

MEDICO REMEDIES LIMITED



ANNUAL REPORT 2017-2018

BOARD OF DIRECTORS

Mr. Haresh Kapurlal Mehta	Chairman and Whole time Director
Mr. Harshit Haresh Mehta	Managing Director
Mrs. Rita Haresh Mehta	Whole time Director
Mrs. Shweta Harshit Mehta	Whole time Director
Mr. Rishit Hareshbhai Mehta	Whole time Director
* Mr. Deepak Maganlal Vekaria	Non Executive Independent Director
* Mr. Bharat Nathalal Rathod	Non Executive Independent Director
* Mr. Ramesh Narandas Rughani	Non Executive Independent Director

* Appointed as on 25th September, 2017

COMPANY SECRETARY

Mr. Vipul Premshankar Dubey
Appointed as on 01st September, 2017

CHIEF FINANCIAL OFFICER

Mr. Haresh Kapurlal Mehta
Appointed as on 01st September, 2017

STATUTORY AUDITORS

V. J. Shah & Co.
Chartered Accountants
401-406, 'K' Building,
24 Walchand Hirachand Marg,
Ballard Estate, CST
Mumbai - 400 001.

REGISTRAR & SHARE TRANSFER AGENTS

CAMEO CORPORATE SERVICES LIMITED
Subramanian Building No. 1, Club House Road,
Chennai – 600 002.

REGISTERED OFFICE

1105/1106, 11th Floor, Hubtown Solaris Opp. Telli Galli, N S Phadke Marg,
Andheri East Mumbai - 400069 changed w.e.f 19th April, 2018
(50, Juhu Shopping Center, Gulmahor Cross, Road No.
9, Juhu, Mumbai - 400049)

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Chairman's Message

Dear Shareholders,

On behalf of the Board of Medico Remedies Limited (Medico) (Formerly known as “Medico Remedies Private Limited”), it gives me great pleasure to present the 24th Annual Report and share with you an update on the overall performance of your Company in FY 2017-18.

Your Company, Medico is a pharmaceutical formulation manufacturing company with manufacturing and marketing capabilities in formulation with focus on anti-infective, Beta-Lactams, cephalosporins, antimalarial, antiretroviral, anti-ulcer drugs and antacids, vitamins, haematinics and other supplements. Further in addition to the above, your Company also has manufacturing and marketing capabilities in other drugs such as NSAIDS, antihistaminic, anti-diabetics, cardio vascular drugs, diuretics, anti-epileptics, combination drug kits, syrups and cream & gel for various therapeutic segments.

We are happy to announce that the financial and operational performance in FY 2017-18 was outstanding, reflecting in net profit. Your Company has moved forward strongly, sustained the performance and achieved a net revenue from operations of Rs.6,102.45 Lakhs. The increase in revenue is contributed by growth in sales of various Products for Pharmaceuticals.

In FY 2017-18, Medico continued to focus on its strategic pillars of **Engaging to customer relationship building, Value addition to customer's business with our quality products and Highly engaged and dedicated work-force** in order to achieve our goals and sustain our strong position across our markets. At Medico, it is not only delivering the numbers that matters, but also conducting business with integrity and respect.

The progress we made in streamlining our production infrastructure and extending our reach and customer service while reducing cost with our cost leadership initiatives has helped Company to maintain its growth trajectory. Our focused approach, customer relationship building, value add to customer's business with our quality products, highly engaged and dedicated work-force allowed us to maintain and reinforce our strong position across our markets.

On behalf of my colleagues on the Board of Directors, I take this opportunity to thank all our employees for their tremendous efforts and passion that enables continuous improvement and growth. I also would like to place on record the various hands-on work undertaken by members of the Board and senior leadership team in making far-reaching changes which strengthen the foundational roots of our business. I would also thank all our customers, business partners, bankers, financial institutions, vendors and all stakeholders for their continued faith and trust. Finally, a big thank you to all our shareholders for your continued belief in Medico.

We look forward to the forthcoming years with enthusiasm and optimism as we remained focused on delivering value to all our stakeholders.

**With best wishes,
Sincerely,**

**Sd/-
Haresh Mehta
Chairman and Whole Time Director**

NOTICE

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of **Medico Remedies Limited** (Formerly known as “Medico Remedies Private Limited”) will be held on Monday, 24th September, 2018 at 1105/1106, 11th Floor, Hubtown Solaris, Opp. Telli Galli, N S Phadke Marg, Andheri East, Mumbai - 400069 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS:**Item No. 1 - Adoption of Financial Statements**

To consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2018, together with the Report of the Board of Directors and the Auditor's thereon.

Item No. 2 - Appointment of Director

To appoint a Director in place of Mr. Haresh Mehta (DIN: 01080289) who retires by rotation and being eligible, offers himself for re-appointment.

