



## WELCURE DRUGS & PHARMACEUTICALS LTD.

Regd. Off.: B-9 & 10, Laxmi Towers, L.S.C., Block C, Saraswati Vihar, Delhi -110034.  
CIN No. L24232DL1996PLC227773

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Date: 26.05.2022

### BSE LIMITED

Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai- 400001

**Scrip Code: 524661-- Welcure Drugs & Pharmaceuticals Ltd.**

**Sub: Intimation for the 30<sup>th</sup> Annual General Meeting along with Annual Report for F.Y. 2021-22, Book Closure and E-Voting Related activities**

Respected Sirs,

Pursuant to provisions of Regulation 30, 34 and 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 23rd June, 2021 and December 8, 2021 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with the SEBI Circular dated January 15, 2021 and May 12, 2020; that has enabled convening of the Annual General Meeting ('AGM') through video conferencing or other audio visual means, we wish to inform you that:

1. The 30<sup>th</sup> Annual General Meeting ("AGM") is scheduled to be held on **Monday the 27<sup>th</sup> June, 2022 at 10:00 A.M** through Video Conferencing or other audio visual to transact businesses as set out in the Notice of AGM and no physical meeting will be held. This will ensure safety of the shareholders while providing an early opportunity to attend the AGM.
2. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations the Company is providing facility to the members to cast their votes by electronic means, through **Link Intime India Pvt. Ltd**, Registrar and Transfer Agent, on all resolutions as set out in the notice for the AGM to those members, who are



holding share either in physical or in electronic form as on the cut-off date i.e. **Monday, June 20, 2022;**

3. The remote e-voting will commence at **(9:00 A.M. IST) on Friday, June 24, 2022** and ends at **(5:00 P.M. IST) on Sunday, June 26, 2022**, remote e-Voting module shall be disabled by Link Intime upon expiry of aforesaid period. Members are required to cast their votes by Remote e -voting only during voting period and shall not be entitled to cast the vote again at AGM; also, members who does not cast their vote through remote e-voting may cast by dropping their vote in the chat box by mentioning the details as provide in Annexure B (b)(v) of the notice forming the part of Annual Report.
4. The e-voting instructions and the process to join meeting through video conferencing is set out in Notice, which forms part of the Annual Report; and
5. Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, June 21, 2022 to Monday, June 27, 2022 (both days inclusive)** for the purpose of AGM.

Please find enclosed herewith the copy of Notice of AGM dated April 15, 2022 along with Annual Report for the Financial Year ended 31<sup>st</sup> March, 2022.

This is for your information and records.

Thanking you,

Yours Faithfully

**For Welcure Drugs & Pharmaceuticals Ltd.**

  
(Mitashi Bisaria)  
Director & Company Secretary  
DIN: 08660802



**Encl.: a/a**

# **Annual Report**

**2021-22**



**WELCURE DRUGS &  
PHARMACEUTICALS LIMITED**

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## WELCURE DRUGS & PHARMACEUTICALS LTD.

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### **Board of Directors**

Shri Sudhir Chandra, Managing Director  
Shri Gagan Juneja, Independent Director & C.F.O  
Mohd Shahbaz Alam, Independent Director  
Ms. Mitashi Bisaria, Non-Executive Director & Company Secretary  
Shri D.C. Jain, Non-Executive Director

### **Audit Committee**

Shri Gagan Juneja, Chairman  
Mohd Shahbaz Alam -Member  
Ms. Mitashi Bisaria -Member

### **Stakeholder Relationship Committee**

Shri Gagan Juneja, Chairman  
Mohd Shahbaz Alam -Member  
Ms. Mitashi Bisaria -Member

### **Nomination and Remuneration Committee**

Shri Gagan Juneja, Chairman  
Mohd Shahbaz Alam -Member  
Ms. Mitashi Bisaria -Member

### **Statutory Auditors**

M/s V.P. Gupta & Co.

### **Internal Auditors**

M/s Vibhor Gupta & Associates

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### **Regd. Office**

B-9, 10, Laxmi Towers  
L.S.C, C- Block,  
Saraswati Vihar, Delhi-110034  
E-mail for Members: [investor.welcure@gmail.com](mailto:investor.welcure@gmail.com)

### **Share Transfer Agent**

Link Intime (India) Pvt. Ltd.  
Noble Heights, 1st Floor, NH-2,  
C-1 Block LSC, Near Savitri Market,  
Janakpuri, New Delhi- 110058  
E-mail ID: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)

## **BOARD'S REPORT FOR FINANCIAL YEAR 2021-22**

**To the Members,**

**Welcure Drugs & Pharmaceuticals Ltd.**

The Board hereby presents the Thirtieth (30<sup>th</sup>) Annual Report together with Audited Financial Statements comprising Balance Sheet, the statement of Profit and Loss (including other comprehensive income), the cash flow statement and the statement of changes in Equity of the Company and Auditors Report for the Financial Year ended 31<sup>st</sup> March, 2022 in terms of Section 134(3) of Companies Act, 2013.

### **MEETINGS OF THE BOARD & COMMITTEES**

A tentative calendar of Meeting is prepared and circulated well in advance to the Directors. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013, Secretarial Standard - 1 and Listing Regulations.

During the year ended March 31, 2022, the Board and Audit Committee met 4 times. The details of Board/committee meetings and the attendance of Directors are provided in the Corporate Governance Report, which forms a part of this Report.

Further, all the recommendations of Audit Committee were accepted by the Board of Directors.

29<sup>th</sup> Annual General Meeting of the Company for the financial year 2020-21 was held on 12.07.2021

30<sup>th</sup> Annual General Meeting of the Company for the financial year 2021-22 is scheduled to be held on 27.06.2022.

### **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to the requirements of Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your Directors hereby confirm that:

- 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 had 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 fair view of the state of affairs of the Company at the end of the Financial year and of the profit and loss of the company for that period;
- c) The directors had 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 had prepared the annual accounts on a going concern basis;

- e) The Company is not listed, yet the director had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; for ensuring the orderly and efficient conduct of business, including adherence to company's policies, the safeguarding its assets, prevention and detention of frauds and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- g) The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

#### **DETAILS IN RESPECT OF FRAUD**

In terms of provisions of section 134(3) (ca) no fraud was reported by auditors under section 143(12) of the Companies Act, 2013.

#### **STATEMENT OF DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors have given declaration that they meet the criteria of independence as provided under Section 149 of the Act and Regulation 16(1) (b) of the Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force). The Independent Directors have also confirmed that they have complied with the Company's code of conduct.

#### **AUDIT OBSERVATIONS**

##### **(i) Statutory Auditor:**

No qualifications, reservation or adverse remarks or disclaimer was made by the auditor in his audit report

##### **(ii) Secretarial Auditor:**

No qualifications, reservation or adverse remarks or disclaimer was made by the secretarial auditor in his audit report.

##### **(iii) Internal Auditor:**

No qualifications, reservation or adverse remarks or disclaimer was made by the Internal auditor in his audit report.

#### **LOANS, GUARANTEES AND INVESTMENTS:**

The Company does not grant any loan or give any guarantee or made any investment during the period under review pursuant to section 186 of the Companies Act, 2013; therefore, the said clause is not applicable on the Company.



## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH THE RELATED PARTIES:**

There were no related party transactions during the year as specified under section 188 of Companies Act, 2013. However, sitting fee of total Rs. 22,000/- was paid to non-executive directors, during the financial year 2021-22 for attending Audit Committee meetings and Board Meetings of the Company. Director Remuneration of Rs. 129,000 was paid to Shri Sudhir Chandra. No remuneration or sitting fee was paid to D.C. Jain, Promoter & Director of the Company.

## **STATE OF AFFAIRS- AUDITED IND AS FINANCIAL STATEMENTS**

During the Financial Year 2021-22, the total revenue (including other income) was Rs. 10.50 Lakhs (Rs. 13.33 Lakhs in the previous year), and had a net Profit after tax of Rs. 2.36 lakhs as against the Profit of Rs.5.51 lakhs in previous year.

### **i) Reserves**

The net profit/loss after tax of Rs. 2.36/- lakhs have been retained in the profit & loss account and has been carried forward to the Balance sheet accordingly.

### **ii) Dividend**

Further, no dividend was proposed to be declared during the period under review.

## **MATERIAL CHANGES AND COMMITMENTS**

No material changes and commitments occurred, which may affect the financial position of the Company; between the end of the financial year of the Company to which the financial statements relate and the date of the report.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

### **a. Conservation of energy**

Company has no manufacturing operations; therefore, provisions relating to disclosure of conservation of energy are not applicable to the Company.

### **b. Technology absorption**

During the year under review no new technology was absorbed and no expenditure was incurred on Research & Development.

### **c. Foreign exchange earnings and outgo**

Foreign exchange earnings and outgo were nil during the current year.

## **RISK MANAGEMENT**

The Company has well defined process to ensure risks are identified and steps to treat them are put in place at the right level in the management. The operating managers are responsible for identifying and putting in place mitigation plan for operational and process risks. Key strategic and business risks are identified and managed by the Directors in the organization.

The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and has established a framework for mitigating controls and reporting mechanism of such risks. Some of the risks that the Company is exposed to are: (i) Financial Risk (ii) Regulatory Risks (iii) Human Resources Risks (iv) Strategic Risks

## **CORPORATE SOCIAL RESPONSIBILITY**

During the year under review, the Net Worth of the Company is less than Rs. 500.00 crore; turnover is less than Rs.1000.00 crore; and net profit is less than Rs. 5.00 crore; therefore constitution of corporate Social Responsibility Committee is not applicable in terms of section 135(1) of the Companies Act, 2013.

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Regulation 17(10) of the Listing Regulations and the circular issued by SEBI dated 5th January, 2017 with respect to Guidance Note on Board Evaluation, the evaluation of the annual performance of the Directors/Board/Committees was carried out for the Financial Year 2021-22. A statement on annual evaluation by the Board of its performance and performance of its Committees as well as Individual Directors forms part of the Corporate Governance Report.

## **CHANGE IN NATURE OF BUSINESS**

During the year under review, there has been no change in the nature of business of the Company.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year under review, following changes took place in the composition of Board of Directors:

1. Mr. M.L. Bhateja is not associated with Company due to his sudden demise w.e.f. 28.04.2021
2. Mohd Shahbaz Alam was appointed as Additional Director under category of Non-Executive Independent on 12.07.2021, who shall be eligible for re-appointment as per Section 152 and other applicable provisions of the Act or Listing Regulations, subject to the approval of the shareholders.
3. Re-appointment of Mr. Sudhir Chandra as a Managing Director of the Company w.e.f 01.02.2022

In accordance with the provisions of Section 152 of the Companies Act, 2013, Ms. Mitashi Bisaria, Director (DIN 08660802), will retire at the ensuing Annual General Meeting and being eligible and offered herself for re-appointment. The Board recommends the re-appointment in the ensuing Annual General Meeting.

Apart from above no changes were done in the constitution of the Board of Company.

## **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES**

During the period under review no Company became or ceased to be its subsidiaries, joint venture or associate company.



## **FIXED DEPOSITS UNDER CHAPTER V**

The Company has not accepted any deposit from its Directors, employees or general public during the year; and there is no unpaid or unclaimed deposit at the end of the year.

## **MATERIAL COURT ORDERS PASSED**

During the year no material order was passed by any regulators, tribunals or courts which impacts the going concern & company's operations in future.

## **DETAILS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has put in place adequate internal financial controls over financial reporting. These are reviewed periodically and made part of work instructions or processes in the Company. The Company continuously tries to automate these controls to increase its reliability. This ensures orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention of errors, accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

The internal financial controls with reference to the financial statements were adequate and operating effectively.

## **PREVENTION OF SEXUAL HARASSMENT:**

Yours Directors state that during the period under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## **DISQUALIFICATIONS OF DIRECTORS**

Pursuant to Section 164 of the Companies Act, 2013, no director has incurred any disqualification on account of non-compliance with any of the provisions of the Act.

## **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Board of Directors has formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. The details of Vigil Mechanism (Whistle Blower Policy) adopted by the Company have been disclosed in the Corporate Governance Report attached to this report and form an integral part of this report.

## **STATUTORY AUDITORS:**

M/s V.P. Gupta & Co. (FRN-000699N), Chartered Accountants, were appointment as statutory auditors of the Company from the conclusion of 28<sup>th</sup> Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting for the period of 5 years to audit the accounts of the Company from the financial year 2020-21 to 2024-25. Every year Company has received the certificate that they are eligible to be continued and not disqualified in accordance with the provisions of the Companies Act, 2013.

Further, the Notes to Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments. The Auditors' report does not contain any qualification, reservation or adverse remark.

#### **SECRETARIAL AUDITOR:**

As per the Provisions of Section 204(1) read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company has been carrying out audit of its secretarial records.

