of the Corporate Governance, forms part of the Annual Report.



**29. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and analysis report for the year under review, as stipulated under SEBI (LODR) Regulation, 2015 is present in a separate section forming part of the Annual Report.

**30. MD/CFO CERTIFICATE**

The Managing Director and CFO of your Company have issued necessary certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations and the same forms part of this Annual Report.

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

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-section (3)(m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under :

S. N.	Particulars	Details	
(A)	<b>Conservation of Energy</b>		
(i)	The steps taken or impact on conservation of energy	Not applicable as there was no such business operation	
(ii)	The steps taken by the company for utilizing alternate sources of energy	Not applicable as there was no such business operation	
(iii)	The capital investment on energy conservation equipments	Nil	
(B)	<b>Technology Absorption</b>		
(i)	The efforts made towards technology absorption	Not Applicable	
(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	Not Applicable	
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year)	The Company has neither purchased within India nor imported any technology.	
(iv)	The expenditure incurred on Research and Development	The Company has not incurred any expenditure on Research and Development during the year under review.	
(c)	<b>Foreign Exchange Earnings and Outgo</b>		
	Particulars	2021-22	2020-21
	Foreign Exchange Earnings: (Amount in lacs )	Nil	Nil
	Foreign Exchange Outgo: (Amount in lacs )	Nil	Nil

**32. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRING AFTER BALANCE SHEET DATE**

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year to which the financial statements relate and the date of this Board's report.

**33. RATIO OF THE REMUNERATION OF EACH DIRECTOR TO THE MEDIAN EMPLOYEE'S REMUNERATION AND PARTICULARS OF EMPLOYEES**

Pursuant to provision of section 197(12) of Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date, given in the "ANNEXURE-D" and forms an integral part of Board Report.

During the year, none of the employees received remuneration in excess of Rs. 102.00 Lakhs or more per annum or Rs. 8.50 Lakhs per month for the part of the year. In accordance with the provisions of Section 197 of the

Companies Act, 2013 read with rule 5(2) and rule (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Therefore, there is no information to disclose in terms of the provisions of the Companies Act, 2013.

Details of top 10 employees in terms of the remuneration and employees in receipt of remuneration as prescribed under the rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 as amended, containing details prescribed under rule 5(3) of the said rules will be made available to any member on request, as per provision of Section 136(1) of the Act.

Pursuant to Section 197(14) of the Companies Act, 2013, Mr. Alok K Garg Managing Director of the Company has drawn remuneration of Rs. 74.69 Lacs from wholly owned subsidiary company in capacity of Managing Director of Medgel Private Limited and Mr. Akshit Garg, Non executive Non Independent Director of the Company has drawn remuneration of Rs. 37.97 Lacs from wholly owned subsidiary company in capacity of Whole Time Director of Medgel Private Limited. Apart from this none of the Director of the Company received any remuneration or commission from the wholly owned subsidiary company.

#### **34. CODE OF CONDUCT**

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed companies to lay down a Code of Conduct for its Directors and senior management, incorporating duties of Directors as laid down in the Companies Act, 2013. The Company has adopted Code of Conduct for all Directors and Senior Management of the Company and the same has been hosted on the website of the company at <https://medicaps.com/wp-content/uploads/2021/08/Code-of-Conduct-for-Board-Senior-Management-Personnel.pdf>. All Directors and Senior Management personnel have affirmed compliance with the Code for 2021-22. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

#### **35. LISTING WITH STOCK EXCHANGE**

The Company's shares are listed on BSE Limited. The Company has paid Annual Listing Fee for Financial Year 2022-23.

#### **36. INSURANCE**

The Company's movable assets are adequately insured against the risk, as consider necessary by the Management from time to time.

#### **37. DEPOSITORY SYSTEM**

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail of the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

#### **38. COMPLIANCE OF SECRETARIAL STANDARD**

Your Company is in compliance of with the applicable Secretarial Standards, issued by the Institute of Company Secretaries of India and approved by the Central Government under Section 118(10) of the Companies Act, 2013.

#### **39. SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS WHICH IMPACT THE GOING CONCERN STATUS AND THE COMPANY'S OPERATION IN FUTURE.**

There are no significant material orders passed by the Regulators which would impact the going concern status of the Company and its future operations. However in respect of the application filed by the workers in the Labour Court, The Hon'ble Court vide its order dated 07<sup>th</sup> March, 2020, passed the order in the favour of the company against which the Employees filed an appeal in the Industrial Court, Indore, Madhya Pradesh. The application of the Employees being erroneous and lack of evidence the Hon'ble Industrial Court vide its order dated 8<sup>th</sup> June, 2021 dismissed the application of the employees and passed an order in favour of the Company.

It is further informed to the members of the Company that the matter is still pending with the labor Court due to lack of applicant's evidence.

#### **40. OTHER DISCLOSURES:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions/events on these items during the year under review:-

- Company has not Issued equity shares with differential rights as to dividend, voting or otherwise.
- As on 31<sup>st</sup> March 2022, none of the Directors of the company hold instruments convertible into equity shares of the Company.

- During the financial year Company has not issued any Shares (Including Sweat Equity Shares) to employees of the Company under any Scheme and also not made any Stock Option Schemes.
- Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under Section 67(3)(c) of the Companies Act, 2013).
- There has been no change in the nature of business of your Company.
- The Business Responsibility Reporting as required by Regulation 34(2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is not applicable to your Company for the financial year ending 31<sup>st</sup> March 2022.
- No application was made or any proceeding is pending under the Insolvency and Bankruptcy Code, 2016 during the year in respect of your Company.
- There was no one time settlement of loan obtained from the Banks or Financial Institutions.

#### **41. ACKNOWLEDGEMENTS**

The Board of Directors of your company wish to express their deep gratitude towards the valuable co-operation and support received from the various Ministries and Departments of Government of India, various State Governments, the Banks/Financial Institutions and shareholders. Further, the Board places its special appreciation for the cooperation and continued support extended by employees of the Company at all levels.

**For and on Behalf of Board**

**Date:** 04<sup>th</sup> August, 2022  
**Place:** Indore

**Ramesh Chandra Mittal**  
**Chairman**  
**DIN: 00035272**

**Alok K Garg**  
**Managing Director**  
**DIN: 00274321**

**“ANNEXURE A”**
**Form AOC-1**
*(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)*
**Statement containing salient features of the financial statement of  
Subsidiaries /Associate Companies/Joint Ventures**
**Part “A”: Subsidiaries**
*(Information in respect of each subsidiary to be presented with amounts in lakhs.)*

S. No.	Particulars	Details
1	Name of the Subsidiary	Medgel Private Limited
2	The date since when subsidiary was acquired	17 <sup>th</sup> October, 2011
3	Reporting period for the subsidiary concerned, if different from the holding company’s reporting period	Same as of Holding Company (01.04.2021 to 31.03.2022)
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA (there is no foreign subsidiary)
5	Share capital	1468.20
6	Reserves & surplus	5496.80
7	Total assets	8322.70
8	Total Liabilities	1357.70
9	Investments	1982.18
10	Turnover	6831.10
11	Profit before taxation	1011.85
12	Provision for taxation	0
13	Profit after taxation	1011.85
14	Proposed Dividend	0
15	Extent of shareholding (in percentage)	100%

**Notes:**

- Names of subsidiaries which are yet to commence operations : N.A.
- Names of subsidiaries which have been liquidated or sold during the year : N.A.

**Part “B”: Associates and Joint Ventures**
**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to  
Associate Companies and Joint Ventures**

S. N.	Name of Associate/Joint Ventures	N.A.
1	Latest Audited Balance Sheet Date	
2	Date on which the Associate or Joint Venture was associated or acquired	
3	Shares of Associate or Joint Ventures held by the Company on the year end	
4	Number	
5	Amount of Investment in Associates/ Joint Venture	
6	Extend of Holding (in %)	
7	Description of how there is significant influence	
8	Reason why the Associate/ Joint Venture is not consolidated	
9	Net worth attributable to Shareholding as per latest audited Balance Sheet	
10	Profit / Loss for the year	
	(i) Considered in Consolidation	-
	(ii) Not Considered in Consolidation	

- Names of associates or joint ventures which are yet to commence operations : N.A.
- Names of associates or joint ventures which have been liquidated or sold during the year: N.A.

As per our report of even date,

**M/s Rawka & Associates**

Chartered Accountants

Firm Reg. No.:-021606C

**For and on behalf of the board,**
**Venus Rawka**

Partner

M.N.429040

**Ramesh Chandra Mittal**

Chairman

DIN: 00035272

**Alok K. Garg**

Managing Director

DIN: 00274321

**Date:** 04<sup>th</sup> August, 2022

**Place:** Indore

**Hemant Sethi**

C.F.O

**Abhishek Jain**

Company Secretary

M.N: A36699

**“ANNEXURE B”**

**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

**For the Financial Year ended 31<sup>st</sup> March, 2022**

To,  
The Members,  
**MEDI-CAPS LIMITED**  
CIN: L70100MP1983PLC002231

**Registered Office:**

Mhow - Neemuch Road Sector 1  
Pithampur Dhar (M.P.) 454775

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MEDI-CAPS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering **1<sup>st</sup> April 2021 to 31<sup>st</sup> March, 2022** 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 **MEDI-CAPS LIMITED** for the financial year ended on **31<sup>st</sup> March, 2022** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(not applicable to the company during the audit period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(not applicable to the company during the audit period);**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(not applicable to the company during the audit period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(not applicable to the company during the audit period);**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(not applicable to the company during the audit period);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(not applicable to the company during the audit period);**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

(vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company on

test check basis. The management of the Company confirmed that the Company has entered into real estate business and has discontinued the manufacturing activities of Pharmaceuticals business. Therefore, the laws, regulations, directions, orders applicable **specifically** to the Company is Real Estate (Regulation and Development) Act, 2016.

I have also examined compliance with the applicable clauses of Secretarial Standards on Meeting of Board of Directors (SS-1) and Secretarial Standards on General Meetings (SS-2), issued by The Institute of Company Secretaries of India.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws), Accounting Standards, since the same have been subject to review and audit by the Statutory Auditors of the Company.

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

1. *There are 3 (Three) Charges which were satisfied long back but no evidence for the satisfaction were produced before me and these charges are still showing in the Index of Charges at the portal of MCA.*
2. *Pursuant to the Regulation 31 of SEBI (SAST) Regulations, 2011, Intimation of creation of Pledge of 4584 equity shares by one of the Promoter Mrs. Kusum Mittal was not made within seven working days to stock exchange and company in time.*

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year there were no changes in the composition of the Board of Directors.

Adequate notice is given to all the 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 Committee of the Board, as the case may be.

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

**I further report that** during the audit period there was no other event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, and standards.

**For L.N. Joshi & Company  
Company Secretaries**

**Dated:** 04<sup>th</sup> August, 2022

**Place:** Indore

**L.N. Joshi**

**Proprietor**

**FCS: 5201; C.P. No 4216**

**UDIN: F005201D000715405**

**Peer Review Certificate No. 1722/2022**

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

## ANNEXURE to Secretarial Audit Report

To,  
The Members,  
**MEDI-CAPS LIMITED**  
CIN: L70100MP1983PLC002231  
**Registered Office:**  
Mhow - Neemuch Road Sector 1  
Pithampur Dhar (M.P.) 454775

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. 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.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For L.N. Joshi & Company**  
**Company Secretaries**

**Dated:** 04<sup>th</sup> August, 2022  
**Place:** Indore

**L.N. Joshi**  
**Proprietor**  
**FCS: 5201; C.P. No 4216**  
**UDIN: F005201D000715405**  
**Peer Review Certificate No. 1722/2022**

“ANNEXURE C”

**SECRETARIAL AUDIT REPORT**

**Form No. MR-3**

**For the Financial Year Ended on 31<sup>st</sup> March, 2022**

[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,  
**MEDGEL PRIVATE LIMITED**  
CIN: U24239MP2007PTC019204  
**Registered Office:**  
201, Pushpratna Paradise  
9/5 New Palasiya, Opposite Uco bank  
Indore (M.P.) 452001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **MEDGEL PRIVATE LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the

company has, during the audit period covering **1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022**, 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 **MEDGEL PRIVATE LIMITED** for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under; ***(not applicable to the company during the audit period)***
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; ***(not applicable to the company during the audit period)***
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; ***(not applicable to the company during the audit period)***
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; ***(not applicable to the company during the audit period)***
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; ***(not applicable to the company during the audit period)\****
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; ***(not applicable to the company during the audit period)***
  - (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ***(not applicable to the company during the audit period)***
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***(not applicable to the company during the audit period);***
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; ***(not applicable to the company during the audit period)***
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; ***(not applicable to the company during the audit period);***
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ***(not applicable to the company during the audit period);***
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 as amended from time to time. ***(Applicable to the extent of material wholly owned subsidiary company of Medi-Caps Limited)***

\*The Company being a material wholly owned subsidiary of Medi-Caps Limited (Listed Entity), Directors and certain employees of the Company have been categorized as Designated Persons and are covered by the Code of Conduct under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended, of Medi-Caps Limited.

(vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company on test check basis. The laws, regulations, directions, orders applicable specifically to the Company are as follows:

1. Drugs and Cosmetics Act, 1940
2. Standard Weight and Measurement Act, 1976

I have also examined compliance with the applicable clauses of Secretarial Standards on Meeting of Board of Directors(SS-1) and Secretarial Standards on General Meetings(SS-2) issued by The Institute of Company Secretaries of India.

I further report that I have not reviewed the applicable financial laws (direct and indirect tax laws), Accounting standard, since the same have been subject to review and audit by the Statutory Auditors of the Company.

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

**I further report that**



The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year there was no change in the composition of Board of Directors.

Adequate notice is given to all the 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 are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors of the Company, as the case may be.

**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, the company has not undertaken event/action having a major bearing in the company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred above.

**For L.N. Joshi & Company  
Company Secretaries**

**Dated:** 27<sup>th</sup> July, 2022  
**Place:** Indore

**L.N. Joshi  
Proprietor  
FCS: 5201; C.P. No 4216  
UDIN: F005201D000680645  
Peer Review Certificate No. 1722/2022**

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

**ANNEXURE to Secretarial Audit Report**

To,  
The Members,  
**MEDGEL PRIVATE LIMITED**  
**CIN: U24239MP2007PTC019204**  
**Registered Office:**  
201, Pushpratna Paradise  
9/5 New Palasiya, Opposite Uco bank  
Indore (M.P.) 452001

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. 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.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For L.N. Joshi & Company  
Company Secretaries**

**Dated:** 27<sup>th</sup> July, 2022  
**Place:** Indore

**L.N. Joshi  
Proprietor  
FCS: 5201; C.P. No 4216  
UDIN: F005201D000680645  
Peer Review Certificate No. 1722/2022**

**“ANNEXURE D”**

**Particulars of Employees**

*[Statement as per Section 197(12) of the Companies Act, 2013, read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**A. The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year:**

S. No	Name	Designation	Ratio Between Director and Median Employee
1.	Mr. Ramesh Chandra Mittal	Chairman & Non Executive Director	N.A.
2.	Mrs. Kusum Mittal	Non Executive Woman Director	N.A.
3.	Mr. Alok K. Garg	Executive/Managing Director	N.A.
4.	Mr. Ashok Omprakash Agrawal	Non Executive Independent Director	N.A.
5.	Mr. Pramod Fatehpuria	Non Executive Independent Director	N.A.
6.	Mr. Dharmendra Solanki	Non Executive Independent Director	N.A.

**B. The percentage increase in the remuneration of each Director, CFO, Chief Executive Officer, Company Secretary or Manager in the financial year 2021-22 is as follows:**

S. No.	Name of Person	Designation	% increase in remuneration
1.	Mr. Alok K. Garg	Executive/Managing Director	-100.00%
2.	Mr. Hemant Sethi	Chief Financial Officer	73.73%
3.	Mr. Abhishek Jain*	Company Secretary	Not Applicable

*Percentage increase or decrease cannot be determined for Mr. Abhishek Jain, as he has been appointed in the Company during the financial year 2021-22.*

Further, percentage increase in Remuneration of Non-Executive Directors doesn't apply as no remuneration/sitting fee/commission is paid to them.

**C. the percentage increase in the Median remuneration of all employees in the financial year: -28.91%**

**D. The number of permanent employees on the Roll of the Company as on 31<sup>st</sup> March, 2022: 5 (Five)**

It may be noted that the Company has permanently discontinued the manufacturing activities in the Company w. e. f. 21<sup>st</sup> Nov., 2019 and consequentially the Company has laid off the employees of the Company after providing full and final unemployment compensation as per law.

**E. 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:**

Usually on the basis of Remuneration Policy of the Company, salary of the employees is increased in the range of 7%-9%. Further there was no percentage increase in remuneration of Managerial Personnel in the financial year. Therefore no justification is required to be disclosed.

**F. Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

The Board affirms that remuneration is as per the remuneration policy of the Company.

**For and on Behalf of Board**

**Date:** 04<sup>th</sup> August, 2022  
**Place:** Indore

**Ramesh Chandra Mittal  
Chairman  
DIN: 00035272**

**Alok K Garg  
Managing Director  
DIN: 00274321**

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### **INDUSTRY STRUCTURE AND DEVELOPMENTS**

The real estate sector has been witnessing a paradigm shift during the recent years through steady transformations to become a structured sector from an unorganized sector. It has a huge multiplier effect on the economy and therefore, is a big driver of economic growth.

Despite pandemic exigencies, the sector has continued to show resilience and steady growth in 2021. India's first wave of Covid-19 brought the sector to a relative standstill for a while. However, by the last quarter of 2020, the market had begun to pick pace, particularly owing to an increase in demand for residential spaces. The second wave of Covid-19 hit the sector just as it had begun to revive itself.

According to the report of Times of India the real estate sector in India is set to experience around 5% capital value growth in 2022 in the residential segment. Certain projections state that the sales momentum is expected to increase in 2022 as prospective homebuyers will continue to prefer bigger homes, better amenities and attractive pricing will keep them interested in sealing the deals. Meanwhile, as work resumes in offices, the recovery in the commercial sector and flight-to-quality trend is expected to keep rents stable to increase in 2022.

The major investments and developments in this sector are as follows:

- Between January 2021 and September 2021, private equity investment inflows into the real estate sector in India stood at US\$ 3.3 billion.
- In the third quarter of 2021, the Institutional real estate investment in India increased by 7% YoY. Investment registered in the first nine months of 2021 stood at US\$ 2,977 million, as against US\$ 1,534 million in the same period last year.
- India's flexible space stock is likely to expand by 10-15% YoY, from the current 36 million sq. ft., in the next three years, according to a report by CBRE.

### **OPPORTUNITIES**

Supportive Government policies and initiatives have opened the doors for immense opportunities in the real estate sector in India. Some of the major Government initiatives to encourage development in the real estate sector are as follows:

- In October 2021, the RBI announced to keep benchmark interest rate unchanged at 4%, giving a major boost to the real estate sector in the country. The low home loan interest rates regime is expected to drive the housing demand and increase sales by 35-40% in the festive season in 2021.
- In order to revive around 1,600 stalled housing projects across top cities in the country, the Union Cabinet has approved the setting up of Rs. 25,000 crore alternative investment fund (AIF).
- Government has created an Affordable Housing Fund (AHF) in the National Housing Bank (NHB) with an initial corpus of Rs. 10,000 crore using priority sector lending short fall of banks/financial institutions for micro financing of the HFCs.

NITI Aayog expects that the Indian real estate sector will reach a market size of \$1 trillion by 2030 and will account for 13 per cent of India's GDP by 2025. Already the third-largest sector to bring about economic growth, the real estate industry is expected to continue its upward trajectory in 2022.

### **THREATS**

The major threats borne by the Companies in the real estate sector are:

- Unavailability of Land
- Outdated building techniques
- Capital Market Risks
- The Economic Slowdown

### **SEGMENT-WISE OR PRODUCT-WISE PERFORMANCE**

The Company has permanently closed its manufacturing unit and entered into real estate sector. The Company will perform in one segment only; hence no information is reportable under this head.

### **OUTLOOK**

The real estate sector registered a phenomenal performance in 2021—a year that was marred by the second wave of the pandemic. The consumer confidence and market sentiments were strengthened by supportive government policies, customer-friendly low tax regimes, low interest rates for loans, stable investments and digitalization.

In India, the real estate sector is the second-highest employment generator, after the agriculture sector. It is also expected that this sector will incur more non-resident Indian (NRI) investment, both in the short term and the long term. In the first-half of 2021, India registered investments worth US\$ 2.4 billion into real estate assets, a growth of 52% YoY. Foreign investments in the commercial real estate sector were at US\$ 10.3 billion from 2017-21.

### **RISKS AND CONCERNS**

The Company is exposed to a number of risks such as economic, regulatory, taxation and environmental risks as well as sectoral investment outlook. Some risks that may arise in the normal course of business and could impact its ability to address future developments comprise credit risk, liquidity risk, counterparty risk, regulatory risk, commodity inflation risk and market risk.

The Company has implemented robust risk management policies that set-out the tolerance for risk and your Company's general risk management.

**INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY**

The Company's internal controls are commensurate with nature, size and complexities of operations. These internal control systems ensure compliance with all applicable laws and regulations and facilitate optimum utilization of available resources as also protect the interests of all stakeholders. The Company has clearly defined policies, and organizational structure for its business functions to ensure a smooth conduct of its business. The Company had laid down guidelines, policies, procedures and structure to enable implementation of appropriate internal financial controls across the company. These control processes enable and ensure the orderly and efficient conduct of company's business, including safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation & disclosure of financial statements.

The Company has put in place various internal controls for different activities so as to minimize the impact of various risks. Also, as mandated by the Companies Act, 2013, the Company has implemented the Internal Financial Control (IFC) framework to ensure proper internal controls over financial reporting. Apart from this, a well-defined system of internal audit is in place so as to independently review and strengthen these internal controls. The Audit Committee of the Company regularly reviews the reports of the internal auditors and recommends actions for further improvement of the internal controls.

**DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The Company has permanently closed its pharma unit and entered to real estate sector. The Company is currently operating under real estate sector. The Company has entered into an agreement with M/s Tirupati Realty and Developers for Project named 'Medicaps Business Park'. Further, all the necessary approvals were received by the Company and the Developer has also received the approval of RERA ("Real Estate Regulatory Authority") for 'Medicaps Business Park' on 17<sup>th</sup> March 2022. The Construction of 'Medicaps Business Park' is going on in full swing and the bookings have also been started.

Since the Approval of the Real Estate Regulatory Authority is received in the end of the financial year, the bookings started after the reporting period and hence loss of Rs. 7.52 lakhs is reflected as loss from continuing operations.