Item No. 3 – Ratification of Appointment of Auditors

To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, framed thereunder, as may be amended from time to time, the appointment of M/s. V J Shah & Co., Chartered Accountants (Firm Reg. No. 109823W), Mumbai as Statutory Auditors of the Company be and is hereby ratified from the conclusion of this Annual General Meeting till the conclusion of 25th Annual General Meeting of the Company and the Board of Directors be and are hereby authorized to fix such remuneration payable to them as may be recommended by the Audit Committee in consultation with the Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS:**Item No. 4 – Ratification of remuneration payable to Cost Auditor for the Financial year 2018-19**

To ratify remuneration of Cost Auditors for the financial year 2018-19 and in this regard to consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), a remuneration of Rs. 21,000/- (Rupees Twenty One Thousand only) per annum plus reimbursement of actual out-of-pocket expenses, to be paid to N. Ritesh and Associates, Cost Accountants (Firm Registration No. R100675), appointed as Cost auditors of the Company by the Board of Directors to conduct the audit of cost records of the Company for the financial year 2018-19, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 5 - Determination of fees for delivery of documents to shareholders

To consider and determine the fees for delivery of any document through a particular mode of delivery to a member and in this regard to consider and if thought fit, to pass, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, whereby, a document may be served on any member by the Company by post or by registered post or by speed post or by such electronic or other mode as may be prescribed upon receipt of a request received from a member consent of the members be and is hereby accorded to charge an amount of Rs. 50/- (Rupees Fifty only) per document over and above the reimbursement of actual expenses of delivery of the documents incurred by the Company, as a fees for sending the document(s) provided such request along with requisite fee has been duly received by the Company at least 10 days in advance to the Company before dispatch of such document.

RESOLVED FURTHER THAT the Board of Directors of the Company (including Committee(s) of the Board), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

For and On Behalf of Board of Directors

Mr. Haresh Mehta
Chairman & Whole-Time Director
DIN: 01080289

Registered office:

1105/1106, 11th Floor, Hubtown Solaris
Opp. Telli Galli, N S Phadke Marg,
Andheri (E), Mumbai – 400069.

Date: 24th August, 2018

Place: Mumbai

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special business is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
3. Proxy Form and Attendance Slip are enclosed. Proxies, duly stamped and executed, must reach at the Registered Office of the Company not less than 48 Hours before the commencement of the Annual General Meeting. The instrument appointing Proxy as per the format included in the Annual Report, duly completed, stamped and signed should be returned to the Registered Office of the Company not less than Forty Eight hours before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc., must be supported by appropriate resolution/authority letter/power of attorney, as applicable, issued by the member organization. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. A person can act as proxy on behalf of members not exceeding fifty and further 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 proxy for any other person or Member.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday 18th September, 2018 to Monday 24th September, 2018 (both days inclusive).
6. The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.
7. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the 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 details to the Company
8. Members are requested to intimate to Cameo Corporate Services Ltd, Registrar and Transfer Agents of the Company their e-mail address for sending notice /documents through e-mail as per directives issued by Government of India, Ministry of Corporate Affairs vide Circular No 17/2011 dated 21.04.2011. Members are requested to address all correspondences including dividend matters to the Registrar and Transfer Agents, Cameo Corporate Services Ltd, Subramanian Building No. 1, Club House Road, Chennai - 600002. Email- investor@cameoindia.com.
9. Members whose shareholding is in the electronic mode are requested to notify immediately the change in their address, NECS, bank mandates and e-mail IDs to their respective depository participants. Member holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to Company/ Cameo Corporate Services Ltd.
10. The Ministry of Corporate Affairs has allowed paperless compliances by companies through electronic mode by providing the same under the Companies Act, 2013 and rules framed thereunder. The Members can now receive various notices and documents including Annual Reports through electronic mode. Members who have not registered their e-mail address are encouraged to participate in this green initiative by registering their e-mail id for e-communication. Members are requested to register / update their e-mail id for e-communication with the Depository Participants. Even after registering for e-communication, Member(s) are entitled to receive communication(s)

including Annual Report in physical form, free of cost, on receipt of written request for the same. Members may also note that the Annual Report for the financial year 2018 together with Notice of the 24th Annual General Meeting, Attendance Slip, Proxy Form and Route Map will also be available on the website of the Company viz. www.medicoremedies.com for their download.

11. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name and who have not yet registered their nomination, are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form are requested to submit the forms to the Company. Members holding shares in electronic form must submit the forms to their respective Depository Participants.
12. Members are requested to bring their copies of Annual Report to the Meeting. In case of joint holders attending the meeting, only such joint holder who is higher in order of names will be entitled to vote. Members /proxies attending the meeting should bring the Attendance Slip, duly filled in for handing over at the venue of the meeting.
13. Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to address their queries in writing to Company at least 7 days before the date of the meeting, so that the information required may be made available at the meeting to the extent possible.
14. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the registered office of the Company on all working days except on Saturdays, Sundays and public holidays between 11.00 a.m. to 01.00 p.m. upto the date of the 24th Annual General Meeting.
15. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Report of the Company for the financial year 2018 and this Notice along with Attendance Slip, Proxy Form and Route Map are being sent by email, unless any Member has requested for a physical copy of the same, to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. For Members who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2018 and this Notice of 24th Annual General Meeting of the Company along with Attendance Slip, Proxy Form and Route map are being sent through the permitted mode.
17. **Scrutinizer's Report:**
 - i. Mr. Haresh Sanghvi of H. P. Sanghvi & Co., Practicing Company Secretaries (Membership No. 2259) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.
 - ii. The Chairman shall, at the AGM, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of polling paper for all those Members who are present at the AGM.
 - iii. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - iv. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.medicoremedies.com within 48 hours of passing of the resolutions at the 24th Annual General Meeting of the Company and shall be communicated to BSE Limited, where the shares of the Company are listed.