M/s A.K. Nandwani & Associates. Company Secretary in practice had been appointed as Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year 2021-22, now their tenure had expired; therefore, the Board had re-appointment M/s A.K. Nandwani & Associates as the secretarial auditor of the Company for the financial year 2022-23.

The Secretarial Audit Report in Form MR-3 obtained from M/s A.K. Nandwani & Associates, for the said financial year is annexed herewith and forms part of this report as **"Annexure A"**.

The secretarial report is self-explanatory and any observation, qualification are duly responded by the Company within the timeframe.

#### **INTERNAL AUDITOR**

As per the Provisions of section 138 read with Rule 13 of The Companies (Accounts) Rules, 2014, with regard to Internal Audit, M/s Vibhor Gupta & Associates, were appointed as Internal auditor of the Company to audit the accounts for the financial year 2021-22, now their tenure has expired. Hence, the Board has re-appointed M/s Vibhor Gupta & Associates as the Internal Auditor of the Company for the financial year 2022-23.

#### **LISTING FEE OF SHARES**

The shares of the company are listed on a recognized stock exchange- 'Bombay Stock Exchange' and up to date Listing Fee is paid.

#### **CORPORATE GOVERNANCE**

In compliance with Regulation 34 of the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Auditors on its compliance forms an integral part of this report as **"Annexure B"**

A certificate from the Practising Company Secretary confirming compliance of conditions of Corporate Governance as stipulated in Part E of the Schedule V of the Listing Regulations is annexed to the Corporate Governance Report.

#### **MANAGEMENT DISCUSSION & ANALYSIS**

Management Discussion and Analysis Report, as stipulated under the Listing Regulations is presented in a separate Section forming part of this Annual Report as **"Annexure – C"**

#### **DISCLOSURE UNDER SECTION 148 OF COMPANIES ACT, 2013:**

Company is not required to maintain the cost records and accounts as specified under section 148 of Companies Act, 2013 as it not applicable on the Company.

**PARTICULAR OF EMPLOYEES:**

Details as required under the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, will made available to the shareholders on their request.

**PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Designated Persons and their immediate relatives. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Designated Persons and their immediate relatives while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

**APPOINTMENT AND REMUNERATION POLICY**

Your Directors had stated that the Company has framed a proper Appointment and Remuneration Policy defining its composition, authority, responsibility and reporting functions and such other information as required pursuant to Section 178 of the Companies Act, 2013.

**SECRETARIAL STANDARD OF ICSI**

The Company has complied with the Secretarial Standard-1 on 'Meetings of the Board of Directors' and Secretarial Standard-2 on 'General Meetings' issued by the Institute of Company Secretaries of India.

**TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)**

The Company was not required to transfer any amount to the Investor Education and Protection Fund during the year under review.

For and on behalf of the Board  
**Welcure Drugs & Pharmaceuticals Limited**

**Place: Delhi**  
**Date: 15.04.2022**

**Sudhir Chandra**  
Managing Director  
DIN: 00323545

**Gagan Juneja**  
Director & CFO  
DIN: 08914005

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

For the financial year ended 31.03.2022

*[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,

**Welcure Drugs and Pharmaceuticals Limited**

B-9 &10, Laxmi Towers, LSC, C-Block, Saraswati Vihar, Delhi-110034

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Welcure Drugs and Pharmaceuticals Limited** (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. The verification of the records has been done and the information has been obtained with limited available resources due to COVID-19.

Based on our verification of the 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, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2022 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:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31.03.2022 according to the provisions of:

- (i) The Companies Act, 2013 and the rules made thereunder;
- (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 thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; (to the extant applicable)
- (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, 2009 as amended from time to time;
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 & The Securities Exchange Board of India (Shares Based Employee Benefits and Sweat Equity) Regulation 2021; (Not applicable on the Company during the Audit period)
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable on 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, 2021; (Not applicable on the Company during the Audit period)
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; and (Not applicable on the Company during the Audit period)
- i) SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

(vi) The Drugs and Cosmetics Act, 1940

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with the BSE Limited.

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

1. The Company has not maintained a functional website due to cost as the Company has huge losses for several years and business activity of the Company has been completely closed. And the Management further state that inability to maintain a website address as aforesaid is bonafide and unintentional.
2. The Company has not separately conducted meeting(s) of Nomination and Remuneration Committee(s) and Stakeholders Relationship Committee(s). The matter relating the above Committee(s) are dealt with during the course of Audit Committee as all the members constituting above committee(s) also present in Audit Committee(s) meeting.

3. As the Company has not maintained a website, therefore, the Company has not display the particular as per SEBI SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 relating to Common and Simplified Norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination. However, the Company is sending relevant information in the Notice of ensuing Annual General Meeting to the shareholder.

We further report that:

1. The Company has not maintained a functional website due to cost as the Company has huge losses for several years and business activity of the Company has been completely closed. And the Management further state that inability to maintain a website address as aforesaid is bonafide and unintentional.
2. The Company has not separately conducted meeting(s) of Nomination and Remuneration Committee(s) and Stakeholders Relationship Committee(s). The matter relating the above Committee(s) are dealt with during the course of Audit Committee as all the members constituting above committee(s) also present in Audit Committee(s) meeting.
3. As the Company has not maintained a website, therefore, the Company has not display the particular as per SEBI SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 relating to Common and Simplified Norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination. However, the Company is sending relevant information in the Notice of ensuing Annual General Meeting to the shareholder.

We 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.

We further report that, the compliance by the Company of applicable financial laws like direct & indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above

**FOR A.K. NANDWANI & ASSOCIATES  
COMPANY SECRETARIES**

**PLACE: NEW DELHI  
DATE: 14.04.2021**

**KAVITA, PARTNER, FCS 9115, C P NO.: 10641  
UDIN: F009115D000108137**



To,  
The Members,  
**WELCURE DRUGS AND PHARMACEUTICALS LIMITED**  
B-9 & 10, Laxmi Towers, LSC, C-Block, Saraswati Vihar, Delhi-110034

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we 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 efficiency or effectiveness with which management has conducted the affairs of the company.

**FOR A.K. NANDWANI & ASSOCIATES  
COMPANY SECRETARIES**

**PLACE: NEW DELHI  
DATE: 14.04.2021**

**KAVITA, PARTNER, FCS 9115, C P NO.: 10641  
UDIN: F009115D000108137**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**  
**[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

To,  
The Members of  
**Welcure Drugs and Pharmaceuticals Limited**  
B-9 & 10, Laxmi Towers LSC, C-Block,  
Saraswati Vihar Delhi 110034

We have examined the records, forms, returns and disclosures received from the Directors of **Welcure Drugs And Pharmaceuticals Limited** having CIN: L24232DL1996PLC227773 and Registered Office at **B-9 & 10, Laxmi Towers LSC, C-Block, Saraswati Vihar Delhi 110034** (hereinafter referred to as 'the Company'), produced before us 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.

On the basis of information obtained **with limited available resources due to COVID 19**, in our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name of the Director</b>	<b>DIN</b>	<b>Date of Appointment in the Company</b>
1.	Mr. Dharam Chand Jain	00323379	20/08/2002
2.	Mr. Mohamaad Shahbaaz Alam	06824697	12/07/2021
3.	Mr. Sudhir Chandra	00323545	31/12/2005
4.	Ms. Mitashi Bisaria	08660802	11/01/2020
5.	Mr. Gagan Juneja	08914005	16/10/2020

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our 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 A. K. NANDWANI & ASSOCIATES**  
**(Company Secretaries)**

**Place: New Delhi**  
**Date: 09.04.2022**

**KAVITA, PARTNER**  
**FCS: 9115, C.P. NO.: 10641**  
**UDIN: F009115D000056571**

**CORPORATE GOVERNANCE REPORT**

**A) WELCURE PHILOSOPHY:**

In **WELCURE**, Corporate Governance philosophy stems from our belief that corporate governance is a key element in enhancing investor confidence. The Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it.

The Board of Directors presents a compliance report on the Corporate Governance pursuant to Listing Regulations and the Company endeavours to adopt best practices of Corporate Governance.

**The Company's Corporate Governance philosophy is led by core principles of:**

- Satisfying the spirit of the law and not just the letter of the law.
- Communicating externally in a truthful manner about how the company is run internally.
- Embracing a trusteeship model in which the management is the trustee of the shareholders' capital and not the owner.
- Making a clear distinction between personal convenience and corporate resources.

**B) BOARD OF DIRECTORS:**

**(i) Composition**

The composition of Board of Directors is in compliance with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 read with the Rules issued thereunder. The Company has optimum composition of Executive and Non-Executive Directors. Out of Five members on its Board, two are Non-Executive Directors including a Woman Director and 2 are Independent Directors and One Whole Time Director.

On an annual basis, the Company obtains from each Director details of the Board and their Committee positions she / he occupies in other Companies and changes, if any, regarding their Directorships. In addition, the Independent Directors provide an annual confirmation that they meet the criteria of independence as defined under Section 149(6) on an annual basis of the Companies Act, 2013

**a) Promoter Director**

**Shri D. C. Jain**, B. Com., LL.B., M.I.L (Hons)., G.D.I.M., M.I.I.A., A.M.I.B.M. F.A.S.M., F.C.S. is a Non-executive Director and founder & only promoter of the Company; and has nearly five decades experience in controlling various industries as top level Company Executive. He had been President of the Institute of Company Secretaries of India.

**b) Managing Director:**

**Shri Sudhir Chandra**, B.Sc., B.Tech (Hons.) and Dipl. (Ing. West Germany) is a Managing Director of the Company. He has over 49 years working experience in Management & Systems including 9 years' experience in Pharmaceuticals. He had been associated with some of the leading industries in India and abroad, providing a high rate of work satisfaction throughout his career. Also he had experience in the field of auditing and consultancy related to finance; being a Certified Lead Auditor under ISO 9001:2015. He is a member of Company's Shareholders & Investors Grievance Committee.

**c) Independent Non-Executive Directors:**

i) **Mohd Shahbaz Alam**, MBA., also had done Market Public Administration (MPA) from IGNOU university he had more than 20 year's core experience of being a Pharmaceutical fraternity from Sales, Product Management Training, Medical writing and regulatory affairs. He is also member in Company's Audit Committee, Nomination & Remuneration Committee and Shareholders & Investors Grievance Committee.

ii) **Shri Gagan Juneja is a**, Chartered Accountant and has over 6 years of experience in field of Taxation, finance, Auditing and Tax Planning. He is a Chairman Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship committee. He is also honorary Chief Finance Officer of the Company

**d) Woman Director:**

**Ms. Mitashi Bisaria**, MBA (in Finance) & Associate Member of Institute of Company Secretaries of India, is a Woman Director and Honorary Company Secretary of the Company. She has over 5 years of experience of handling secretarial matters. She is also a member of Company's Audit committee and Shareholders & Investor Grievance Committee. She also acts as Secretary to the Committees and the Board.

**(ii) Key functions of the Board**

The Board performs various statutory and other functions in connection with managing the affairs of the Company. The key functions performed by the Board of the Company are:

- a. Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans, setting performance objectives, monitoring implementation & corporate performance;
- b. Monitoring effectiveness of the Company's governance practices and making changes as needed;
- c. Selecting, compensating, monitoring and when necessary, replacing key executives and overseeing succession planning;
- d. Aligning key executive and Board remuneration with the long term interests of the Company and its shareholders;
- e. Monitoring and managing potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions;
- f. Ensuring integrity of the company's accounting and financial reporting systems, including the independent audit and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational controls and compliance with the law and relevant standards;
- g. Overseeing the process of disclosure and communications;
- h. Monitoring and reviewing Board Evaluation framework.

**(iii) Meetings of the Board**

Meetings of the Board are generally held in Delhi. During the financial year under review, the Board met Four times i.e. on 26<sup>th</sup> April, 2021, 12<sup>th</sup> July, 2021, 25<sup>th</sup> October, 2021 and 22<sup>nd</sup> January, 2022.

The Company has held such requisite number of Board meeting in Year with maximum interval of not exceeding 120 days between any two consecutive board meeting which is in compliance with the provisions of the Companies Act, 2013 (the 'Act'), Secretarial Standard-1 and Listing Regulations.

Concerned Executives/Directors of the Company communicate to the Company Secretary, the matters requiring approval of the Board, so that these can be included in the Agenda for the scheduled Board/Committee Meeting.

The Agenda along with explanatory notes are circulated electronically to the Directors, atleast 7 (seven) days in advance before the date of the Meeting(s) in compliance with Secretarial Standards. The Company Secretary attends all the meetings of the Board and its Committees and is, inter alia, responsible for recording the minutes of the meetings of the Board and its Committees. The draft minutes of the Board and its Committees are sent to the members for their comments in accordance with the Secretarial Standards and then the minutes are entered in the minutes book within 30 (Thirty) days of the conclusion of the meetings.