**MATERIAL DEVELOPMENTS IN HUMAN RESOURCES**

Your Company considers its Human Resources as the key to achieve its objectives. Our people are our best assets. Their caliber and commitment is our inherent strength. Acquiring diverse experiences, accomplishing challenging tasks and continually learning and upskilling is enabling them to deliver their best. Keeping this in view, your Company takes utmost care to attract and retain quality employees. The employees are sufficiently empowered and such work environment propels them to achieve higher levels of performance. The unflinching commitment of the employees is the driving force behind the Company's vision. Your Company appreciates the spirit of its dedicated employees. Your Company encourages an open working culture

**DETAILS OF SIGNIFICANT CHANGES IN THE KEY FINANCIAL RATIOS:**

Key Ratio	2020-21	2021-22	Change	Variance (in %)	Reason for more than 25% variance.
Interest Coverage Ratio	-36.54	0	36.54	-100.00	No interest expenses were incurred during the year.
Current Ratio	13.78	197.73	183.95	1335.31%	During the concerned period security deposit have been repaid which led to decreasing current liability.
Debt Equity Ratio	0.03	0.00	-0.03	-100.00	There are no short term or long term borrowings in the Company.
Net Profit Margin (%)	1.52	0.00	-1.52	-100.00	There were no revenue in the Company during the year because the real estate project is under process.
Return on Net worth (any change)	0.02	0.00	-0.02	-103.10	
Operating Profit Margin (%)	-0.15	0.00	0.15	-100.00	
Debtors turnover Ratio	0.29	0.00	-0.29	-100.00	

Inventory Turnover Ratio	0.00	0.00	0.00	0.00	N.A.
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**CAUTIONARY STATEMENT**

Some of the Statements in Management discussion and Analysis describing company's objective may be "forward looking statement" within the meaning of applicable Securities law and Regulations. Actual results may differ substantially or materially from those expressed or implied. Important factors that could influence companies operation include various global and domestic economic factors.

**REPORT ON CORPORATE GOVERNANCE**

*(As per Regulation 34(3) read along with Schedule V(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Forming Part of the Board's Report*

The Directors present a Report on compliance with the Corporate Governance provisions as prescribed under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") for the year ended March 31, 2022 is given below:

**I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:**

Corporate Governance is about commitment to values and ethical business conduct. Timely and accurate disclosure of information regarding the financial situation, performance, ownership and management of the Company is an important part of Corporate Governance. Corporate Governance philosophy stems from our belief that corporate governance is a key element in improving efficiency, growth enhancing investor confidence and return to the shareholders. The Company has always been committed to the principles of good Corporate Governance. Your Company is not only in compliance with the requirements stipulated under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") as amended from time to time, with regard to Corporate Governance, but is also committed to sound Corporate Governance principles and practice and constantly strives to adopt emerging best Corporate Governance practices being followed worldwide. The details of compliance are as follows:

**THE GOVERNANCE STRUCTURE:**

Medi-Caps's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles, the Company has formed three tiers of Corporate Governance structure, viz.:

*(i) The Board of Directors* - The primary role of the Board is to protect the interest and enhance value for all the stakeholders. It conducts overall strategic supervision and control by setting the goals & targets, policies, Practices, governance standards, reporting mechanism & accountability and decision making process to be followed.

*(ii) Committees of Directors*—There are various committees of Directors such as Audit Committee, Nomination & Remuneration Committee, and Stakeholders' Relationship Committee, which are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors, Auditors, investor grievance redress and Senior Management Employees, Risk Management framework and Corporate governance compliance.

*(iii) Executive Management* – The entire business including the support services are managed with clearly demarcated responsibilities and authorities at different levels.

*Managing Director* - The Managing Director is responsible for achieving the Company's vision and mission, business strategies, project execution, mergers and acquisition, significant policy decisions and all the critical issues having significant business & financial implications. He is also responsible for the overall performance and growth of the Company and ensures implementation of the various rules and regulations including the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the decisions of the Board of Directors and its various Committees. He reports to the Board of Directors for any non-compliance.

**II. BOARD OF DIRECTORS**
**A. Board Composition and category of directors**

The Company is fully compliant with the Corporate Governance norms in the terms of constitution of the Board of Directors ("the Board"). As on March 31, 2022 the Company had 6 (six) directors as given in the table below. The Composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations, 2015 read with Section 149 of the Companies Act, 2013.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations 2015 read with Section 149(6) of the Companies Act, 2013. The maximum tenure of independent directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations 2015 read with Section 149(6) of the Companies Act, 2013.

The names and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Director is a Director in more than 10 public limited companies (as specified in Section 165 of the Act) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time Director/MD in any listed company (as specified in Regulation 17A of the SEBI Listing Regulations 2015). Further, none of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 26 of the SEBI Listing Regulations 2015, across all the Indian public limited companies in which he/she is a Director. The Board does not have any nominee director representing any institution. The name and categories of Directors, DIN, the number of Directorships, Committee positions held by them in the companies and the list of Listed Entities where he/she is a Director along with the category of their Directorships and other details are given hereafter:-

Name of Director	Category	No. of Directorship (Including Medi-Caps Limited)		No. of Committee Chairmanship/Membership (including this Medi-Caps Limited)	
		Chairman	Member	Chairman	Member
Shri Ramesh Chandra Mittal (DIN: 00035272)	Promoter & Non-Executive Director (Chairman of the Board & Company)	2	3	0	0
Mr. Alok K. Garg (DIN: 00274321)	Promoter & Executive Director (Managing Director)	0	3	0	1
Smt. Kusum Mittal (DIN: 00035356)	Promoter, Non-Executive Woman Director	0	1	0	0
Mr. Pramod Fatehpuria (DIN: 00972389)	Independent & Non-Executive Director	0	2	0	3
Mr. Ashok Omprakash Agrawal (DIN: 07870578)	Independent & Non-Executive Director	0	2	3	3
Mr. Dharmendra Solanki (DIN: 09055239)	Independent & Non-Executive Director	0	1	0	2

- Directorship excludes Private Limited Companies (except subsidiary of Holding Company), Foreign Companies and Companies Registered under section 8 of the Companies Act, 2013.
- Committee considered as Audit Committee and Stakeholders Relationship Committee, including that of your Company. Committee membership(s) and Chairmanship(s) are counted separately.

**B. Attendance of Directors at the Board Meetings held during 2021-22 and the last Annual General Meeting:**

The Board Meeting is conducted at least once in every quarter to discuss the performance of the Company and its Quarterly Financial Results, along with other matters of company. The Board also meets to consider other business (es), whenever required, from time to time. During the financial year 2021-22 Seven (7) Board Meetings were held. The Board met at least once in every calendar quarter and gap between two meetings did not exceed 120 days according to provisions laid down in Companies Act, 2013 and SEBI Listing Regulations 2015 and Secretarial Standards. The date on which the Board Meetings were held are given below:

**13<sup>th</sup> April, 2021, 24<sup>th</sup> June, 2021, 12<sup>th</sup> August, 2021, 7<sup>th</sup> October, 2021, 10<sup>th</sup> November, 2021, 10<sup>th</sup> February, 2022 and 24<sup>th</sup> March, 2022.**

The 38<sup>th</sup> Annual General Meeting was held on 28<sup>th</sup> September 2021.

Name of Director	Category	No. of Board Meetings entitled to attend during the year	No. of Board Meetings Attended	Attendance at the last AGM held on 28 <sup>th</sup> September, 2021
Shri Ramesh Chandra Mittal (DIN: 00035272)	Promoter & Non-Executive Director (Chairman of the Board & Company)	7	7	No
Mr. Alok K. Garg (DIN: 00274321)	Promoter & Executive Director (Managing Director)	7	7	Yes

Smt. Kusum Mittal (DIN: 00035356)	Promoter, Non-Executive Director Woman	7	7	No
Mr. Pramod Fatehpuria (DIN: 00972389)	Independent & Non-Executive Director	7	7	No
Mr. Ashok Omprakash Agrawal (DIN: 07870578)	Independent & Non-Executive Director	7	7	Yes
Mr. Dharmendra Solanki (DIN: 09055239)	Independent & Non-Executive Director	7	7	Yes

**C. The Names of Other Listed Entities where the Directors have Directorship and their Category of Directorship in such Listed Entities:**

None of the Director is holding Directorship in any other listed Company.

**D. Disclosure of Relationship between Directors inter-se:**

Name	Relationship	Name of other Directors in inter-se relationship
Mr. Ramesh Chandra Mittal (DIN: 00035272)	Husband	Mrs. Kusum Mittal (Promoter/Non Executive Director)
	Father in Law	Mr. Alok K. Garg (Promoter/Managing Director)
Mr. Alok K. Garg (DIN: 00274321)	Son in law	Mr. Ramesh Chandra Mittal (Chairman/Promoter/Non Executive Director) and Mrs. Kusum Mittal (Promoter/Non Executive Director)
Mrs. Kusum Mittal (DIN: 00035356)	Wife	Mr. Ramesh Chandra Mittal (Chairman/Promoter/Non Executive Director)
	Mother in law	Mr. Alok K. Garg (Promoter/Managing Director)

**E. Number of Shares and Convertible Instruments held by Non- Executive Directors as on 31st March, 2022**

	No. of Shares Held	Convertible Instruments
Shri Ramesh Chandra Mittal (DIN: 00035272)	10,000	0
Smt. Kusum Mittal (DIN: 00035356)	10,000	0
Mr. Ashok Omprakash Agrawal (DIN: 07870578)	0	0
Mr. Pramod Fatehpuria (DIN: 00972389)	0	0
Mr. Dharmendra Solanki (DIN: 09055239)	0	0

The Company had not issued any convertible instrument till date.

**F. The details & Web link of Familiarization Programmes Imparted To Independent Directors:**

On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through an induction and familiarization program including the presentation and interactive session with the Managing Director, Executive Committee Members and other Functional Heads on the Company's marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members. The details of familiarization program can be accessed from the web-link: <https://medicaps.com/wp-content/uploads/2022/03/Familiarization-policy-2021-22.pdf>

**G. Matrix of Skills/Expertise/Competence of the Board Of Directors**

The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are already available with the Board Members:

- Knowledge on Company's businesses (Real Estate Sector), policies and business culture major risks/threats and potential opportunities and knowledge of the industry in which the Company operates.
- Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company,
- Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
- Financial and Management skills,
- Technical / Professional skills and specialized knowledge in relation to Company's business.

These skills/competencies are broad-based, encompassing several areas of expertise/experience. Each Director may possess varied combinations of skills/experience within the described set of parameters, and it is not necessary that all Directors possess all skills/experience listed therein. In the table below, the specific areas of focus or expertise of individual board members have been highlighted:-

Skills to be possessed by Directors	Mr. Ramesh Chandra	Mr. Alok K. Garg	Mrs. Kusum Mittal	Mr. Pramod Fatehpuri	Mr. Ashok Omprak	Mr. Dharmendra Solanki

	Mittal			a	ash Agrawal	
Knowledge on Company's businesses (Real Estate Sector), policies and business culture major risks/threats and potential opportunities and knowledge of the industry in which the Company operates	Yes	Yes	Yes	Yes	-	Yes
Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	Yes	Yes	-	Yes	Yes	Yes
Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,	-	Yes	Yes	-	Yes	-
Financial and Management skills	Yes	Yes	Yes	Yes	Yes	Yes
Technical / Professional skills and specialized knowledge in relation to Company's business	Yes	Yes	Yes	Yes	Yes	Yes

**H. Confirmation that in the opinion in of the Board, the Independent Director fulfills the condition specified in this regulation and is independent of the Management:**

All the Independent Directors of the Company have given their respective declaration/disclosures under section 149(7) of the Act read with Regulation 25(8) of the SEBI Listing Regulations 2015 and have confirmed that they fulfill the independence criteria as specified under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations 2015 and have also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. Further, the Board after taking these declaration/disclosures on record and acknowledging the veracity of the same concluded that the Independent Directors are persons of integrity and possess the relevant expertise and experience to qualify as Independent Directors of the Company and are Independent of the Management.

On the basis of the declarations made by the Independent Directors, the Board of Directors are of the opinion that the Independent Directors of the Company fulfill conditions specified in Companies Act, 2013 and under SEBI Listing Regulations 2015 and are Independent of the management of the Company.

**I. Detailed Reason for resignation of Independent Director who resigns before the expiry of his/her tenure along with the confirmation by such director that there are no other material reasons other than those provided:**

During the year under review, none of the Independent Directors of the Company had resigned before the expiry of their respective tenure(s).

**J. Notice and Agenda:**

All the meetings are conducted as per well designed and structured Notice and agenda. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions. Agenda also includes minutes of the meetings of all the Board Committees and Subsidiaries for the information of the Board. Additional agenda items in the form of "Other Business" are included with the permission of the majority of Directors including one Independent Director. Agenda papers are circulated seven days prior to the Board Meeting. In addition, for any business exigencies, the resolutions are passed by circulation and later placed at the subsequent Board/Committee Meeting for ratification/approval.

**K. Invitees & Proceedings:**

Apart from the Board members, the Company Secretary, the CFO, are invited to attend the Board Meetings. The CFO makes presentation on the quarterly and annual operating & financial performance and on annual operating & capex budget. The Managing Director and other senior executives make presentations on capex proposals & progress, operational health and other business issues. The Chairman of various Board Committees brief the Board on all the important matters discussed & decided at their respective committee meetings, which are generally held prior to the Board meeting.

**L. Post Meeting Action:**

Post meetings, all important decisions taken at the meeting are communicated to the concerned officials and departments. Action Taken Report is prepared and reviewed periodically by the Managing Director for the action taken / pending to be taken.

**M. Support and Role of Company Secretary:**



He acts as interface between the Board and the Management and provides required assistance on compliance of the SEBI Listing Regulations 2015, SEBI (SAST) Regulations, 2011 and the Companies Act, 2013.

#### **N. Meeting Of Independent Directors**

Pursuant to the Regulation 25(3) of SEBI Listing Regulations 2015 and Schedule IV of the Companies Act, 2013, the Independent Directors of the Company shall hold at least one meeting in a year without attendance of non-Independent Directors and members of the Management. Accordingly, meeting of the Independent Directors of the Company was held on 10<sup>th</sup> November, 2021 to consider the following businesses as required under Regulation 25(4) of SEBI Listing Regulations 2015 and the Companies Act, 2013:-

- (a) Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- (b) Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors and;
- (c) Assess the quality, quantity and timelines of flow of information between the company's management and the Board of Directors that is necessary for the Board to effectively and reasonably perform their duties.

Attendance of Independent Directors in Independent Directors' meeting:

<b>Directors</b>	<b>Meetings held during the year</b>	<b>Meetings Attended</b>
Mr. Ashok Omprakash Agrawal (DIN: 07870578)	1	1
Mr. Pramod Fatehpuria (DIN: 00972389)	1	1
Mr. Dharmendra Solanki (DIN: 09055239)	1	1

#### **III.AUDIT COMMITTEE**

Pursuant to the Companies Act, 2013 and SEBI Listing Regulations 2015, the Company has an independent Audit Committee. The Composition, Procedure, Meeting and Role/Function of the committee comply with the requirements of the Companies Act, 2013 as well as those of SEBI Listing Regulations, 2015. The Audit Committee reviews all applicable mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI Listing Regulations, 2015.

##### **A. The brief terms of reference of the Audit Committee includes the following:**

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with management, the annual financial statement and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Directors Responsibility Statement to be included in the Board's Report as per Section 134(3)(c) of the Companies Act, 2013.
  - b. Changes, if any, in the Accounting policies and practices and the 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.
- Reviewing with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;

- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositories, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Considering and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.

**B. The audit committee mandatorily review the following information:**

- 1) Management Discussion and Analysis of financial condition and results of operations;
- 2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- 3) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- 4) Internal audit reports relating to internal control weaknesses; and
- 5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- 6) 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).
  - (b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

**C. Composition and Attendance of Members at the meeting's of the Audit Committee held during the year 2021-2022**

During the Financial Year 2021-22 five (5) meetings were held as on **13<sup>th</sup> April 2021, 24<sup>th</sup> June 2021, 12<sup>th</sup> August 2021, 10<sup>th</sup> November, 2021 and 10<sup>th</sup> February 2022.**

The composition and attendance of each member of the committee are as under:

Name of the Members of Committee	Category & Designation in Committee	Total no. of meeting during tenure	No. of Meeting held their	No. of Meeting attended
Mr. Ashok Omprakash Agrawal (DIN: 07870578)	Chairman/ Non Executive Independent Director	5	5	5
Mr. Pramod Fatehpuria (DIN: 00972389)	Member/Non Executive Independent Director	5	5	5
Mr. Dharmendra Solanki (DIN:09055239)	Member/Non Executive Independent Director	5	5	5

Company Secretary of the Company acts as the Secretary to the Committee. As required under the Companies Act, 2013, SEBI Listing Regulations 2015 and Secretarial Standards, the Chairman of the Audit Committee, Mr. Ashok Omprakash Agrawal was virtually present at the last Annual General Meeting of the Company held on 28<sup>th</sup> September, 2021 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to answer the shareholder's queries. All the members of the committee are financial literate and possess accounting and related financial management expertise.

**IV. NOMINATION & REMUNERATION COMMITTEE**

Pursuant to SEBI Listing Regulations 2015 and the Companies Act, 2013, the Company has a Nomination and Remuneration Committee. The Nomination & Remuneration Committee (NRC), comprising three independent directors as its members, inter-alia oversees the Company's nomination process for the Directors, senior management and coordinates the annual self-evaluation of the performance of the Board, Committees and of individual Directors.

The Composition, Procedure, Role/Function of the committee complies with the requirements of the Companies Act, 2013 as well as SEBI Listing Regulations 2015 are given below:-

**(A) Brief Terms of reference of the Nomination and Remuneration committee includes the following:-**

- Formulation of the criteria for determining qualifications, positive attributes and independence of a

director and recommend to the Board of Directors a policy relating to the remuneration of the directors, key managerial personnel and other employees;

- For every appointment of an independent director, the Nomination and Remuneration 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 an external agencies, if required;
  - ii. Consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - iii. Consider the time commitments of the candidates.
- Formulation of criteria for evaluation of performance of independent directors and the board of directors
- Devising a policy on diversity of Board of Directors;
- 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.
- 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.
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

**(B) Composition and Attendance of Members of Nomination & Remuneration Committee held during the financial year 2021-22**

During the financial year 2021-22 two (2) meeting were held as on **12<sup>th</sup> August, 2021 and 7<sup>th</sup> October, 2021**. The Composition and attendance of each member of The Nomination and Remuneration Committee of the Company is as under:

<b>Name of the Director</b>	<b>Designation</b>	<b>No. of Meeting held during their tenure</b>	<b>No. of Meeting attended</b>
Mr. Ashok Omprakash Agrawal (DIN: 07870578)	Chairman/ Non Executive Independent Director	2	2
Mr. Pramod Fatehpuria (DIN: 00972389)	Member/Non Executive Independent Director	2	2
Mr. Dharmendra Solanki (DIN: 09055239)	Member/Non Executive Independent Director	2	2

As per Section 178(7) of the Companies Act, 2013 and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him in this behalf shall attend the General Meeting of the Company. The Chairman of the Committee, Mr. Ashok Omprakash Agrawal was virtually present at the 38<sup>th</sup> Annual General Meeting of the Company held through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) on 28<sup>th</sup> September, 2021 to answer shareholders’ queries.

**(C) Performance Evaluation Criteria for Independent Directors:**

The performance evaluation criterion for independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors that may be evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgment.

The evaluation of independent directors is done by the entire board of directors which includes –

- (a) Performance of the directors; and
- (b) Fulfillment of the independence criteria as specified in these regulations and their independence from the management.

Provided that in the above evaluation, the directors who are subject to evaluation do not participate.

**(D) Remuneration Policy and Policy on selection of Directors.**

Pursuant to Regulation 19 read with Part D of Schedule II of SEBI Listing Regulations 2015 and Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy for selection and appointment, re-appointment, removal and appraisals of Directors and Senior Management and the policy has been uploaded on the Company’s website at the web link: <http://medicaps.com/wp-content/uploads/2016/06/Remuneration-Policy.pdf>.

**V. STAKEHOLDERS' RELATIONSHIP COMMITTEE**

As required under Section 178(5) of the Companies Act, 2013 (“the Act”) read with the provisions of Regulation 20 of SEBI Listing Regulations 2015, the Board has in place Stakeholders Relationship Committee. This Committee deals with stakeholder relations and grievances raised by the investors in a timely and effective

manner and to the satisfaction of investors. The Committee oversees performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement. The Company is also registered with SCORES, a centralized web based complaints redressal system launched by SEBI and complaints received on SCORES are monitored regularly and resolved from time to time.

**(A) The Brief terms of reference of Stakeholder Relationship Committee includes the following**

The role of the committee shall inter-alia include the following:-

- Resolving the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

**(B) Composition and Attendance of members of Stakeholders' Relationship Committee held during the financial year 2021-22**

During the financial year 2021- 22 there was 1 (one) meeting held as on 10<sup>th</sup> February 2022.

The composition and attendance of each member of the committee are as under:

Name of the Director/Member	Designation	No. of Meeting held during their tenure	No. of Meetings Attended
Mr. Ashok Omprakash Agrawal (DIN: 07870578)	Chairman/ Non Executive Independent Director	1	1
Mr. Pramod Fatehpuria (DIN: 00972389)	Member/Non Executive Independent Director	1	1
Mr. Dharmendra Solanki (DIN: 09055239)	Member/Non Executive Independent Director	1	1

As per Section 178(7) of the Companies Act, 2013 and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him in this behalf shall attend the General Meeting of the Company. The Chairman of the Committee, Mr. Ashok Omprakash Agrawal was virtually present at the 38<sup>th</sup> Annual General Meeting of the Company held through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") on 28<sup>th</sup> September, 2021.

**Name, designation and address of Compliance Officer of the Company:**

CS Abhishek Jain, Company Secretary and Compliance Officer  
MEDI-CAPS LIMITED

C.O.-201, Pushpratna Paradise, 9/5 New Palasiya,  
Opposite, UCO Bank Indore (M.P.)-452001 INDIA  
Tel. No.: 0731- 4046321, 0731- 4028148  
Fax No.: 0731- 4041435

Email: investors@medicaps.com

**(C) Status Report of investor queries and complaints for the period from April 1, 2021 to March 31, 2022 is given below year:**

Status Report of investor queries and complaints for the period from April 1, 2021 to March 31, 2022 is given below:-

S. N.	Particulars	No. of Complaints
01	Investor complaints pending at the beginning of the year	Nil
02	Investor complaints received during the year	2
03	Investor complaints disposed of during the year	2
04	Investor complaints remaining unresolved at the end of the year	Nil

**VI. RISK MANAGEMENT**

The Company is not required to constitute Risk Management Committee. However the company has a well defined risk management framework in place. The risk management framework is at various levels across the Company

**VII. REMUNERATION OF DIRECTORS:**

- All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity: - Non Executive Directors does not have any pecuniary relationship or transactions with the Company.
- Criteria of making payments to non-executive directors:-  
During the year no remuneration and payment made to any non executive director of the Company.
- During the year no remuneration and payments made to the executive director of the Company.
- No sitting Fees was paid to any Director of the Company during the financial year.

