

CIN: L24100MH1988PLC343805

Reg. Office : Office No.9, K Raheja Prime Sagbaug Road,
Marol, Andheri (East), Mumbai - 400059

info@remediumlifecare.com

+91 8433895251



REEDIUM LIFECARE LTD.
(Formerly known as "Roxy Exports Limited")

4th June, 2024

**To,
BSE Limited
P.J. Towers, Dalal Street,
Fort, Mumbai – 400001**

BSE Scrip code: 539561

Dear Sir(s),

We wish to inform you that the 35th Annual General Meeting (AGM) of the Company will be held on Wednesday, 26 June, 2024 at 11:00 AM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), in accordance with the circulars issued by the Ministry of Corporate Affairs (MCA) and Securities Exchange Board of India (SEBI).

As per Regulation 34 (1) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2023-24 along with the Notice of the AGM. In accordance with the MCA Circulars and SEBI Circulars the same are being sent through electronic mode to those member's whose email id's are registered with Depository Participant / Registrar & Transfer Agent of the Company.

Notice of 35th Annual General Meeting (AGM) and Annual Report for the financial year 2023-24 are also available on website of the Company ie. <https://www.remlife.com/reports/17/financial-results/>

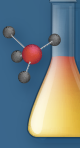
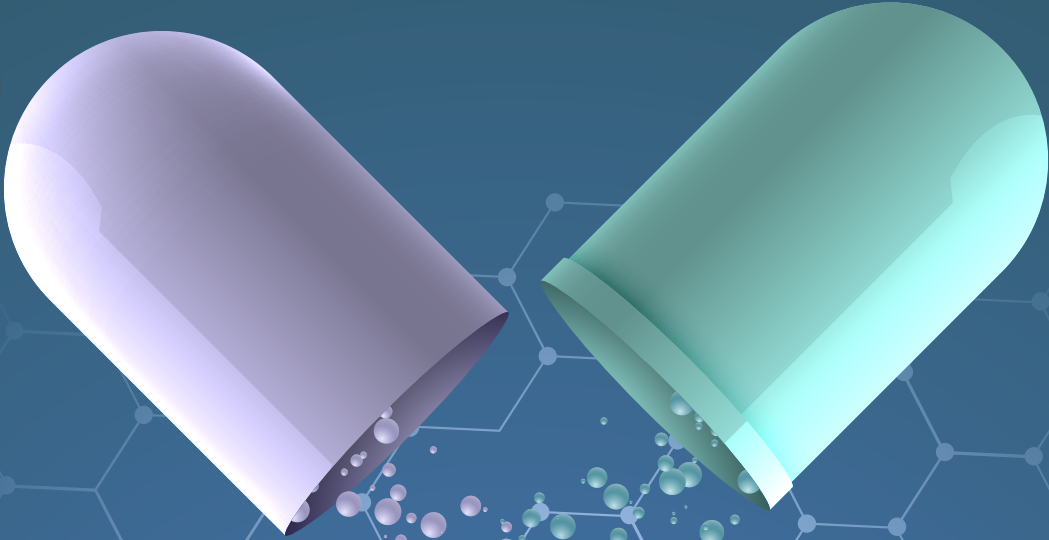
Kindly take on record the above information and acknowledge.

Thanking you,
Yours faithfully

For Remedium Lifecare Limited

**Dhwani Desai
Company Secretary & Compliance Officer**





ANNUAL REPORT

2023-24

REMEDIUM LIFECARE LIMITED



info@remediumlifecare.com



www.remlife.com



CORPORATE INFORMATION**Board of Directors**

Name	DIN	Designation
Mr. Adarsh Munjal	07304004	Whole Time Director
Mr. Hanosh Santok	08554687	Non-Executive Director
Ms. Trupti Bolke	07700551	Independent Director
Ms. Maneesha Naresh	08118293	Independent Director
Ms. Seema Sanei	10549952	Independent Director
Mr. Pratik Shah	06809235	Independent Director

Chief Financial Officer

Mr. Ashish Parkar

Company Secretary & Compliance Officer

Ms. Dhvani Desai - (Membership no: A63688)

Statutory Auditors

M/s. Taori Sandeep & Associates, Chartered Accountants (FRN: 007414C)

Internal Auditors

Neha C Shah & Associates, Chartered Accountants (FRN: 138596)

Secretarial Auditors

Riddhi Shah, Practising Company Secretary (CP NO: 17035)

Registered Office

Office No.9, K Raheja Prime, Marol Industrial Estate Behind Ravi Vihar Hotel, Sagbaug Road, Marol, Andheri East
Mumbai MH 400059 IN

Phone : 8433895251

Email : info@remediumlifecare.com

Website : www.remlife.com

Registrar & Share Transfer Agent

Bigshare Services Private Limited

Pinnacle Business Park, Office No S6-2 6th Floor,

Mahakali Caves Rd, Next to Ahura Centre Andheri (E), Mumbai – 400 093

CIN: U99999MH1994PTC076534

To,
Listing Department
BSE Limited
P. J. Tower Dalal Sheet, Fort
Mumbai-400001
BSE Scrip Code : 539561

Subject: Notice of 35th Annual General Meeting (AGM) and Annual Report for the Financial Year 2023-2024.

