



KMS MEDISURGI LIMITED

ANNUAL REPORT

2017-2018

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CORPORATE INFORMATION

Board of Directors and Key Managerial Personnel:

Gaurang Prataprai Kanakia (DIN: 00346180)	Chairman and Managing Director
Rekha Devang Kanakia (DIN: 00346198)	Woman Non-Executive Director
Siddharth Gaurang Kanakia (DIN: 07595098), (joined w.e.f. 02 nd May, 2018)	Non-Executive Non Independent Director
Niraj Kumud Shah (DIN: 02202596), (resigned w.e.f. 02 nd May, 2018)	
Hardik Rajnikant Bhatt (DIN: 07566870)	Independent Director
Kamlesh Chunilal Rajani (DIN: 07588417)	Independent Director
Anand Prataprai Kanakia	Chief Financial Officer
Swati Shah (joined w.e.f. 19 th June, 2018)	Company Secretary and Compliance Officer
Vaijanti Sawant (joined on 02.05.2018, resigned w.e.f. 19 th June, 2018)	
Kirty Agarwal (resigned w.e.f. 02 nd May, 2018)	

Committees:

1.	Audit Committee:	
	Hardik Rajnikant Bhatt (DIN: 07566870)	Chairman
	Kamlesh Chunilal Rajani (DIN: 07588417)	Member
	Siddharth Gaurang Kanakia (DIN: 07595098), (joined w.e.f. 02 nd May, 2018) Niraj Kumud Shah (DIN: 02202596), (resigned w.e.f. 02 nd May, 2018)	Member
2.	Nomination & Remuneration Committee	
	Kamlesh Chunilal Rajani (DIN: 07588417)	Chairman
	Rekha Devang Kanakia (DIN: 00346198)	Member
	Hardik Rajnikant Bhatt (DIN: 07566870)	Member
3.	Stakeholders Relationship Committee	
	Kamlesh Chunilal Rajani (DIN: 07588417)	Chairman
	Hardik Rajnikant Bhatt (DIN: 07566870)	Member
	Gaurang Prataprai Kanakia (DIN: 00346180)	Member

OTHER INFORMATION

Registered Office/Corporate Office

297/301, May Building, Ground Floor,
Princess Street, Marine Lines- (East),
Mumbai- 400002, Maharashtra, India.
Tel No.: +91-22-66107700/22,022-67498822,
Web: www.kmsgroup.in
Mail id: kms.medisurgi@gmail.com
info@kmsgroup.in

Banker:

Union Bank, Mumbai
Saraswat Co-operative Bank, Mumbai

Listing:

BSE Limited-SME Platform
PJ Towers, Dalal Street, Mumbai- 400001
w.e.f. , 24th April , 2017

Statutory Auditors:

M/s Kalpesh Jain & Associates.
Chartered Accountants,
7/A, Old Wadia Bldg,
Block No. 18, Chandanwadi,
Mumbai-400002, Maharashtra
Tel No.:+91-22-22090367
Email id: kjainassociates@gmail.com
Contact Person: CA Kalpesh Jain/ Akash Balani

Registrar & Transfer Agent:

Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B,
Plot 31-32, Gachibowli,
Financial District Nanakramguda,
Hyderabad, Telangana – 50003
Tel No.: +91 – 040 – 67162222
Fax No.: +91 – 040 – 23431551
www.karvycomputershare.com

Contact Details for Investors:

297/301, May Building, Ground Floor,
Princess Street, Marine Lines East
Mumbai-400002
Maharashtra, India.
Tel No.: +91 -22-65605550/ 2207111
Fax No.: +91-22-22061111
Web: www.kmsgroup.co.in
Mail id: kmsboffice@gmail.com

LETTER TO SHAREHOLDERS

Dear Shareholders,

I Gaurang Prataprai Kanakia (Managing Director), heartily welcome you all, having joined **KMS MEDISURGI LIMITED** family with your participation in our maiden public offer. It is my desire and wish that this association of ours, will strengthen our hands in to reach glorious heights.

We are fortunate and humbled by the response received for the Initial Public Offering (IPO) of the shares of KMS Medisurgi Limited, which was listed in the financial year 2017-18 on 24th April, 2017 on BSE SME Platform.

The support given to the IPO was very heart warming and I would like to thank all our investors for showing confidence and trust in management capabilities of KMS MEDISURGI LIMITED.