Registered office:

1105/1106, 11th Floor, Hubtown Solaris
Opp. Telli Galli, N S Phadke Marg,
Andheri (E), Mumbai – 400069.

For and On Behalf of Board of Directors

Mr. Haresh Mehta
Chairman & Whole-Time Director
DIN: 01080289

Date: 24th August, 2018

Place: Mumbai

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

The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No. 4 and Item No. 5 of the accompanying Notice dated 24th August, 2018

Item No. 4:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has approved the Re-appointment and remuneration of N. Ritesh and Associates, Cost Accountant, Mumbai to conduct the Audit of the Cost records of the Company for the financial year 2018-19.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the company.

Accordingly, the Board recommends the resolution as set out of Item no. 4 of the Notice for the approval of the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 5:

As per the provisions of sections 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting.

Accordingly, the Board recommends the resolution as set out of Item no. 5 of the Notice for the approval of the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

For and On Behalf of Board of Directors

Mr. Haresh Mehta
Chairman & Whole Time Director
DIN: 01080289

Registered office:

1105/1106, 11th Floor, Hubtown Solaris
Opp. Telli Galli, N S Phadke Marg,
Andheri (E), Mumbai – 400069.

Date: 24th August, 2018

Place: Mumbai

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTH COMING ANNUAL GENERAL MEETING

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of Director	Mr. Haresh Mehta	
Nationality	Indian	
Date of Birth	17/08/1955	
Qualification	Bachelors Degree of Pharmacy	
Date of Appointment	18/03/1994	
Expertise	Approximately 40 years of experience in pharmaceutical industry	
Directorships in other public companies as on 31 st March, 2018	NIL	
Chairman / Member of any other Committees as on 31 st March, 2018	Audit Committee – Member	
Shareholding in the Company as on 31 st March, 2018 (Equity Share of Rs. 10/- Each)	6,87,000 Equity Shares	
Relationship between directors inter-se	Father of Mr. Harshit Mehta and Mr. Rishit Mehta, Husband of Mrs. Rita Mehta and Father-in-law of Mrs. Shweta Mehta, Directors of the Company.	

For and On Behalf of Board of Directors

Mr. Haresh Mehta
Chairman & Whole-Time Director
DIN: 01080289

Registered office:

1105/1106, 11th Floor, Hubtown Solaris
Opp. Telli Galli, N S Phadke Marg,
Andheri (E), Mumbai – 400069.

Date: 24th August, 2018

Place: Mumbai

DIRECTORS' REPORT

To,
The Members
MEDICO REMEDIES LIMITED
(Formerly known as “Medico Remedies Private Limited”)

Your Directors have pleasure in presenting the 24th Board's Report of Medico Remedies Limited (“Company”) together with the Audited Financial Statements for the financial year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS

(In Rs.)		
Particulars	FY 2017-18	FY 2016-17
Total Income	61,93,75,168	54,77,94,419
Total Expenses	60,06,47,612	52,79,17,314
Profit Before Tax	1,87,27,556	1,68,83,105
Provision for Tax	65,25,572	6,01,691
Profit After Tax	1,22,01,984	1,62,81,414

REVIEW OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

During the year under review, your Company has recorded total turnover of Rs. 61,93,75,168/- (previous year Rs. 54,77,94,419/-) and Net profit after tax Rs. 1,22,01,984/- (previous year Rs. 1,62,81,414/-)

A detailed analysis on the state of Company's affairs is available in the Management discussion and Analysis Report forming a part of Annual Report.

CHANGE IN NATURE OF BUSINESS

There was no change in nature of business of the Company during the year under review.

DIVIDEND

To conserve the resources, your Directors have not recommended any dividend for the year ended 31st March, 2018.

TRANSFER TO RESERVES IN TERMS OF SECTION 134(3)(J) OF THE COMPANIES ACT, 2013

The Company has not transferred any amount to General Reserves for the financial year 2017-2018.

INFORMATION ABOUT SUBSIDIARY/ JV/ ASSOCIATE COMPANY

As on 31st March, 2018, the Company does not have any Subsidiary, Joint venture or Associate Companies and hence provisions of Section 129 of the Companies Act, 2013 (“Act”) are not applicable to the Company.

MATERIAL CHANGES AND COMMITMENTS

No material changes or commitments affecting the financial position of the Company occurred between the end of the financial year and the date of this report.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT-9 as required under section 92(3) of the Act and rules framed thereunder is annexed to this Report and marked as **Annexure-I**. The extract of annual return is also available on the website of the company at www.medicoremedies.com.