Dear Sir,

This is with reference to the provisions of Regulation 30, 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and in furtherance to our letter dated May 27th, 2024 informing about the 35th Annual General Meeting ('AGM') of the Company scheduled to be held on Wednesday, June 26, 2024 at 11:00 a.m. IST through Video Conferencing/Other Audio Visual Means, in accordance, with the relevant circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India.

As per Regulation 34(1) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, we are submitting herewith the Annual Report of the Company for the Financial Year 2023- 24 along with the Notice of the AGM. In accordance with the MCA Circulars and SEBI Circulars, the same are being sent through electronic mode to those member's whose email id's are registered with the Depository Participant /Registrar & Transfer Agent of the Company.

The Company has provided the facility to its members to cast their vote by electronic means (through remote e-voting and e-voting at the AGM) on all the resolutions set out in the AGM notice, who are holding equity shares as on the cut-off date i.e. Wednesday, June 19, 2024 The remote e-voting will commence on Sunday, June 23, 2024(09:00 a.m. IST) and ends on Tuesday, June 25, 2024 (05:00 p.m. IST). Detailed instructions for registering email address(s) and e-voting/ attendance at the AGM are given in the AGM notice.

The AGM notice and Integrated Annual Report for FY 2023-24 are enclosed herewith. Please take the above information on record.

Notice of the 35th Annual General Meeting and Annual Report for the financial year 2023-24 are also available on the website of the Company ie. <https://www.remlife.com/reports/17/financial-results//reports/21/shareholding-information/>.

Kindly take the same on record.

Thanking You

For Remedium Lifecare Limited

Dhwani Desai
Company Secretary and Compliance Officer
Membership No. A63688

Remedium Lifecare Limited

CIN: L24100MH1988PLC343805;

Registered Office : Office No.9, K Raheja Prime, Marol Industrial Estate , Behind Ravi Vihar Hotel,
Sagbaug Road, Marol, Andheri East, Mumbai 400059**Email:** info@remediumlifecare.com; **Website:** www.remlife.com**AGM NOTICE**

Notice is hereby given that the 35th Annual General Meeting of the Members of **Remedium Lifecare Limited** will be held on Wednesday, June 26 2024, at 11:00 a.m. IST through Video Conferencing (VC) / Other Audio-Visual Means, to transact the following business:

ORDINARY BUSINESS:**Item no. 1 - Consideration of Audited Financial Statements, Reports of the Board of Directors and the Statutory Auditors thereon :**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, together with the reports of the Board of Directors and Auditors thereon.

Item No. 2 – Appointment of Director retiring by rotation:

To appoint a director in place of Mr. Adarsh Munjal (DIN -07304004), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Adarsh Munjal (DIN: 07304004), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Whole Time Director of the Company, liable to retire by rotation.”

Item No.3 Re-appointment of Auditor for second term of five year:

To re-appoint Taori Sandeep & Associates, (ICAI Firm Registration No 007414C), Chartered Accountants as Statutory Auditors of the Company for a second term of five years and if thought fit, to pass, with or without modification(s), following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee, Taori Sandeep & Associates, (ICAI Firm Registration No 007414C), Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five years to hold office from the conclusion of 35th Annual General Meeting till the conclusion of 39th Annual General Meeting starting from financial year 2024-2025 to financial year 2028-29, on such remuneration, taxes, reimbursement of out of pocket expenses as may be incurred by them in connection with audit of accounts of the Company, as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this Resolution”