- The Company has not granted any bonuses/stock options/pension etc. to any of its directors.
- Details of fixed component and performance linked incentives along with the performance criteria- Nil.
- The Company does not have service contract with any of its directors. Notice period of minimum 30 days has been fixed for directors. Further, the Company does not pay any severance fee.

**VIII. GENERAL BODY MEETINGS**
**A. Location and time for last three Annual General Meetings held**

The last three Annual General Meetings of the Company were held as detailed below:

Financial Year	Date of AGM	Time of AGM	Venue
36 <sup>th</sup> AGM 2018-19	25 <sup>th</sup> September, 2019	11.00A.M.	Mhow- Neemuch Road, Sector -1, Pithampur, District Dhar, (M.P.) 454775
37 <sup>th</sup> AGM 2019-20*	30 <sup>th</sup> September, 2020	12.30 P.M.	Mhow- Neemuch Road, Sector -1, Pithampur, District Dhar, (M.P.) 454775
38 <sup>th</sup> AGM 2020-21*	28 <sup>th</sup> September, 2021	11.00 A.M.	Mhow- Neemuch Road, Sector -1, Pithampur, District Dhar, (M.P.) 454775

\*Through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for which purpose the registered office of the Company shall be deemed as the venue for the meeting.

**B. Special Resolutions passed in last three Annual General Meeting:**

- In 36<sup>th</sup> AGM held on 25<sup>th</sup> September, 2019, the Company has passed the following special resolution(s):
  - Re-appointment of Mrs. Kusum Mittal, (DIN: 00035356) as a Whole Time Director of the Company for a period of 3 years
  - Alteration in Memorandum of Association of the Company.
- No Special Resolution was passed by the Company in 37<sup>th</sup> AGM held on 30<sup>th</sup> September, 2020.
- In 38<sup>th</sup> AGM held on 28<sup>th</sup> September, 2021, the Company has passed the following special resolution(s):
  - Continuation of directorship of Mr. Ramesh Chandra Mittal (DIN: 00035272) as the Non-Executive Director and Chairman of the Company on attaining the age of 75 (seventy five) years.
  - Re-appointment of Mr. Ashok Omprakash Agrawal (DIN: 07870578) as a Non-Executive Independent Director of the Company for a second term of 5 years.

**C. SPECIAL RESOLUTION(S) PASSED THROUGH POSTAL BALLOT:**

- No resolution was passed by postal ballot during the last financial year ended 31.03.2022.
- None of the business proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

**D. Extra Ordinary General Meeting:**

No extraordinary general meeting of the members was held during the year 2021-22.

**IX.CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:**

The Company has formulated and adopted the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' which, inter alia, includes Policy for determination of "Legitimate Purpose" and 'Code of Conduct for Prevention of Insider Trading in Securities of Medi-Caps Limited in compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations"). The Code is also available on the Company's website <https://medicaps.com/wp-content/uploads/2017/03/COC-25.08.2020.pdf>.

The Company's Code of Conduct has been formulated to regulate, monitor and ensure reporting of trading by the Designated Persons and their immediate relatives towards achieving compliance with the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable. The Code lays down Guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with securities of the Company and cautions them of the consequences of violations. During the year under review, the Company's Code of Conduct was amended in line with the amendments brought in the Regulations by SEBI.

**X.DISCLOSURE REGARDING DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:**

Brief resume(s) of the Director proposed to be appointed/re-appointed/retire by rotation and eligible for re-appointment is given in the Notice convening the Annual General Meeting in separate annexure.

**XI.MEANS OF COMMUNICATION**

The Company recognizes the importance of two way communication with Shareholders and of giving a balanced reporting of results and progress. Full and timely disclosure of information regarding the Company's financial position and performance is an important part of your Company's corporate governance ethos.

Your Company follows a robust process of communicating with its stakeholders, security holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchange, the Annual Report and uploading relevant information on its website.

The quarterly, half-yearly and annual financial results are published in widely circulated newspapers such as Free Press Journal (English) & Choutha Sansar (Hindi) in compliance with Regulation 47 of the SEBI Listing Regulations 2015. These are not sent individually to the shareholders.

**Quarterly Results:**

The unaudited quarterly results are announced within forty- five days of the close of each quarter, other than the last quarter. The audited annual results are announced within sixty days from the end of the financial year as required under the SEBI Listing Regulations 2015. The aforesaid financial results are announced to the Stock Exchange within the statutory time period from the conclusion of the Board Meeting(s) at which these are considered and approved.

**Other Information:**

Your Company discloses to the Stock Exchange, all information required to be disclosed under Regulation 30 read with Part ‘A’ and Part ‘B’ of Schedule III of the SEBI Listing Regulations 2015 including material information having a bearing on the performance/ operations of the Company and other price sensitive information. All information is filed electronically on the online portal of BSE Limited – Corporate Compliance & Listing Centre (BSE Listing Centre).

The Company’s website: [www.medicaps.com](http://www.medicaps.com) contains a separate dedicated section “Investor Relations” where information for shareholders is available. The Quarterly/Annual Financial Results, annual reports, investor forms, stock exchange information, shareholding pattern, corporate benefits, policies, investors’ contact details, etc., are posted on the website in addition to the information stipulated under Regulation 46 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has not made any official releases and presentation to any institution.

**XII.GENERAL SHAREHOLDER INFORMATION.**

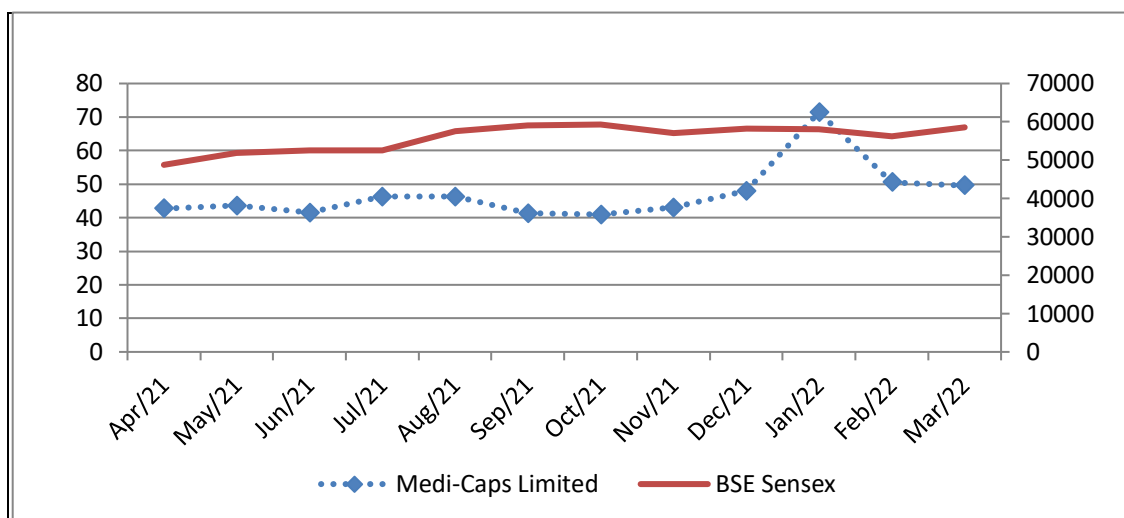
Date, Time and Venue of Annual General Meeting	Wednesday, 28 <sup>th</sup> September, 2022 at 12:00 Noon (IST) through Video Conferencing or Other Audio Video Means (OAVM) for which purposes the registered office shall be deemed to be venue of the Meeting
Financial Year	The financial year covers the period from 1 <sup>st</sup> April, to 31 <sup>st</sup> March
Financial Year Reporting for 2022-23 1st Quarter ending 30th June, 2022 2nd Quarter ending 30th Sept, 2022 3rd Quarter ending 31st Dec, 2022 4th Quarter ending 31st March, 2023	On or Before 14 <sup>th</sup> August, 2022 On or Before 14 <sup>th</sup> November, 2022 On or Before 14 <sup>th</sup> February, 2023 On or Before 30 <sup>th</sup> May, 2023
Dividend Payment Date	No Dividend was recommended by the Board of Directors for Financial Year ended 31 <sup>st</sup> March, 2022
Date of Annual Book Closure (both days inclusive)	From Thursday, 22 <sup>nd</sup> September, 2022, to Wednesday 28 <sup>th</sup> September, 2022, (both days inclusive)
Listing on Stock Exchange	<b>The BSE Limited</b> 25 <sup>th</sup> Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001 (M.H.)
Listing Fees	Board of Directors of the Company confirmed that Annual Listing Fees for the financial year 2022-23 has been paid to BSE Limited, Mumbai
Stock Code ISIN No. CIN	523144 INE442D01010 L70100MP1983PLC002231
Market Price Data: High/Low during each month in the last Financial Year.	As per attached Table-1
Relative Performance of Share Price V/S BSE Sensex	As per attached Table-2
Suspension of Securities	Not applicable
Registrars and Share Transfer Agents (For physical and demat shares)	ANKIT CONSULTANCY PRIVATE LIMITED CIN : U74140MP1985PTC003074 SEBI REG. No. INR000000767 Plot No.60, Electronics Complex, Pardeshipura, Indore - 452010 (M.P) Tel.:0731-4065797, 4065799, Fax: 0731-4065798 E-mail:investor@ankitonline.com Web Address:- www.ankitonline.com
Share Transfer System	Share transfers and related operations for the Company are processed by the Company’s RTA.

	<p>In accordance with Regulation 40 of the SEBI Listing Regulations 2015, as amended, the Company had stopped accepting any share transfer requests for securities held in physical form. Further, SEBI had vide its circular dated January 25, 2022, mandated companies to issue its securities in demat form only while processing various service requests such as issue of duplicate securities certificates, sub-division, consolidation, transmission, etc. to enhance ease of dealing in securities markets by investors. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website at <a href="http://www.medicaps.com">www.medicaps.com</a></p> <p>Dematerialisation of holdings will, inter alia, curb fraud in physical transfer of securities by unscrupulous entities and improve ease, convenience and safety of transactions for investors. In view of the aforesaid, Members who are holding shares in physical form are hereby requested to convert their holdings in electronic mode to avail various benefits of dematerialization.</p>
Distribution of shareholding as on 31.03.2022	As per attached Table-3
Dematerialisation of shares & liquidity	1,20,17,734 shares are dematerialized (as on 31.03.2022) i.e. 96.37% of total shares viz.; 1,24,69,956 equity shares
Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity	The Company has not issued any GDRs/ADRs/ Warrants or any convertible instruments.
Commodity price risk or foreign exchange risk and hedging activity	Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.
Registered Office and Plant Location	Mhow - Neemuch Road Sector 1 Pithampur Dhar M.P. 454775 INDIA
Address for Shareholders’ correspondence:	C.O.-201, Pushpratna Paradise, 9/5 New Palasiya, Opposite, UCC Indore (M.P.)-452001 INDIA Tel. No.: 0731- 4046321, 0731- 4028148 Fax No.: 0731- 4041435 Email: <a href="mailto:investors@medicaps.com">investors@medicaps.com</a>
List of Credit Ratings	During the year under review your Company has not obtained any Credit Rating as the same was not applicable to the company

**Table-1 Market Price Data (in Rs.)**

The monthly high and low price of shares of the Company traded at the BSE Limited, for the period start from April, 2021 to March, 2022 are given below:

Month	Apr 21	May 21	Jun 21	Jul 21	Aug 21	Sep 21	Oct 21	Nov 21	Dec 21	Jan22	Feb22	Mar22
<b>High</b>	43.90	51.70	51.95	49.05	53.75	47.95	44.00	45.00	49.95	91.15	73.90	53.90
<b>Low</b>	36.70	41.05	41.00	41.00	42.25	40.00	38.25	39.30	41.10	47.00	45.45	48.00

**Table-2 Relative performance of share price v/s. BSE Sensex:**

**Table-3 Distribution of Shareholding according to size class as on March 31, 2022**

Category (Shares)	Number of Share holders	% age of total Share holder	Shares	% age of Total Shares
Up to 100	14041	77.16	369953	2.97
101-200	1172	6.44	189567	1.52
201-300	719	3.95	199859	1.60
301-400	570	3.13	221584	1.78
401-500	327	1.80	156663	1.26
501-1000	688	3.78	539613	4.33
1001-2000	349	1.92	538989	4.32
2001-3000	112	0.62	285168	2.29
3001-4000	45	0.25	161477	1.29
4001-5000	40	0.22	188914	1.51
5001-10000	66	0.36	474682	3.81
10000-Above	68	0.37	9143487	73.32
<b>TOTAL</b>	<b>18197</b>	<b>100%</b>	<b>12469956</b>	<b>100.00%</b>

**INFORMATION FOR PHYSICAL SHAREHOLDERS**

SEBI vide Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 has mandated all listed entities to ensure that shareholders holding equity shares in physical form shall update their PAN, KYC, nomination and bank account details (if not updated or provided earlier) through the Registrar & Share Transfer Agent. Necessary communication through letters have been sent to all the physical shareholders in this regard. Members are requested to update the above details by submitting the forms available on the Company’s website [www.medicaps.com](http://www.medicaps.com) in or the Company’s RTA’s website i.e. [www.ankitonline.com](http://www.ankitonline.com).

Members holding shares in dematerialised form are requested to intimate changes to their respective Depository through Depository Participants.

Further all the shareholders who have not dematerialized their shares, are also advised to get their shares converted into Demat/electronic form to get inherent benefits of dematerialization. For further queries, you can approach our Registrar and Share Transfer Agent (RTA).

**XIII.SUBSIDIARY COMPANIES**

Regulation 16(1)(c) of the SEBI Listing Regulations 2015 defines a “material subsidiary” mean a subsidiary, whose income or net worth exceeds ten percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Under this definition the Company have one unlisted material wholly owned subsidiaries viz; Medgel Private Limited.

The subsidiary of the Company functions independently, with an adequately empowered Board of Directors and adequate resources. The minutes of the Board Meetings of the subsidiary company are placed before the Board of Directors on a quarterly basis. The financial statements of the subsidiary company is presented to the Audit Committee at every quarterly meeting. The Company has also complied other requirement of Regulation 24 of the SEBI Listing Regulations 2015 with regard to Corporate Governance requirements for Subsidiary Company. Further as per provision of Regulation 24A of SEBI Listing Regulations 2015, secretarial audit report for material subsidiary has also been undertaken and annexed with this annual report.



The SEBI Listing Regulations 2015 mandates the appointment of at least one independent director of the listed parent company on the Board of unlisted material subsidiary companies in India. In compliance with the aforesaid provision Mr. Pramod Fatehpuria and Mr. Ashok Omprakash Agrawal, Independent Directors have been appointed in Medgel Private Limited (Unlisted Material wholly owned subsidiary Company).

#### **XIV. OTHER DISCLOSURES**

##### **A. Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large & web link where policy on dealing with related party transactions.**

All transactions entered into with related parties under Regulation 23 of the SEBI Listing Regulations 2015, during the year under review were on arm's length basis and in the ordinary course of business. There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large. Further, the particulars of transactions between the Company and its related parties in accordance with the Indian Accounting Standards (IND AS) are set out in Note No. 30 of Standalone Financial Statements forming part of the annual report. Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This Policy has also been posted on the website of the Company and can be accessed through web link: <https://medicaps.com/wp-content/uploads/2017/03/RPT-Policy-W.E.F-25.07.2018-Final-Updated.pdf>.

As per the Regulation 23(9) of SEBI Listing Regulations 2015, your Company has also been filed half yearly disclosures of Related Party Transaction in the format as specified by SEBI from time to time with BSE Limited within prescribed time limit and also published the same on website of the company.

##### **B. Policy for determining 'material' subsidiaries:-**

Your Company has formulated a Policy for Determining 'Material' Subsidiaries as defined in Regulation 16(1)(c) of the SEBI Listing Regulations 2015. This Policy has also been posted on the website of the Company and can be accessed through web-link: <https://medicaps.com/wp-content/uploads/2022/08/Policy-for-determining-Material-Subsidiary-f.pdf>

##### **C. Details of non-compliance by the Company, fine, and strictures imposed on the Company by Stock Exchange or SEBI, or any statutory authority, on any matter related to capital markets, during the last three years:**

There were no such non-compliance by the Company and no fine, penalty and strictures imposed by the stock exchange or the SEBI or any statutory authority on any matter related to capital market during the last three years.

##### **D. Vigil Mechanism/Whistle Blower Policy**

In accordance with Regulation 22 of the SEBI Listing Regulations 2015, the Company has formulated a Whistle Blower policy and has established a Vigil Mechanism for directors and employees to enable the Directors, employees and all stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee. The Company affirms that no personnel have been denied access to the Audit Committee under Vigil Mechanism. Details of Whistle Blower Policy are provided in the Board's Report section of this Annual Report and which is also available on the Company's website and can be accessed at the web link: <http://medicaps.com/wp-content/uploads/2021/07/whistle-blower-policy.pdf>

##### **E. Commodity Price Risk or Foreign Exchange Risk and Hedging activities:**

Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.

##### **F. Company had not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)**

##### **G. Disclosure of Accounting Treatment in preparation of Financial Statements**

The Company adopted Indian Accounting Standards ("Ind AS") from 1<sup>st</sup> April, 2017. Accordingly, the financial statements have been prepared in accordance with Ind AS as per the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Act and other relevant provisions of the Act.

##### **H. Details of compliance with mandatory requirement and adoption of non-mandatory requirement:**

Your Company has complied with all the applicable requirements of Regulations 17, 17A, 18, 19, 20, 22, 23, 24, 24A, 25, 26, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations 2015 and the Company has fulfilled the following non-mandatory requirements as prescribed in Regulation 27(1) read with PART E of Schedule II of SEBI Listing Regulations, 2015:-

- The Board: Mr. Ramesh Chandra Mittal (Promoter/Non Executive Director) was appointed as Chairman of the Board and Company.
- Shareholder's Rights: As the quarterly, half yearly, financial performance are published in the newspapers and are also posted on the Company's website, the same are not mailed to the shareholders

- Modified opinion(s) in audit report: During the year under review, the Auditors have provided an unmodified audit opinion on the financial statements of the Company.
- Reporting of Internal Auditor: In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly internal audit reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.
- Separate posts of Chairperson and the Managing Director or the Chief Executive Officer:-  
Not applicable, since company has appointed Mr. Ramesh Chandra Mittal Promoter & Non Executive Director of the company as Chairman of the Board and Company. Further he is also related to the Managing Director of the Company.

The Company has submitted quarterly compliance report on Corporate Governance with the Stock Exchange, in accordance with the requirements of Regulation 27(2)(a) of the SEBI Listing Regulations 2015.

**I. Compliance Certificate from Practicing Company Secretary for Non- Disqualification of directors:**

As required under Part C of Schedule V of the SEBI Listing Regulations, 2015, the Company has obtained a certificate from CS L. N. Joshi (FCS 5201 C.P. No. 4216), proprietor of M/s. L N Joshi & Co., Practicing Company Secretaries, certifying that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

**J. Disclosure on Acceptance of Recommendations made by the Committees to the Board**

During the financial year under review, various recommendations were made by the Committees to the Board of Directors, which were all accepted by the Board, after necessary deliberations.

**K. Total Fees for all Services Paid by the Company and its subsidiaries, on a Consolidated Basis, to the Statutory Auditor and all the entities in the network firm/network entity of which the statutory auditor is a part**

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all the entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

(Amount in Lacs)

Particulars	Medi-Caps Limited	Medgel Private Limited (Wholly Owned Subsidiary of the Medi-caps Limited)	Total
Audit Fees	0.30	2.50	2.80
Tax Audit Fees	0.00	0.20	0.20
Others	0.00	0.30	0.30
<b>Total</b>	<b>0.30</b>	<b>3.00</b>	<b>3.30</b>

**L. Disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

In compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Board has constituted an Internal Committee and Mrs. Kusum Mittal is the Chairperson of the Committee. As there was no reference to the Committee, no meeting was required to be held during the year 2021-22.

The Company has formulated a Policy for Prevention of Sexual Harassment at Workplace to ensure prevention, prohibition and protection against sexual harassment. The policy provides the guidelines for reporting of such harassment and the procedure for resolution & redressal of the complaints of such nature.

Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:-

S. No.	Particulars	No. of Complaints
i)	Number of Complaints filed during the financial year	Nil
ii)	Number of Complaints disposed off during the financial year	Nil
iii)	Number of Complaints pending as at the end of financial year	Nil

**M. Disclosure by company and its subsidiary for loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:-**

The Company and its subsidiary have not made any Loans and advances in the nature of loans to firms/companies in which directors are interested during the FY 2021-22.

**XV.TRANSFER OF AMOUNTS/SHARES TO INVESTOR EDUCATION AND PROTECTION FUND:**

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016, dividend / interest / refund of applications which remains unclaimed/unpaid for a period of 7 years is required to be transferred to IEPF. Further, the IEPF

Rules mandate the companies to transfer all shares on which dividend remains unclaimed/unpaid for a period of 7 consecutive years to the demat account of the IEPF Authority.

Please note that the Company has transferred unpaid/unclaimed dividend pertaining to the financial year 2008-09, 2009-10, 2010-11 and 2011-12 and corresponding shares thereon to the IEPF. Further there are no remaining unpaid/unclaimed dividend and shares pending which are due for transfer to the IEPF.

The Members/claimants whose shares or unclaimed dividends get transferred to IEPF may claim the shares or apply for refund from the IEPF Authority by following the refund procedure as detailed on the website of IEPF Authority at [www.iepf.gov.in/IEPF/refund.html](http://www.iepf.gov.in/IEPF/refund.html).

#### **XVI.DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

The Company does not have any shares in the demat suspense account/unclaimed suspense account.

#### **XVII.CODE OF CONDUCT**

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website at the below mentioned web-link – <http://medicaps.com/wp-content/uploads/2021/08/Code-of-Conduct-for-Board-Senior-Management-Personnel.pdf>.

A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report. Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

#### **XVIII.NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) OF PART C OF SCHEDULE V, WITH REASONS THEREOF:-**

Not, applicable, Company has complied all the requirements of Corporate Governance Report of sub-paras (2) to (10) of Part C of Schedule V of SEBI Listing Regulations 2015.

#### **XIX.MD / CFO CERTIFICATION**

The Managing Director and the Chief Financial Officer of the Company have provided annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with Part B of Schedule II of the SEBI Listing Regulations 2015. Copy of such certificate is annexed with this report.

The Managing Director and the Chief Financial Officer also provided quarterly certification on financial results to the Board in terms of Regulation 33(2)(a) of the SEBI Listing Regulations 2015.

#### **XX.DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS & AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE**

The Company has obtained a certificate from the Statutory Auditors of the Company regarding compliance with the conditions of Corporate Governance as stipulated in terms of Regulation 34(3) read with Schedule V of the SEBI Listing Regulations, 2015 and the same is annexed with this report.