Composition of the Board of Directors as on March 31, 2022, attendance at the Board meetings held during the Financial Year and Number of other Directorship & Committee Member in other Companies and at the last Annual General Meeting (AGM) are given in table below:

Name and Designation	Category	No. of Board Meetings		Last AGM Attendance	No. of other Directorship & Committee Member/Chairmanship in other Companies (excluding this Company)		
		Held during Year 2021-22	Attended	Attended	Directorship	Committee Membership	Committee Chairmanship
Mr. Sudhir Chandra	Managing Director	4	4	Yes	-	-	-
Mr. M.L. Bhateja*	Independent Director	4	1	NA	-	-	-
Mr. D.C. Jain	Non-Executive Director	4	4	Yes	-	-	-
Mohd Shahbaz Alam^	Independent Director	4	3	NA	7	2	-
Ms. Mitashi Bisaria	Non-Executive Director	4	4	Yes	-	-	-
Mr. Gagan Juneja**	Independent Director	4	4	Yes	-	-	-

**Note:**

\*Sudden demise w.e.f 28.04.2021

\*\* Appointed as Additional Director w.e.f. 12.07.2021

^Appointed as the Additional Director w.e.f 12.07.2021

None of the Director is related to each other.

Mr. D.C. Jain, Non-executive Director held 14.12 % of Equity Shares in the Company

NA: Not Applicable

(v) Board Process

The Board of Directors of the Company reviews all information provided periodically for discussion and consideration at its meetings in terms of Regulation 17 (2) of SEBI (LODR) Regulations, 2015.

Detailed Agenda are circulated to the Directors in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussions at the meetings. Where it is not practicable to enclose any document to the agenda, the same is placed before the meeting. In special and exceptional circumstances, additional item(s) on the agenda are permitted to be discussed at the Meeting.

Important decisions taken at the Board/ Committee meetings are promptly communicated to the concerned departments/ divisions.

The Company has substantially complied with the Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) from time to time.

#### **(vii) Familiarization Programme for Independent Directors**

In order to comply with the provisions of the SEBI regulations, and for the purpose of making the Board familiar with the latest developments in the Corporate laws, SEBI regulations or other applicable laws; presentations were made in the Board meeting on major developments in the areas of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015; and were recorded in the Minutes of the Board Meetings from time to time.

#### **(viii) Management discussion and analysis**

Management-Discussion & Analysis is being included in the Annual Report and is part of this report.

#### **(ix) List of Core skills/expertise/competencies identified by the Board.**

The following core skills/ expertise/ competencies have been identified by the Board of Directors as required in the context of business (es) and sector(s) of the Company to function effectively:

1. Deep understanding of Company's business/ strategy and structure;
2. Financial acumen;
3. Knowledge in Accounting and Auditing Standards and tax matters;
4. Knowledge of the Companies Act, 2013, applicable SEBI and Stock Exchange Regulations;
5. Knowledge on Employee Benefit Schemes and matters related to employee hiring / skill development, gender diversity, etc.;
6. Entrepreneurial skills to evaluate risk and rewards and perform advisory role;
7. Focus on compliance;
8. Understanding of the processes and systems for defining high corporate governance standards;
9. Understanding rights of Shareholders and obligations of the Management;



10. Knowledge in global standards on Corporate Sustainability and Sustainability Reporting based on Global Reporting initiatives (GRI) Standards; and

11. Knowledge of national and global business scenario

- (x) The Directors confirm that Mohd Shahbaz Alam and Mr. Gagan Juneja, Independent Directors fulfil the conditions specified in clause (ix) and are not related to any directors/ management of the company

### C) COMMITTEES OF THE BOARD:

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted several Committees of Directors with specific terms of reference. The Committees operate as empowered agents of the Board as per their terms of reference that set forth the purposes, goals and responsibilities. Committee members are appointed by the Board with the consent of individual Directors.

Committees that are constituted voluntarily for effective governance of the affairs of the Company may also include Company executives.

Further as the members of all the committee are same; therefore the powers are entrusted with Audit committee and all the matters related to Nomination & Remuneration Committee and Stakeholders Relationship committee were placed before the audit committee for consideration.

Details of the Committees of the Board and other related information are provided hereunder:

Audit Committee	Stakeholders Relationship Committee	Nomination and Remuneration Committee
Mr. Gagan Juneja	Mr. Gagan Juneja	Mr. Gagan Juneja
Mohd Shahbaz Alam	Mohd Shahbaz Alam	Mohd Shahbaz Alam
Ms. Mitashi Bisaria	Ms. Mitashi Bisaria	Ms. Mitashi Bisaria

Details of Meetings of the Committees held during the year and attendance of members thereof:

Name of the Directors	No. of Committee Meeting		
	Audit Committee, Nomination & Remuneration Committee & Stakeholder Relationship Committee		
	Held	Eligible to attend	Attendance
Mr. M.L. Bhateja*	4	1	1
Mohd Shahbaz Alam**	4	3	3
Ms. Mitashi Bisaria	4	4	4
Mr. Gagan Juneja^	4	4	4

\* Sudden Demise w.e.f. 28.04.2021

\*\* Appointed as Additional Director w.e.f 12.07.2021

^ Regularized the appointment w.e.f 12.07.2021

The Company Secretary officiates as the Secretary of the Committees. Detailed terms of reference, composition, quorum, meetings, attendance and other relevant details of these Committees are as under:

### **AUDIT COMMITTEE**

The Composition of the Audit Committee is in alignment with provisions of Section 177 of the Companies Act, 2013 read with the Rules issued thereunder and Regulation 18 of the Listing Regulations. The members of the Audit Committee are financially literate and have experience in financial management. The Committee through regular interaction with external and internal auditors and review of financial statements ensures that the interests of stakeholders are properly protected.

#### **(i) Brief Terms of reference:**

- (a) Overseeing the Company's financial reporting, process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible.
- (b) Recommending the appointment, remuneration, terms of appointment and removal of auditors, fixation of audit fees and approval for payment of any other services
- (c) Reviewing with management the annual financial statement before submission to the Board.
- (d) Reviewing the adequacy of internal audit functions.
- (e) Discussing with Internal Auditors any significant findings and follow up on such issues.
- (f) Reviewing the findings of any internal investigation by the internal auditors in matters where there is suspected fraud or a failure of internal control or regulatory system of a material nature and the reporting of such matters to the Board.
- (g) Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process.

#### **(ii) Invitees:**

Statutory Auditors, Internal Audit firm's representatives, and other executives, as desired by the Committee, attend the meetings as invitees.

#### **(iii) Meetings**

Audit Committee meets at least four times in a year with a gap of not more than 120 days between two meetings. During the year the Committee met four (4) times i.e. on 26<sup>th</sup> April, 2021, 12<sup>th</sup> July, 2021, 25<sup>th</sup> October, 2021 and 22<sup>nd</sup> January, 2022.

### **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee, constituted under Section 178 of the Act and Regulation 19 read with Part D of Schedule II of the Listing Regulations, functions according to its terms of reference that define its composition, authority, responsibility and reporting functions which, inter alia, include the following:

#### **(i) Terms of Reference:**

1. Recommend to the board the set up and composition of the board and its committees including the "formulation of the criteria for determining qualifications, positive attributes and independence of a director". The committee will consider periodically reviewing the composition of the board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.
2. Recommend to the board the appointment or re-appointment of directors.

3. Devise a policy on board diversity.
4. Recommend to the board appointment of key managerial personnel (“KMP” as defined by the Act) and executive team members of the Company (as defined by this committee).
5. Recommend to the Board the remuneration policy for directors, executive team or key managerial personnel as well as the rest of the employees.

#### **(ii) Meetings**

No separate meeting was held during the year. No remuneration, other than sitting fee for attending the meetings of Board and Committees are paid to the non- executive directors of the Company.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE:**

Pursuant to the provisions of Section 178 of the Act and Regulation 20 of Listing Regulations. The Committee is empowered to perform all the functions of the Board in relation to handling of investors’ grievances / complaints and overseeing investor services.

#### **(i) Terms of Reference:**

1. To address security holders’ complaints/grievances like non-transfer of securities, non-receipt of annual report, non-receipt of dividends/interest, etc.
2. To deal with all matters relating to issue of duplicate certificates, transmission of securities, etc.
3. To approve transfer of securities as per powers delegated by the Board and to note transfer of securities approved by the Chief Financial Officer and the Company Secretary of the Company; and
4. Other areas of Stakeholders’ service.

#### **(ii) Meetings**

The Committee meets as often as required. Four meetings were held during the Financial Year. The member of Audit Committee and that of Shareholders Relationship Committee are common and therefore, powers of the Shareholders Grievance Committee had been entrusted to Audit Committee.

#### **(iii) Investors’ Grievances/Complaints**

During the year, the Company did not receive any complaint/grievance from the investors. No complaint was pending as on March 31, 2022.

#### **(iv) Transfers, Transmissions etc. approved**

During the year under review, all orderly received transfers are processed & returned within 15 days.

The Company had 19043 Shareholders as on March 31, 2022.

### **D) ANNUAL PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Regulation 17(10) of the Listing Regulations and the circular issued by SEBI dated 5th January, 2017 with respect to Guidance Note on Board Evaluation, the evaluation of the annual performance of the Directors/Board/Committees was carried out for the financial year 2021-22.

Structured assessment sheets were finalized to evaluate the performance of the Board, Committees of the Board and individual performance of each Director including the Chairman. The evaluation process was facilitated by the Chairman of the Nomination and Remuneration Committee.

These assessment sheets for evaluation of performance of the Directors were prepared based on various aspects which, amongst other parameters, included the level of participation of the Directors, understanding of the roles and responsibilities of Directors, understanding of the business and competitive environment in which the Company operates, understanding of the strategic issues and challenges for the Company, etc.

The performance of the Independent Directors was also evaluated taking into account the time devoted and attention given to professional obligations for independent decision making and acting in the best interest of the Company, strategic guidance to the Company and help determine important policies, external expertise provided and independent judgment that contributes objectively in the Board's deliberation, particularly on issues of strategy, performance and conflict management.

## **E) REMUNERATION OF DIRECTORS**

The Company has no stock option plans for the directors and hence, it does not form a part of the remuneration package payable to any executive and/or non-executive director.

In 2021-22 the Company did not advance any loans to any of the executive and/or non-executive directors.

### **i. Remuneration to Executive Directors**

Director Remuneration of Rs. 129,000/- was paid to Shri Sudhir Chandra. No sitting fee was paid to Mr. Sudhir Chandra, Managing Director during the financial year 2021-22

### **ii. Remuneration to Non-Executive Directors**

There was no pecuniary relationship or transaction between the Company and its Non-Executive Directors during the financial year from 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022 except of sitting fees.

The Non-Executive Directors were paid sitting fees amounting to Rs. 2,000/- for attending meeting of Board of Directors and Committee meetings. The details of payment of sitting fees for the financial year ending 31<sup>st</sup> March 2022 are given below:

<b>Name of Director</b>	<b>Sitting Fees (Rs.)</b>	<b>Remarks</b>
M.L. Bhateja, Independent Director	2000/-	Death w.e.f 28.04.2021
Mohd. Shahbaz Alam	4000/-	Appointed w.e.f 12.07.2021
Mitashi Bisaria, Non-Executive Director	8000/-	-
Mr. Gagan Juneja, Independent Director	8000/-	-
Mr. Sudhir Chandra, Managing Director	NIL	-
Mr. D.C. Jain, Non-Executive Director	NIL	-

## **F) GENERAL BODY MEETINGS**

Due to massive outbreak of the COVID-19 pandemic, maintenance of social distancing norms, the Government of India, the Ministry of Corporate Affairs issued General Circular No. 02/2021 dated 13th January, 2021 read with General Circular No. 20/2020 dated 05th Mar, 2020, permitting the conduct of Annual General Meeting through video conferencing (VC) or other audio visual means (OAVM) and has dispensed with the personal presence of the members at the meeting; therefore, the Company had conducted its 29<sup>th</sup> Annual General Meeting via. Video conferencing and no physical meeting was held.