SPECIAL BUSINESS:**ITEM NO.4 APPOINTMENT OF MR. HANOSH SANTOK (DIN: 08554687) AS A DIRECTOR**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 Regulation 17 and other

applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (“SEBI Listing Regulations”) as amended from time to time, the re-appointment (including any statutory modification(s) or enactment thereof for the time being in force) (the “Act”), on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Hanosh Santok (DIN: 08554687), in respect of whom the Company has received notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non Independent Director, of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.5 APPOINTMENT OF MS. SEEMA SANEI (DIN: 10549952) AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to provision of Section 149, 150, 152 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (“SEBI Listing Regulations”) as amended from time to time, the re-appointment of Ms. Seema Sanei (DIN: 10549952), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company for the Company for a period of 3years with effect from March 27, 2024 and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.6 APPOINTMENT OF MR. PRATIK SHAH (DIN: 06809235) AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to provision of Section 149, 150, 152 and other applicable provisions if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015 (“SEBI Listing Regulations”) as amended from time to time, the re-appointment of Mr. Pratik Shah (DIN:06809235), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as an Independent Director of the Company for the Company for a period of 3years with effect from March 27, 2024 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

ITEM NO.7 – INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 30,00,00,000

(Thirty Crores) Equity Shares of Re. 1/- (Rupee One Only) each to Rs. 42,00,00,000/- (Rupees Forty Two Crores Only) divided into 42,00,00,000 (Forty Two Crores) Equity Shares of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“The Authorized Share Capital of the Company is Rs. 42,00,00,000/- (Rupees Forty Two Crores Only) divided into 42,00,00,000 (Forty Two Crores only) Equity Shares of Re. 1/- (Rupee One only) each with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for capital of the Company for the time being, with power to increase and reduce the capital of the Company, and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company.”

RESOLVED FURTHER THAT Mr. Adarsh Munjal, Whole Time Director of the Company or Mr. Hanosh Santok, Director of the Company or Ms. Dhvani Desai, Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to do all such act (s), deed(s) and things including all forms, documents filing with Ministry of Corporate Affairs/ Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

ITEM NO. 8- ISSUE OF BONUS EQUITY SHARES

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

“**RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time, and in accordance with the provisions contained in the Memorandum of Association and Articles of Association of the Company and pursuant to the recommendation of the Board of Directors of the Company (hereinafter referred to as “the Board”, which expression shall be deemed to include a Committee of Directors or officer(s) of the Company duly authorized in this behalf), and subject to other approvals, consents, permissions, conditions and sanctions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sums standing to the credit of the Retained Earnings Account of the Company as at 31st March, 2024, as may be considered necessary by the Board, for the purpose of the issue of bonus equity shares of Re. 1/- each, credited as fully paid-up equity shares to the holders of the existing equity shares of the Company whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date as may be fixed in this regard by the Board (“Record date”), in the proportion of 3 (Three) equity shares for every 1 (One) existing equity share held by the Members.

RESOLVED FURTHER THAT the new equity shares of Re. 1/- (Rupee One only) each to be allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company, SEBI (ICDR) Regulations, 2018 and shall rank pari passu with the existing fully paid-up equity shares of the Company in all respects and shall be entitled to participate in full in any dividends and any other corporate action declared after the new equity shares are allotted and no allotment letters shall be issued to the allottees of the bonus shares.

RESOLVED FURTHER THAT the Bonus Equity Shares to be issued shall be credited in the electronic form in the Demat accounts of the shareholders holding shares in the dematerialized form on the Record Date and the Bonus Equity Shares to be issued to the shareholders holding their shares in Physical form shall be credited to the Demat Suspense Account of the Company and on providing the details of Demat account, such Bonus Equity Shares shall be credited to the concerned Demat account of the shareholder, in terms of applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard.

RESOLVED FURTHER THAT the issue and allotment of the said bonus equity shares to the extent that they relate to Non-Resident Indians (NRIs) Members, Foreign Portfolio Investors, Foreign Nationals, Foreign Corporate Bodies (including Overseas Corporate Bodies), Persons of Indian Origin and other Foreign Investors of the Company, shall be

subject to the applicable regulations under the Foreign Exchange Management Act, 1999 or Reserve Bank of India or approval of any other Regulatory/ Statutory authorities, as may be necessary or applicable.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchange where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, Mr. Adarsh Munjal, Whole Time Director of the Company or Mr. Hanosh Santok , Director of the Company or Ms. Dhvani Desai, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary, expedient or incidental in this regard including but without limitation to fixation of record date, file any documents with the SEBI, Stock Exchange(s) where the shares of the Company are listed, Depositories, Ministry of Corporate Affairs and/ or Concerned Authorities, applying and seeking necessary listing and trading approvals from the Stock Exchange(s), and to settle any question, difficulty or doubt that may arise in regard thereto, as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee(s)/ Director(s)/ Officer(s) of the Company.”