#### **XXI.OTHERS INFORMATION**

- Proceeds from public issues, right issues, preferential issues, etc. :- Not applicable
- The Company has adopted a policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the SEBI Listing Regulations 2015. The said policy is available on the website of the Company at following web link: <https://medicaps.com/wp-content/uploads/2022/03/Policy-for-Determination-of-Materiality.pdf>
- The Company has adopted the policy on preservation of documents in accordance with the Regulation 9 of the SEBI Listing Regulations 2015. The documents preservation policy is available on the website of the company at following web link: <http://medicaps.com/wp-content/uploads/2016/06/Policy-for-preservation-of-Documents.pdf>

#### **XXII.DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

##### **Compliance with the Code of Business Conduct and Ethics**

I, Alok K Garg, Managing Director of Medi-Caps Limited declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended on 31<sup>st</sup> March, 2022.

**For, Medi-Caps Limited**

**Date:** 04<sup>th</sup> August, 2022

**Place:** Indore

**Alok K Garg**  
**Managing Director**  
**DIN: 00274321**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

{ In terms of Regulation 34(3) read with Schedule V Para C sub clause (10)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 }

To,  
The Members of  
**Medi-Caps Limited**  
Mhow-Neemuch Road,  
Sector 1 Pithampur,  
Dhar-454775 (M.P.)

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Medi-Caps Limited** having CIN: L70100MP1983PLC002231 and having registered office at Mhow - Neemuch Road, Sector 1 Pithampur, Dhar-454775 (M.P.) (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

S. NO.	Name of Director	DIN	Date of appointment in Company
1	Mr. Ramesh Chandra Mittal	00035272	06/08/1983
2	Mr. Alok K Garg*	00274321	01/04/1999
3	Mrs. Kusum Mittal	00035356	04/05/1991
4	Mr. Pramod Fatehpuria	00972389	29/05/2014
5	Mr. Ashok Omprakash Agrawal	07870578	25/07/2017
6	Mr. Dharmendra Solanki	09055239	05/02/2021

*Note: Date of Appointment Mr. Alok K Garg showing on MCA portal is 01/04/2007.*

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

**For L.N. Joshi & Company**  
**Company Secretaries**

**L.N. Joshi**

**Proprietor**

**FCS: 5201; C.P. No 4216**

**UDIN: F005201D000715427**

**Peer Review Certificate No. 1722/2022**

**Dated:** 04<sup>th</sup> August, 2022

**Place:** Indore

**MD & CFO COMPLIANCE CERTIFICATE**

{PURSUANT TO REGULATION 17(8) READ WITH PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015}

To,  
The Board of Directors  
**Medi-Caps Limited**

We hereby certify to the Board of Directors of **MEDI-CAPS LIMITED** that:

- A. We have reviewed the financial statements and the Cash Flow Statement prepared in accordance with Indian Accounting Standards for the year ended on March 31, 2022 and that to the best of our knowledge and belief, we state that:
- 1) these statements do not contain any materially untrue statement or omit any material fact or contain

- statements that might be misleading;
- 2) These statements together present a true and fair view of the Company's affairs and are in compliance with applicable Indian Accounting Standards and 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 violative of 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 propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee about:
- 1) significant changes in internal control over financial reporting during the year;
  - 2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - 3) that there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For and on behalf of the board**

**Date:** 25<sup>th</sup> May, 2022  
**Place:** Indore

**Alok K Garg**  
**Managing Director**  
**DIN: 00274321**

**Hemant Sethi**  
**Chief Financial Officer**

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**COMPLIANCE CERTIFICATE FROM STATUTORY AUDITORS OF THE REGARDING  
COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE REQUIREMENTS UNDER  
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.**

To,  
The Members of  
**Medi-Caps Limited**  
Mhow-Neemuch Road,  
Sector 1 Pithampur,  
Dhar-454775 (M.P.)

1. This certificate is issued in accordance with the terms of our engagement.
2. We, **Rawka & Associates**, Chartered Accountants, the Statutory Auditors of **Medi-Caps Limited** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2022, as stipulated in regulations 17, 17A, 18, 19, 20, 22, 23, 24, 24A, 25, 26, 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

**Management's Responsibility**

3. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

**Auditor's Responsibility**

4. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
6. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion**

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17, 17A, 18, 19, 20, 22, 23, 24, 24A, 25, 26, 27, clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of the Listing Regulations during the year ended 31st March, 2022.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Date:** 04<sup>th</sup> Aug, 2022

**Place:** Indore

**For, M/s Rawka & Associates**

**Chartered Accountants**

**FRN: 021606C**

**Venus Rawka**

**Partner**

**M.N. 429040**

**UDIN: 22429040AOFAM7245**

**INDEPENDENT AUDITORS' REPORT ON STANDALONE FINANCIAL STATEMENTS**

**TO,  
THE MEMBERS OF MEDICAPS LIMITED,  
PITHAMPUR-M.P.**

***Report on Audit of Ind AS Standalone Financial Statements******Opinion***

We have audited the accompanying Ind AS Standalone Financial Statements of **MEDICAPS LIMITED** ('the Company'), which comprise the balance sheet as at 31<sup>st</sup> March 2022, the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "The Ind AS Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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, 2022, the Profit (including other 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 Ind AS Standalone Financial Statements in accordance with the Standards on Auditing (SAs) 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 Ind AS 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 independence requirements that are relevant to our audit of the Ind AS 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Standalone Financial Statements.

***Key Audit Matters***

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

***Other Information – Information other than financial statement and Auditor's Report- thereon***

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether such 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 communicate the matter to those charged with Governance. We have nothing to report in this regard.

***Responsibility of Management for Ind AS Standalone Financial Statements***

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in

accordance with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

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

In preparing the Ind AS Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

***Auditor's Responsibility for the Audit of the Standalone Financial Statements***

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

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

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced.

We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the Statement of Profit and Loss Including other comprehensive income, the Cash Flow Statement, and statement of change in equity dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid Ind AS Standalone Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
  - e. On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, 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. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, no remuneration is paid or provided by the company to its directors during the year.
  - 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 has disclosed the impact of pending litigations in its financial position in the Ind AS Standalone Financial Statements.
    - II. The Company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.
    - III. The company was not required to transfer any amount to Investor Education and Protection Fund during the financial year.
    - 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(s) or entities, including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or not that the intermediary shall whether directly or

indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of 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(s) or entities including foreign entities (“Funding Parties”) with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.
- c. Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) by the management contain any material mis- statement.
- v. No dividend has been declared or paid by the Company during the year.

**Place:** Indore

**Date :** 25/05/2022

**UDIN:** 22429040ALKMNO9629

**For: Rawka & Associates**

Chartered Accountants

Firm Reg. No: 021606C

**Venus Rawka**

(Partner)

M. No.: 429040

#### **Annexure ‘A’ to Independent Auditors’ Report**

(Referred to Para 1 under the heading on “Report on Other Legal and Regulatory Requirements” section of our report of even date to the members of Medicaps Limited for the year ended 31<sup>st</sup> March, 2022)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipments.  
(B) The Company does not have any Intangible Assets.
- (b) As explained to us, the Property, Plant & Equipments have been physically verified by the management of the Company in accordance with phased programme of verification, which in our opinion is reasonable, considering the size and nature of its business. No material discrepancies were noticed during such verification.
- (c) According to information and explanation given to us and on the basis of records of the Company examined by us, we report that, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreement are duly executed in favor of the lessee) disclosed in the Financial Statements are held in the name of the Company.
- (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) during the year, therefore clause 3(i)(d) of the Order is not applicable.
- (e) No proceedings have been initiated during the year or are pending against the Company as at March 31,2022 for holding any benami property under the Benami Transactions (Prohibition) Act,1988 and rules made thereunder.
- (ii) (a) According to the information and explanations given to us, physical verification of the inventories has been conducted by the management at reasonable interval. The Company has maintained proper records of inventory, there was no material discrepancies noticed on physical verification of the inventories as compared to the book.  
(b) The Company had no working capital limit against the security of the inventories during the year.
- (iii) (a) During the year the Company has not provided loans, advances in the nature of loans during the year. However the Company has provided guarantee in favour of its Wholly Owned Subsidiary, Medgel Private Limited towards a cash credit limit of Rs. 2 Crores availed from IDBI Bank Limited, Indore. During the year the Company has not provided loans, advances in the nature of loans, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to any a parties other than subsidiaries.  
(b) During the year the investments made are not prejudicial to the Company's interest. The Company has not granted any loans or advances during the year.  
(c) The Company has not granted loans during the year. Therefore Clause 3(iii)(c) of the Order is not applicable.  
(d) There are no amounts of loans granted to companies which are overdue for more than ninety days.

- (e) There were no loans which had fallen due during the year, that have been renewed or extended or fresh loans granted to settle the over dues of existing loans given to the same parties.
- (f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.
- (iv) According to the information and explanations given to us, during the year the company has not entered into any eligible transactions as specified in the provisions of section 185 and 186 of the Companies Act, 2013 hence this clause is not applicable to the Company. However, the company has given guarantee Rs. 2.00 Crores for the Loan taken by Medgel Private Limited (wholly owned subsidiary) from IDBI Bank Ltd.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed there under to the extent notified.
- (vi) According to the information and explanations given to us, the Company is not covered under Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Act, hence this clause is not applicable to the Company.
- (vii) (a) According to the information and explanations given to us and on the basis of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Goods and Service Tax, Provident Fund, Employee's State Insurance, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities.  
As provided to us by the management, the extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, are Nil.
- (b) According to the records of the Company, there are no dues outstanding of income tax / Sales Tax/ wealth tax / service tax / custom duty / excise duty / VAT / cess etc. on account of any dispute except the following:

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount Involved	Amount Unpaid
Income Tax Act, 1961	Income Tax	CIT(A)	A.Y. 2017-18	Rs. 9,86,409/-	Rs. 7,88,128/-
Income Tax Act, 1961	Income Tax	CIT(A)	A.Y. 2018-19	Rs. 20,44,810/-	Rs. 20,44,810/-
Income Tax Act, 1961	Income Tax	CIT(A)	A.Y. 2014-15	Rs. 3,77,00,360/-	Rs. 3,77,00,360/-

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) a) The Company has not defaulted in repayment of loans or other borrowings taken from the banks. The Company has not taken loans from financial institutions and Government.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or other lender.
- c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
- d) On an overall examination of the financial statements of the Company, no funds were raised on short-term basis and neither they have been, used during the year for long-term purposes by the Company.
- e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- f) According to the information and explanations given to us and procedures performed by us, we report that the company has not raised loans during the year on the pledge of securities held in its subsidiary.



- (x) (a) In our opinion and according to the information and explanations given to us, the company has not raised moneys by way of any public offer including debt instruments and term Loans during the year and hence the provisions of clause 3 (x)(a) of the Order are not applicable to the Company.  
(b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.  
(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) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Standalone Financial Statements as required by the applicable Indian accounting standards.
- (xiv) a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.  
b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- (xvi). a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act,1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.  
b) The company has not conducted any Non-Banking Financial or Housing Finance activities during the year.  
c) the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India,  
d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions,2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly Clause 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and 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 indicating that 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.
- (xx) a) Corporate Social Responsibility (CSR) is not applicable to the company, hence, reporting under clause 3(xx)(a) of the Order is not applicable for the year.  
b) The Company does not have ongoing projects relating to CSR. Hence reporting under clause 3(xx)(b) of the Order is not applicable

Place: Indore

Date : 25/05/2022

UDIN: 22429040ALKMNO9629

**For: Rawka & Associates**

Chartered Accountants

Firm Reg. No: 021606C

**Venus Rawka**

(Partner)

M. No.: 429040

### **Annexure ‘B’ to Independent Auditors’ Report**

(Referred to Para 2(f) under the heading of “Report on Other Legal and Regulatory Requirements” section of our report of even date to the members of Medicaps Limited for the year ended 31<sup>st</sup> March, 2022)

Report on the Internal Financial Controls Over financial reporting 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 **MEDICAPS LIMITED** (“the Company”) as of 31<sup>st</sup> March, 2022 in conjunction with our audit of the Ind AS Standalone Financial Statements of the Company for the year ended on that date.

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

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

### **Auditors’ Responsibility**

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

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Indore

Date : 25/05/2022

UDIN: 22429040ALKMNO9629

**For: Rawka & Associates**

Chartered Accountants

Firm Reg. No: 021606C

**Venus Rawka**

(Partner)

M. No.: 429040



<b>MEDI-CAPS LIMITED</b>				
<b>Standalone Balance Sheet as at 31st March, 2022</b>				
<b>CIN: L70100MP1983PLC002231</b>				
<b>Amount in Lacs</b>				
	<b>Particulars</b>	<b>Note</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>A.</b>	<b>Assets</b>			
<b>1</b>	<b>Non-Current Assets</b>			
	(a) Property, Plant and Equipment	2	277.50	325.51
	(b) Financial Assets			
	i. Investments	3	4390.74	4409.73
	ii. Other Financial Assets		-	-
	(c) Other non-current assets	4	5.02	5.15
	Sub-Total - Non Current Assets		4673.26	4740.39
<b>2</b>	<b>Current assets</b>			
	(a) Inventories	5	0.00	4.94
	(b) Financial Assets			
	i. Investments	6	976.83	1028.99
	ii. Trade receivables	7	224.16	241.10
	iii. Cash and cash equivalents	8	11.06	9.14
	iv. Bank Balance other than (iii) above	9	67.61	63.66
	(c) Other current assets	10	227.63	175.45
	Sub-Total - Current Assets		1507.29	1523.28
	<b>Total Assets</b>		<b>6180.55</b>	<b>6263.67</b>
<b>B.</b>	<b>EQUITY AND LIABILITIES</b>			
<b>1</b>	<b>EQUITY</b>			
	(i) Equity Share Capital	11	1247.00	1247.00
	(ii) Other Equity	12	4881.80	4849.91
	Sub-Total - Equity		6128.80	6096.91
<b>2</b>	<b>LIABILITIES</b>			
<b>I.</b>	<b>Non-Current Liabilities</b>			
	(a) Provisions	13	-	13.48
	(b) Deferred tax liabilities (Net)	14	44.13	42.69
	Sub-Total - Non Current Liabilities		44.13	56.17
<b>II.</b>	<b>Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	15	-	-
	(ii) Trade payables due to	16		
	(a) Total Outstanding dues of Micro enterprises and Small enterprises: and		-	-
	(b) Total Outstanding dues of creditors Other than Micro and Small Enterprises		0.05	3.47
	(b) Other current liabilities	17	7.57	107.10
	(c) Current Tax Liabilities (Net)	18	-	-
	Sub-Total -Current Liabilities		7.62	110.57
	<b>Total Equity &amp; Liabilities</b>		<b>6180.55</b>	<b>6263.67</b>
The Notes referred to above are integral part of Standalone Financial Statement. Note on Accounts as Note '1 to 37'				
As per our report of even date, <b>Rawka &amp; Associates</b> Chartered Accountants Firm Reg. No.:-021606C			For and on behalf of the board , <b>For MEDI-CAPS LIMITED</b>	
<b>Venus Rawka</b> Partner Membership No. 429040 Place : Indore Date : 25/05/2022 UDIN:22429040ALKMNO9629		<b>Ramesh Chandra Mittal</b> Chairman & Director DIN:00035272		<b>Alok K. Garg</b> Managing Director DIN:00274321
		<b>Hemant Sethi</b> C.F.O.		<b>Abhishek Jain</b> Company Secretary ACS: 36699



<b>MEDI-CAPS LIMITED</b>				
<b>Standalone Profit and Loss statement for the year ended 31st March, 2022</b>				
<b>CIN: L70100MP1983PLC002231</b>				
<b>Amount in Lacs</b>				
	<b>Particulars</b>	<b>Note</b>	<b>For the Year Ended 31st March 2022</b>	<b>For the Year Ended 31st March 2021</b>
I.	Revenue from operations	19	0.00	0.00
II.	Other Income	20	60.74	0.00
III.	<b>Total Income (I + II)</b>		<b>60.74</b>	<b>0.00</b>
IV.	Expenses:			
	Cost of materials consumed	21	0.00	0.00
	Purchase of stock in trade		0.00	0.00
	Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	0.00	0.00
	Employee benefit expense	23	45.13	0.00
	Finance Cost	24	0.00	0.00
	Depreciation and amortization expense	2	9.23	0.00
	Other expenses	25	12.46	0.00
	<b>Total Expenses (IV)</b>		<b>66.82</b>	<b>0.00</b>
	<b>Profit before exceptional and extraordinary items and tax (III - IV)</b>		<b>-6.08</b>	<b>0.00</b>
V.	Exceptional Items		0.00	0.00
VI.	Profit before extraordinary items and tax (V - VI)		-6.08	0.00
VII.	Extraordinary Items		0.00	0.00
VIII.	<b>Profit before tax (VII - VIII)</b>		<b>-6.08</b>	<b>0.00</b>
IX.	Tax expense:			
X.	(1) Current tax		0.00	0.00
	(2) Deferred tax	27	1.44	-0.51
XI.	<b>Profit/(Loss) for the period From Continuing Operations (IX - X)</b>		<b>-7.52</b>	<b>0.51</b>
XII.	<b>Profit/(Loss) From Discontinued Operation</b>	28	<b>3.72</b>	<b>-11.59</b>
XIII.	<b>Total Profit (Loss) For the Period (XI + XII)</b>		<b>-3.80</b>	<b>-11.08</b>
XIV.	<b>Other Comprehensive Income</b>			
	A (i) Items that will not be reclassified to Profit and Loss		35.69	123.47
	(ii) Income Tax relating to items that will not be reclassified to Profit or Loss			
	B (i) Items that will be reclassified to Profit or Loss			
	(ii) Income Tax relating to items that will be reclassified to Profit or Loss			
	<b>Total Comprehensive Income for the period comprising Profit(Loss) and other comprehensive income for the period (XIII+XIV)</b>		<b>31.89</b>	<b>112.39</b>
XV.	Earning per equity share:	32		
XVI.	For Continuing Operation			
	(1) Basic		-0.06	0.00
	(2) Diluted		-0.06	0.00
	For Discontinued Operation			
	(1) Basic		0.03	-0.09
	(2) Diluted		0.03	-0.09
	For Continuing and Discontinued Operation			
	(1) Basic		-0.03	-0.09
	(2) Diluted		-0.03	-0.09

The Notes referred to above are integral part of Standalone Financial Statement.  
Note on Accounts as Note '1 to 37'

As per our report of even date,  
**Rawka & Associates**  
Chartered Accountants  
Firm Reg. No.: -021606C

For and on behalf of the board ,  
**For MEDI-CAPS LIMITED**

**Venus Rawka**  
Partner  
Membership No. 429040  
Place : Indore  
Date : 25/05/2022  
UDIN:22429040ALKMNO9629

**Ramesh Chandra Mittal**  
Chairman & Director  
DIN:00035272

**Alok K. Garg**  
Managing Director  
DIN:00274321

**Hemant Sethi**  
C.F.O.

**Abhishek Jain**  
Company Secretary  
ACS: 36699





MEDI-CAPS LIMITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 March 2022 CIN: L70100MP1983PLC002231					
Amount in Lacs					
(1) Current Reporting Period					
Equity Share Capital Rs. 10/- each	Balance at the Beginning of the year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
2021-22	1,247.00	-	-		1,247.00
(2) Previous Reporting Period					
Equity Share Capital Rs. 10/- each	Balance at the Beginning of the year	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
2020-21	1,247.00	-	-		1,247.00

Amount in Lacs									
<b>B. OTHER EQUITY</b>									
(1) Current Reporting Period <u>2021-22</u>									
Particulars	Reserve & Surplus				Retained earnings	Other Items of other Comprehensive Income	Total		
	General Reserve	Share Forfeiture Account	Securities Premium	Capital Reserve					
Balance at the beginning of the current reporting period	304.57	27.55	-	9.90	4,318.01	189.88	4,849.91		
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-		
Restated balance at the beginning of the current reporting period	304.57	27.55	-	9.90	4,318.01	189.88	4,849.91		
Profit for the year	-	-	-	-	(3.80)	35.69	31.89		
<b>Total</b>	<b>304.57</b>	<b>27.55</b>	<b>-</b>	<b>9.90</b>	<b>4,314.21</b>	<b>225.57</b>	<b>4,881.80</b>		
(2) Previous Reporting Period <u>2020-21</u>									
Balance at the beginning of the current reporting period	304.57	27.55	-	9.90	4,329.09	66.41	4,737.52		
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-		
Restated balance at the beginning of the current reporting period	304.57	27.55	-	9.90	4,329.09	66.41	4,737.52		
Profit for the year	-	-	-	-	(11.08)	123.47	112.39		
<b>Total</b>	<b>304.57</b>	<b>27.55</b>	<b>-</b>	<b>9.90</b>	<b>4,318.01</b>	<b>189.88</b>	<b>4,849.91</b>		
As per our report of even date, <b>For: Rawka &amp; Associates</b> Chartered Accountants Firm Reg. No.: 021606C  <b>Venus Rawka</b> Partner Membership No. 429040 Place : Indore Date : 25/05/2022 UDIN:22429040ALKMNO9629				For and on behalf of the board , <b>For MEDI-CAPS LIMITED</b>  <b>Ramesh Chandra Mittal</b> Chairman & Director DIN:00035272  <b>Hemant Sethi</b> C.F.O.				<b>Alok K. Garg</b> Managing Director DIN:00274321  <b>Abhishek Jain</b> Company Secretary ACS: 36699	



<b>MEDI CAPS LIMITED</b>		
<b>Standalone Cash Flow Statement for the year ended 31st March, 2022</b>		
<b>CIN: L70100MP1983PLC002231</b>		
<b>PARTICULARS</b>	<b>Amount in Lacs</b>	
	<b>31st March 2022</b>	<b>31st March 2021</b>
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax & Extraordinary Items	-6.08	0.00
Adjustment For:		
Depreciation	18.19	33.11
Dividend Income	0.00	0.00
Other Comprehensive Income	35.69	123.47
Profit/(Loss) from Discontinue operation	3.72	-11.59
Operating Profit before Working Capital Change	<b>51.52</b>	<b>144.99</b>
Adjustment for Working Capital		
(Increase)/ Decrease in Sundry Debtors	16.94	25.38
(Increase)/ Decrease in Inventories	4.94	48.33
(Increase)/ Decrease in Loans & Advances	-52.05	2.19
Increase/ (Decrease) in Current Liabilities	-116.43	2.66
<b>Cash Generated from Working Capital</b>	<b>-146.61</b>	<b>78.55</b>
Cash generated from Operation	-95.08	223.54
Net Income Tax Paid	0.00	0.00
<b>Net cash Flow from Operating Activity</b>	<b>-95.08</b>	<b>223.54</b>
<b>B. Cash Flow from Investing Activities</b>		
Sale/(Purchase) of Investments	71.15	-223.27
Sale/(Purchase) of Fixed Assets	29.82	4.35
Dividend Received	0.00	0.00
<b>Net Cash used in Investing Activities</b>	<b>100.97</b>	<b>-218.92</b>
<b>C. Cash Flow from Financial Activities</b>		
Increase/ (Decrease) in Bank Borrowings	0.00	-6.35
<b>Net Cash Used in Financial Activities</b>	<b>0.00</b>	<b>-6.35</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>5.89</b>	<b>-1.73</b>
Cash & Cash Equivalents at the Beginning of the year	72.79	74.52
Closing of the year	78.67	72.79
<b>Increase in Cash and Cash Equivalents</b>	<b>5.87</b>	<b>-1.73</b>
<b>Note: This Cash flow statement belongs to Continuing and Discontinued operation both</b>		
As per our report of even date annexed	For and on behalf of Board	
<b>Rawka &amp; Associates</b>	<b>Medi-Caps Limited</b>	
Chartered Accountants		
Firm Reg. No.:-021606C		
<b>Venus Rawka</b>	<b>Ramesh Chandra Mittal</b>	<b>Alok K. Garg</b>
Partner	Chairman & Director	Managing Director
Membership No. 429040	DIN:00035272	DIN: 00274321
Place : Indore		
Date : 25/05/2022		
UDIN:22429040ALKMNO9629	<b>Hemant Sethi</b>	<b>Abhishek Jain</b>
	C.F.O.	Company Secretary
		ACS: 36699

**NOTE -1- BASIC ACCOUNTING POLICIES (STANDALONE)**
**1. Corporate Information:**

Medi-Caps Limited ('the Company') is a Public Limited Company incorporated in India under the Companies Act, 1956 in 1983 as Medi-Caps Pvt. Ltd. The Company has permanently discontinued its manufacturing activities on 21.11.2019 and now operates in Real Estate Sector. The registered office of the Company is located at Mhow - Neemuch Road, Sector- 1, Pithampur, Dhar[MP] -454775. The financial statements were authorised to be issued in accordance with a resolution of the directors on 25<sup>th</sup> May,2022.