**i. The details of last three Annual General Meetings (AGM) of the Company are as follows:**

Financial Year	Date	Time	Location
2021	12.07.2021	10:00 A.M.	Through Video Conferencing at B-9 & 10, Laxmi Towers, L.S.C., Block C, Saraswati Vihar, Delhi - 110034
2020	06.07.2020	10:00 A.M.	Through Video Conferencing at B-9 & 10, Laxmi Towers, L.S.C., Block C, Saraswati Vihar, Delhi - 110034
2019	29.07.2019	9.00 A.M	H-1-51, Budh Vihar, Phase-I, Delhi-110086

**ii. Special Resolutions passed during last three AGMs:**

Details of AGM	Date and time of AGM	Details of special resolutions(s) passed at the Annual General Meetings, if any
29 <sup>th</sup> AGM	12.07.2021/10:00 AM	1. Continuation of appointment of Mr. M.L. Bhateja as Independent Director
28 <sup>th</sup> AGM	06.07.2020/10:00 AM	No special resolution was passed
27 <sup>th</sup> AGM	29.07.2019/ 09:00 AM	1. Continuation for appointment of Mr. D.C. Jain as Non-Executive director of the Company 2. Re-appointment of Mr. M.L. Bhateja as Independent Director of the Company.

**iii. Special Resolutions passed through Postal Ballot during FY 2021-22**

During the year ended 31st March, 2022, no special resolution has been passed through postal ballot. Further, none of the businesses proposed to be transacted in the ensuing Annual General Meeting require passing a Special Resolution through Postal Ballot.

**iv. Whether any Special resolution(s) are proposed to be passed through Postal Ballot**

Special Resolution(s) as may be necessary under the Act/Listing Regulations would be passed through Postal Ballot.

**H) DISCLOSURES**

1. The Board has formulated a code of conduct for all Board members and Senior Management Personnel of the Company. All Board members and Senior Management Personnel have affirmed compliance with this code for the year ended 31.03.2022. A Declaration of compliance of this code has been signed by the Chairman and Managing Director.

2. There were no transactions of the company of material nature with related parties that may have potential conflict with the interest of the company at large. No penalties or strictures were imposed on the company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.
3. The Company has complied with various rules and regulations prescribed by Stock Exchanges, Securities and Exchange Board of India or any other statutory authority relating to the capital markets and no penalties or strictures have been imposed by them on the Company during last three years.
4. The Company has in place a mechanism to inform the Board members about the Risk assessment, mitigation plans and periodical reviews faced by the Company. The Audit Committee is periodically briefed on the steps taken to mitigate the risks. The Company does not indulge in commodity hedging activities.
5. Annual listing fee for the year 2021-22 (as applicable) was paid to the Stock Exchanges where the shares of the Company are listed.
6. Notes on risk management are included in the Section of Director Report. Further, The Company is not mandatorily required to constitute Risk Management Committee, but our Company has laid down procedure to inform Board Members about the risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that management controls risk through the means of properly defined framework of the Company.
7. Disclosure under Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
  - number of complaints filed during the financial year: NIL
  - number of complaints disposed of during the financial year: NIL
  - number of complaints pending as on end of the financial year: NIL

## I) MEANS OF COMMUNICATION

1. The quarterly financial results are regularly submitted to the Stock Exchanges and are published in leading Business Newspapers i.e. '**Financial Express**' and regional newspapers like '**Jansatta**' in accordance with the requirements of Listing Regulations.
2. The Company has designated the e-mail id viz. [investor.welcure@gmail.com](mailto:investor.welcure@gmail.com), in order to ensure prompt Redressal of investor's requests/complaints.
3. Facility has been provided by SEBI for investors to place their complaints/ grievances on a centralized web-based Complaints Redressal system viz. SEBI Complaints Redress System (SCORES). On receipt of any complaint thereof, the Company strive to give prompt response and Action Taken Report (ATRs) are uploaded for information about the current status of the complaint.
4. Annual Report is emailed to such shareholders whose email ids are registered with the Company/Depositories; further, pursuant to the exemption granted by SEBI no physical copies were distributed to the shareholders of the Company.

## J) GENERAL SHAREHOLDERS' INFORMATION



AGM: Date, Time & Venue	Monday, the 27 <sup>th</sup> June, 2022 at 10:00 AM via. VC through ZOOM app: Link: <a href="https://akums.zoom.us/j/82458009555">https://akums.zoom.us/j/82458009555</a> ID: 824 5800 9555 and Password: 095284																															
Financial Calendar	1 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022																															
Date of Book Closure	Tuesday, June 21, 2022 to Monday, June 27, 2022 (both days inclusive)																															
Dividend Payment Date	No Dividend proposed																															
Stock Exchange Listing	BSE LIMITED;																															
Stock Code	Bombay – 524661																															
Market Price Data of the Company																																
Particulars	Apr 21	May 21	Jun 21	Jul 21	Aug 21	Sep 21	Oct 21	Nov 21	Dec 21	Jan 22	Feb 22	Mar 22																				
Low	1.87	2.14	2.55	2.95	5.02	4.45	7.64	5.78	6.84	7.02	7.02	5.12																				
High	2.10	2.50	2.90	7.49	10.51	10.13	12.08	10.83	11.19	12.00	9.05	9.77																				
Registrar & Transfer Agent	Link Intime India Pvt. Ltd., Noble Heights, 1 <sup>st</sup> Floor, Plot NH-2, C-1 Block, LSC, Janakpuri, New Delhi-110028.																															
Share Transfer System	All orderly received transfers are processed & returned within 15 days																															
Dematerialization of Shares and Liquidity	Trading in a dematerialised form w.e.f. 27-02-2001 Connectivity with CDSL & NSDL 15-11-2000. ISIN No. INE331C01017 Shares traded at Bombay Stock Exchange, Mumbai, (BSE).																															
Distribution of Share Holding as on 31.03.2022	<table border="0"> <tr> <td>Promoter Director</td> <td>1908400</td> <td>Shares</td> <td>14.12%</td> </tr> <tr> <td>Individual (Public Shareholding)</td> <td>9974545</td> <td>Shares</td> <td>73.80%</td> </tr> <tr> <td>Bodies Corporate</td> <td>1325057</td> <td>Shares</td> <td>9.80%</td> </tr> <tr> <td>Non-resident Indians</td> <td>195707</td> <td>Shares</td> <td>1.44%</td> </tr> <tr> <td>Others</td> <td>109391</td> <td>Shares</td> <td>0.84%</td> </tr> </table>												Promoter Director	1908400	Shares	14.12%	Individual (Public Shareholding)	9974545	Shares	73.80%	Bodies Corporate	1325057	Shares	9.80%	Non-resident Indians	195707	Shares	1.44%	Others	109391	Shares	0.84%
Promoter Director	1908400	Shares	14.12%																													
Individual (Public Shareholding)	9974545	Shares	73.80%																													
Bodies Corporate	1325057	Shares	9.80%																													
Non-resident Indians	195707	Shares	1.44%																													
Others	109391	Shares	0.84%																													
Nominal Value of Shares (as on 31.03.2022)	No of shareholders	% to Total Shareholders	Shares	% to Total Share Capital																												
Up to Rs. 500	17004	89.29	2887410	21.38																												
501 - 1000	1259	6.61	1038262	7.68																												
1001 - 2000	465	2.44	718773	5.32																												
2001 - 3000	114	0.60	293667	2.17																												
3001 - 4000	52	0.27	186769	1.38																												
4001 - 5000	47	0.25	222972	1.65																												
5001 -10000	59	0.31	413864	3.06																												
10001 & above	44	0.23	7750383	57.36																												
Total	19044	100.00	13512100	100.000																												
Pending GDRs, ADRs etc.	NIL																															
Plant Location (2012-13)	N.A.																															
Correspondence Address	<p><b>Regarding Shares:</b> Link Intime India Pvt. Ltd, Noble Heights, 1<sup>st</sup> Floor, Plot NH-2, C-1 Block, LSC, Janakpuri, New Delhi-110028.</p> <p><b>Of the Company:</b> Welcure Drugs &amp; Pharmaceuticals Ltd., B-9 &amp; 10, Laxmi Towers II, Block-C, Saraswati Vihar, Delhi-110034. CIN No. <a href="https://www.mca21.gov.in/cin/L24232DL1996PLC227773">L24232DL1996PLC227773</a></p>																															

## **8. Unclaimed Dividend**

There are no unclaimed dividends, details of which are required to be given as at March 31, 2022.

## **9. Equity Shares in Unclaimed Suspense Account**

There are no equity shares which are lying in the unclaimed suspense account as at 31.03.2022

## **10. Information pursuant to Regulation 36(3) of the Listing Regulations**

Information pertaining to particulars of Director to be re-appointed at the forthcoming Annual General Meeting has been included in the Notice convening the Annual General Meeting.

## **11. Compliance Certificate from the Practicing Company Secretary**

The Company has obtained a Certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated in Schedule V (E) of the Listing Regulations. The Certificate is attached as **Annexure I**.

## **12. Regulation 24A-Annual Secretarial Compliance Report**

Company had duly filed with the Annual Secretarial Compliance Certificate as received from M/s A.K. Nandwani & Associates, practicing Company Secretaries for the financial year ended 31.03.2022 in XBRL along with the PDF.

## **13. Dematerialization of Shares**

The Company has signed agreements with National Securities Depository Limited (NSDL) and Central Depositories Services (India) Limited (CDSL). 8293910 equity shares of the Company (61.51%) were in dematerialized form as on March 31, 2022. Under the Depository System, the International Securities Identification Number (ISIN) allotted to the Company's shares is INE331C01017.

### **Liquidity**

The Equity Shares of the Company are frequently traded on the BSE Limited (Group X).

## **K) COMPLIANCE WITH REGULATION 27 OF LISTING REGULATIONS**

### **Mandatory Requirements**

The Company has complied with all the mandatory requirements relating to Corporate Governance as applicable & prescribed in the Listing Regulations.

In addition, the Company has also adopted the following non-mandatory requirements under the Listing Regulations as on 31<sup>st</sup> March, 2022 to the extent mentioned below:

#### **a. The Board - Non Executive Chairman's Office**

No one is appointed as the Chairman of the Board of Directors.

**b. Shareholders' Rights**

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company. However quarterly financial results are published in the leading newspapers.

**c. Modified Opinion in Audit Report**

During the year under review, there is no audit qualification on the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.

**d. Reporting of Internal Auditor**

Internal Auditor directly reports to the Audit Committee on functional matters.

**CEO/CFO CERTIFICATION**

In compliance with Regulation 17(8) of the Listing Regulations, a declaration by the Whole Time Director and CFO has been given which, inter-alia certifies to the Board the accuracy of financial statements and the adequacy of internal controls for the financial reporting purpose and attached as **Annexure** to this report.

**For & on behalf of the Board of Directors**

**Place: Delhi**

**Date: 15.04.2022**

**Sudhir Chandra**  
Managing Director  
(DIN: 00323545)

**Gagan Juneja**  
Director & CFO  
(DIN: 08914005)

**CHIEF EXECUTIVE OFFICER (CEO) & CHIEF FINANCIAL OFFICER (CFO)  
CERTIFICATION**

We undersigned, in our respective capacities as Whole Time Director, Chief Financial Officer & Company Secretary of Welcure Drugs & Pharmaceuticals Limited ("**the Company**"), to the best of knowledge and belief certify that:

- (a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended March 31<sup>st</sup>, 2022 and that to the best of our knowledge and belief we state that:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable 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 hereby declare that all the members of the Board of Directors and Management Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- (d) 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 internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (e) Based on our recent evaluation, we have indicated to the auditors and the Audit committee:
  - i. There were no significant changes in internal control over financial reporting during the year;
  - ii. There were no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. 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 Welcure Drugs & Pharmaceuticals Limited**

**Date: 15.04.2022  
Place: Delhi**

**Sudhir Chandra  
Managing Director**

**Gagan Juneja  
Chief Financial Officer**

**Mitashi Bisaria  
Company Secretary**

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

**Industry Structure & Developments:** Pharma Industry as such is progressing, though competitive, but due to paucity of funds the Company cannot avail any benefit therefrom

**Opportunities & Threats:** Due to continued losses, the company has paucity of funds to carry on business of the company properly.

**Product-Wise Performance:** Business activity of the company was closed during the year 2011-12; and therefore, no product was sold during the year.

**Outlook:** The Company has paucity of funds and is searching for a partner or collaborator for financial assistance to come out from such situation.

**Risks & Concerns:** Company has no funds even to meet minimum required expenses; and therefore it has to find a financial partner / Collaborator / amalgamator.

**Internal Control Systems & their Adequacy:** Welcure has been having strong and adequate internal audit and control systems over financial reporting. Independence of the audit and compliance function is ensured by direct reporting of the Internal Auditor to the Audit Committee of the Board.

**Operational vis-a-vis Financial Performance:** Company did not have sufficient funds to carry on business activity in the company. During the year under review the Company had a profit of Rs. 2.35/- lakhs.

**Material Developments in Human Resources / Industrial Relations Front:** Presently no employee has been on the pay roll of the company.

**Cautionary statement:** Statements in this Report are based on reasonable assumptions and the Management does not guarantee the accuracy of the assumptions.