By order of the Board of Directors
For Remedium Lifecare Limited

Dhwani Desai
Company Secretary & Compliance Officer
Membership No. A63688

Place : Mumbai

Date : 27/05/2024

REGISTERED OFFICE:

Office No.9, K Raheja Prime, Marol Industrial Estate Behind Ravi Vihar Hotel, Sagbaug Road, Marol Naka ,Andheri East Mumbai 400059.

NOTES FOR MEMBERS' ATTENTION:

1. In view of the relaxation granted by the Ministry of Corporate Affairs ('MCA') vide its General Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022, Circular No 09/2023 dated September 25,2023 ('MCA Circulars') and SEBI vide it's circular no. SEBI/HO/ CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/ CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/ CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023 ('SEBI circular'), (MCA Circular and SEBI Circular collectively referred as Circulars), companies are allowed to hold AGM through video conference/ other audio visual means ("VC/OAVM") upto 30th September, 2024, without the physical presence of members. The 35th Annual General Meeting (AGM) of the Company is being conducted through Video Conferencing (VC)/ Other AudioVisual Means (OAVM) Facility, which does not require physical presence of Members at a common venue. The deemed venue for the 35th AGM shall be the Registered Office of the Company. The AGM of the Company is being held through VC/OAVM, and video recording and transcript of the same shall be made available on the website of the Company. Central Depository Services Limited ("CDSL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM and e-voting during the AGM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the 35th AGM and other documents are being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 35th AGM and Annual Report for the financial year 2023-24 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - A. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self- attested copy of the PAN and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company at: info@remediumlifecare.com
 - B. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
3. The Explanatory Business Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Business/Special Business under the Item no.4,5,6 ,set above and the details as required under Regulation 17(1A) and 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 (SEBI Listing Regulations') and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking appointment /re-appointment at this Annual General Meeting is annexed hereto.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members under section 105 of the Act will not be available for the 35th AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Participation of Members through VC/ OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Act.
6. The Members can join the AGM in the VC/ OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders

- Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate and vote at the meeting are requested to email a certified copy of the Board resolution/ authorization letter to the Company at **info@remediumlifecare.com**. or upload on the VC portal/ e-voting portal.
 8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at **info@remediumlifecare.com** upto 18th June, 2024 (05:00 PM IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. Members who do not wish to speak during the AGM but have queries may send their queries 7 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at **info@remediumlifecare.com**. These queries will be replied by company suitably by email.
 9. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the financial year 2023-2024 will also be available on the Company's website **www.remlife.com**. for their download. The same shall also be available on the website of the Stock Exchange i.e. BSE Limited at **www.bseindia.com**. and on the website of CDSL **www.evotingindia.com**. Members may also note that pursuant to Sections 101 and 136 of the Act read with the Rules framed thereunder, the Notice calling the 35thAGM along with the Annual Report for financial year 2023-2024 is being sent by electronic mode to those Members whose E-mail addresses are registered with the DPs or the Company/ the Registrar and Transfer Agent.
 10. Re-appointment of Statutory Auditor for second term at 35th Annual General Meeting from Financial Year 2024-25 to Financial Year 2028-29, requirement for ratification after re-appointment has been done away and hence no need for ratification after re-appointment by members.
 11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available electronically open for inspection by the members on the website of the Company at **https://www.remlife.com**. during the time of Annual General Meeting.
 12. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 20th June 2024 to Wednesday, 26th June, 2024 (both days inclusive).
 13. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/ Registrar & Share Transfer Agents quoting their Folio Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
 14. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
 15. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Company at least seven days in advance of the meeting through email to **info@remediumlifecare.com**.
 16. Nomination: Pursuant to Section 72 of the Act, Members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the Members may please contact their respective depository participant.
 17. Share Transfer permitted only in Demat: As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019. In view of the above and to avail the benefits of dematerialisation and ease portfolio management, Members are requested to convert physical shares held by them into demat form.
 18. The Securities Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in the securities

market. Members holding shares in electronic form are requested to submit PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent - M/s. Bigshare Services Private Limited.

19. Green Initiative: The Shareholders can now receive various notices and documents through electronic mode by registering their e-mail addresses with the Company. Shareholders who have not registered their e-mail address with the Company can now register the same by post with M/s Bigshare Services Private Limited. Members holding shares in electronic form are requested to register their email addresses with their Depository Participants only. Even after registering for E-communication, the shareholders of the Company are entitled to receive such communication in physical form, upon request.
20. Electronic copy of the Notice of the 35th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes. Members, who have not registered their email address so far, are requested to register their email IDs for receiving all communications including Annual Report, Notices, etc., from the Company electronically.
21. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for the financial year 2023-24 will also be available on the Company's website <https://www.remlife.com/reports/21/shareholding-information/>.
22. Since the AGM will be held through VC/ OAVM, the Route map is not annexed to the Notice.
23. **Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through

electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The Company has appointed Ms. Riddhi Shah (Membership No. 17035), Practising Company Secretary, Mumbai as the Scrutiniser for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Act and the relevant Rules, the Company has fixed 19th June, 2024 as the 'Cut-off Date'. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e 19th June, 2024.

