

43RD ANNUAL REPORT
OF
MAESTROS MEDILINE SYSTEMS LIMITED

ANNUAL REPORT: 2015-2016

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BOARD OF DIRECTORS

Sr. No.	Name of Director	Designation	DIN Number
1	Dr. Krishnakumar Nandkumar Menon	Chairman & Managing Director	00926405
2	Mr. Rajiv Nair	Non-Executive Independent Director	03060687
3	Mr. Murlidharan Nair	Non-Executive Independent Director	05217743
4	Mr. Niladri Mondal	Non-Executive & Independent Director	06738763
5	Mrs. Chitralekha Menon	Executive Director	07286926

BANKERS

ICICI BANK

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound
L.B.S. Marg, Bhandup (West)
Mumbai – 400 078

REGISTERED OFFICE

Plot No. EI/63, TTC Industrial Area
Electronic Zone, Mahape
Navi Mumbai – 400 710
Phone: 022 – 2761 1311 / 1286
Fax: 022 – 2762 2453
E-mail: compliance@maestros.net
Website: www.maestros.net
CIN: L65990MH1972PLC016208

PLANT LOCATION

Plot No. EI/63, TTC Industrial Area
Electronic Zone, Mahape
Navi Mumbai – 400 710

MAESTROS MEDILINE SYSTEMS LIMITED

NOTICE

NOTICE is hereby given that the **43rd** Annual General Meeting of the members of **MAESTROS MEDILINE SYSTEMS LIMITED** will be held on Friday, 24th day of March, 2017 at 3.30 p.m. at Majestic Court Sarovar Portico, X-5/ T.T.C, Sector 2, Mahape, Navi Mumbai, Maharashtra 400710 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt :
 - the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Report of the Board of Directors and the Auditors thereon; and
 - the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mrs. Chitralkha Menon (DIN – 07286926), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. The retiring Auditors, M/s. R.A.R & Associates, (Formerly known as M/s Anil Goyal & Co.) Chartered Accountants having Firm Registration No. 100431W, are eligible for re-appointment and have given a written certificate as per Section 141 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014.

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

“RESOLVED THAT pursuant to the provisions of the Section 139 (1) & 142 and other applicable provisions, if any, of the Companies Act, 2013 M/s. R.A.R & ASSOCIATES, Chartered Accountants (Firm Registration No- 100431W), be and are hereby re-appointed as Auditors of the Company to hold office from conclusion of this Meeting till the conclusion of the next Annual General Meeting at a remuneration as may be mutually agreed between the Board of Directors and the Auditors, in addition to reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company.”

By Order Of the Board

Place: Navi Mumbai

Dated: 25/02/2017

(Krishnakumar Menon)
Managing Director
DIN: 00926405

Registered Office
Plot No E1/63, TTC Industrial Area,
Electronic Zone, Mahape,
Navi Mumbai- 400710

NOTES:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a Member of the Company. A proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the 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 person or shareholder.
2. Corporate Members intending to send their authorized 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.
3. The Details of the Directors seeking re-appointment and appointment at the forthcoming Annual General Meeting as stipulated under Regulation 36 of the SEBI (LODR), 2015 with the Stock Exchanges are also annexed.
4. The Register of Members and transfer books will remain closed from Friday, 17th March 2017 to Thursday, 23rd March 2017. (Both days inclusive).