The Company's shares are listed for trading on the Bombay Stock Exchange Limited (BSE).

**2. Basis of preparation:**
**(i) Compliance with Ind AS**

These financial statements have been prepared to comply in all material aspects 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 ('Act') read with of the Companies (Indian Accounting Standards) Rules,2015 as amended and other relevant provisions of the Act.

**(ii) Historical Cost Convention**

The financial statements have been prepared and presented under the historical cost convention and on accrual basis of accounting, Indian Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, except where otherwise stated, the accounting principles have been consistently applied.

**3. Rounding of amounts:**

All amounts disclosed in the financial statement and notes have been rounded off to the nearest Lakhs; except where otherwise indicated.

**4. Current versus non-current classification:**

The company presents its assets and liabilities in the balance sheet on current/non-current classification. An Asset is treated as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) Held primarily for the purpose of trading;
- c) Expected to be realised within twelve months after the reporting period; or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is Current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period; or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other Liabilities are classified as non- current.

Deferred tax liabilities are classified under non-current Liabilities.

**5. Use of Estimates and Assumptions:**

The preparation of financial statements in accordance with Ind AS requires subjective and complex judgments to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses at the date of these financial statements.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- a) Fair value of Financial Assets and Financial liabilities,
- b) The useful lives of, or expected pattern of consumption of the future economic benefits bodied in, depreciable assets,
- c) Valuation of Inventories and Inventory obsolescence,
- d) Provisions and Bad Debts.

**6. Revenue Recognition:**

**Sale of Goods**

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer, usually on delivery of the goods and when all the following conditions are satisfied:

- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Company; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns and allowance, trade discounts and volume rebates and does not include Value added tax (VAT), Central Sales tax (CST) and any other taxes.

**7. Property, Plant and Equipment:**

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises of its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management. The purchase price or construction cost is the aggregate amount, paid and the fair value of any other consideration given to acquire the asset.

When significant parts of plants and equipments are required to be replaced at intervals, the Company depreciates them separately based on their specific useful life. All other repair and maintenance costs are recognised in Statement of Profit or Loss as and when incurred.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted prospectively

Depreciation on Property, Plant & Equipment is provided on straight line method. In accordance with requirements prescribed under Schedule II of the Companies Act, 2013, Company has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual value as prescribed in Schedule II. The estimated useful lives of assets are as follows:

<b>ASSETS</b>	<b>USEFUL LIFE OF ASSET</b>
Factory Building	30 years
Office Building	30 years
Plant & Machinery	20 years
Furniture & Fixtures	10 years
Vehicles	8 years

**8. Inventories:**

Inventories are valued at Lower of cost or net realizable value. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

**Raw materials**

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

**Finished goods and work-in-progress**

Cost includes direct materials, labour and a proportion of manufacturing overheads based on the normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

**9. Trade Receivable:**

Trade receivables are recognized at fair value, the outstanding balances of sundry debtors, advances etc. are verified by the management periodically and on the basis of such verification management determines whether the said outstanding balance are good, bad or doubtful and accordingly same are written off or provided for.

Receivables that are expected in one year or less, are classified as current assets, if not they are presented as non-current assets.

**10. Cash Flow Statement:**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature any deferrals or accruals of past or future operating cash receipts or payments

and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash in hand and Balances with Banks.

#### **11. Investments:**

The investments are valued at fair market value and are therefore reported as per relevant Ind AS-113 and Comprehensive Income consequent to the effect has been reported in Financial Statements.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value.

#### **12. Cash and cash equivalents:**

Cash and cash equivalent in the balance sheet comprise of cash in hand and at banks. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and bank balances, as defined above.

#### **13. Share Capital:**

Ordinary shares are classified as equity.

During the year there is no change in the subscribed share capital as is issued by the company.

#### **14. Earnings per Share:**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the number of shares that are outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

#### **15. Provisions:**

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

#### **16. Deferred Tax:**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

#### **17. Borrowings:**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit or loss over the period of the borrowings.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

#### **18. Borrowings Cost:**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

The Company ceases capitalising borrowing costs when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

#### **19. Trade payables:**

These amounts represent liabilities for goods that have been acquired in the ordinary course of business from suppliers. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

## 20. Current Tax:

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Where current tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

## 21. Employee Benefits:

### Gratuity:

The Employee's Gratuity Fund Scheme, which is defined benefit plan, is managed by Trust maintained with Life Insurance Corporation of India (LIC). The liability with respect to Gratuity is made as per the method stipulated in the payment of gratuity Act, 1972.

## 22. Financial Instruments and Risk Review:

The Company's principal Financial Assets include investments, trade receivables, cash and cash equivalents, other bank balances and loan. The Company's financial liabilities comprise of borrowings and trade payables.

### 23. Fair Value Hierarchy:

The Fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1- Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities,

Level 2- Inputs are other than quoted prices included within Level-1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3- Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the instrument nor are they based on available market data. The following table summarises carrying amounts of financial instruments by their categories and their values in fair value hierarchy for each year presented.

(Amount in Lacs)

Particulars	FVTPL			FVTOCI	Amortized Cost	Total
	Level-1	Level-2	Level-3			
<b>Financial Assets</b>						
Investments	0	0	0	976.83	0	976.83
Trade Receivables	0	0	0	0	224.16	224.16
Cash & Cash Equivalents	0	0	0	0	11.06	11.06
Other Bank Balances	0	0	0	0	67.61	67.61
Loans	0	0	0	0	0	0
Derivative Assets	0	0	0	0	0	0
Other Financial Assets	0	0	0	0	0	0
<b>Total</b>	0	0	0	976.83	302.83	1279.66
<b>Financial Liabilities</b>						
Borrowings	0	0	0	0	0	0
Trade Payables	0	0	0	0	0	0
Derivative Liabilities	0	0	0	0	0	0
Other Financial Liabilities	0	0	0	0	0	0
<b>Total</b>	0	0	0	0	0	0

**Note-02- Property , Plant and Equipments**

Amount in Lacs

S. No	PARTICULAR	GROSS CARRYING AMOUNT				DEPRECIATION				NET BLOCK			Useful Life
		As at 01.04.2021	Additions	Deductions	As at 31.03.2022	Up to 31.03.2021	For the year	Deletions	Upto 31.03.2022	As at 31.03.2022	As at 31.03.2021		
	<b>Own Assets:</b>												
1	Free Hold Land	11.78	0.00	0.00	11.78	0.00	0.00	0.00	0.00	11.78	11.78		
2	Factory Building	239.05	0.00	0.00	239.05	202.75	6.78	0.00	209.53	29.51	36.29	30 Years	
3	Office Buliding	191.21	0.00	0.00	191.21	59.35	6.56	0.00	65.91	125.30	131.87	30 Years	
4	Plant & Machinery	1321.86	0.00	8.36	1313.50	1255.77	0.00	7.94	1247.83	65.68	66.09	20 Years	
5	Furniture & Fixtures	70.60	0.00	0.00	70.60	67.24	2.18	0.00	69.42	1.18	3.36	10 Years	
6	Vehicles	255.85	0.00	105.39	150.46	179.74	2.67	75.99	106.41	44.05	76.11	8 Years	
7	Computers	22.82	0.00	0.00	22.82	22.82	0.00	0.00	22.82	0.00	0.00	3 Years	
	<b>TOTAL</b>	<b>2113.17</b>	<b>0.00</b>	<b>113.75</b>	<b>1999.42</b>	<b>1787.67</b>	<b>18.19</b>	<b>83.93</b>	<b>1721.92</b>	<b>277.50</b>	<b>325.51</b>		
	<b>PREVIOUS YEAR</b>	<b>2164.98</b>	<b>0.00</b>	<b>51.80</b>	<b>2113.17</b>	<b>1802.01</b>	<b>33.11</b>	<b>47.46</b>	<b>1787.67</b>	<b>325.51</b>	<b>362.97</b>		

**Note:**

During the year depreciation on computer not charged, Since Computer has depreciated fully earlier but nominal value of Rs. 1- kept in books because computer exist in physical form at the year end.

<b>MEDI-CAPS LIMITED</b>		
<b>Notes on Financial Statement for the year ended 31st March, 2022</b>		
<b>Amount in Lacs</b>		
	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>Note : 03 Non-Current Investments</b>		
<b>a) Investment in properties</b>	<b>107.93</b>	<b>107.93</b>
<b>b) Investment in Equity instruments</b>		
<b>i) Trade Investment (Unquoted) In Subsidiary Company</b>		
1,46,81,953 (1,46,81,953) Equity Share of Rs. 10/- each of Medgel Private Limited	4282.35	4282.35
	<b>4282.35</b>	<b>4282.35</b>
<b>ii) Investment in Equity Instrument (Quoted)</b>		
100 (100) Equity Shares of Natural Capsules Limited	0.46	0.11
	<b>0.46</b>	<b>0.11</b>
<b>c) Other Investments</b>		
LIC Group Gratuity Fund Scheme	0.00	7.41
LIC Leave Encashment Scheme	0.00	11.93
	<b>0.00</b>	<b>19.34</b>
	<b>4390.74</b>	<b>4409.73</b>
Aggregate amount of quoted Investments	0.01	0.01
Aggregate Market value of quoted Investments	0.46	0.11
Aggregate amount of unquoted Investments	4390.28	4409.62
Aggregate amount of impairment in value of Investments	-	-
<b>Note : 04 Other Non Current Assets</b>		
(Unsecured, considered good unless otherwise stated)		
Security Deposits	5.02	5.15
	<b>5.02</b>	<b>5.15</b>
<b>Note : 05 Inventories</b>		
Valued at Cost or Net Realisable Value, Whichever is Lower		
Raw Materials	0.00	0.00
Finished Goods	0.00	0.00
Stores and Spares	0.00	4.46
Packing Material	0.00	0.47
	<b>0.00</b>	<b>4.94</b>
<b>Note : 06 Current Investment</b>		
<b>Investment in Mutual Funds (Quoted)</b>		
Axis Focused 25 Fund	10.13	0.00
IDFC Equity Fund	124.80	105.00
Reliance Top 200 Equity Fund	130.73	104.53
HDFC Low Duration Fund	337.97	310.39
HDFC Banking & PSU	41.53	24.97
Birla Mutual Fund	37.55	38.08
IDBI Ultra Short Term Fund- Growth	0.00	163.80
Reliance Money Manager Fund- Growth	294.11	282.23
	<b>976.83</b>	<b>1028.99</b>
Aggregate amount of quoted Investments	751.71	839.21
Aggregate Market value of quoted Investments	976.83	1028.99
Aggregate amount of unquoted Investments	-	-
Aggregate amount of impairment in value of Investments	-	-



**Amount in Lacs**

<b>Note : 07 Trade Receivables</b>		<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
(a) Trade Receivables considered good - Secured			
(b) Trade Receivables considered good - Unsecured		224.16	241.10
(c) Trade Receivables which have significant increase in credit risk			
(d) Trade Receivables- Credit imapired			
		<b>224.16</b>	<b>241.10</b>

**As on 31st March 2022**
**Note : 7A Trade Receivables Ageing Schedule**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed Trade Receivables considered good - Secured						
(b) Undisputed Trade Receivables considered good - Unsecured	0.34	0.00	0.00	157.46	66.36	224.16
(c) Undisputed Trade Receivables which have significant increase in credit risk						
(d) Undisputed Trade Receivables- Credit imapired						

**As on 31st March 2021**
**Note : 7A Trade Receivables Ageing Schedule**

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed Trade Receivables considered good - Secured						
(b) Undisputed Trade Receivables considered good - Unsecured	17.28	0.00	157.46	9.33	57.02	241.10
(c) Undisputed Trade Receivables which have significant increase in credit risk						
(d) Undisputed Trade Receivables- Credit imapired						



Note : 08 Cash & Cash Equivalents	Amount in Lacs	
	As at 31st March 2022	As at 31st March 2021
(a) Balances with banks		
In Current Accounts	10.97	8.93
(b) Cheques, drafts on hand	-	-
(c) Cash in hand		
Cash in Hand	0.09	0.20
	<b>11.06</b>	<b>9.14</b>
<b>Note : 09 Bank Balances other than above</b>		
Balance with Noted Banks :		
In Fixed Deposit Accounts	67.61	63.66
	<b>67.61</b>	<b>63.66</b>
<b>Note : 10 Other Current Assets</b>		
(i) Advances other Than Capital Advances		
Advance to Suppliers & Others	51.00	0.00
(ii) Others		
Balances with Government Authorities	0.00	0.00
Advance Tax & TDS (Net of Provisions)	169.29	168.11
Prepaid Expenses	0.00	0.00
Pre-Operative Exp.	7.34	7.34
	<b>227.63</b>	<b>175.45</b>
<b>Note : 11 Equity Share Capital</b>		
<b>Authorised Share Capital :</b>		
1,50,00,000 Equity Shares of Rs. 10/- each (Previous Year 1,50,00,000 Equity Shares of Rs. 10/- each)	<b>1500.00</b>	<b>1500.00</b>
<b>Issued Share Capital :</b>		
1,24,69,956 Equity Shares of Rs. 10 each fully paid up (Previous Year 1,24,69,956 Equity Shares of Rs.10/- each)	1247.00	1247.00
<b>Subscribed &amp; Paid Share Capital :</b>		
1,24,69,956 Equity Shares of Rs. 10 each fully paid up (Previous Year 1,24,69,956 Equity Shares of Rs.10/- each)	1247.00	1247.00
	<b>1247.00</b>	<b>1247.00</b>

Note: The Company has only one class of equity shares at a par value of Rs 10. All the equity shares carry equal rights and obligations including the right to receive dividend and also with respect to voting rights.

Reconciliation of the equity shares outstanding at the beginning and at the end of the year	As at March 31, 2022		As at March 31, 2021	
	Numbers	Value	Numbers	Value
	Equity Shares			
At the beginning of the year	12469956	1247.00	12469956	1247.00
Issued during the year	-	-	-	-
Outstanding at the end of the year	12469956	1247.00	12469956	1247.00

Details of Shareholders holding more than 5 percent shares in the company	No. of Shares as at			
	31.03.22	% of Holding	31.03.21	% of Holding
	Alok K Garg	3225920	25.87%	3225920
Manisha Garg	2694820	21.60%	2694820	21.60%
Sangeetha S	694400	5.57%	712760	5.72%

Shares held by promoters at the end of the year	31-Mar-2022		31-Mar-2021		Change
	No. of shares	% Held	No. of shares	% Held	
	Name of Promoter/ Promoter Group				
R.C.Mittal (Promoter)	10000	0.08%	10000	0.08%	0.00%
Alok K Garg (Promoter)	3225920	25.87%	3225920	25.87%	0.00%
Manisha Garg (Promoter Group)	2694820	21.60%	2694820	21.60%	0.00%
Nirmala Anantram Mittal (Promoter Group)	3172	0.03%	0	0.00%	0.03%
Anantram Daudayal Mittal (Promoter Group)	0	0.00%	4172	0.03%	-0.03%
Trapti Investments LLP (Promoter Group)	307128	2.46%	307128	2.46%	0.00%
Kusum Mittal (Promoter)	10000	0.08%	10000	0.08%	0.00%
Gitika Agrawal (Promoter Group)	400	0.00%	400	0.00%	0.00%

<b>Note : 12 Other Equity</b>	<b>As at 31st March 2022</b>	<b>As at 31st March 2021</b>
<b>Capital Reserve</b>		
Opening Balance	9.90	9.90
Less: Adjustment for Investment in Share Written Off	0.00	0.00
	<b>9.90</b>	<b>9.90</b>
<b>Share Forfeiture A/c</b>		
As per last balance sheet	<b>27.55</b>	<b>27.55</b>
<b>General Reserve</b>		
As per last balance sheet	<b>304.57</b>	<b>304.57</b>
<b>Surplus</b>		
Opening balance	4507.89	4395.50
Add: Net profit for the current year	-3.81	-11.08
Add: Other Comprehensive Income	35.69	123.47
<b>Closing Balance</b>	<b>4539.77</b>	<b>4507.89</b>
	<b>4881.80</b>	<b>4849.91</b>

**Explanation to Note No. 12 Other Equity**
**Capital Reserve**

The Capital Reserve has been created as per the requirement of earlier provisions of The Companies Act, 1956. Such Reserve is not available for distribution to the shareholders.

**General Reserve**

The Company has transferred a portion of the net profit before declaring dividend to general reserve pursuant to the earlier provision of The Companies Act, 1956. As transfer to the general reserve is not mandatorily required under the Companies Act, 2013.

	<b>Amount in Lacs</b>	
<b>Note : 13 Provisions</b>		
Provision for Employee Benefit-Gratuity	0.00	13.48
	<b>0.00</b>	<b>13.48</b>

<b>Note : 14 Deferred Tax Liability</b>		
On Depreciation (Difference as per Books & as per I.T. Act)	44.13	42.69
	<b>44.13</b>	<b>42.69</b>

<b>Note : 15 Borrowings: current maturities of long term debt</b>		
	0.00	0.00
	<b>0.00</b>	<b>0.00</b>

<b>Note : 16 Trade Payable</b>		
Total Outstanding dues to Micro & Small Enterprises	0.00	0.00
Total Outstanding dues of Creditors other than Micro & Small Enterprises	0.05	3.47
	<b>0.05</b>	<b>3.47</b>

**As on 31st March 2022**
**Note : 16A Trade Payable Ageing Schedule**

	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME					
(ii)	Others	0.05	0.00	0.00	0.00	0.05
(iii)	Disputed Dues- MSME					
(iv)	Disputed Dues- Others					

**As on 31st March 2021**
**Note : 16A Trade Payable Ageing Schedule**

	Particulars	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	MSME					
(ii)	Others	3.47	0.00	0.00	0.00	3.47
(iii)	Disputed Dues- MSME					
(iv)	Disputed Dues- Others					



Note : 17 Other Current Liabilities	Amount in Lacs	
	As at 31st March 2022	As at 31st March 2021
Others		
Audit Fee Payable	0.27	0.30
Bonus Payable	0.00	0.00
Commission Payable	4.86	4.86
ESI Payable	0.00	0.00
GST Payable	0.59	0.34
Outstanding Liabilities	1.77	1.54
Professional Tax	0.01	0.01
Provident Fund	0.00	0.00
TDS on Consultancy	0.07	0.02
TDS on Contractor Payment	0.00	0.00
TDS on Salary	0.00	0.00
TDS on Sales Commission	0.00	0.01
TCS Payable	0.00	0.01
Security Deposit for Medicaps Business Park	0.00	100.00
	<b>7.57</b>	<b>107.10</b>
<b>Note :18 Current Tax Liability</b>		
For Taxation	0.00	0.00
	<b>0.00</b>	<b>0.00</b>

**NOTES TO PROFIT & LOSS STATEMENT**

Note : 19 Revenue from Operation	For the Year Ended 31-03-2022	For the Year Ended 31-03-2021
Sale of product	0.00	0.00
Less : Excise Duty/ GST	0.00	0.00
	<b>0.00</b>	<b>0.00</b>

Note :20 Other Incomes		
(a) Interest Income	5.42	0.00
(b) Dividend income	0.00	0.00
(c) Other Non Operating Income		
Lease Rent	5.08	0.00
Capital gain / (Loss) on Mutual Fund	42.72	0.00
Profit on sale of Fixed Assets	4.74	0.00
Misc. Income	2.77	0.00
	<b>60.74</b>	<b>0.00</b>

Note : 21 Cost of Materials Consumed		
<b>A) Raw Material Consumed</b>		
Opening Stock	0.00	0.00
Purchases	0.00	0.00
	0.00	0.00
Less : Closing Stock	0.00	0.00
Raw Material Consumed	<b>0.00</b>	<b>0.00</b>
<b>B) Packing Material Consumed</b>		
Opening Stock	0.47	1.00
Less: Goods removed	0.47	0.53
Purchases	0.00	0.00
	0.00	0.47
Less : Closing Stock	0.00	0.47
Packing Material Consumed	<b>0.00</b>	<b>0.00</b>
<b>Grand total of Materials Consumed (A) + (B)</b>	<b>0.00</b>	<b>0.00</b>

Note : 22 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		
Closing Stock of :		
Finished Goods	0.00	0.00
Stock in Process	0.00	0.00
Waste	0.00	0.00
<b>Total (A)</b>	<b>0.00</b>	<b>0.00</b>
Opening Stock of :		
Finished Goods	0.00	0.00
Stock in Process	0.00	0.00
Waste	0.00	0.00
<b>Total (B)</b>	<b>0.00</b>	<b>0.00</b>
<b>Increase/(Decrease) in Stock (A-B)</b>	<b>0.00</b>	<b>0.00</b>



	Amount in Lacs	
	For the Year Ended 31-03-2022	For the Year Ended 31-03-2021
<b>Note : 23 Employees Remuneration &amp; benefits</b>		
Salary, Wages, Allowances & other Benefits	28.40	0.00
Directors Remuneration	0.00	0.00
Gratuity	16.73	0.00
P. F. Contribution	0.00	0.00
Staff Welfare Expenses	0.00	0.00
	<b>45.13</b>	<b>0.00</b>
<b>Note : 24 Finance Charges</b>		
Interest	0.00	0.00
	<b>0.00</b>	<b>0.00</b>
<b>Note : 25 Other Expenses</b>		
Advertisement & Publicity	0.62	0.00
Audit Fee	0.30	0.00
Annual Listing Fees	3.90	0.00
Bank Charges	0.16	0.00
Consultancy Charges	2.48	0.00
Conveyance Expenses	0.15	0.00
Insurance Charges	0.04	0.00
Interest on VAT/Ex.Duty/Custom/Tds/Service Tax/GST	0.95	0.00
Legal Expenses	0.10	0.00
Membership Fee & Subscription	0.54	0.00
Misc. Expenses	0.03	0.00
Office & General Expenses	0.04	0.00
Postage, telegram	0.01	0.00
Printing & Stationary	0.15	0.00
Professional Tax for Company	0.03	0.00
Rent, Rates & Taxes	0.95	0.00
ROC Exp.	0.52	0.00
<b>Repairs &amp; Maintenance</b>		
Other	0.11	0.00
Vehicle Running & Maintenance	1.19	0.00
Website Maintenance Charges	0.19	0.00
	<b>12.46</b>	<b>0.00</b>

**Note 26 : Segment Information**

The Company has only one reportable segment i.e., Real Estate Division as the company has discontinued its pharma division w.e.f. 21/11/2019.