CDSL e-Voting System – For e-voting and Joining Virtual meetings.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/ AGM will be provided by CDSL.

3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
 4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
 6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at **www.remlife.com**. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at **www.bseindia.com**. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. **www.evotingindia.com**.
 7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
 8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.
- (A) THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**
- Step 1:** Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
- Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.
- (i) The voting period begins on June 23, 2024 at 9.00 a.m and ends on June 25, 2024 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of June 19, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com. and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com./ 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 & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000</p>

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

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@remediumlifecare.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for **VC/OAVM** to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/ EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id- **info@remediumlifecare.com**). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the **AGM/EGM** through **VC/OAVM** facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the **EGM/AGM**.

10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through **VC/OAVM** facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to **helpdesk.evoting@cdslindia.com.** or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to **helpdesk.evoting@cdslindia.com** or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT

PROFILE OF THE DIRECTOR IN PURSUANCE OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

ITEM NO. 2

S . No.	Name of the Director	Mr. Adarsh Munjal
1.	DIN	07304004
2.	Date of Birth	26/02/1988
3.	Age	36 years
4.	Date of Appointment	05.09.2023
5.	Brief Resume	Mr. Adarsh Munjal is a BMM-graduate from Jai Hind College (Mumbai University) with over 15 years of experience in business development, creative direction and advertising - he has worked with brands like Unacademy, Hungama & Viacom 18 in the past.
6.	Expertise in Specified Functional Area	His pursued skills in copywriting, creative-strategy, design, video-production, UX and public-speaking, make him a deservingly popular marketing-professional in the country. His impeccable communication and negotiation skills have helped him develop long-term relationships with various brands (from various industries) across the globe since 2009.
7.	Percentage of shares held in the Company including shareholder as a beneficial owner	NIL
8.	Qualification	BMM-graduate from Jai Hind College (Mumbai University)
9.	List of other Companies in which associated as Director	NIL
10.	Chairman / Memberships of the Committee of the Board of other Companies in which associated as a Director	NIL
11.	Relationship between directors inter-se	NIL

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO.4 APPOINTMENT OF MR. HANOSH SANTOK (DIN: 08554687) AS AN DIRECTOR

Mr. Hanosh Santok, Non-Executive Director, was appointed on the Board of the Company as on September 30, 2019 in terms of Companies Act, 2013 for term of 5 years and hence is required to be reappointed by the members by way of Ordinary Resolution.

Mr. Hanosh Santok (DIN: 08554687), is qualified as B. Com, CAIIB, an efficient and proficient Banker with thorough understanding of Banking Regulations, Commercial Practices and Financial Solutions , Excellent interpersonal and communication skills and client rapport developing long term and fruitful relationships for the Company. A Banker with more than 28 years of rich experience in all facets of banking and finance.

Board is of The opinion that Mr. Hanosh Santok’s rich and diverse experience is a valuable asset to the Company which adds value and enriched point of view during Board discussions and decision making. He is also person of integrity who

possesses required expertise and his association as Non-Executive Non- Independent Director will be beneficial to the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives are related to Mr. Hanosh Santok, in any way concerned or interested financially or otherwise, in the said resolution.

The Board recommends the Ordinary Resolution as set at Item No 4. of the Notice for approval by the shareholders.

ITEM NO.5 APPOINTMENT OF MS. SEEMA SANEI (DIN: 10549952) AS AN INDEPENDENT DIRECTOR

Ms. Seema Sanei (DIN: 10549952) was appointed as an Additional Independent Director on the Board of the Company effective March 27, 2024 for the first term of three years, as per provision of Section 149 of the Act and Regulation 25 of SEBI (Listing Obligation Disclosure Requirement), Regulation, 2015 (SEBI Listing Regulations). Pursuant to the provisions of Regulation 17 of SEBI (Listing Obligation Disclosure Requirement), Regulation, 2015 (Listing Regulations) appointment is required to be Approved by The Shareholder of the Company through Special Resolutions at the Annual General Meeting or within 3months from the date of appointment (i.e 3months from March 27, 2024) whichever is earlier.