5. Members desiring any information on the accounts are requested to write to the Company at least one week before the meeting so as to enable the management to keep the information ready, replies will be provided only at the Meeting.
6. As a measure of economy, copies of Annual Report will not be distributed at the Annual -General Meeting. Members are, therefore, requested to bring their copies of Annual Report.
7. The Company has voluntarily dematerialised its shares with National Securities Depository Limited and Central Depository Services (India) Limited. Members are requested to avail benefit of the same. Members may please note that SEBI has now announced that the Shares of the Company will have to be traded compulsorily in the Dematerialised Form.
8. Members who hold shares in dematerialised form are requested to bring their client ID and DP ID numbers for easier identification of attendance at the meeting.
9. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business to be transacted at the meeting as set out above is annexed hereto and forms part of the Notice.
10. All the Members are requested to:
 - i. bring their copies of the Annual Report and the duly filled in Attendance Slip for attending the Annual General Meeting.
 - ii. send their queries with respect to the accounts and operations of the Company at least 10 days in advance so that the required information can be made available at the meeting.
 - iii. direct all the correspondence relating to transfer and transmission of shares, change in their registered address to the Company's Registrar and Transfer Agents, Link Intime India Pvt. Ltd (formerly Intime Spectrum Registry Ltd) C-13, Pannalal Silk Mill Compound, LBS Marg, Bhandup (West), Mumbai – 400 078 and not to the Company. Members holding shares in the Electronic Form are advised to inform change in address directly to their respective depository participants.
 - iv. quote their Folio No. / DP ID and Client ID No. in all their correspondence with the Registrar and Share Transfer Agents.
 - v. intimate Registrar and Share Transfer Agents LINK INTIME INDIA PVT. LTD. for consolidation of their folios, in case they are having more than one folio.
 - vi. note that no gifts/coupons shall be distributed at the Annual General Meeting.
11. In case of Joint holders attending the meeting, only such joint holder whose name is higher in the order of names will be entitled to vote.
12. For transfer of shares held in Physical mode the transferee should submit along with the transfer documents copy of PAN Card for registration of transfer request.
13. The Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all Listed Companies to mandatorily use the Electronic Clearing Services (ECS) mandate facility wherever possible for payment of Dividend to the Members. In view of this stipulation, the Company has implemented the ECS facility. Members holding shares in physical form are requested to provide the Company with ECS details for crediting the future dividend payment directly to their respective bank accounts. The Company shall be able to co-ordinate with the bankers only on receipt of necessary information. The Members holding shares in electronic form may instruct their DP's accordingly.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's Registrar M/s. Link Intime India Private Limited.
15. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their registered email id, bank details, NECS, Mandates, Nominations, power of attorney etc to their Depository Participants. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its Registrar and Transfer Agents, M/s. Link Intime India Private Limited, to provide efficient and better service to the Members. Members holding shares in physical form are requested to advise such changes to the Company's Registrar and Transfer Agents, M/s.Link Intime India Private Limited.
16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company's Registrar and Transfer Agents, M/s.Link Intime India Private Limited for assistance in this regard.

MAESTROS MEDILINE SYSTEMS LIMITED

17. Mrs. Chitralekha Menon (DIN – 07286926), Director of the Company retire by rotation and being eligible, offer for re-appointment at the Annual General Meeting. A brief resume of the said Director is given below:

Name	Chitralekha Menon
Director Identification Number (DIN)	07286926
Date of Birth	19/06/1964
Qualification	Post Graduate
Expertise in Specific Area	HR
Shareholding in Maestros Mediline Systems Limited	71,466
Membership / Chairmanship of committee of the Company	Director

18. Please note that as a valued shareholder of the Company, you are always entitled to receive, on request, a printed copy of the Annual Report and all other documents as stated above, free of cost.

19. The procedure and instruction for e – Voting are as follows:

- i) The voting period begins from 10 a.m. (STARTING TIME) on 21st March, 2017 to 23rd March 2017. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17th March, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.

- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii) 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.

xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- xix) Sanil Dhayalkar & Co., Company Secretary in Whole Time Practice (ICSI membership number: A-31036) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding twenty four hours from the conclusion of the e-voting period unblock the votes in the presence of at least 2(two) witness not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company;

The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website and on the website of CDSL within 2 (two) working days of the passing of the resolutions at the AGM of the Company and communicated to the Stock Exchange.