**For & on behalf of the Board of Directors**

**Place : Delhi**  
**Date : 15.04.2022**

**Sudhir Chandra**  
Mg. Director  
(DIN: 00323545)

**Gagan Juneja**  
Director & CFO  
(DIN: 08914005)

**CERTIFICATE**

**The Members of Welcure Drugs and Pharmaceuticals Limited**

We have examined the compliance of conditions of Corporate Governance by Welcure Drugs and Pharmaceuticals Limited for the year ended March 31, 2022 for the purpose of issuing this certificate as stipulated in Regulation 34(3) read with Para E of Schedule V of SEBI (Listing Obligation and Disclosure requirements), Regulation, 2015. The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedure and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance to the extent applicable to the Company. It is neither an Audit nor an expression of opinion on the future viability of the Company.

On the basis of information obtained **with limited available resources due to COVID 19**, in our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated under the relevant applicable regulations of SEBI (Listing Obligation and Disclosure requirements), Regulation, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the effectiveness with which the management has conducted the affairs of the Company.

**FOR A. K. NANDWANI & ASSOCIATES  
(COMPANY SECRETARIES)**

**PLACE: NEW DELHI**

**DATE: 11.04.2022**

**KAVITA  
PARTNER  
FCS: 9115  
C.P. NO.: 10641  
UDIN: F009115D000065314**

## **INDEPENDENT AUDITOR'S REPORT**

**To**

**The Members of Welcure Drugs & Pharmaceuticals Limited**

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

### **Opinion**

We have audited the accompanying financial statements of **Welcure Drugs & Pharmaceuticals Limited** ("the Company"), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss(including Other Comprehensive Income), Statement of Changes in Equity and Cash Flow Statement for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 ("Ind AS") prescribed under section 133 of the Act read with Companies (Indian Accounting Standards ) Rules ,2015 as amended and other accounting principles generally accepted in India, of the State of affairs of the Company as at 31st March 2022, its 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 financial statement 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 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 ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to communicate in our report.

### **Information other than the Financial Statements and Auditor's Report thereon**

The 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 financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the 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 report that fact. We have nothing to report in this regard.

### **Responsibilities of Management and those charged with governance for the 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 financial statements that give a true and fair view of the financial position, financial performance(including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act, read with relevant rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the 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.

Those Board of Directors is responsible for overseeing the Company's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the 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 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 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 Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements 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 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
  
2. 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.
  
  - (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), Statement of Changes in Equity and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
  
  - (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards ("Ind AS") specified under section 133 of the Act, read with relevant rules issued thereunder.
  
  - (e) On the basis of the written representations received from the directors as on 31st March 2022 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st 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 with reference to financial statements 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 with reference to financial statements.
  
  - (g) In our opinion and according to the information and explanations given to us, the managerial remuneration for the year ended March 31,2022 paid by the Company to its directors, is in accordance with the provisions of section 197 read with Schedule V to 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 Company has disclosed the impact of pending litigations on its financial position in its financial statements (refer to Note 5 to the financial statements);
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at March 31,2022;
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2022.

**For V.P. Gupta & Co.**  
**Chartered Accountants**  
**(Registration No. 000699N)**

**CA V.P. Gupta**  
**Partner**  
**M. No. 080557**  
**UDIN:**  
**Place: Delhi**  
**Date: April , 2022**

**Annexure “A” referred to in paragraph 1 of “Report on Other Legal and Regulatory Requirements” of Independent Auditor’s Report to the members of Welcure Drugs & Pharmaceuticals Ltd on its financial statements as of and for the year ended 31st March 2022, we report that:**

- (i) In our opinion, the Company does not have any property, plant and equipment and intangible assets, accordingly, provisions of clause 3(i)(a) to (e) of the Order are not applicable.
- (ii) The Company did not hold any inventory during the year. Accordingly, clause 3(ii) of the Companies (Auditor’s Report) Order, 2016 is not applicable to the Company.
- (iii) According to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to Companies, firms, limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. In view of this, clause 3(iii) of the Companies (Auditor’s Report) Order, 2016 is not applicable.
- (iv) According to the information and explanations given to us, the Company has neither granted any loan nor made any investment or provided guarantee or security during the year. In view of this, clause 3(iv) of the Companies (Auditor’s Report) Order, 2016 is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted deposits as defined in Company (Acceptance of Deposits) Rules, 2014. In view of this, clause 3(v) of the Companies (Auditor’s Report) Order, 2016 is not applicable.
- (vi) In our opinion, the cost records have not been specified by the Central Government. Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including income tax and other statutory dues applicable to it. According to the information and explanations given to us, no amount in respect of above was in arrears as at 31.03.2022 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, there are no statutory dues which have not been deposited on account of any dispute, except income tax. The income tax department had raised a tax demand for an amount of Rs. 32.99 lakhs for the assessment year 2011-12 and the Company has filed an appeal before Commissioner of Income Tax (Appeals), Alwar, Rajasthan against the same. The hearing of the appeal is in progress; and as informed by the management, chances of order in favour of the Company are high on merits and legal grounds.

(viii). In our opinion, there is no transaction which was not been recorded in the books of account and have been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

(ix). (a) The Company have not taken any loans and accordingly the provisions of clause 3(ix)(a), 3(ix)(c) to 3(ix)(f) of the Order are not applicable.

(b) In our opinion, the Company has not been declared willful defaulter by any bank or financial institution or other lender.

(x). According to the information and explanation given to us, the Company has neither raised money by way of initial public offer or further public offer (including debt instruments) nor obtained any term loans during the year. Therefore, clause 3(ix) of the Companies (Auditor's Report) Order, 2016 is not applicable.

(xi). (a) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(b) In our opinion, no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

(c) In our opinion, no whistle-blower complaints, have been received during the period by the company.

- (xii). In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- (xiii). According to information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the notes to the financial statements as required by the applicable accounting standards.
- (xiv). According to information and explanation given to us, the Company has effective internal audit system that commensurate with its size and nature of its business. And the reports of the Internal auditors for the period under audit were duly considered by us.
- (xv). According to information and explanation given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi). According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (xvii). The Company has not incurred any cash losses in the financial period and in the immediately preceding financial year.
- (xviii). There has been no resignation of the statutory auditors during the period and accordingly this clause is not applicable.
- (xix). According to the information and explanations given to us and on the basis of the financial ratios and information accompanying the financial statements, our knowledge of the Board of Directors 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 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. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

- (xx). The provisions of Section 135 are not applicable to the Company and accordingly provisions of clause (xx)(a) and (b) of the Order are not applicable.
- (xxi). Consolidated financial statements are not applicable to the Company and accordingly provisions of clause (xxi) of the Order are not applicable.

**For V.P.Gupta & Co.**  
**Chartered Accountants**  
**(Registration No. 000699N)**

**CA V.P.Gupta**  
**Partner**  
**M. No. 080557**  
**UDIN:**  
**Place: Delhi**  
**Date: April , 2022**



**Annexure “B” to the independent auditor’s report of even date on the financial statements of Welcure Drugs & Pharmaceuticals Ltd**

**Report on the Internal Financial Controls under Clause (i) of sub section 3 of Section 143 of the Companies Act, 2013 (“the Act”) as referred to in paragraph 2(f) of “Report on Other Legal and Regulatory Requirements” section:**

We have audited the internal financial controls with reference to financial statements of **Welcure Drugs & Pharmaceuticals Limited** (“the Company”) as of 31st March 2022 in conjunction with our audit of the 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 with reference to financial statements 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 Act.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements 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 as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, both applicable to an audit of Internal Financial Controls and, both issued by the “ICAI”. 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 with reference to financial statements were 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 with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls, 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 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 with reference to financial statements.

### **Meaning of Internal Financial Controls with reference to financial statements**

A Company's internal financial control with reference to financial statements 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 with reference to financial statements 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 with reference to financial statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements 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, the Company has, in all material respects, an adequate internal financial controls with reference to financial statement and such internal financial controls were operating effectively as at 31st March 2022, based on the internal financial controls with reference to financial statements 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 "ICAI".

**For V.P. Gupta & Co.****Chartered Accountants****(Registration No. 000699N)****CA V. P. Gupta****Partner****M. No. 080557****UDIN:****Place: Delhi****Date: April ,2022**

**WELCURE DRUGS & PHARMACEUTICALS LIMITED**  
**B-9 & 10, LAXMI TOWERS, L.S.C ,C-BLOCK, SARASWATI VIHAR, DELHI-110034**  
**BALANCE SHEET AS AT 31st MARCH 2022**

(Amount in Rs.)

Particulars	Notes	As at March 31,2022	As at March 31,2021
<b>I ASSETS</b>			
<b>1 Non-Current assets</b>			
Income tax Refund		308,077	255,577
<b>Total Non-Current Assets</b>		<b>308,077</b>	<b>255,577</b>
<b>2 Current assets</b>			
(a) Financial Assets			
Cash and cash equivalents			
Balance with scheduled banks			
In current accounts		660,103	474,576
<b>Total Current Assets</b>		<b>660,103</b>	<b>474,576</b>
<b>Total Assets</b>		<b>968,180</b>	<b>730,153</b>
<b>II EQUITY AND LIABILITIES</b>			
<b>1 Equity</b>			
(a) Equity Share capital	<b>2</b>	121,185,575	121,185,575
(b) Other Equity	<b>3</b>	(120,255,545)	(120,491,338)
<b>Total Equity</b>		<b>930,030</b>	<b>694,237</b>
<b>LIABILITIES</b>			
<b>2 Current liabilities</b>			
(a) Financial Liabilities			
Other financial liabilities-Expenses payable		38,150	35,750
(b) Other current liabilities-TDS		-	166
<b>Total Current Liabilities</b>		<b>38,150</b>	<b>35,916</b>
<b>Total Equity and Liabilities</b>		<b>968,180</b>	<b>730,153</b>
<b>Significant Accounting Policies</b>	<b>1</b>		

The accompanying notes form an integral part of these financial statements.

As per our report of even date attached

For V. P. Gupta & Co  
Chartered Accountants  
Firm Registration No.000699N

For and on Behalf of the Board of Directors  
of Welcure Drugs & Pharmaceuticals Ltd

CA V. P. Gupta  
Partner  
Membership No.080557

Sudhir Chandra  
Managing  
Director  
DIN 00323545

Gagan Juneja  
Director & CFO  
DIN 08914005

Mitashi Bisaria  
Director cum Co. Sec.  
DIN 08660802

D.C. Jain  
Director  
DIN 00323379

Mohd. Shahbaz Alam  
Director  
DIN 6824697

Place : Delhi  
Date : April 15, 2022

**WELCURE DRUGS & PHARMACEUTICALS LIMITED**  
**B-9 & 10, LAXMI TOWERS, L.S.C ,C-BLOCK, SARASWATI VIHAR, DELHI-110034**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2022**

		(Amount in Rs.)	
Particulars	Notes	For the year ended March 31, 2022	For the year ended March 31, 2021
I.	Revenue from operations		
	Other operating revenues-commission income	1,050,000	1,333,427
II.	Other income-interest on tax refund	-	2,172
III.	<b>Total (I+II)</b>	<b>1,050,000</b>	<b>1,335,599</b>
	<b>Employee benefits -Director Remuneration</b>	129,000	84,000
	<b>Other expenses</b>		
	Short term lease	1,416	1,416
	Conveyance	2,000	12,010
	Fees & subscription	474,258	499,622
	Legal and professional expenses	116,735	105,958
	Postage charges	3,013	1,077
	Director sitting fees	22,000	18,000
	Bank charges	682	868
	Misc. expenses	23,953	13,621
	Payment to auditors	41,150	47,550
IV.	<b>Total</b>	<b>814,207</b>	<b>784,122</b>
V.	<b>Profit/(loss) before tax (III-IV)</b>	<b>235,793</b>	<b>551,477</b>
VI.	<b>Tax expenses</b>		
	Current tax	-	-
	Deferred tax charge/(credit)	-	-
	<b>Total tax expenses</b>	-	-
VII.	<b>Profit/(loss) after tax for the year(V-VI)</b>	<b>235,793</b>	<b>551,477</b>
VIII.	<b>Other Comprehensive Income/(Loss)</b>	-	-
IX.	<b>Total Comprehensive Income/(Loss) for the year (VII+VIII)</b>	<b>235,793</b>	<b>551,477</b>
X.	<b>Earnings per equity share</b>		
	Basic & Diluted earnings per share	<b>0.02</b>	<b>0.05</b>
	[Nominal value of Share Rs.10/- (Rs. 10/-) each]		
	<b>Significant Accounting Policies</b>	<b>1</b>	

The accompanying notes form an integral part of these financial statements.

As per our report of even date attached

For V. P. Gupta & Co  
Chartered Accountants  
Firm Registration No.000699N

For and on Behalf of the Board of Directors  
of Welcure Drugs & Pharmaceuticals Ltd.