**Note 27 : Deferred Tax**

Information on deferred tax has been provided in accordance with Ind AS-12 Accounting for taxation on income, issued by the Institute of Chartered Accountants of India.

The deferred tax assets for the year is Rs.(1.44)/- Lacs has been recognized in the profit & Loss Account.

<b>Note 28 Income/(Loss) from Discontinue Operation</b>			
I.	Revenue from Finished Stock Sold		74.16
II.	Other Income		73.25
III.	Total Revenue (I +II)		<b>147.41</b>
IV.	Expenses:		47.80
	Changes in inventories:		
	<b>Closing Stock of :</b>	<b>2021-22</b>	<b>2020-21</b>
	Finished Goods	0.00	0.00
	Stock in Packing Material	0.00	0.47
	Stock in Stores & Spares	0.00	4.46
		<b>0.00</b>	<b>4.94</b>
	<b>Opening Stock of :</b>		
	Finished Goods	0.00	47.80
	Stock in Packing Material	0.47	0.47
	Stock in Stores & Spares	4.46	4.46
		<b>4.94</b>	<b>52.73</b>
	<b>Increase/(Decrease) in Stock (A-B)</b>	<b>4.94</b>	<b>47.80</b>



	2021-22	2020-21		
Employee Benefit Expenses				16.47
Finance Charges			0.00	0.31
Depreciation and amortization expense			8.96	33.11
Other expenses			6.82	61.32
Advertisement & Publicity	0.00	0.33		
Audit Fee	0.00	0.30		
Annual Listing Fees	0.00	3.90		
Bank Charges	0.00	0.02		
Bad Debts	0.00	0.45		
Sundry deposit Written off	0.00	4.35		
Consultancy Charges	0.00	3.88		
Conveyance Charges	0.00	1.44		
Electricity & Water	0.43	1.03		
Freight Expenses	0.02	0.05		
Factory Expenses	0.29	0.57		
Insurance Charges	0.00	1.87		
Legal Expenses	0.00	1.77		
Membership Fee & Subscription	0.00	0.28		
Miscellaneous Expenses	0.00	25.10		
Postage, telegram	0.00	42.00		
Printing & Stationary	0.00	0.13		
Rent, Rates & Taxes	0.00	1.51		
Repairs & Maintenance	0.00	0.00		
Buildings	6.08	6.33		
Machinery	0.00	3.69		
Other	0.00	2.87		
Telephone & Telex Charges	0.00	0.33		
Tour Expenses	0.00	0.85		
Vehicle Running & Maintenance	0.00	0.26		
V Total Expenses	6.82	103.32	20.71	159.00
<b>Net Profit From Discontinue Operation</b>			<b>3.72</b>	<b>-11.59</b>

Note 29 Payment to Auditors	For the Year Ended 31-03-2022	For the Year Ended 31-03-2021
Audit Fees	0.30	0.30
	<b>0.30</b>	<b>0.30</b>

**Note 30 Related Party Disclosure**

Information on Related party transactions as per Ind AS 24 on related party disclosure:

S.No	Related Party	Transactions		
1	Mr. Alok K. Garg Managing Director	Remuneration	0.00	0.50
2	Medgel Pvt. Ltd. Subsidiary Company (on arm length basis in the ordinary course of business)	Purchase	0.00	0.00
		Sale	1.04	1.55
		Guarantee	200.00	200.00
		Investment	4282.35	4282.35
3	Medicaps Charitable Trust	Lease Rent (Inclusive of GST)	6.00	6.00
		Sales of Misc. Items (Inclusive of GST)	0.00	22.12
4	Mr. Abhishek Jain (Company Secretary appointed w.e.f. 08/10/2021)	Remuneration	2.67	0.00
5	Mr. Hemant Sethi (Chief Financial Officer)	Remuneration	8.86	5.10
6	Ms. Ayushi Silot (Company Secretary Resigned w.e.f. 07/10/2021)	Remuneration	1.55	3.91

**Note 31: Contingent Liabilities**

The Company has provided a corporate guarantee in favour of its Wholly Owned Subsidiary, Medgel Private Limited towards a cash credit limit of Rs. 2 Crores availed from IDBI Bank Limited, Indore.

**Note 32 Earning Per Share**

Earning per share, the numerator and denominator used to calculate Basic and Diluted Earning per shares:

		<b>2021-22</b>	<b>2020-21</b>
i)	Profit after tax used as the numerator	-3.80	-11.08
ii)	Basic / Weighted Average number of Equity Shares used as the denominator	12469956.00	12469956.00
iii)	Nominal Value of Equity shares	10/-	10/-
iv)	Basic & Diluted Earning per Equity Share		
	For Continue Operation	-0.06	0.00
	For Discontinue Operation	0.03	-0.09
	For Continue and Discontinue Operation	-0.03	-0.09

For the F.Y. 2021-22 EPS is calculated on Profit for the year (excluding Profit of Other comprehensive Income), earlier in F.Y. 2020-21 EPS was calculated on Profit for the year (including Profit of Other comprehensive Income) and the same has been restated for the Previous Financial year.

<b>Note 33 Employee Benefits</b>		
<b>Defined benefits plan</b>		
Change in obligation during the year		
Present value of Defined benefit obligation at beginning of year	13.48	25.00
Current Service Cost	0.00	0.00
Past Service Cost	0.00	0.00
Interest Cost	0.00	0.00
Actuarial (Gains) / Losses	0.00	0.00
Benefits Paid	-13.48	-11.52
Present value of Defined benefit obligation at the end of the year	0.00	13.48
Change in assets during the year ended March 31		
Plan assets at the beginning of the year	7.41	17.97
Settlements	0.00	0.00
Expected return on plan assets	0.00	1.04
Contribution by Employer	0.00	0.00
Actual benefits paid	-13.48	-11.52
Deductions	6.07	-0.08
Plan assets at the end of the year	0.00	7.41
Net Assets / (Liability) recognized in the Balance Sheet at March 31		
Present value of Defined benefits Obligation as at March 31.	0.00	13.48
Fair value of plan assets as at March 31	0.00	7.41
Fund Status (Surplus / (Deficit))	0.00	-6.07
Net Assets / (Liability) as at end of the year	<b>0.00</b>	<b>-6.07</b>
Expenses recognised in the Statement of Profit & Loss for the year ended March 31		
Current Service Cost	0.00	0.00
Interest Cost	0.00	0.00
Expected return on plan assets	0.00	-1.04
Past service cost	0.00	0.00
Net Actuarial (Gains) / Losses	0.00	0.00
Total Expenses (Net)	<b>0.00</b>	<b>-1.04</b>
The major categories of plan assets as a percentage of total plan	N.A.	N.A.
Contribution to provident fund and other funds stated under defined contribution plans is Rs. 0.00 Lacs (Previous year Rs. 0.00 Lacs).		

**Note 34:** The Company does not have outstanding for more than 30 days as on 31st March 2022 of S.S.I units of the respective parties.

**Note 35:** The previous year's figures have been regrouped/ restated wherever necessary to confirm with the current years classification.

**Note 36 Ratio**

<b>Ratios</b>	<b>Numerator</b>	<b>Denominator</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>	<b>Change</b>	<b>Explanation</b>
<b>Current Ratio (in times)</b>	Total Current Assets	Total Current Liabilities	197.73	13.78	1335.31%	During the concern period security deposit have been repaid which let to decreasing current liability.
<b>Debt-Equity Ratio (in times)</b>	Long Term Borrowings+ Short Term Borrowings	Total Equity	-	-		N.A.
<b>Debt-Service Coverage Ratio</b>	Earnings for Debt service = Net profit after tax + Non- cash operating expenses + interest + other non cash adjustments+ Interest on debt debited in P&L	Debt service = Interest + Principal Repayment (Non-Current debts only)	-	-		N.A.
<b>Return on Equity Ratio (in times)</b>	Profit for the year less preference divididend (if any)	Average Total Equity	-0.0002	-0.0006	66.23%	During the year loss reduced in the comapany as compared to last year which resulted into better ROE.
<b>Inventory Turnover Ratio (in times)</b>	Revenue From Operations	Average Inventory	-	-		N.A.
<b>Trade Receivable Turnover Ratio (in times)</b>	Revenue From Operations	Average Trade Receivable	-	-		N.A.
<b>Trade Payble Turnover Ratio (in times)</b>	Revenue From Operations	Average Trade Payable	-	-		N.A.
<b>Net Capital Turnover Ratio (in times)</b>	Revenue From Operations	Working Capital (i.e. Total current assets less Total Current Liabilities)	-	-		N.A.
<b>Net Profit Ratio (in %)</b>	Profit for the year before exception items	Revenue From Operations				N.A.
<b>Return On Capital Employed</b>	Profit Before Tax And Finance Costs	Average capital Employed Capital Employed = Net Worth + Deferred Tax Liabilities	-	-		N.A.
<b>Retun on Investment</b>	Income Generated from Investment Funds	Average invested Funds	0.011	-	100.00%	Changes is due to market fluctuation



**Note 37: Other Statutory Information-**

1. The Company has not borrowed any funds from banks and financial institutions for any specific purpose.
2. All the immovable properties title deeds are held in the name of the company and Company is the sole owner of these immovable properties.
3. The Company does not have any Benami property, and no proceeding has been initiated or is pending against the Company for holding any Benami property.
4. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
5. The Company does not have any transactions with companies struck off.
6. The Company has charges which are yet to be registered with ROC beyond the statutory period the detail of which are:

<b>Note No. Details of Charges yet to be registered with ROC</b>				
<b>Charge ID</b>	<b>Charge Holder's Name</b>	<b>Date of Creation</b>	<b>Amount</b>	<b>Reason</b>
90207250	Bank of Baroda	24/03/1992	3.00	The Company has filed the forms for satisfaction of charge in physical mode and the same are not traceable as the matter is very old. The Company has made several requests to the ROC for deletion of the charge ID, however, in absence of the adequate evidence same could not be processed. Due to that only these charges are still being reflected on MCA Portal.
90202622	Bank of Baroda	05/10/1990	10.00	
90204557	Bank of Baroda	24/07/1986	7.00	

7. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
8. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
9. The Company has not issued any security for a specific purpose.
10. The Company has not proposed or declare dividend during the year.

**INDEPENDENT AUDITORS' REPORT ON CONSOLIDATED FINANCIAL STATEMENTS**

To,  
The Members,  
**Medicaps Limited,**  
**Pithampur (M.P.)**

**Report on the Audit of the Consolidated Financial Statements**
**Opinion**

We have audited the accompanying Ind AS Consolidated Financial Statements of **Medicaps Limited** ("the Company") and its subsidiary **Medgel Private Limited** (the Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date and notes to the consolidated financial statement and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Ind AS Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Consolidated 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 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 consolidated state of affairs of the Group as at March 31, 2022, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

**Basis for Opinion**

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

**Key Audit Matters**

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

**Information Other than the Ind AS Consolidated Financial Statements and Auditor's Report Thereon**

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the Ind AS Consolidated Financial Statements, Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Ind AS Consolidated 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 Ind AS Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS Consolidated Financial Statements or our knowledge obtained during the course of our 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 communicate the matter to those charged with Governance. We have nothing to report in this regard.

**Management's Responsibility for the Ind AS Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these Ind AS Consolidated Financial Statements that give a true and fair view of

the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 Ind AS Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

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

Our objectives are to obtain reasonable assurance about whether the Ind AS Consolidated 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 Ind AS Consolidated 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 Ind AS Consolidated 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 controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group 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 Ind AS Consolidated 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 Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS Consolidated Financial Statements, including the disclosures, and whether the Ind AS Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Ind AS Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial Statements, which have been audited by our auditors, such other auditors remains responsible for the direction, supervision and performance of the audits carried out by them. We are solely responsible for our audit opinions.

Materiality is the magnitude of misstatements in the Ind AS Consolidated Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i)

planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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 Ind AS Consolidated 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.

**Place:** Indore

**Date:** 25/05/2022

**UDIN:** 22429040ALKMWF4126

**For: Rawka & Associates**

Chartered Accountants

Firm Reg. No: 021606C

**Venus Rawka**

(Partner)

M. No.: 429040

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

1. As required by Section 143(3) of the Act, based on our audit 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 of the aforesaid Ind AS Consolidated Financial Statements.

b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Ind AS Consolidated Financial Statements have been kept so far as it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Ind AS Consolidated Financial Statements.

d) In our opinion, the aforesaid Ind AS Consolidated Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.

e) On the basis of the written representations received from the directors of the Company as on March 31, 2022 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial control over financial reporting of those companies, for reasons stated therein.

g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company and its subsidiary Company to its directors during the year is in accordance with the provisions of section 197 of 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**, as amended in our opinion and to the best of our information and according to the explanations given to us :

i) The Ind AS Consolidated Financial Statements disclose impact of pending litigations on the consolidated financial position of the Group. The group has following pending litigations which are stated in the table below.

Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount Involved	Amount Unpaid
Income Tax Act, 1961	Income Tax	CIT(A)	A.Y. 2017-18	Rs. 9,86,409/-	Rs. 7,88,128/-
Income Tax Act, 1961	Income Tax	CIT(A)	A.Y. 2018-19	Rs. 20,44,810/-	Rs. 20,44,810/-
Income Tax Act, 1961	Income Tax	CIT(A)	A.Y. 2014-15	Rs. 3,77,00,360/-	Rs. 3,77,00,360/-

ii. Provision has been made in the Ind AS Consolidated Financial Statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivative

iii. The company was not required to transfer any amount to Investor Education and Protection Fund during the financial year.

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(s) or entities, including foreign entities (“Intermediaries”), with the understanding whether recorded in writing or not that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of 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(s) or entities including foreign entities (“Funding Parties”) with the understanding that such 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 guarantee, security or the like on behalf of the Ultimate beneficiaries.

c. Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) by the management contain any material mis-statement.

v. No dividend has been declared or paid by the Company during the year.

2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor’s Report) Order, 2020 (the “Order”/ “CARO”) issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor’s Report, according to the information and explanations given to us and based on the CARO report issued by us for the Company and its subsidiary included in the Consolidated Financial Statement of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO Reports.

**Place:** Indore

**Date:** 25/05/2022

**UDIN:** 22429040ALKMWF4126

**For: Rawka & Associates**

Chartered Accountants

Firm Reg. No: 021606C

**Venus Rawka**

(Partner)

M. No.: 429040

**Annexure “A” to the Independent Auditor’s Report**

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

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

In conjunction with our audit of the Ind AS Consolidated Financial Statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of **Medicaps Limited** (hereinafter referred to as “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

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

The Board of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 ICAI”). 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 the respective 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.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, 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 Institute of Chartered Accountants of India 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 internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

### **Meaning of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the respective companies 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.

**Place:** Indore

**Date:** 25/05/2022

**UDIN:** 22429040ALKMWF4126

**For: Rawka & Associates**

Chartered Accountants

Firm Reg. No: 021606C

**Venus Rawka**

(Partner)

M. No.: 429040



<b>MEDI-CAPS LIMITED</b>			
<b>Consolidated Balance Sheet as at 31 March, 2022</b>			
<b>CIN: L70100MP1983PLC002231</b>			
Particulars	Note	As at 31st March 2022	As at 31st March 2021
<b>Assets</b>			
<b>-1 Non-current assets</b>			
(a) Property, Plant and Equipment	2	3117.21	2998.24
(b) Capital Work in Progress	2	24.34	54.22
(c) Goodwill	2	2814.15	2814.15
(d) Financial Assets			
i. Investments	3	371.76	311.92
ii Other Financial Assets			
(e) Other non-current assets	4	38.69	36.59
Sub-Total - Non Current Assets		6366.15	6215.12
<b>-2 Current assets</b>			
(a) Inventories	5	1184.97	670.61
(b) Financial Assets			
i. Investments	6	2695.65	2629.56
ii. Trade receivables	7	1007.19	638.66
iii. Cash and cash equivalents	8	22.83	39.40
iv. Bank Balance other than (iii) above	9	952.66	641.50
(c) Other current assets	10	805.60	647.03
Sub-Total - Current Assets		6668.90	5266.76
<b>Total Assets</b>		<b>13035.05</b>	<b>11481.88</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>-1 Equity</b>			
(a) Equity Share Capital	11	1247.00	1247.00
(b) Other Equity	12	10378.60	9224.24
<b>Equity attributable to owners of the Company</b>		11625.60	10471.24
Non-controlling interest		0.00	0.00
<b>Total Equity</b>		11625.60	10471.24
<b>-2 Liabilities</b>			
<b>A Non-Current Liabilities</b>			
(a) Provisions	13	45.34	40.91
(b) Deferred tax liabilities (Net)	14	44.13	42.69
Sub-Total - Non Current Liabilities		89.47	83.60
<b>-3 Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	15	0.00	0.00
(ii) Trade payables			
(a) Total Outstanding dues of Micro enterprises and Small enterprises: and		0.00	0.00
(b) Total outstanding Dues of Creditors Other than Micro and Small enterprises	16	1168.03	615.52
(b) Other current liabilities	17	151.95	311.52
(c) Current Tax Liabilities (Net)	18	0.00	0.00
Sub-Total -Current Liabilities		1319.98	927.04
<b>Total Equity &amp; Liabilities</b>		<b>13035.05</b>	<b>11481.88</b>
The Notes referred to above are integral part of Financial Statement.			
Note on Accounts as Note '1 to 37'			
As per our report of even date,			
<b>Rawka &amp; Associates</b>		For and on behalf of the board ,	
Chartered Accountants		<b>For MEDI-CAPS LIMITED</b>	
Firm Reg. No.:-021606C			
<b>Venus rawka</b>	<b>Ramesh Chandra Mittal</b>	<b>Alok K. Garg</b>	
Partner	Chairman & Director	Managing Director	
Membership No. 429040	DIN:00035272	DIN:00274321	
Place : Indore			
Date: 25/05/2022			
UDIN:22429040ALKMWF4126	<b>Hemant Sethi</b>	<b>Abhishek Jain</b>	
	C.F.O.	Company Secretary	
		<b>ACS: 36699</b>	



<b>MEDI-CAPS LIMITED</b>			
<b>Consolidated Profit and Loss statement for the year ended 31st March, 2022</b>			
<b>CIN: L70100MP1983PLC002231</b>			
<b>Amount in Lacs</b>			
<b>Particulars</b>	<b>Note</b>	<b>For The Year Ended 31st March 2022</b>	<b>For The Year Ended 31st March 2021</b>
I. Revenue from operations	19	6987.11	5871.89
II. Other Income	20	191.42	58.37
III. <b>Total Income (I + II)</b>		<b>7178.54</b>	<b>5930.26</b>
IV. Expenses:			
Cost of materials consumed	21	3004.63	3107.60
Purchase of stock in trade		0.00	0.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	22	6.43	-171.32
Taxes on sale of goods		0.00	0.00
Employee benefit expense	23	771.01	670.99
Finance Cost	24	0.02	0.00
Depreciation and amortization expense	2	181.32	152.11
Other expenses	25	2196.87	1046.90
Corporate social responsibility Expenses	26	12.50	0.00
<b>Total Expenses (VI)</b>		<b>6172.77</b>	<b>4806.28</b>
V. <b>Profit before exceptional and extraordinary items and tax (III - IV)</b>		<b>1005.77</b>	<b>1123.98</b>
VI. Exceptional Items		0.00	0.00
VII. Profit before extraordinary items and tax (V - VI)		1005.77	1123.98
VIII. Extraordinary Items		0.00	0.00
IX. <b>Profit before tax (VII - VIII)</b>		<b>1005.77</b>	<b>1123.98</b>
X. Tax expense:			
(1) Current tax		0.00	0.00
(2) Earlier year excess provision for tax written back		0.00	0.00
(3) Deferred tax		1.44	-0.51
XI. <b>Profit/(Loss) for the period From Continuing Operation (IX - X)</b>		<b>1004.33</b>	<b>1124.50</b>
XII. <b>Profit/(Loss) From Discontinuing Operation</b>		<b>3.72</b>	<b>-11.59</b>
XIII. <b>Total Profit (Loss) For the Period</b>		<b>1008.05</b>	<b>1112.90</b>
XIV. <b>Profit or Loss Attributable to owners of Parents</b>		<b>1008.05</b>	<b>1112.90</b>
XV. <b>Profit or Loss Attributable to non-Controlling Interest</b>		<b>0.00</b>	<b>0.00</b>
XVI. <b>Other Comprehensive Income</b>			
(i) Items that will not be reclassified to Profit and Loss		146.32	262.88
(ii) Income Tax relating to items that will not be reclassified to Profit or Loss			
(iii) Items that will be reclassified to Profit or Loss			
(iv) Income Tax relating to items that will be reclassified to Profit or Loss			
<b>Total Comprehensive Income for the period comprising Profit(Loss) and other comprehensive income for the period (XI + XII)</b>		<b>1154.37</b>	<b>1375.79</b>
XVII. <b>Total Comprehensive Income Attributable to owners of Parents</b>		<b>1154.37</b>	<b>1375.79</b>
XIX. <b>Total Comprehensive Income Attributable to non-Controlling Interest</b>		<b>0.00</b>	<b>0.00</b>
XX. Earning per equity share: 31			
For Continuing Operation			
(1) Basic		8.05	9.02
(2) Diluted		8.05	9.02
For Discontinuing Operation			
(1) Basic		0.03	-0.09
(2) Diluted		0.03	-0.09
For Continuing and Discontinuing Operation			
(1) Basic		8.08	8.93
(2) Diluted		8.08	8.93