By Order Of the Board

Place: Navi Mumbai
Dated: 25/02/2017

(Krishnakumar Menon)
Managing Director
DIN: 00926405

Registered Office
Plot No E1/63, TTC Industrial Area,
Electronic Zone, Mahape,
Navi Mumbai- 400710

MAESTROS MEDILINE SYSTEMS LIMITED

DIRECTORS' REPORT

To
The Members,
Maestros Mediline Systems Limited

Your Directors hereby present their 43rd Annual Report on the affairs of the Company together with the Audited Statement of Accounts for the year ended 31st March 2016.

The State of the Company's Affairs

1. KEY FINANCIAL HIGHLIGHTS ON STANDALONE BASIS:

Particulars	For the Year ended 31st March, 2016 (Figures in Rs.)	For the Year ended 31st March, 2015 (Figures in Rs.)
Income	6,927,550.00	42,711,646.00
Expenditure	(36,950,447.00)	(265,564,400.00)
Profit/ (Loss) before Depreciation & Tax	(37,010,560.00)	(230,707,130.00)
Depreciation	(6,987,663.00)	(7,854,376.00)
Profit /(Loss) before Tax	(30,022,897.00)	(222,852,754.00)
Deferred Tax/Current Tax	Nil	Nil
Profit/ (Loss) after Tax	(30,022,897.00)	(222,852,754.00)

KEY FINANCIAL HIGHLIGHTS ON CONSOLIDATED BASIS:

Particulars	For the Year ended 31st March, 2016 (Figures in Rs.)	For the Year ended 31st March, 2015 (Figures in Rs.)
Income	6,927,550.00	42,711,646.00
Expenditure	36,968,874.00	265,583,162.00
Profit/ (Loss) before Depreciation & Tax	(23,050,364.00)	(215,013,138.00)
Depreciation	(6,990,960.00)	(7,858,378.00)
Profit /(Loss) before Tax	(30,041,324.00)	(222,871,516.00)
Deferred Tax/Current Tax	Nil	Nil
Profit/ (Loss) after Tax	(30,041,324.00)	(222,871,516.00)

1. DIVIDEND:

With a view to repair past losses which resulted in erosion of reserves and conservation of resources for future betterment, the Board of Directors do not recommend any dividend for the year.

2. TRANSFER TO RESERVES:

The Company has not transferred any sums to the General Reserve as the operations of the Company are surging gradually.

3. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:

There have been no Material changes and Commitments that have been affecting the financial position of the Company which have been occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

4. ANNUAL – RETURN

Pursuant to sub – section 3(a) of the Section 134 and sub – section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as on 31st March, 2016 is set out as **Annexure I** and forms part of this report.

5. MANAGEMENT DISCUSSION:

A separate report on Management Discussion & Analysis is appended to this Annual Report and forms part of this Directors' Report as '**Annexure II**'.

6. REVISION OF FINANCIAL STATEMENT OF THE COMPANY/THE REPORT OF THE BOARD :

The Financial Statement of the Company/Board Report is in accordance with the provisions of Section 131 of the Companies Act, 2013. So, there was no revision in the financial statement for the current year March 31st, 2016.

7. CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of business of the Exchange during the year under review.

8. REPORT ON PERFORMANCE OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

The performance and financial position / salient features of the financial statement of each of the subsidiaries, associates and joint venture companies for the year ended 31st March 2016 is given in Form AOC-1 and is attached and marked as **Annexure III** and forms part of this Report.

9. DETAILS OF THE COMPANY WHO CEASED TO BE ITS SUBSIDIARY/ JOINT VENTURES/ASSOCIATE COMPANIES.

Sr. No	Name of Company	Subsidiary / Joint ventures/ Associate Company	Date of cession of Subsidiary / Joint ventures/ Associate Company.
N.A.	N.A.	N.A.	N.A.

10. DISCLOSURE OF ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNAL:

No orders have been passed by any Regulator or Court or Tribunal which can have impact on the going concern status and the Company's operations in future.