CA V. P. Gupta  
Partner  
Membership No.080557

Sudhir Chandra  
Managing Director  
DIN 00323545

Gagan Juneja  
Director & CFO  
DIN 08914005

Mitashi Bisaria  
Director cum Co.Sec.  
DIN 08660802

D.C. Jain  
Director  
DIN 00323379

Mohd.  
Shahbaz Alam  
Director  
DIN 6824697

Place: Delhi

Date : April 15, 2022

**WELCURE DRUGS & PHARMACEUTICALS LIMITED**  
**B-9 & 10, LAXMI TOWERS, L.S.C ,C-BLOCK, SARASWATI VIHAR, DELHI-110034**  
**STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED ON 31st MARCH 2022**

**a. Equity Share Capital**

Particulars	No. of shares	Amount in Rs.
Equity shares of Rs. 10/- each issued, subscribed and paid up As at April 01,2020	13,512,100	121,185,575
Add: issued during the year	-	-
As at March 31,2021	13,512,100	121,185,575
Add: issued during the year	-	-
<b>As at March 31,2022</b>	<b>13,512,100</b>	<b>121,185,575</b>

**b. Other Equity**

(Amount in Rs.)

Particulars	Reserves and Surplus			Other Comprehensive Income	Total Other Equity attributable to equity holders of the Company
	General Reserves	Retained Earnings	Total		
Balance as of April 1, 2020	1,506,000	(122,548,815)	(121,042,815)	-	(121,042,815)
Profit/(Loss) for the year	-	551,477	551,477	-	551,477
Balance as of March 31,2021	1,506,000	(121,997,338)	(120,491,338)	-	(120,491,338)
Profit/(Loss) for the year	-	235,793	235,793	-	235,793
<b>Balance as of March 31,2022</b>	<b>1,506,000</b>	<b>(121,761,545)</b>	<b>(120,255,545)</b>	<b>-</b>	<b>(120,255,545)</b>

The purposes of each of above reserve within equity is as under:

- 1.General reserve-** mainly includes amount received from government in earlier financial years.
- 2.Retained earnings-** Retained earnings are the profits/(loss) that the Company has earned/incurred till date.

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2022**

(Amount in Rs.)

Particulars		2021-22	2020-21
<b>A. Cash Flow from Operating Activities</b>			
Net Profit/(Loss) before tax		235,793	551,477
Operating Profit before working capital changes		235,793	551,477
Adjustments for working capital changes			
Other Non- Current Assets		(52,500)	(62,347)
Other Financial Liabilities -Current		2,400	(61,344)
Other Current Liabilities		(166)	(5,925)
<b>Net Cash flow from/(used in) Operating Activities</b>	(A)	185,527	421,861
<b>B. Cash Flow from Investing Activities</b>	(B)	-	-
<b>C. Cash Flow from Financing Activities</b>	(C)	-	-
<b>Net Increase/(decrease) in Cash and Cash Equivalents</b>	(A+B+C)	185,527	421,861
Cash and Cash Equivalents(Opening Balance)		474,576	52,715
Cash and Cash Equivalents(Closing Balance)		660,103	474,576
<b>Change in cash and cash equivalents</b>		<b>185,527</b>	<b>421,861</b>

Significant Accounting Policies

Note 1

The accompanying notes form an integral part of these financial statements.

As per our report of even date attached

For V. P. Gupta & Co

For and on Behalf of the Board of Directors  
of Welcure Drugs & Pharmaceuticals Limited

Chartered Accountants  
Firm Registration No.000699N

CA V. P. Gupta  
Partner  
Membership No.080557

Sudhir Chandra  
Managing Director  
DIN 00323545

Gagan Juneja  
Director & CFO  
DIN 08914005

Mitashi Bisaria  
Director cum Co.Sec.  
DIN 08660802

D.C. Jain  
Director  
DIN 00323379

Mohd. Shahbaz  
Alam  
Director  
DIN 6824697

Place: Delhi

Date: April 15, 2022

Notes to financial statements for the year ended March 31,2022

**1 Company Overview and Significant Accounting Policies**

**1.1 Company Overview**

Welcure Drugs & Pharmaceuticals Ltd. ("the Company") is a public limited Company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. The registered office of the Company is located at Delhi, India.

The financial statements for the year ended March 31, 2022 were authorized for issue in accordance with a resolution of the Board of Directors on 15.04.2022

**1.2 Basis of accounting and preparation of Financial Statements**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 ("Act") read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).The financial statements have been prepared on accrual basis on historical cost convention, except as stated otherwise.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements including notes thereon are presented in Indian rupees, which is the functional currency of the Company. All the financial information presented in Indian rupees has been rounded to the nearest lakhs as per the requirement of Schedule III to the Act, unless stated otherwise.

**1.3 Use of judgment, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgement, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

**1.4 Classification of Assets and Liabilities into Current/Non-current**

Based on the nature of products and the time between acquisition of assets and their realisation in cash and cash equivalent, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classifications of assets and liabilities.

**1.5 Financial Instruments**

**1.5.1 Initial recognition**

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument.

All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, that are not at fair value through profit or loss, are added to the fair value on initial recognition.

**1.5.2 Subsequent measurement**

**(i) Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial liabilities** Financial liabilities are subsequently carried at amortized cost using the effective interest method.

### **1.5.3. Derecognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **1.6 Fair Value of Financial Instruments**

In determining the fair value of its financial instruments, the Company uses assumptions that are based on market conditions and risks existing at each reporting date.

### **1.7 Impairment of Financial Assets**

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

### **1.8 Provisions and Contingent Liabilities**

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. The expenses related to provision is presented in statement of profit and loss.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

### **1.9 Earnings Per Equity Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting dividend attributable taxes, if any) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividend relative to a fully paid equity shares during the reporting period.

Diluted earnings per equity share is calculated by dividing the net profit or loss attributable to the equity shareholders of the Company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted at the beginning of the period, unless they have been issued at a later date.

### **1.10 Taxes**

Tax expense comprises current and deferred tax. Current income tax for current and prior periods is recognized at the amount expected to be paid to the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets are recognised for unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which unused tax losses can be utilised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled,



based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

### 1.11 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.

Cash and Cash Equivalents for the purposes of cash flow statement comprise cash at bank and in hand and bank deposit with banks where original maturity is three months or less.

### 1.12 Revenue recognition

Ind AS 115 five step model is used to determine whether revenue should be recognised at a point in time or over time, and at what amount is as below:

- Step 1: Identify the contract with the customer
- Step 2: Identify the performance obligations in the contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

Revenue is recognised upon rendering of services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services in accordance with the terms of contract.

### 1.13 Other Income

Other income is comprised primarily of interest income. Interest income is recognised as and when due on the time proportion basis by using effective interest method. Interest income is included under the head "other income" in the Statement of Profit and Loss.

### 1.14 Leases

The Company as a lessee incur lease expenses for leases with a term of twelve months or less (i.e. short-term leases). They are recognized as an operating expense on a straight-line basis over the term of the lease.

### 1.15 Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The Board of Directors of the Company has been identified as being the chief operating decision maker by the management of the Company.

<b>2. Equity Share Capital</b>		<b>(Amount in Rs.)</b>		
<b>Particulars</b>	<b>As at March 31, 2022</b>	<b>As at March 31, 2021</b>		
<b>Authorised</b>				
16,000,000 (16,000,000) Equity Shares of Rs.10/-each	160,000,000	160,000,000		
<b>Issued, Subscribed &amp; Paid up</b>				
13,512,100 (13,512,100) Equity Shares of Rs.10/-each	135,121,000	135,121,000		
Less: Calls unpaid on 2,794,900(2,794,900) equity share of Rs.10/- each	13,935,425	13,935,425		
<b>Total</b>	<b>121,185,575</b>	<b>121,185,575</b>		
<b>2(a) Reconciliation of Equity Shares outstanding at the beginning and at the end of the reporting year.</b>				
<b>Particulars</b>	<b>As at March 31, 2022</b>		<b>As at March 31, 2021</b>	
	<b>No. of Shares</b>	<b>Rs.</b>	<b>No. of Shares</b>	<b>Rs.</b>
<b>At the beginning of the year</b>	13,512,100	121,185,575	13,512,100	121,185,575

Add: Issued during the year	-	-	-	-
<b>At the end of the year</b>	<b>13,512,100</b>	<b>121,185,575</b>	<b>13,512,100</b>	<b>121,185,575</b>

## 2(b) Terms/rights attached to Equity Shares

The Company has only one class of equity shares having face value of Rs 10/- per share. Each equity shareholder is entitled to one vote per share.

In the event of winding up of the Company, the equity shareholders shall be entitled to be repaid remaining assets of the Company in the ratio of the amount of capital paid upon such equity shares.

## 2(c) Details of Shareholders holding more than 5% shares in the Company.

Name of Shareholders	As at March 31, 2022		As at March 31, 2021	
	No. of Shares	% Holding	No. of Shares	% Holding
Sh. D.C. Jain	1,908,400	14.12	1,908,400	14.12
Sh. Sandeep Jain	2,035,685	15.07	2,035,685	15.07
Mrs. Lata Jain	1,060,715	7.85	1,060,715	7.85
Sh. Sanjeev Jain	960,200	7.11	960,200	7.11

## 2(d) Shares held by promoters at the end of the year

Promoter Name	No. of Shares	% of Shares	% Change during the year
Sh. D.C. Jain	1,908,400	14.12	-

# promoters of the Company: There has been no change during the year in the number of shares held by them from the preceding year.

## 3. Other Equity

(Amount in Rs.)

Particulars	As at March 31, 2022	As at March 31, 2021
<b>(a) General reserve</b>		
Balance as per last financial statements	1,506,000	1,506,000
Add: Addition during the year	-	-
Closing Balance	1,506,000	1,506,000
<b>(b) Retained earning</b>		
Balance as per last financial statements	(121,997,338)	(122,548,815)
Add: Profit/(Loss) for the year	235,793	551,477
Closing Balance	(121,761,545)	(121,997,338)
<b>(c) Other comprehensive income</b>		
Balance as per last financial statements	-	-
Add: Addition during the year	-	-
Closing Balance	-	-
<b>Total</b>	<b>(120,255,545)</b>	<b>(120,491,338)</b>

## 4. Earning Per Equity Share

Earnings Per Share (EPS) as per Ind AS-33 is calculated as under:

Particulars	For the year ended March 31, 2022	For the year ended March 31, 2021
Net Profit/(Loss) for calculation of basic and diluted EPS(Rs.)	235,793	551,477
Total number of Equity Shares outstanding at the end of the year	13,512,100	13,512,100

Weighted average number of Equity Shares in calculating basic and diluted EPS	12,118,558	12,118,558
Face Value(Rs.)	10	10
Basic and Diluted EPS (Rs.)	<b>0.02</b>	<b>0.05</b>

#### 5. Contingent Liabilities(not provided for)

(i) During the year 2015-16, the income tax department has raised a demand of Rs. 32,99,140/- for the assessment year 2011-12. The Company has filed an appeal against the demand before Commissioner of Income Tax (Appeals), Alwar, Rajasthan. The Company believes that there is a fair chance of favorable decision in this matter-based on the discussion with advocate and hence making of provisions is considered not necessary against the same.

(ii) There is no other claim against the Company, which is to be acknowledged as a debt (Previous Year Nil).

#### 6.Capital and Other Commitments

There is no outstanding capital and other commitments.

#### 7.Payment to Auditors

(Amount in Rs.)

Particulars	2021-22	2020-21
<b>Statutory auditors</b>		
(a) as an auditor		
Statutory audit fees	29,500	25,000
Internal audit fees	5,750	5,750
Reimbursement of expenses	-	11,800
(b) In other Capacity		
Other Matters	5,900	5,000
<b>Total</b>	<b>41,150</b>	<b>47,550</b>

8. There is no earning or expenditure in foreign exchange during the year (Previous Year Nil).

#### 9.Related Party Disclosures

##### Related party disclosures, as required by Ind AS-24

##### List of key managerial personnel (KMP)of the Company

Managing director of the Company: Mr. Sudhir Chandra

Other directors of the Company

D.C. Jain, M.L. Bhateja (resigned w.e.f. 28.04.2021), Mitashi Bisaria and Gagan Juneja

Relative of director of the Company: Mr. Sandeep Jain

**During the current year, the following transactions were carried out with the related parties in the ordinary course of business:**

(Amount in Rs.)

Particulars	2021-22	2020-21
Director Remuneration-Shri Sudhir Chandra	129,000	84,000
Director Sitting Fees Paid	22,000	18,000
Rent Paid	1,416	1,416

#### 10.Impairment of Assets

In the opinion of the management there is no reduction in value of any assets, hence no provision is required in terms of Ind AS-36 "Impairment of Assets".