The Notes referred to above are integral part of Financial Statement.  
Note on Accounts as Note '1 to 37'

As per our report of even date,  
**Rawka & Associates**  
Chartered Accountants  
Firm Reg. No.:-021606C

For and on behalf of the board ,  
**For MEDI-CAPS LIMITED**

**Venus Rawka**  
Partner  
Membership No. 429040  
Place : Indore  
Date : 25/05/2022  
UDIN:22429040ALKMWF4126

**Ramesh Chandra Mittal**  
Chairman & Director  
DIN:00035272

**Alok K. Garg**  
Managing Director  
DIN:00274321

**Hemant Sethi**  
C.F.O.

**Abhishek Jain**  
Company Secretary  
**ACS: 36699**



MEDI-CAPS LIMITED							
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY							
as at 31 March, 2022							
CIN: L70100MP1983PLC002231							
Amounts in Lacs							
<b>A. EQUITY SHARE CAPITAL</b>							
(1) Current Reporting Period							
Equity Share Capital Rs. 10/- each	Balance at the Beginning of the year	Changes in equity share capital due to prior period errors		the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period	
2021-22	1,247.00	-		-	-	1,247.00	
(2) Previous Reporting Period							
Equity Share Capital Rs. 10/- each	Balance at the Beginning of the year	Changes in equity share capital due to prior period errors		the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period	
2020-21	1,247.00	-		-	-	1,247.00	
<b>B. OTHER EQUITY</b>							
Particulars	General Reserve	Securities Premium	Share Forfeiture Account	Capital Reserve	Retained earnings	Other Comprehensive Income	Total
<b>2021-22</b>							
Balance at the beginning of the year	304.57	3,263.49	27.55	9.90	4,868.51	750.21	9,224.23
Prior period errors	-	-	-	-	-	-	-
Restated balance	304.57	3,263.49	27.55	9.90	4,868.51	750.21	9,224.23
Profit for the year	-	-	-	-	1,008.04	146.32	1,154.36
Total	304.57	3,263.49	27.55	9.90	5,876.55	896.53	10,378.61
<b>2020-21</b>							
Balance at the beginning of the year	304.57	3,263.49	27.55	9.90	3,755.61	487.33	7,848.45
Prior period errors	-	-	-	-	-	-	-
Restated balance	304.57	3,263.49	27.55	9.90	3,755.61	487.33	7,848.45
Profit for the year	-	-	-	-	1,112.90	262.88	1,375.78
Total	304.57	3,263.49	27.55	9.90	4,868.51	750.21	9,224.24
As per our report of even date,							
For: Rawka & Associates Chartered Accountants Firm Reg. No.:021606C				For and on behalf of the board , For MEDI-CAPS LIMITED			
Venus Rawka Partner Membership No. 429040 Place : Indore Date : 25/05/2022				Ramesh Chandra Mittal Chairman & Director DIN:00035272		Alok K. Garg Managing Director DIN:00274321	
				Hemant Sethi C.F.O.		Abhishek Jain Company Secretary ACS: 36699	



<b>MEDI CAPS LIMITED</b>		
<b>Consolidated Cash Flow Statement for the year ended 31st March, 2022</b>		
<b>CIN: L70100MP1983PLC002231</b>		
<b>PARTICULARS</b>	<b>Amount in Lacs</b>	
	<b>31st March 2022</b>	<b>31st March 2021</b>
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before Tax & Extraordinary Items	<b>1005.77</b>	<b>1123.98</b>
Adjustment For:		
Depreciation	190.27	185.22
Dividend Income	0.00	0.00
Other Comprehensive Income	146.32	262.88
Profit/Loss from discontinue Operation	3.72	-11.59
Operating Profit before Working Capital Change	<b>1346.07</b>	<b>1560.49</b>
Adjustment for Working Capital		
(Increase)/ Decrease in Sundry Debtors	-368.53	-198.07
(Increase)/ Decrease in Inventories	-514.37	-125.98
(Increase)/ Decrease in Loans & Advances	-158.44	-296.45
Increase/(Decrease) in Current Liabilities & Provisions	397.37	591.89
<b>Cash Generated from Working Capital</b>	<b>-643.97</b>	<b>-28.61</b>
Cash generated from Operation	702.10	1531.88
Income Tax for the year	0.00	0.00
<b>Net cash Flow from Operating Activity</b>	<b>702.10</b>	<b>1531.88</b>
<b>B. Cash Flow from Investing Activities</b>		
Sale/(Purchase) of Investments	-128.16	-744.24
Purchase of Fixed Assets	-279.35	-225.68
Dividend Received	0.00	0.00
<b>Net Cash used in Investing Activities</b>	<b>-407.51</b>	<b>-969.92</b>
<b>C. Cash Flow from Financial Activities</b>		
Increase in Short term Bank Borrowings	0.00	-6.35
Proceeds from Long Term Borrowings	0.00	0.00
<b>Net Cash Used in Financial Activities</b>	<b>0.00</b>	<b>-6.35</b>
<b>Net Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>294.59</b>	<b>555.62</b>
Cash & Cash Equivalents at the		
Beginning of the year	680.90	125.28
Closing of the year	975.49	680.90
<b>Increase in Cash and Cash Equivalents</b>	<b>294.59</b>	<b>555.62</b>

**Note: This Cash flow statement belongs to Continuing and Discontinuing operation both**

As per our report of even date annexed

**Rawka & Associates**  
Chartered Accountants  
Firm Reg. No.:-021606C

For and on behalf of Board  
**Medi-Caps Limited**

**Venus rawka**  
Partner  
Membership No. 429040  
Place: Indore  
Date : 25/05/2022  
UDIN:22429040ALKMWF4126

**Ramesh Chandra Mittal**    **Alok K. Garg**  
Chairman & Director        Managing Director  
DIN:00035272                DIN: 00274321

**Hemant Sethi**                **Abhishek Jain**  
C.F.O.                            Company Secretary  
ACS: 36699

**NOTE -1- BASIC ACCOUNTING POLICIES (CONSOLIDATED)**
**1. Corporate Information:**

Medi-Caps Limited ('the Company') is a Public Limited Company incorporated in India under the Companies Act, 1956 in 1983 as Medi-Caps Pvt. Ltd. The Company has permanently discontinued its manufacturing activities on 21.11.2019 and now operates in Real Estate Sector while its wholly owned subsidiary, Medgel Private Limited operates as a pharmaceutical Company. The financial statements were authorised to be issued in accordance with a resolution of the directors on 25<sup>th</sup> May, 2022.

The Company's shares are listed for trading on the Bombay Stock Exchange Limited (BSE).

**2. Basis of preparation:**
**(i) Compliance with Ind AS**

These financial statements have been prepared to comply in all material aspects 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 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

**(ii) Historical Cost Convention**

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting, Indian Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, except where otherwise stated, the accounting principles have been consistently applied.

**3. Rounding of amounts:**

All amounts disclosed in the financial statement and notes have been rounded off to the nearest Lacs; except where otherwise indicated.

**4. Current versus non-current classification:**

The company presents its assets and liabilities in the balance sheet on current/non-current classification. An Asset is treated as current when it is:

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) Held primarily for the purpose of trading;
- c) Expected to be realised within twelve months after the reporting period; or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is Current when:

- a) It is expected to be settled in normal operating cycle
- b) It is held primarily for the purpose of trading
- c) It is due to be settled within twelve months after the reporting period; or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other Liabilities are classified as non- current.

Deferred tax liabilities are classified under non-current Liabilities.

**5. Use of Estimates and Assumptions:**

The preparation of financial statements in accordance with Ind AS requires subjective and complex judgments to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, revenues and expenses at the date of these financial statements.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as below:

- a) Fair value of Financial Assets and Financial liabilities,
- b) The useful lives of, or expected pattern of consumption of the future economic benefits bodied in, depreciable assets,
- c) Valuation of Inventories and Inventory obsolescence,
- d) Provisions and Bad Debts.

**6. Revenue Recognition:**
**Sale of Goods**

Revenue from sale of goods is recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer, usually on delivery of the goods and when all the following conditions are satisfied:

- The Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- The amount of revenue can be measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Company; and
- The costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from the sale of goods is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns and allowance, trade discounts and volume rebates and does not include Value added tax (VAT), Central Sales tax (CST) and any other taxes.

#### **7. Property, Plant and Equipment:**

Property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. The initial cost of an asset comprises of its purchase price or construction cost, any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management. The purchase price or construction cost is the aggregate amount, paid and the fair value of any other consideration given to acquire the asset.

When significant parts of plants and equipments are required to be replaced at intervals, the Company depreciates them separately based on their specific useful life. All other repair and maintenance costs are recognised in Statement of Profit or Loss as and when incurred.

The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and changes, if any, are accounted prospectively

Depreciation on Property, Plant & Equipment is provided on straight line method. In accordance with requirements prescribed under Schedule II of the Companies Act, 2013, Company has assessed the estimated useful lives of its property, plant and equipment and has adopted the useful lives and residual value as prescribed in Schedule II. The estimated useful lives of assets are as follows:

<b>ASSETS</b>	<b>USEFUL LIFE OF ASSET</b>
Factory Building	30 years
Leasehold Land	30 years
Office Building	30 years
Plant & Machinery	20 years
Furniture & Fixtures	10 years
Vehicles	8 years

#### **8. Inventories:**

Inventories are valued at Lower of cost or net realizable value. Costs incurred in bringing each product to its present location and conditions are accounted for as follows:

##### **Raw materials**

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

##### **Finished goods and work-in-progress**

Cost includes direct materials, labour and a proportion of manufacturing overheads based on the normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

#### **9. Trade Receivable:**

Trade receivables are recognized at fair value, the outstanding balances of sundry debtors, advances etc. are verified by the management periodically and on the basis of such verification management determines whether the said outstanding balance are good, bad or doubtful and accordingly same are written off or provided for.

Receivables that are expected in one year or less, are classified as current assets, if not they are presented as non-current assets.

#### **10. Cash Flow Statement:**

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash in hand and Balances with Banks.

#### **11. Investments:**

The investments are valued at fair market value are therefore reported as per relevant Ind-AS 113 and comprehensive Income consequent to that effect have been reported in Financial Statements.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value.

**12. Cash and cash equivalents:**

Cash and cash equivalent in the balance sheet comprise of cash in hand and at banks. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and bank balances, as defined above.

**13. Share Capital:**

Ordinary shares are classified as equity.

During the year there is no change in the subscribed share capital as is issued by the company.

**14. Earnings per Share:**

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders is adjusted for after income tax effect of interest and other financing costs associated with dilutive potential equity shares and the number of shares that are outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**15. Provisions:**

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

**16. Deferred Tax:**

Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases, and unutilized business loss and depreciation carry-forwards and tax credits. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilized.

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

**17. Borrowings:**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in statement of profit or loss over the period of the borrowings.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

**18. Borrowings Cost:**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

The Company ceases capitalising borrowing costs when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

**19. Trade payables:**

These amounts represent liabilities for goods that have been acquired in the ordinary course of business from suppliers. Trade payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

**20. Current Tax:**

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

Where current tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

**21. Employee Benefits:**

**(a) Gratuity:**

The Employee's Gratuity Fund Scheme, which is defined benefit plan, is managed by Trust maintained with Life Insurance Corporation of India (LIC). The liability with respect to Gratuity is made as per the method stipulated in the payment of gratuity Act, 1972.

**(b) Provident Fund:**

Provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the employee's salary (currently 12% of employees' salary). The contributions, are made to the provident fund as specified under the Employees Provident Fund & Miscellaneous provisions Act, 1952.

**22. Financial Instruments and Risk Review:**

The Company's principal Financial Assets include investments, trade receivables, cash and cash equivalents, other bank balances and loan. The Company's financial liabilities comprise of borrowings and trade payables.

**23. Fair Value Hierarchy:**

The Fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1- Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities,

Level 2- Inputs are other than quoted prices included within Level-1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

Level 3- Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on the assumptions that are neither supported by prices from observable current market transactions in the instrument nor are they based on available market data. The following table summarises carrying amounts of financial instruments by their categories and their values in fair value hierarchy for each year presented.

(Amount in lacs)

Particulars	FVTPL			FVTOCI	Amortized Cost	Total
	Level-1	Level-2	Level-3			
<b>Financial Assets</b>						
Investments	0	0	0	2912.47	0	2912.47
Trade Receivable`s	0	0	0		1007.19	1007.19
Cash & Cash Equivalents	0	0	0		22.83	22.83
Other Bank Balances	0	0	0		952.66	952.66
Loans	0	0	0		0	0
Derivative Assets	0	0	0		0	0
Other Financial Assets	0	0	0		0	0
<b>Total</b>	0	0	0	2912.47	1982.68	4895.15
<b>Financial Liabilities</b>						
Borrowings	0	0	0		0	0
Trade Payables	0	0	0		1168.03	1168.03
Derivative Liabilities	0	0	0		0	0
Other Financial Liabilities	0	0	0		0	0
<b>Total</b>	0	0	0		1168.03	1168.03

24. Additional Information, as required under Schedule III to the Companies Act, 2013, of Enterprises Consolidated as Subsidiaries / Associates / Joint Ventures.

**(Amount in Lacs)**

Name of the entity in the Group	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
<b>31<sup>st</sup> March 2022</b>								
Parent								
Medi-Caps Limited	52.72%	6128.61	(0.38%)	(3.80)	24.39%	35.69	2.76%	31.89
Subsidiaries Indian								
Medgel Private Limited	47.28%	5496.99	100.38%	1011.85	75.61%	110.63	97.24%	1122.48
<b>Total</b>	<b>100.00%</b>	<b>11625.60</b>	<b>100.00%</b>	<b>1008.05</b>	<b>100.00%</b>	<b>146.32</b>	<b>100.00%</b>	<b>1154.37</b>
<b>31<sup>st</sup> March 2021</b>								
Parent								
Medi-Caps Limited	58.22%	6096.91	(0.99%)	(11.08)	46.97%	123.47	8.17%	112.39
Subsidiaries Indian								
Medgel Private Limited	41.78%	4374.33	100.99%	1123.98	53.03%	139.41	91.83%	1263.40
<b>Total</b>	<b>100.00%</b>	<b>10471.24</b>	<b>100.00%</b>	<b>1112.90</b>	<b>100%</b>	<b>262.88</b>	<b>100.00%</b>	<b>1375.79</b>



**Note-02- Property, Plant and Equipment**

Amount in Lacs

S. No	Particular	GROSS BLOCK				DEPRECIATION/AMORTIZATION				NET BLOCK	
		As at 01.04.2021	Additions	Deductions	As at 31.03.2022	Up to 31.03.2021	For the Year	Deletions	Upto 31.03.2022	As at 31.03.2022	As at 31.03.2021
1	Free Hold Land	11.78	0.00	0.00	11.78	0.00	0.00	0.00	0.00	11.78	11.78
2	Leasehold Land	500.00	0.00	0.00	500.00	224.52	16.67	0.00	241.19	258.81	275.48
3	Factory Building	1240.67	0.00	0.00	1240.67	415.18	35.26	0.00	450.45	790.22	825.48
4	Office Equipment	7.70	3.79	0.00	11.49	5.72	0.35	0.00	6.07	5.42	1.98
5	Office Building	191.21	0.00	0.00	191.21	59.35	6.56	0.00	65.91	125.30	131.87
6	Plant & Machinery	3318.50	224.03	8.36	3534.18	1795.24	61.31	7.94	1848.61	1685.57	1523.26
7	Furniture & Fixtures	577.33	14.24	0.00	591.57	487.31	55.41	0.00	542.73	48.84	90.01
8	Vehicles	327.03	95.46	105.39	317.10	189.90	13.61	75.99	127.52	189.57	137.13
9	Computers	39.61	1.53	0.00	41.13	38.36	1.09	0.00	39.45	1.68	1.25
	<b>TOTAL - A</b>	<b>6213.83</b>	<b>339.05</b>	<b>113.75</b>	<b>6439.13</b>	<b>3215.58</b>	<b>190.27</b>	<b>83.93</b>	<b>3321.92</b>	<b>3117.21</b>	<b>2998.24</b>
10	Capital Work in Progress	54.22	173.00	202.89	24.34	0.00	0.00	0.00	0.00	24.34	54.22
	<b>TOTAL - B</b>	<b>54.22</b>	<b>173.00</b>	<b>202.89</b>	<b>24.34</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>24.34</b>	<b>54.22</b>
11	Goodwill	2814.15	0.00	0.00	2814.15	0.00	0.00	0.00	0.00	2814.15	2814.15
	<b>TOTAL C</b>	<b>2814.15</b>	<b>0.00</b>	<b>0.00</b>	<b>2814.15</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>2814.15</b>	<b>2814.15</b>
	<b>TOTAL (A+B+C)</b>	<b>9082.20</b>	<b>512.05</b>	<b>316.64</b>	<b>9277.62</b>	<b>3215.58</b>	<b>190.27</b>	<b>83.93</b>	<b>3321.92</b>	<b>5955.70</b>	<b>5866.62</b>

Note: Goodwill considered in Intangible assets and it is a purchase goodwill, hence no amortization charged in the books of account.

**CWIP aging schedule For the year ended 31/03/2022**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Year	2-3 year	More than 3 year	
Projects in progress	0	24.34	0	0	24.34
Projects temporarily suspended	0	0	0	0	0

**CWIP aging schedule For the year ended 31/03/2021**

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 Year	2-3 year	More than 3 year	
Projects in progress	54.22	0	0	0	54.22
Projects temporarily suspended	0	0	0	0	0

		Amount in Lacs	
<b>Note : 3 Investments</b>		<b>As at 31-03-2022</b>	<b>As at 31-03-2021</b>
<b>a)</b>	<b>Investment in properties</b>	<b>107.93</b>	<b>107.93</b>
<b>b)</b>	<b>Investment in Equity instruments</b>		
<b>i)</b>	<b>Other Investment (Quoted)</b>		
	100 (100) Equity Shares of Natural Capsules Limited	0.46	0.11
		<b>0.46</b>	<b>0.11</b>
<b>c)</b>	<b>Other Investments</b>		
	LIC Group Gratuity Fund Scheme	47.01	35.46
	LIC Leave Encashment Scheme	0.00	11.93
<b>d)</b>	<b>Investment in Mutual Funds (Quoted)</b>		
	Reliance Large Cap Fund -SIP	60.37	39.12
	HDFC Equity Fund -SIP	63.36	39.61
	SIP - ABSL Pure Value Fund	92.62	77.76
		<b>263.36</b>	<b>203.88</b>
		<b>371.76</b>	<b>311.92</b>
	Aggregate amount of quoted Investments	<b>175.01</b>	<b>137.51</b>
	Aggregate Market value of quoted Investments	<b>216.82</b>	<b>156.59</b>
	Aggregate amount of unquoted Investments	<b>154.94</b>	<b>155.32</b>
	Aggregate amount of impairment in value of investment	-	-

<b>Note : 4 Other Non Current Assets</b>			
(Unsecured, considered good unless otherwise stated)			
	Security Deposits	38.69	36.59
		<b>38.69</b>	<b>36.59</b>

<b>Note : 5 Inventories</b>			
	Raw Materials	776.03	267.72
	Finished Goods	378.88	385.31
	Stores and Spares	0.00	4.46
	Packing Material	30.06	13.11
		<b>1184.97</b>	<b>670.61</b>

<b>Note : 6 Investment</b>			
<b>Investment in Mutual Funds (Quoted)</b>			
	Axis Focused 25 Fund	10.13	0.00
	SIP - IDFC Equity Fund	124.80	105.00
	SIP - Reliance Top 200 Equity Fund	130.73	104.53
	HDFC Low Duration Fund	337.97	310.39
	Birla Sun Life Mutual Fund	281.92	273.25
	HDFC Low duration fund	481.03	462.49
	IDBI Ultra Short Term Fund- Growth	0.00	163.80
	Reliance Money Manager Fund- Growth	925.15	881.25
	SBI MAGNUM LOW DURATION FUND	158.59	153.20
	HDFC BANKING & PSU DEBT FUND	199.03	175.67
	ICICI LOMBARD GEN INS. CO LTD	30.35	0.00
	ICICI PRUDENTIAL FLEXICAP FUND	15.94	0.00
		<b>2695.65</b>	<b>2629.56</b>
	Aggregate amount of quoted Investments	<b>2207.96</b>	<b>2265.46</b>
	Aggregate Market value of quoted Investments	<b>2695.65</b>	<b>2629.56</b>
	Aggregate amount of unquoted Investments	-	-
	Aggregate amount of impairment in value of investment	-	-



		Amount in Lacs	
<b>Note : 7 Trade Receivables</b>		<b>As at 31-03-2022</b>	<b>As at 31-03-2021</b>
(a) Trade Receivables considered good - Secured			
(b) Trade Receivables considered good - Unsecured		1007.19	638.66
(c) Trade Receivables which have significant increase in credit risk			
(d) Trade Receivables- Credit imaired			
		<b>1007.19</b>	<b>638.66</b>

As on 31st March 2022

<b>Note : 7A Trade Receivables Ageing Schedule</b>						
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed Trade Receivables considered good Secured						
(b) Undisputed Trade Receivables considered good - Unsecured	0.34	0.00	0.00	157.46	66.36	224.16
(c) Undisputed Trade Receivables which have significant increase in credit risk						
(d) Undisputed Trade Receivables- Credit imaired						

As on 31st March 2021

<b>Note : 7A Trade Receivables Ageing Schedule</b>						
Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(a) Undisputed Trade Receivables considered good Secured						
(b) Undisputed Trade Receivables considered good - Unsecured	17.28	0.00	157.46	9.33	57.02	241.10
(c) Undisputed Trade Receivables which have significant increase in credit risk						
(d) Undisputed Trade Receivables- Credit imaired						

<b>Note : 8 Cash &amp; Cash Equivalents</b>		
<b>(a) Balances with banks</b>		
In Current Accounts	12.99	14.98
In Cash Credit Account	9.56	24.20
<b>(b) Cheques, drafts on hand</b>		
<b>(c) Cash in hand</b>		
Cash in Hand	0.28	0.22
	<b>22.83</b>	<b>39.40</b>

<b>Note : 9 Bank Balances other than above</b>		
Balance with Scheduled and Noted Banks :		
In Fixed Deposit Accounts	952.66	641.50
	<b>952.66</b>	<b>641.50</b>

<b>Note : 10 Other Current Assets</b>		
(i) Other Than Capital Advances		
Advance to Suppliers & Others	146.38	157.71
(ii) Others (to be specified)		
Balances with Government Authorities	203.47	233.61
Advance Tax & TDS (Net of Provisions)	169.29	168.11
MAT Credit Entitlement	264.47	68.08
Prepaid Expenses	14.01	11.30
Pre-Operative Exp	7.34	7.34
Other Loans & Advances	0.44	0.21
TCS RECEVABLE ON PURCHASE	0.21	0.67
	<b>805.60</b>	<b>647.03</b>



Note : 11 Equity Share Capital	Amount in Lacs	
	As at 31-03-2022	As at 31-03-2021
<b>Authorised Share Capital :</b> 1,50,00,000 Equity Shares of Rs. 10/- each (Previous Year 1,50,00,000 Equity Shares of Rs. 10/- each)	<b>1500.00</b>	<b>1500.00</b>
<b>Issued Share Capital</b> 1,24,69,956 Equity Shares of Rs. 10 each fully paid up (Previous Year 1,24,69,956 Equity Shares of Rs.10/- each)	1247.00	1247.00
<b>Subscribed &amp; Paid up Capital</b> 1,24,69,956 Equity Shares of Rs. 10 each fully paid up (Previous Year 1,24,69,956 Equity Shares of Rs.10/- each)	1247.00	1247.00
	<b>1247.00</b>	<b>1247.00</b>

**Note:** The Company has only one class of equity shares at a par value of Rs 10. All the equity shares carry equal rights and obligations including the right to receive dividend and also with respect to voting rights.