Pursuant to Section 149 and 152 of the Companies Act, 2013, based on the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board at its meeting held on March 27, 2024 approved the appointment of Ms. Seema Sanei as Independent Director for the first term from March 27, 2024 to March 26, 2026 (both days inclusive) subject to the approval of the members through special resolution.

THE COMPANY HAS RECEIVED:

- (i) Consent in writing from Ms. Seema Sanei to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Ms. Seema Sanei to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that she has not been debarred from holding office of a Director by virtue of any Order passed by the

Securities and Exchange Board of India or any other such authority.

- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

Ms. Seema Sanei she confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. she has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs

In the opinion of the Board, Ms. Seema Sanei is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

Ms. Seema Sanei is not appointed as director in any other company.

Brief Profile of Ms. Seema Sanei as required under SEBI LODR Regulations and SS-2 is provided here under:

Ms. Seema Sanei, age 36 years, has done B.A. in Journalism from Calcutta University in the year 2007. She is also a qualified Company Secretary from The Institute of Company Secretaries of India (2014). She has also done LL.B from University of Mumbai in the year 2020. She has vast experience in the field of Companies Act, Securities and Exchange Board of India (LODR) Regulations, 2015, Intellectual Property Rights, RTO matters, Merger & Amalgamation, Government Tender, Legal matters both civil and criminal cases. She worked as the Company Secretary and Compliance Officer of Servotech Engineering Ltd. She also worked as the Company Secretary of Lyka BDR International Limited. At present she is associated with Jaya Vellu Spinning Mills Private Limited and providing consultation service relating to Secretarial matters.

None of the Directors / Key Managerial Personnel of the Company and their relatives except Ms. Seema Sanei is concerned or interested in the resolution.

The Board recommends the Special Resolution as set out at Item No. 5 for the consideration and approval of the members.

ITEM NO.6 APPOINTMENT OF MR. PRATIK SHAH (DIN: 06809235) AS AN INDEPENDENT DIRECTOR

Mr. Pratik Shah (DIN: 06809235) was appointed as an Additional Independent Director on the Board of the Company effective March 27, 2024 for the first term of three years, as per provision of Section 149 of the Act

and Regulation 25 of SEBI (Listing Obligation Disclosure Requirement), Regulation, 2015 (Listing Regulations). Pursuant to the provisions of Regulation 17 of SEBI (Listing Obligation Disclosure Requirement), Regulation, 2015 (Listing Regulations) appointment is required to be approved by the shareholders of the Company through Special Resolutions at the Annual General Meeting or within 3months from the date of appointment (i.e 3months from March 27, 2024) whichever is earlier.

Pursuant to Section 149 and 152 of the Companies Act, 2013, based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board at its meeting held on March 27, 2024 approved the appointment of Mr. Pratik Shah as Independent Director for the first term from March 27, 2024 to March 26, 2026 (both days inclusive) subject to the approval of the members through special resolution.

THE COMPANY HAS RECEIVED:

- (i) Consent in writing from Mr. Pratik Shah to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (‘Appointment Rules’),
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Pratik Shah to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act,
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI LODR Regulations.
- (iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

Mr. Pratik Shah has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs

In the opinion of the Board, Mr. Pratik Shah is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the

Listing Regulations, each as amended, and is independent of the management of the Company.

The details of directorship of Mr. Pratik Shah is as follows: Earnex Internet Private Limited. Brief Profile of Mr. Pratik Shah as required under SEBI LODR Regulations and SS-2 is provided here under:

Mr. Pratik Shah (DIN: 06809235), age 32 years, is a seasoned professional with a Masters of International Business from Western Sydney University, Australia, achieved in 2014. An entrepreneur at heart, he founded Learneca, an innovative learning platform, under his leadership as CEO since May 2018. He has proven expertise in driving high-performance teams and operational excellence, with significant accomplishments including enhancing productivity by 35%, reducing operational costs substantially, and increasing employee engagement. His skills span marketing, with a focus on full-funnel growth, and talent management, including performance management and workforce planning. His previous roles include stints in growth marketing and sales, which contributed to a robust career filled with achievements such as improving process automation, increasing lead generation, and deploying best practices in sales and marketing strategies

None of the Directors / Key Managerial Personnel of the Company and their relatives except Mr. Pratik Shah is concerned or interested in the resolution.

The Board recommends the Special Resolution as set out at Item No.6 for the consideration and approval of the members.