#### 11. Financial Instruments

The carrying value of financial instruments by categories were as follows:

(Amount in Rs.)

Particulars	Amortised cost	Amortised cost
	2021-22	2020-21
<b>Assets:</b>		
-Cash and cash equivalents	660,103	474,576
<b>Total</b>	<b>660,103</b>	<b>474,576</b>
<b>Liabilities:</b>		
-Other financial liabilities	38,150	35,750

<b>Total</b>			<b>38,150</b>	<b>35,750</b>	
<b>12. Deferred tax assets</b>					
The tax effects of significant temporary differences and unused tax losses that resulted in deferred tax assets and liabilities are as follows:					
(Amount in Rs.)					
<b>Particulars</b>			<b>2021-22</b>	<b>2020-21</b>	
<b>Deferred tax assets</b>					
-Unused tax losses			855,311	944,822	
<b>Total deferred tax assets</b>			<b>855,311</b>	<b>944,822</b>	
<b>Deferred tax liabilities</b>			-	-	
<b>Deferred tax assets (Net)</b>			<b>855,311</b>	<b>944,822</b>	
Applicable Income tax rate @ 25.17% considered for calculation of deferred tax for financial year 2021-22 and 2020-21.					
Deferred tax assets on above unused tax losses has been worked out to Rs.8,55,305/- (Rs 9,44,822/-). As deferred tax asset shall be recognised for the unused tax losses to the extent that it is probable that future taxable profit will be available against which they can be utilized. As a matter of prudence, during the year deferred tax assets is not being recognized in the books of accounts in respect of unused tax losses.					
The amount and expiry date of unused tax losses is as under:					
<b>Particulars</b>	<b>2021-22</b>	<b>2021-22</b>	<b>2020-21</b>	<b>2020-21</b>	
	<b>Rs.</b>	<b>Expiry date</b>	<b>Rs.</b>	<b>Expiry date</b>	
<b>Unused tax losses</b>					
-Unabsorbed Depreciation	<b>3,398,135</b>	No expiry	<b>3,463,475</b>	No expiry	
-Business losses					
AY 2018-19	-	-	76,298	A.Y. 2026-27	
AY 2020-21	-	-	94,155	A.Y. 2028-29	
<b>Total</b>	<b>-</b>		<b>170,453</b>		
<b>13. Operating lease</b>					
The Company has taken office premises under operating lease agreement. The said lease agreement has term of 11 months and considered as short term lease. Rental expense recorded for short-term leases was Rs. 1,416/- for the year ended March 31,2022(Previous Year Rs. 1,416/-).					
<b>14. Segment Reporting</b>					
The Company's Board of Directors have been identified as the Chief Operating Decision Maker ('CODM'). Board of Directors reviews the operating results at Company level, accordingly there is only one Reportable Segment for the Company which is "Providing services for procurements of orders", hence no specific disclosures have been made as per Ind AS 108.					
<b>15. During the year, the Company has continued to temporally suspend its main business operations, net worth of the Company stands almost eroded but the Company has no liabilities to outsiders to pay at the end of the year, other than payment for expenses payable and TDS liability. However, business activity of procuring orders on behalf of other parties from customers is being continued during the year and the Company received service charges of Rs 10,50,000/- during the year (Previous Year Rs.13,33,427/-).</b>					
<b>16. Ratio Disclosures</b>					
<b>Particulars</b>	<b>Numerator</b>	<b>Denominator</b>	<b>Current year</b>	<b>Previous year</b>	<b>% Variance</b>
(a) Current ratio	660,103	38,150	17.30	20.33	-15%
(b) Debt - Equity ratio	-	930,030	NA	NA	NA
(c) Debt service coverage ratio	235,793	-	NA	NA	NA
(d) Return on equity ratio	235,793	930,030	25%	79%	-68%

(e) Inventory turnover ratio	-	-		NA	NA	NA
(f) Trade receivables turnover ratio	-	-		NA	NA	NA
(g) Trade payables turnover ratio	-	-		NA	NA	NA
(h) Net capital turnover ratio	1,050,000	621,953		169%	304%	-44%
(i) Net profit ratio	235,793	1,050,000		22%	41%	-46%
(j) Return on capital employed	235,793	930,030		25%	79%	-68%
(k) Return on investment	235,793	968,180		24%	76%	-68%

\*\*There has been subsequential decline in the above mentioned ratios due to marginal decline in the operation.

16. Figures have been recasted/restated wherever necessary to conform to the current year's presentation.

17. Figures in brackets pertains to previous year.

**As per our report of even date attached**

**For V. P. Gupta & Co**

**Chartered Accountants**

**Firm Registration No.000699N**

**CA V. P. Gupta**

**Partner**

**Membership No.080557**

**Place: Delhi**

**Date : April 15, 2022**

**For and on Behalf of the Board of Directors  
of Welcure Drugs & Pharmaceuticals Limited**

**Sudhir Chandra      Gagan Juneja  
Managing Director    Director & CFO**

**DIN 00323545      DIN 08914005**

**Mitashi Bisaria      D.C. Jain      Mohd.  
Director cum Co.      Shahbaz Alam**

**Secretary      Director      Director**

**DIN 08660802      DIN 00323379      DIN 6824697**



## WELCURE DRUGS & PHARMACEUTICALS LTD.

Regd. Off. : B-9 & 10, Laxmi Towers, L.S.C., Block C, Saraswati Vihar, Delhi -110034.  
CIN No. L24232DL1996PLC227773

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### NOTICE

Notice is hereby given that the Thirtieth (30<sup>th</sup>) Annual General Meeting of the members of Welcure Drugs & Pharmaceuticals Ltd. will be held on Monday the 27<sup>th</sup> June, 2022 at 10:00 a.m. through Video Conferencing or other audio visual, no physical meeting of members will be held, however, this meeting will be deemed to have been held at the Registered office of the Company at B-9 & 10, Laxmi Towers, L.S.C., Block C, Saraswati Vihar, Delhi -110034; Following business shall be transacted at the meeting:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Profit & Loss account of the Company for the year ended 31<sup>st</sup> March, 2022 and Balance Sheet as on that date along with, Cash Flow Statement and the statement of changes in equity during the year and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Mitashi Bisaria (DIN No. 08660802) who retires by rotation, and being eligible, offers herself for re-appointment.

#### **SPECIAL BUSINESS**

##### **3. Regularize the Appointment of Mohd. Shahbaz Alam as Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 read with Schedule IV of Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (LODR) Regulations, 2015; the consent of the members, be and is hereby accorded for appointment of Md. Shahbaz Alam as an Independent Director of the Company for a period of five years w.e.f. 12<sup>th</sup> July, 2021 and his office shall not be liable to retire by rotation under Section 149 (13) of the Companies Act, 2013.”

#### **4. Re-Appointment of Mr. Sudhir Chandra as Managing Director**

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

**“RESOLVED AS SPECIAL RESOLUTION THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & such other provisions as applicable; approval of members of the Company be and is hereby accorded for continued appointment of Mr. Sudhir Chandra (DIN 00323545), who had completed the age of 70 years, as Managing Director of the Company for the further period up to 5 (five) years with effect from 01<sup>st</sup> February, 2022 on such remuneration; and on terms and conditions as may be decided by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Sudhir Chandra, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time and where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to Mr. Sudhir Chandra, Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board to decide the breakup of the remuneration from time to time in consultation with the Managing Director and his office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Sudhir Chandra be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.”

**Place: Delhi**  
**Date: 15.04.2022**

**By order of Board of Directors**

**Mitashi Bisaria**  
**Director & Company Secretary**  
**DIN: 08660802**

## **NOTES:**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5th May, 2020 read with circulars dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 13th January, 2021, 23rd June, 2021 and December 8, 2021 (collectively referred to as “MCA Circulars”) and the Securities and Exchange Board of India vide their circulars dated 12th May, 2020 and 15th January, 2021 (collectively referred to as “SEBI Circulars”) permitted the conduct of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the EGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) MCA Circulars and SEBI Circulars the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and Secretarial Standard-2 issued by ICSI and information pursuant to the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), is annexed as **ANNEXURE A** to this notice.
3. The detailed procedure in respect of Voting Procedure through VC/OAVM VOTING is given under **ANNEXURE B**
4. **In terms of the notification as mentioned in Note 1, the Proxy form, Attendance Slip and Route Map of the EGM Venue are not annexed to this Notice; as these are not required.**
5. Corporate members attending the meeting through their authorized representatives pursuant to Section 113 of Companies Act, 2013 (“the Act”) are requested to send to the Company, at least 48 hours prior to the start of voting, scanned copies of the following documents through email **[investor.welcure@gmail.com](mailto:investor.welcure@gmail.com)**
  - a) a certified copy of the Board resolution authorizing their representatives
  - b) Photograph of the Representative.
6. Notice of the AGM and the Annual Report for the Financial Year 2021-22 are being sent electronically to the members whose E-mail IDs are registered with the Depository Participant(s) and / or RTA. Any member, who has not registered his email id), may register his / her ID with RTA may get registered and may also request for a copy Annual Report electronically.
7. Pursuant to section 91 of the Companies Act 2013 read with Companies (Management & Administration) Rules 2014 and Regulation 42 of the SEBI (LODR) Regulations 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, June 21, 2022 to Monday, June 27, 2022 (both days inclusive)**



8. Members are requested to intimate change, if any, in their address (with PIN Code), E-mail ID, nominations, bank details, mandate instructions, National Electronic Clearing Service (“NECS”) mandates, etc. under the signature of the registered holder(s) to The **Link Intime Private Ltd**, Registrar and Transfer Agent (“RTA”) of the Company (email id [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)); and their respective Depository Participants.
9. Queries, if any, on the Annual Report and operations of the Company, may please be sent at [investor.welcure@gmail.com](mailto:investor.welcure@gmail.com) or [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) at least seven days prior to the date of the AGM; the member must mention his name demat account number/folio number, email id, mobile number with the query; so that relevant query may be replied by the company suitably at the meeting.
10. All share related correspondence may be sent to RTA at the following address:  
**Link Intime India Pvt. Ltd**  
Noble Heights, 1st Floor, Plot No. NH 2,  
LSC, C-1 Block, Near Savitri Market,  
Janakpuri, New Delhi-110058  
Tel: 11-41410592, 93, 94, 49411000/  
Fax: +91 11 41410591  
Email: [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in); [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
11. Notice of the AGM and the Annual Report for the Financial Year 2021-22 are being sent electronically to the members whose E-mail IDs are registered with the Depository Participant(s) and / or RTA. Any member, who has not registered his email id), may register his / her ID with RTA may get registered and may also request RTA for a copy Annual Report electronically. Members may note that the Notice will also be available on website of stock exchange, BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL, at <https://www.evoting.nsdl.com>.
12. As per SEBI directions securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. Members, holding shares in physical forms, are advised to dematerialize their shares.
13. The statutory registers including Register of Directors and Key Managerial Personnel, the Register of Contracts under the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to [investor.welcure@gmail.com](mailto:investor.welcure@gmail.com)

**14. Securities & Exchange Board of India (SEBI) vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021:**

Please take note that Securities & Exchange Board of India (SEBI) vide its circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/ 2021/655 dated November 03, 2021 read with clarification circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 has notified simplified norms for processing investors service request by Registrar and Transfer Agent ('RTA') and mandatory furnishing of Permanent Account Number ('PAN'), KYC details and Nomination by holders of physical securities. In this connection, following forms have been notified by SEBI.

- I. **Form ISR-1:** Request for registering PAN, KYC details or changes /updatation thereof
- II. **Form ISR- 2:** Confirmation of Signature of securities holder by the Banker
- III. **Form ISR-3:** Declaration for opt-out
- IV. **Form(s) SH-13:** Registration of nomination
- V. **Form SH-14:** Change in Nomination

Formats of all such forms can be downloaded from <https://web.linkintime.co.in/client-downloads.html> under the sub head of 'Format of KYC', head 'General'.

**Communications'** The shareholder(s) may kindly note that it has now been made mandatory for those holding shares in physical/ certificate form to furnish PAN, KYC (including contact details, bank account details and specimen signatures) and nomination details.

As per the directions issued by SEBI, if the shareholders do not furnish the above details by March 31, 2023, their folios will be frozen by the RTA. Also note that w.e.f. January 1, 2022, the RTA shall not process any service requests or complaints received from the holder(s) / claimant(s), till the aforementioned PAN, KYC and Nomination documents/ details are provided by the shareholders.