Reconciliation of the equity shares outstanding at the beginning and at the end of the year				
	As at March 31, 2022		As at March 31, 2021	
	Numbers	Value	Numbers	Value
Equity Shares				
At the beginning of the year (In Lacs)	12469956	1247.00	12469956	1247.00
Issued during the year	-	-	-	-
Outstanding at the end of the year (In Lacs)	12469956	1247.00	12469956	1247.00

Details of Shareholders holding more than 5 percent shares in the company				
	No. of Shares as at			
	31.03.22	% of Holding	31.03.21	% of Holding
Alok K Garg	3225920	25.87%	3225920	25.87%
Manisha Garg	2694820	21.60%	2694820	21.60%
Sangeetha S	694400	5.57%	712760	5.72%

Shares held by promoters at the end of the year					
Name of Promoter/ Promoter Group	31-Mar-2022		31-Mar-2021		Change
	No. of shares	% Held	No. of shares	% Held	
R.C.Mittal (Promoter)	10000	0.08%	10000	0.08%	0.00%
Alok K Garg (Promoter)	3225920	25.87%	3225920	25.87%	0.00%
Manisha Garg (Promoter Group)	2694820	21.60%	2694820	21.60%	0.00%
Nirmala Anantram Mittal (Promoter Group)	3172	0.03%	0	0.00%	0.03%
Anantram Daudayal Mittal (Promoter Group)	0	0.00%	4172	0.03%	-0.03%
Trapti Investments LLP (Promoter Group)	307128	2.46%	307128	2.46%	0.00%
Kusum Mittal (Promoter)	10000	0.08%	10000	0.08%	0.00%
Gitika Agrawal (Promoter Group)	400	0.00%	400	0.00%	0.00%

Note : 12 Other Equity		
<b>Capital Reserve</b>		
Opening Balance	9.90	9.90
Less: Adjustment for Investment in Share Written Off	0.00	0.00
	<b>9.90</b>	<b>9.90</b>
<b>Share Forfeiture A/c</b>		
As per last balance sheet	<b>27.55</b>	<b>27.55</b>
<b>Securities Premium</b>		
Opening Balance	3263.49	3263.49
Add: Security Premium on Share issued during the year	0.00	0.00
	<b>3263.49</b>	<b>3263.49</b>

<b>General Reserve</b>		
As per last balance sheet	<b>304.57</b>	<b>304.57</b>
<b>Surplus</b>		
Opening balance	5618.72	4242.94
Add: Profit for the year	1008.05	1112.90
Add: Other Comprehensive Income	146.32	262.88
<b>Closing Balance</b>	<b>6773.09</b>	<b>5618.72</b>
	<b>10378.61</b>	<b>9224.24</b>

**Explanation to the Note No. 12 Other Equity**
**Capital Reserve**

The Capital Reserve has been created as per the requirement of earlier provisions of The Companies Act, 1956. Such Reserve is not available for distribution to the shareholders.

**General Reserve**

The Company has transferred a portion of the net profit before declaring dividend to general reserve pursuant to provision of The Companies Act, 1956. As transfer to the general reserve is not mandatorily required under The Companies Act, 2013.

<b>Note : 13 Provisions</b>	<b>As at 31-03-2022</b>	<b>As at 31-03-2021</b>
Provision for Gratuity	45.34	40.91
Leave Encashment Payable	0.00	0.00
	<b>45.34</b>	<b>40.91</b>

<b>Note : 14 Deferred Tax Liability (Net)</b>		
On Depreciation (Difference of as per Books & as per Income Tax Act)	44.13	42.69
	<b>44.13</b>	<b>42.69</b>

<b>Note : 15 Borrowings</b>		
	0.00	0.00
	<b>0.00</b>	<b>0.00</b>

<b>Note : 16 Trade Payable</b>		
Total Outstanding dues to Micro & Small Enterprises	0.00	0.00
Total Outstanding dues of Creditors other than Micro & Small Enterprises	1168.03	615.52
	<b>1168.03</b>	<b>615.52</b>

**As on 31st March 2022**
**Note : 16A Trade Payable Ageing Schedule**

	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME					
(ii)	Others	1144.71	15.11	0.00	8.21	1168.03
(iii)	Disputed Dues- MSME					
(iv)	Disputed Dues- Others					

**As on 31st March 2021**
**Note : 16A Trade Payable Ageing Schedule**

	Particulars	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME					
(ii)	Others	607.31	0.00	0.14	8.07	615.52
(iii)	Disputed Dues- MSME					
(iv)	Disputed Dues- Others					

<b>Note : 17 Other Current Liabilities</b>	<b>Amount in Lacs</b>	
	<b>As at 31-03-2022</b>	<b>As at 31-03-2021</b>
(a) Revenue Received in Advance	48.38	112.88
(b) Other Advances		
Audit Fee Payable	0.27	0.30
Bonus Payable	15.00	10.00
Commission Payable	4.86	4.86
CST & VAT Payable	0.00	0.00
ESI Payable	0.10	0.11
GST Payable	0.59	0.34
Outstanding Liabilities	32.91	35.16
Professional Tax	0.09	0.09
Provident Fund	2.64	2.57
TCS on Scrap Sales	0.00	0.01
Unpaid Salary & Wages (Provision)	35.90	36.67
TDS on Consultancy	0.53	0.80
TDS on Contractor Payment	3.23	1.87
TDS on Salary	7.41	5.82
TDS on Sales Commission	0.00	0.01
TDS on Purchase	0.05	0.00
TCS Payable	0.00	0.01
Security Deposit from Medicaps Business Park	0.00	100.00
	<b>151.95</b>	<b>311.52</b>
<b>Note :18 Current Tax Liabilities (Net)</b>		
For Taxation	0.00	0.00
	<b>0.00</b>	<b>0.00</b>

**NOTES TO PROFIT & LOSS STATEMENT**

<b>Note : 19 Revenue From Operations</b>	<b>Amount in Lacs</b>	
	<b>For the year ended 31.03.22</b>	<b>For the year ended 31.03.21</b>
Sale of product	6831.10	5741.57
Other Operating Income		
Misc. Income	156.01	96.31
Interest Income	0.00	34.02
	<b>6987.11</b>	<b>5871.89</b>
<b>Note :20 Other Income</b>		
Lease Rent	5.08	0.00
Capital gain / (Loss) on Mutual Fund	42.72	0.00
Dividend income	0.00	0.00
Interest Income	52.99	0.00
Profit on sale of Fixed Assets	4.74	0.00
Foreign Exchange Fluctuation	85.89	58.37
	<b>191.42</b>	<b>58.37</b>
<b>Note : 21 Cost of Materials Consumed</b>		
<b>A) Raw Material Consumed</b>		
Opening Stock	267.72	263.13
Purchases	3264.13	2782.79
	3531.85	3045.92
Less : Closing Stock	776.03	267.72
Raw Material Consumed	<b>2755.83</b>	<b>2778.20</b>



<b>B) Packing Material Consumed</b>		
Opening Stock	13.11	15.25
Less: Goods Removed	0.47	0.53
Purchases	266.23	327.80
	278.86	342.52
Less : Closing Stock	30.06	13.11
Packing Material Consumed	<b>248.80</b>	<b>329.41</b>
<b>Grand total of Materials Consumed (A) + (B)</b>	<b>3004.63</b>	<b>3107.60</b>

<b>Note : 22 Changes in inventories of finished goods, work-in-progress and Stock-in-Trade</b>		
Closing Stock of :		
Finished Goods	378.88	385.31
Stock in Process	0.00	0.00
Waste	0.00	0.00
<b>Total (A)</b>	<b>378.88</b>	<b>385.31</b>
Opening Stock of :		
Finished Goods	385.31	213.98
Stock in Process	0.00	0.00
Waste	0.00	0.00
<b>Total (B)</b>	<b>385.31</b>	<b>213.98</b>
<b>Increase/(Decrease) in Stock (A-B)</b>	<b>-6.43</b>	<b>171.32</b>

<b>Note : 23 Employees Remuneration &amp; benefits</b>		
Salary, Wages, Allowances & other Benefits	490.99	453.35
Directors Remuneration	209.24	175.96
Gratuity	34.93	10.00
P.F. Contribution	34.12	29.42
Staff Welfare Expenses	1.74	2.26
	<b>771.01</b>	<b>670.99</b>

<b>Note : 24 Finance Cost</b>		
Interest on C.C. Limit	0.02	0.00
	<b>0.02</b>	<b>0.00</b>

<b>Note : 25 Other Expenses</b>		
Advertisement & Publicity	0.62	0.00
Audit Fee	3.30	3.00
Annual Listing Fees	3.90	0.00
Bad Debts	0.00	3.30
Bank Charges	9.85	10.27
Certificate & Standard Exp.	13.07	6.00
Charity & Donations	5.11	0.13
Consultancy Charges	16.18	17.67
Conveyance Expenses	5.79	4.77
Development Charges to AKVN	3.31	3.31
Electricity & Water	6.70	7.99
Freight Expenses	1163.33	161.26
Factory Power & Fuel	328.63	256.47
Insurance Charges	11.68	20.76
Interest on vat/ex.duty/custom/tds/service tax/gst	0.95	0.00
Import / Export Expenses	12.34	11.78

Legal Expenses	1.67	1.61
Membership Fee & Subscription	0.07	0.07
Misc. Expenses	120.60	125.20
Office & General Expenses	0.04	0.00
Postage, telegram	0.76	0.95
Professional Tax for Company	0.03	0.00
Printing & Stationary	14.36	10.54
Rent, Rates & Taxes	3.16	2.21
ROC Exp.	0.52	0.00
<b>Repairs &amp; Maintenance</b>		0.00
Buildings	20.40	50.17
Machinery	85.78	73.33
Electricals	6.32	3.11
Other	2.67	1.27
Sales promotion Expenses	138.02	76.71
Security Charges	15.15	14.87
Stores & Spares Consumed	5.73	14.86
Telephone & Telex Charges	1.58	1.44
Tour & Travelling Expenses	28.96	5.23
QC Chemicals & Items	29.26	28.80
Vehicle Running & Maintenance	136.85	129.83
Website Maintenance Charges	0.19	0.00
	<b>2196.87</b>	<b>1046.90</b>

<b>Note : 26 Corporate Social Responsibility</b>		<b>For the Year Ended 31-03-2022</b>	<b>For the Year Ended 03-2021</b>	<b>31-</b>
	CSR Expense	12.50	-	
a.	Gross amount required to be spent by the Company during the year	12.34	-	
b.	Amount Spent during the year on the above	12.50	-	
c.	Shortfall at the end of the year	-	-	
d.	Total of previous year shortfall	-	-	
e.	Reason for shortfall	-	-	
f.	Excess amount spent during the year	0.16	-	
g.	Nature of CSR activities	Note Below	-	
h.	Details of related party transactions	-	-	
i.	where a provision is made with respect to liability incurred-movement in the provision needs to be disclosed separately	-	-	

**Note:** The Funds were provided to Anupam Udbhav Welfare Society for the Purpose of Health camps, Awareness Programs and Plantation work.



**Note 27: Segment Information**

On consolidated basis the Company is having two segments. One is related with Real Estate division in Medi-Caps Limited and the other one is related with Pharma division in its wholly owned subsidiary, Medgel Private Limited.

S.No	Segment Revenue	31/03/2022	31/03/2021
		Audited	Audited
1	<b>Segment Revenue</b>		
	Pharma Division	7,117.80	5,930.26
	Real Estate Division	60.74	0.00
	Other	0.00	0.00
	<b>Net Sales/Income From Operations</b>	<b>7,178.53</b>	<b>5,930.26</b>
2	<b>Segment Results (Profit)(+)/Loss(-) before Tax and Interest</b>		
	Pharma Division	1,011.87	1,123.98
	Real Estate Division	(6.08)	0.00
	Other	0.00	0.00
	<b>Total</b>	<b>1,005.79</b>	<b>1,123.98</b>
	Interest Income	0.00	0.00
	Interest Expenses	0.02	0.00
	Other Unallocable Expenditure net off	0.00	0.00
	Unallocable Income	0.00	0.00
	<b>Profit Before Tax</b>	<b>1,005.77</b>	<b>1,123.98</b>
	<b>Current Tax</b>	0.00	0.00
	<b>Deferred Tax</b>	1.44	(0.51)
	<b>Profit After Tax</b>	<b>1,004.32</b>	<b>1,124.49</b>
3	<b>Capital Employed</b>		
	<b>Segment Assets (A)</b>		
	Pharma Division	12,861.34	11,381.88
	Real Estate Division	173.71	100.00
	Other	0.00	0.00
	<b>Total (A)</b>	<b>13,035.05</b>	<b>11,481.88</b>
	<b>Segment Liabilities (B)</b>		
	Pharma Division	1,409.45	910.64
	Real Estate Division	0.00	100.00
	Other	0.00	0.00
	<b>Total (B)</b>	<b>1,409.45</b>	<b>1,010.64</b>
4	<b>Total Capital Employed (Segment Assets-Segment Liabilities)</b>		
	Pharma Division	11,451.88	10,471.24
	Real Estate Division	173.71	0.00
	Other	0.00	0.00
	<b>Total Capital Employed (Segment Assets-Segment Liabilities)</b>	<b>11,625.59</b>	<b>10,471.24</b>

**Note 28 : Deferred Tax**

Information on deferred tax has been provided in accordance with Ind AS-12 Accounting for taxation on income, issued by the Institute of Chartered Accountants of India.

The deferred tax assets for the year is Rs.(1.44)/- Lacs has been recognised in the profit & Loss Account.

	<b>For the Year Ended 31-03- 2022</b>	<b>For the Year Ended 31-03-2021</b>
<b>Note 29 Payment to Auditors</b>		
Audit Fees	2.80	2.80
In other Capacity		
Tax Audit Fee	0.20	0.20
Other	0.30	0.30
	<b>3.30</b>	<b>3.30</b>

**Note 30 Related Party Disclosure**

Information on Related party transactions as per Ind AS 24 on related party disclosure:

S.No	Related Party	Transactions		
1	Mr. Alok K. Garg Managing Director	Remuneration	74.69	61.53
2	Mrs. Manisha Garg Whole time Director of Medgel Pvt. Ltd.	Remuneration	37.19	29.73
3	Akshit Garg Whole time Director of Medgel Pvt. Ltd.	Remuneration	37.97	31.07
4	Praveen Nalwaya Whole time Director of Medgel Pvt. Ltd.	Remuneration	59.39	53.63
5	Sandhya Nalwaya Manager	Remuneration	19.09	17.36
6	Medicaps Charitable Trust	Rent Sale	6.00 0.00	6.00 22.12
7	Mr. Abhishek Jain Appointed w.e.f. 08/10/2021 (Company Secretary)	Remuneration	2.67	0.00
8	Hemant Sethi (CFO)	Remuneration	8.86	5.10
9	Ayushi Silot (Company Secretary Resigned from 7th Oct., 2021)	Remuneration	1.82	4.48
10	Nikita Sharma (Company Secretary Resigned from 18th Jan., 2022)	Remuneration	1.50	0.00
11	Yogita Sethi (Wife of Hemant Sethi)	Consultancy	0.00	3.60
12	Lokesh Parmar (CFO of Subsidiary Company)	Remuneration	7.04	5.73

**Note 31 Earning Per Share**

Earning per share, the numerator and denominator used to calculate Basic and Diluted Earning per shares:

	<b>2021-22</b>	<b>2020-21</b>
i) Profit after tax used as the numerator	1008.05	1112.90
ii) Basic/Weighted Average number of Equity Shares used as the denominator	12469956.00	12469956.00
iii) Nominal Value of Equity shares	10/-	10/-
iv) Basic & Diluted Earning per Equity Share		
For Continuing Operation	8.05	9.02
For Discontinuing Operation	0.03	-0.09
For Continuing and Discontinuing Operation	8.08	8.93

For the F.Y. 2021-22 EPS is calculated on Profit for the year (excluding Profit of Other comprehensive Income), earlier in F.Y. 2020-21 EPS was calculated on Profit for the year (including Profit of Other comprehensive Income) and the same has been restated for the Previous Financial year.

<b>Note 32 Employee Benefits</b>	<b>2021-22</b>	<b>2020-21</b>
<b>a. Defined benefits plan</b>		
<b>I Change in obligation during the year</b>		
1 Present value of Defined benefit obligation at beginning of year	40.91	25.00
2 Current Service Cost	18.20	0.00
3 Past Service Cost	0.00	0.00
4 Interest Cost	0.00	0.00
5 Actuarial (Gains) / Losses	0.00	0.00
6 Benefits Paid	-13.77	-11.52
7 Present value of Defined benefit obligation at the end of the year	45.34	13.48
<b>II Change in assets during the year ended March 31</b>		
1 Plan assets at the beginning of the year	35.46	17.97
2 Settlements	0.00	0.00
3 Expected return on plan assets	2.03	1.04
4 Contribution by Employer	18.20	0.00
5 Actual benefits paid	-13.77	-11.52
6 Deductions	5.08	-0.08
7 Plan assets at the end of the year	47.01	7.41
<b>III Net Assets / (Liability) recognized in the Balance Sheet at March 31</b>		
1 Present value of Defined benefits Obligation as at March 31.	45.34	13.48
2 Fair value of plan assets as at March 31	47.01	7.41
3 Fund Status (Surplus / (Deficit))	1.67	-6.07
4 Net Assets / (Liability) as at end of the year	<b>1.67</b>	<b>-6.07</b>
<b>IV Expenses recognised in the Statement of Profit &amp; Loss for the year ended March 31</b>		
1 Current Service Cost	18.20	0.00
2 Interest Cost	0.00	0.00
3 Expected return on plan assets	-2.03	-1.04
4 Past service cost	0.00	0.00
5 Net Actuarial (Gains) / Losses	0.00	0.00
6 Total Expenses (Net)	<b>16.17</b>	<b>-1.04</b>
<b>V The major categories of plan assets as a percentage of total plan</b>	N.A.	N.A.

**Note 33:** The Company does not have outstanding for more than 30 days as on 31st March 2022 of S.S.I units of the respective parties.

**Note 34:** The previous years figures have been regrouped/ restated wherever necessary to confirm with the current years classification.

**Note 35: Contingent Liabilities**

The company has given Corporate Guarantees in respect of Fund based limit taken by Medgel Private Limited Company of Medi-Caps Limited) for Rs. 2 Crores which is taken from IDBI Bank Limited.

**Notes 36 Ratios**

<b>Ratios</b>	<b>Numerator</b>	<b>Denominator</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>	<b>Change</b>	<b>Explanation</b>
<b>Current Ratio (in times)</b>	Total Current Assests	Total Current Liabilities	5.05	5.68	-11.07%	N.A
<b>Debt-Equity Ratio (in times)</b>	Long Term Borrowings+ Short Term Borrowings	Total Equity				N.A
<b>Debt-Service Coverage Ratio</b>	Earnings for Debt service = Net profit after tax + Non- cash operating expenses + interest + other non cash adjustments+ Interest on debt debited in P&L	Debt service = Interest + Principal Repayment (Non-Current debts only)				N.A
<b>Return on Equity Ratio (in times)</b>	Profit for the year less preference divididend (if any)	Average Total Equity	0.05	0.01	310.54%	Due to increase in freight there is marginal deduction in profit which further resulted in lower ROE from last year.
<b>Inventory Turnover Ratio (in times)</b>	Revenue From Operations	Average Inventory	3.77	4.83	-22.07%	N.A
<b>Trade Receivable Turnover Ratio (in times)</b>	Revenue From Operations	Average Trade Receivable	8.49	5.44	56.06%	Due to increase in Debtors Outstanding
<b>Trade Payable Turnover Ratio (in times)</b>	Revenue From Operations	Average Trade Payable	3.92	7.25	-45.94%	Due to Change in Average Creditors outstanding
<b>Net Capital Turnover Ratio (in times)</b>	Revenue From Operations	Working Capital (i.e. Total current assets less Total Current Liabilities)	1.31	1.35	-3.46%	N.A
<b>Net Profit Ratio (in %)</b>	Profit for the year before exception items	Revenue From Operations	14.39%	19.14%	-24.80%	N.A
<b>Return On Capital Employed</b>	Profit Before Tax And Finance Costs	Average capital Employed Capital Employed = Net Worth + Deferred Tax Liabilities	8.65%	10.73%	-19.40%	N.A
<b>Retun on Investment</b>	Income Generated from Investment Funds	Average invested Funds	0.016	0.00	100.00%	Changes is due to Market Fluctuation

**Note 37: Other Statutory Information**

1. The Funds borrowed by the company from banks and financial institutions have been used for the specific purpose for which they were raised.
2. All the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) title deeds are held in the name of the company and Company is the sole owner of these immovable properties.
3. The Company does not have any Benami property, and no proceeding has been initiated or is pending against the Company for holding any Benami property.
4. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
5. The Company does not have any transactions with companies struck off.
6. The Company has charges which are yet to be registered with ROC beyond the statutory period the detail of which are:

<b>Details of Charges yet to be registered with ROC</b>				
<b>Charge ID</b>	<b>Charge Holder's Name</b>	<b>Date of Creation</b>	<b>Amount</b>	<b>Reason</b>
90207250	Bank of Baroda	24/03/1992	3.00	Medi-Caps Limited has filed the forms for satisfaction of charge in physical mode and the same are not traceable as the matter is very old. The Company has made several requests to the ROC for deletion of the charge ID, however, in absence of the adequate evidence same could not be processed. Due to that only these charges are still being reflected on MCA Portal.
90202622	Bank of Baroda	05/10/1990	10.00	
90204557	Bank of Baroda	24/07/1986	7.00	

7. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
8. The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
9. The Company has not issued any such type of security for a specific purpose.
10. The Company has not proposed or declare dividend during the year.



MEDICAPS BUSINESS



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