ITEM NO.7 INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Current Authorized Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crores Only) and the Paid-up Share Capital of the Company is Rs. 10,08,00,000/- (Rupees Ten Crores Eight Lakhs Only). Your Board at its meeting held on 27th May, 2024 subject to the approval of the shareholders, and receipt of such other statutory/regulatory approvals, as may be required, has proposed to increase the Authorized Share Capital of the Company from Rs. 30,00,00,000/- (Rupees Thirty Crores Only) divided into 30,00,00,000 (Thirty Crores) Equity Shares of Re. 1/- (Rupee One Only) each to Rs. 42,00,00,000/- (Rupees Forty Two Crores Only) divided into 42,00,00,000 (Forty Two Crores) Equity Shares of Re. 1/- (Rupee One Only) each.

The proposed increase of Authorized Share Capital of the Company requires approval of the Members at a General Meeting. Consequent upon the increase in Authorized Share Capital of the Company, Clause V of the

Memorandum of Association of the Company will require alteration so as to reflect the increase in the Authorized Share Capital. A copy of the Memorandum and Articles of Association of the Company along with the proposed amendments is available for inspection by the members at the Registered Office of the Company between 11:00 AM and 5:00 PM on all working days between Monday to Friday from the date of dispatch/ email of the AGM Notice till 26th June, 2024.

None of the Director(s), Key Managerial Personnel and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions except to the extent of their shareholding.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 7 of this Notice for the approval of the Members by way of passing a Special Resolution.

ITEM NO. 8 ISSUE OF BONUS EQUITY SHARES

The Equity Shares of your Company are listed and actively traded on BSE Limited ("BSE"). The Company has grown multifold and performed significantly well over the period.

With a view to rewarding the existing shareholders, encouraging the participation of small investors by increasing the liquidity of the Equity Shares and to expand the retail shareholders' base, the Board of Directors, at their meeting held on 27th May, 2024, considered, approved and recommended issue of shares by increasing the Issued, Subscribed and Paid-up Share Capital of the Company to a sum of Rs. 40,32,00,000/- after capitalizing a sum not exceeding Rs. 30,24,00,000/- from the Retained Earnings Account as appropriate, as per the Audited Financial Statements of the Company for the Financial Year ended March 31, 2024 by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares. The capitalization of Retained Earnings Account requires members' approval as per the Articles of Association of the Company.

The bonus issue of Equity Shares will be subject to the approval of Members and other approvals, consents, permissions, conditions and sanctions, as may be

necessary. The fully-paid Bonus Shares shall be distributed to the Members whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the NSDL and CDSL in the ratio of 3 (Three) Equity Shares of Re. 1/- each for every 1 (One) fully paid Equity Shares of Re. 1/- each held as on a Record date decided for this purpose.

Further, in compliance with applicable regulations, rules, guidelines and Circulars as may be issued from time to time in this regard, the Bonus Equity Shares to be issued to the shareholders holding their shares in Physical form shall be credited to the Demat Suspense Account of the Company and on providing the details of Demat account, such Bonus Equity Shares shall be credited to the concerned Demat account of the shareholder.

The Bonus Equity Shares, once allotted, shall rank pari-passu in all respects and carry the same rights as the existing Equity Shares and holders of the Bonus Equity Shares shall be entitled to participate in full in any dividend and other corporate action, recommended and declared after the new Equity Shares are allotted.

None of the Directors, Key Managerial Personnel or their relatives are directly or indirectly concerned or interested in the resolutions at Item No. 8 of the Notice except to the extent of their shareholding and shares which may be allotted to them as part of this bonus issue.

Accordingly, the Board of Directors of your Company recommend the Resolution set out in Item No. 8 of this Notice for the approval of the Members by way of passing an Ordinary Resolution.

By order of the Board of Directors
For **Remedium Lifecare Limited**

Dhwani Desai
Company Secretary & Compliance Officer
Member No. A63688

Date: 27/05/2024

Place: Mumbai

REPORT OF THE BOARD OF DIRECTORS

Dear Members,

Your Directors are pleased to present the 35th Annual Report of your Company along with the Audited Financial Statements for the financial year ended March 31, 2024.

1. FINANCIAL RESULTS:

An overview of the financial performance of your Company for the year 2023-24 is as under:

Particulars	(Amount in Lakhs)	
	31.03.2024	31.03.2023
Revenue from Operations	4,04,170.67	50,983.66
Other Income	2108.11	0.00
Total Income	4,06,278.78	50,983.66
Less: Expenditure	4,01,233.35	50,244.07
Profit/(Loss) before tax	5045.42	739.60
Less : Current tax	1,774.34	197.74
Less : Deferred tax	(1.93)	(0.75)
Less : Previous Year Tax	0.00	0.00
Profit after Tax	3273.02	542.61

REVIEW OF OPERATIONS:

During the year under review, your Company recorded a total income of **Rs. 4,06,278.78 Lakh** as on 31st March 2024 as compared to **Rs. 50,983.66 Lakhs** in the previous financial year, higher by **Rs. 3,55,295.12 Lakhs**. The Profit for the same period stands at **Rs. 3273.02 Lakhs** as compared to the Profit of **Rs. 542.61 Lakhs** in the previous financial year, higher by **Rs. 2730.41 Lakhs**.