Therefore, in order to avoid freezing of their folios, the shareholders are requested to comply with the following procedure:

- a. First link PAN with Aadhar to ensure the validity of your PAN and thereafter update this valid PAN with RTA by submitting the Form ISR-1. Update your KYC details (in Form ISR-1) and Nomination details (in Form SH-13) with RTA. Declaration to Opt-out: In case any of the shareholder(s), do not wish to nominate any person(s) in the event of his/ her death, he/ she shall file Declaration to Opt-out', in Form ISR-3 with RTA.
- b. Submit SH-14 to change/ cancel the nomination - In case of cancellation of nomination by the holder(s) through Form SH- 14 be provided to RTA.
- c. In case you wish to change your signatures in the Folio, then send the banker confirmation by filing form ISR-2 with RTA. Please provide your Email Id and Phone No. to the RTA for records as well for receiving communications by Electronic means. If you have already updated all the information stated above with Company/ RTA, kindly ignore this correspondence. The Contact Details of the RTA are mentioned in clause 9.

**EXPLANATORY STATEMENT**

*[Pursuant to Section 102(1) of the Companies Act, 2013 & Regulation 36(3) of SEBI (LODR) Regulations, 2015]*

**Item No.3**

Pursuant to Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; every additional director at any time shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

The Board of Directors in their meeting held on 12.07.2021 had appointed Mohd Shahbaz Alam as Additional Director under a category of Non-Executive and Independent Director in order to maintain the proper composition of Board of Directors.

Further, Pursuant to Section 160 of the Companies Act, 2013, the Company had received a notice from a member proposing his candidature as Director of the Company.

Mohd. Shahbaz Alam had done MBA from renowned university, Delhi and had also done Market Public Administration (MPA) from IGNOU university, he had more than 20 year's core experience of being a Pharmaceutical fraternity from Sales, Product Management Training, Medical writing and regulatory affairs; his appointment in the Company will help and enhance the growth of the Company.

He is neither shareholder of the Company nor related to any Director of the Company. He is not holding Directorship/Membership/ Committee Chairpersonship in the other Company.

No Director, Key Managerial Personnel or their relatives, except Mohd. Shahbaz Alam to whom the resolution relates, is interested or concerned in the resolution.

A copy of the draft letter of appointment as an Independent Director setting out the terms and conditions of the said appointment would be available for inspection at office of the Company at Delhi during normal business hours on any working day without payment of any fee, by the member.

The Board recommends Item No. 3 for the approval of members as a Ordinary Resolution.

#### **Item No. 4**

Pursuant to Section 196(2) of the Companies Act, 2013, a Company can appoint or re-appoint any as its managing director, whole-time director or manager for a term exceeding five years at a time, subject to the approval of shareholders in the General Meeting by way of Special Resolution.

Pursuant to section 196(3) read with Schedule V of the Companies Act, 2013; the Managing Director/Whole time Director/Manager who had attained the age of seventy years, his appointment must be approved by the special resolution in the general meeting and no further approval of central government is necessary for such appointment. Mr. Sudhir Chandra had already attained the age of seventy years on 25th January, 2007 and for continuation of his appointment pursuant to above said rules the approval had already been taken from the members in the Annual General Meeting held on 28th July, 2007.

Pursuant to Section 196 (2) of the Companies Act, 2013, Board had recommended at their board meeting held on 25.10.2021, the re-appointment of Mr. Sudhir Chandra for the period on 5 years i.e. till 31.01.2027 for the approval of the shareholders.

Mr. Sudhir Chandar, satisfies all the conditions as set out in Section 196, 197, 198, 203 read with Schedule V referred of the Companies Act, 2013 for being eligible to be re-appointed as a Managing Director of the Company. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

He is neither shareholder of the Company nor related to any Director of the Company. He is not holding Directorship/Membership/ Committee Chairpersonship in the other Company.

No Director, Key Managerial Personnel or their relatives, except recommended Mr. Sudhir Chandra to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolutions set forth in Item No. 4 for the approval of the members as Special Resolution.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice and available for the inspection.

The following additional information as required by Schedule V of the Companies Act, 2013 is given below:

## I. GENERAL INFORMATION:

### 1. Nature of Industry:

The Company had closed down its business since 2011-12 and company is not in operations anymore; previously the Nature of Industry was manufacturing of pharmaceuticals products.

### 2. Date or expected date of commencement of commercial production:

Company was incorporated on 04/06/1992 and got its certificate for commencement of business on 19/06/1992.

### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

### 4. Financial performance based on given indicators: As per audited Financial Results for the year ended March 31, 2019 to March 31, 2021

**(Rs. In Lakhs)**

Particulars	Business Years		
	2020-21	2019-20	2018-19
Turnover including other income	13.35	8.28	8.11
Profit before Tax/ (Loss)	5.51	(0.94)	7.73
Net Profit/ (loss)	5.51	(0.94)	0.39
Dividend Paid	NA	NA	NA

### 5. Foreign Investments or collaborations, if any: N.A.

## II. INFORMATION ABOUT THE APPOINTEE:

### 1. Background details, Recognition or awards, Job Profile and his suitability:

Shri Sudhir Chandra had done B.Sc., B.Tech (Hons.) and Dipl. (Ing. West Germany) is a Managing Director of the Company. He has over 49 years working experience in Management & Systems including 9 years' experience in Pharmaceuticals. He had been associated with some of the leading industries in India and abroad, providing a high rate of work satisfaction throughout his career. He had been associated with some leading companies in India and abroad. Also he had experience in the field of auditing and consultancy related to finance; being a Certified Lead Auditor under ISO 9001:2015 and his re-appointment shall be valuable for the growth of the Company.

2. **Past Remuneration:** Mr. Sudhir Chandra is presently drawing a remuneration of Rs. 12,000 pm.
3. **Remuneration proposed:** Remuneration payable to Mr. Sudhir Chandra, Managing Director by way of salary, perquisites and allowances shall not exceed the maximum remuneration payable in accordance with Section II of Part II of Schedule V of the Companies Act, 2013 with liberty to the Board to decide the breakup with Mr. Sudhir Chandra.
4. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Sudhir Chandra, Managing Director is a Professional Director and does not holds any Equity Shares of the Company. None of the Directors or Key Managerial Personnel of the Company is a relative of Mr. Sudhir Chandra.

### III. OTHER INFORMATION:

1. **Reasons of loss or inadequate profits:** manufacturing operations of the company were closed since 2011-12; therefore, the revenue that the company is having is related to services provided/commission income, sometimes resulting in inadequate profit.
2. **Steps taken or proposed to be taken for improvement:** NA
3. **Expected increase in productivity and profits in measurable terms:** NA

### IV. DISCLOSURES

Necessary disclosures have been made with regard to remuneration details of the managerial personnel under the head Corporate Governance in the Annual Report.

**Place: Delhi**  
**Date: 15.04.2022**

**By order of Board of directors**

**Mitashi Bisaria**  
**Director & Company Secretary**  
**DIN: 08660802**

**VOTING PROCEDURE**

**a) Log in Procedure**

- (i) Members may attend the Meeting through VC/OAVM viz. Zoom App. at **<https://akums.zoom.us/j/82458009555>** by using the ID & Password as **824 5800 9555** and **095284** respectively through smart phone or laptop, connected through broadband.
- (ii) Participants Connecting from Mobile Devices or Tablets or through Laptop 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.
- (iii) Members can login and join 15 (fifteen) minutes prior to the schedule time, join the meeting at scheduled time; window for joining shall be kept open till the expiry of 30 (Thirty) minutes after the schedule time; or the closing of the meeting, whichever is earlier.

**b) Instructions for Remote E-Voting**

- (i) In compliance with provisions of section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR), Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by "Link Intime India Pvt. Ltd".
- (ii) The Annual Report of the Company shall be dispatched through email to the Persons, whose names are recorded in the Register of Members, maintained by RTA, on **Friday, the 20<sup>th</sup> May, 2022**.
- (iii) The remote e-Voting period commences at **09:00 a.m. on Friday, the 24<sup>th</sup> June, 2022** and ends at **05:00 p.m. on Sunday, 26<sup>th</sup> June, 2022**. No remote e-Voting shall be allowed beyond the aforesaid date and time and remote e-Voting module shall be disabled by Link Intime upon expiry of aforesaid period. Only the members whose names of borne in the register of members as on **20<sup>th</sup> June, 2022** shall be allowed to cast their votes by remote e-Voting. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (iv) Members who have cast their vote by remote e-voting during the voting period, they may attend the Annual General meeting through VC/OAVM, but are not entitled to cast their votes again at Annual General Meeting.
- (v) **The members, who will be present in the AGM through VC facility and have not cast their vote on the resolutions through remote e- voting and are otherwise not barred from doing so, shall be eligible to vote at the meeting by dropping their votes at the chat box and shall mentioned the below details therein:**
  - a. **Name of Shareholder**
  - b. **Folio No./Client Id and Demat-Id**
  - c. **Pan detail of shareholder**
  - d. **Number of Agenda Item for which they are voting**
  - e. **Assent or Dissent**



- (vi) Ms. Kavita, partner of M/s A.K. Nandwani & Associates; a Practicing Company Secretary (M. No. F9115) has been appointed as a ‘Scrutinizer’ to scrutinize the Remote-voting process in a fair and transparent manner.
- (vii) The Scrutinizer, after scrutinizing the votes cast, shall submit her Report to the Chairman or a Director authorised by the Board.
- (viii) The results declared, along with the report of the Scrutinizer, shall be placed on the website of Link Intime Private Limited immediately after the declaration of result by such Chairman / Director and the results shall also be communicated to the Stock Exchanges.
- (ix) 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.

**c) Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"> <li>• 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.nsdl.com">https://eservices.nsdl.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.</li> <li>• 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.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ul>

	<ul style="list-style-type: none"> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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.</li> </ul>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>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></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. 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 provided links for the respective ESP where the E Voting is in progress.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once 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.</li> </ul>

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.**

1. Open the internet browser and launch the URL:  
<https://instavote.linkintime.co.in>
  - ▶ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
    - A. User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
    - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
    - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
    - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
      - Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
  - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - ▶ Click “confirm” (Your password is now generated).
2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
7. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

#### **Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:**

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%^), at least one numeral, at least one alphabet and at least one capital letter.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**InstaVote Support Desk**  
**Link Intime India Private Limited**

### **Important Communication to Members**

*The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the companies and issued circulars stating that the service of notice/documents including Annual Reports can be sent through e-mail to its members. To support this green initiative of the Government in full measure Members who are yet to register/update their email addresses with the Company or with the Depository Participants are once again requested to register/ update the same for receiving the Notices, Annual Reports and other documents through electronic mode.*

*Members holding shares in physical form may get their email addresses registered/ updated by providing their Name, Folio Number, E-mail ID and consent to receive the Notices, Annual Reports and other documents through electronic mode, by sending an email at **[delhi@linkintime.co.in](mailto:delhi@linkintime.co.in)** and **[investor.welcure@gmail.com](mailto:investor.welcure@gmail.com)**.*

## MEMBERS UPDATION FORM

Date:

**Link Intime India Private Limited**  
**Noble Heights, 1<sup>st</sup> floor, Plot No. NH 2,**  
**Janakpuri, New Delhi-110058**

Dear Sirs,

I/We furnish hereunder the following details for necessary updation in the register of members of the Company in respect of the shares of your company registered in my/our name/s under registered

**Folio No:** \_\_\_\_\_

PARTICULARS	1 <sup>st</sup> /SOLE HOLDER	2 <sup>nd</sup> JOINT HOLDER	3 <sup>rd</sup> JOINT HOLDER
<b>NAME</b>			
<b>FATHER'/MOTHER'S NAME</b>			
<b>PAN</b> (self-attested photocopy enclosed)			
<b>AADHAR CARD</b> (self-attested photocopy enclosed)			
<b>OCCUPATION</b>			
<b>MOBILE NO.</b>			
<b>Email ID:</b> (only 1 <sup>st</sup> holder)			
<b>BANK ACCOUNT DETAILS (*)</b> (only 1st Holder) <b>Account No :</b> (*) Please enclose a Account Type: Savings/Current/NRO/NRE (please tick appropriately) cancelled cheque or Name of the Bank :photocopy thereof	Account No, : Account type : Name of Bank : Branch Name : Address : MICR Code : IFS Code :	:	Savings/Current/NRO/NRE (please tick appropriately)

\_\_\_\_\_  
**Signature of 1<sup>st</sup> Holder**

\_\_\_\_\_  
**Signature of 2<sup>nd</sup> Holder**

\_\_\_\_\_  
**Signature of 3<sup>rd</sup> Holder**

**ATTESTATION PARTICULARS:** Signature(s) of the above named persons, holders of S.B. /C.A. Account No. \_\_\_\_\_ maintained with us, verified as per our records.

Name of the Bank	:	
Full Address of the Bank (with Branch Name)	:	
Phone No./ e-mail ID	:	
Signature of the Attesting Officer under Official	:	