11. FIXED DEPOSITS:

Your Company has not accepted any deposits within the meaning of Section 73(1) of the Companies Act, 2013 and the Rules made thereunder in the current financial year ended March 31st, 2016 and during the previous year ended March 31st, 2015 respectively

12. INTERNAL FINANCIAL CONTROL:

The Company has adequate and effective control systems, commensurate with its size and nature of business, to ensure that assets are efficiently used and the interest of the Company is safe guarded and the transactions are authorized, recorded and reported correctly. Checks and balances are in place to determine the accuracy and reliability of accounting data. The preventive control systems provide for well-documented policy, guidelines, and authorization and approval procedures. The Company has also developed a Risk Assessment policy and is reviewed by the Board of Directors.

13. BOARD MEETINGS:

A calendar of Meetings is prepared and circulated in advance to the Directors. The Board met nine times during the year. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement. The details of which are given below:

Sr. No.	Date of Meetings	Venue of the meeting	Directors present	Directors to whom Leave of absence was granted
1	23 rd April, 2015	PLOT NO EL-63, TTC INDUSTRIAL AREA, ELECTRONIC ZONE MAHAPE	5	-
2	9 th June, 2015	PLOT NO EL-63, TTC INDUSTRIAL AREA, ELECTRONIC ZONE MAHAPE	5	-

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3	17 th July, 2015	PLOT NO EL-63, TTC INDUSTRIALAREA, ELECTRONIC ZONE MAHAPE	5	-
4	5 th September, 2015	EL-63, TTC INDUSTRIALAREA, MAHAPE	5	-
5	6 th November, 2015	EL-63, TTC INDUSTRIALAREA, MAHAPE	5	-
6	4 th December, 2015	EL-63, TTC INDUSTRIALAREA, MAHAPE	5	-
7	7 th December, 2015	EL-63, TTC INDUSTRIALAREA, MAHAPE	5	-
8	30 th December, 2015	EL-63, TTC INDUSTRIALAREA, MAHAPE	5	-
9	17 th February, 2016	EL-63, TTC INDUSTRIALAREA, MAHAPE	5	-
10	11 th March, 2016	EL-63, TTC INDUSTRIALAREA, MAHAPE	5	-

14. CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL.

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with the objective of having a Board with diverse backgrounds and experience in business, government, education and public service. Characteristics expected of all Directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner.

During the year Mrs. Vasundhara Atre had resigned on 6th November, 2015 due to personal reasons and Mrs. Chitralekha Menon was appointed on 6th November, 2015.

Mrs. Chitralekha Menon, Director (holding DIN: 07286926), retires at the ensuing Annual General Meeting (AGM) and being eligible offers herself for re-appointment. The Board of Directors recommends the re-appointment of Mrs. Chitralekha Menon as Director of the Company. The detailed profile of Mrs. Chitralekha Menon, recommended for re-appointment is mentioned in the Notice for the AGM.

None of the Directors are disqualified from being appointed/re-appointed as Directors of the Company as per the disclosures received from them pursuant to Section 164(2) of the Companies Act, 2013.

15. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS UNDER SECTION 149 (6) OF THE COMPANIES ACT, 2013:

The Company has received the necessary declaration from each Independent Directors in accordance with Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013. In view of the above provisions, your Company has following Independent Directors:

Sr. No.	Name of the Independent Director	Date of appointment / Reappointment
1.	Mr. Niladri Mondal	16/11/2013
2	Mr. Muralidharan Nair	30/09/2013
3	Mr. Rajiv Nair	31/10/2012

16. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee comprises of two Non-executive/Independent Directors and the said constitution is in accordance with the provisions of Section 178 of the Companies Act, 2013. The Committee acts in accordance with the Terms of Reference as approved and adopted by the Board.

The Composition of the Committee is as under:

Chairman: Mr. Niladri Mondal

Member: Mr. Rajiv Nair

17. AUDIT COMMITTEE:

In accordance with the provisions of Section 177 of the Companies Act, 2013 your Company has constituted an "Audit Committee" comprising of minimum three directors consisting of two non-executive director and one Executive Director with the Chairman being Non-executive director. The primary objective of Audit Committee is to monitor and provide