KMS MEDISURGI LIMITED

CIN: L51397MH1999PLC119118

**Regd Office : 297/301, May Building, Ground Floor, Princess Street, Marine Lines- (East),
Mumbai- 400002, Maharashtra, India, Ph-022-66107700/22,022-67498822, Facsimile:
+91-22-22061111,**

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

NOTICE

20TH ANNUAL GENERAL MEETING

Notice is hereby given that **20th Annual General Meeting** of the members of KMS Medisurgi Limited will be held at the registered office of the Company at 297/301, May Building, Ground Floor, Princess Street, Marine Lines- (East), Mumbai- 400002, on **Saturday, 29th September, 2018 at 11:30 a.m.**, to transact the following business :-

ORDINARY BUSINESS

1. Adoption of Financial Statement

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

"RESOLVED THAT the Company to consider and approve the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Directors and Auditor's report thereon."

2. Declaration of Dividend

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

"RESOLVED THAT, the Company to declare final dividend at the rate of Re. 0.05 (0.5%) per equity share of Rs 10/- for the year ended 31st March, 2018."

3. Re-appointment of Mr. Gaurang Prataprai Kanakia (DIN: 00346180) as a Director liable to retire by rotation

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

"RESOLVED THAT, the Company to re- appoint Mr. Gaurang Prataprai Kanakia (DIN: 00346180), who retires by rotation and is eligible, as the Director of the Company."

4. Modification to the resolution related to appointment of Statutory Auditors

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 amendments to the Section 139 of the Companies Act, 2013, effective from 7th May 2018, the consent of the members of the Company be and is hereby accorded to delete the requirement, seeking ratification of appointment of Statutory Auditors (M/s. Kalpesh Jain & Associates, Chartered Accountants, Firm Registration No. 132603W) at every Annual General Meeting, from the resolution passed at the shareholders meeting held on 30th September 2017."

SPECIAL BUSINESS:

- 5. Regularization of an Additional Director Mr. Siddharth Gaurang Kanakia (DIN: 07595098) as a Non- Executive Non- Independent Director.**

“RESOLVED THAT, Mr. Siddharth Gaurang Kanakia (DIN: 07595098), who was appointed as an Additional Director on the Board of Directors of the Company with effect from 02nd May, 2018, in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and is hereby authorised to take all the steps as may be necessary to give complete effect to this resolution.”

Date: 6th September, 2018

For KMS Medisurgi Limited

Place: Mumbai

**Gaurang Kanakia
Managing Director
(DIN: 00346180)**

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a Proxy to attend and vote on a Poll instead of himself and a Proxy need not be a Member. Proxy form, in order to be effective, must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
2. An Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting under **Item No. 5** is annexed hereto.
3. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under **Item No. 3** of the notice, are annexed.
4. The register of members and transfer books of the company shall remain closed from Saturday, 22nd September, 2018 to Saturday, 29th September, 2018 (both days inclusive) for the purpose of 20th Annual General Meeting and for determining the names of members eligible for dividend on Equity Shares, if declared at a meeting.
5. If the dividend as recommended by the Board is approved at the AGM, payment of such dividend will be made on or after Friday, 5th October, 2018:
 - i to all the Members in respect of shares held in physical form whose names appear on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on Friday, 21st September, 2018; and
 - ii to all Beneficial Owners in respect of shares held in electronic form whose names appear in the statement of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited as at the close of business hours on Friday, 21st September, 2018.
6. The notice of 20th Annual General Meeting of the Company and Annual Report 2017-18 is available on the Company's website at **www.kmsgroup.in**
7. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
8. Members who wish to obtain information of the Company may send their queries at least 10 days before the Annual General Meeting to the Company Secretary at the Corporate Office of the Company.
9. The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent **Karvy Computershare Pvt. Ltd.** The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.

10. Non Resident Indian Members are requested to inform Registrar and Transfer Agent, immediately of:
- i. Change in their residential status on return to India for permanent settlement.
 - ii. Particulars of their Bank Account maintained in India with complete name, branch, account, type, account number and address of the bank with pin code number, if not furnished earlier.
11. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
12. Electronic copy of the Annual Report is being sent to the members whose email IDs are registered with the Company/ Depository Participant. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 is being sent in the permitted mode. Members who have not registered their email addresses, so far, are requested to register their email addresses in respect of electronic holdings with the Depository Participants.
13. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
14. In compliance with Section 108 of the companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and regulation 44 of the Listing Regulation, the company is not providing e-voting facility as SME listed company is not required to provide e-voting facility.
15. Information to Shareholders in pursuance of the Listing Regulations with reference to regularisation of Additional Director in item no. 5 and item no. 4 of the notice is provided in the Explanatory Statement under section 102 of the Companies Act, 2013 and for item no. 3 for re- appointment of Director is annexed herewith the notice.