2. DIVIDEND:

In order to conserve the profits for future growth of the Company, the Board of Directors has not recommended payment of any dividend for the year on the equity share capital of the company.

3. Transfer to GENERAL Reserves:

The Board of Directors of your Company has decided not to transfer any amount to the Reserves for the F.Y. 2023-24.

4. CAPITAL STRUCTURE

At the beginning of the year Authorised Share Capital was Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 3,00,00,000 (Three Crore) Equity Share

of Rs. 10/- each. During the year there was alteration of the Authorized Share Capital of the Company Passing resolution at the 34th Annual General Meeting held on July 20, 2023, Authorized Share Capital of the Company was Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 6,00,00,000 (Six Crore) Equity Share of Rs. 5/- each. Further the Company altered it's Authorized Share Capital to Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 30,00,00,000 (Thirty Crore) Equity Share of Re. 1/- each by Passing Resolution through postal ballot.

The Company's issued, subscribed and paid-up share capital in the beginning of the year was Rs. 3,60,00,000/- (Rupees Three Crore Sixty Lakh Only) divided into 36,00,000 (Thirty Six Lakh) Equity Shares of Rs.10/- each. During the year Company declared bonus shares, due to which issued, subscribed and paid-up share capital was increased to Rs. 10,08,00,000/- (Rupees Ten Crore Eight Lakh Only) divided into 1,00,80,000 (One Crore Eighty Thousand) Equity shares of Rs.10/- each, due to share split there was change in issued, subscribed and paid-up share capital Rs. 10,08,00,000/- (Rupees Ten Crore Eight Lakh Only) divided into 2,01,60,000 (Two Crore one Lakh Sixty Thousand) at 34th Annual General Meeting held on July 20, 2023, Further due to another share split passed through postal ballot as on February 10, 2024, issued, subscribed and paid-up share capital Rs. 10,08,00,000/- (Rupees Ten Crore Eight Lakh Only) divided into 10,08,00,000 (Ten Crore Eight Lakh) Equity shares of Re. 1/- each.

5. MATERIAL CHANGES BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF REPORT:

There have been no material changes and commitments between the end of the financial year 2023-24 and the date of this report, adversely affecting the financial position of the Company.

6. CHANGE IN NATURE OF BUSINESS:

During the year under review, there is no change in the business activities of the Company.

7. ANNUAL RETURN :

The Annual Return as required under Section 92(3) and Section 134 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and

Administration) Rules, 2014 is available on the Company's website at <https://www.remlife.com/reports/24/annual-return/>.

8. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS:

During the year under review 13, (Thirteen) Meetings of the Board of Directors were convened and held i.e. on May 30, 2023; June 23, 2023; July, 31, 2023; August 12, 2022; September 05, 2023; November 11, 2023; November 20, 2023; December 13, 2023; January 08, 2024; February 14, 2024; February 20, 2024; March 07, 2024, March 27, 2024. The details of the attendance of Directors at these meetings are as under:

Name of the Director	Category	Board Meetings during FY 2023-24	
		Held	Attended
Dr. Vilas Lokhande	Whole Time Director (ceased to be director due to resignation from 05, September 2023)	5	5
Mr. Adarsh Munjal	Whole Time Director (Appointed from 05, September 2023)	8	8
Mr. Hanosh Santok	Non Executive Director	13	13
Dr. Maneesha Naresh	Independent Director	13	13
Ms. Trupti Bolke	Independent Director	13	13
Ms. Seema Sanei	Independent Director	0	0
Mr. Pratik Shah	Independent Director	0	0

9. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(3)(c) of the Companies Act, 2013, the Directors confirm that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 of the Company for the year under review;

- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- The Directors have prepared the annual accounts on a going concern basis;
- The Directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- 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.

10. AUDIT COMMITTEE:

The Company has constituted qualified and independent Audit Committee. The Audit Committee comprises of Ms. Trupti Bolke -Chairperson, Mr. Hanosh Santok - Member and Dr. Maneesha Naresh – Member, Mr. Pratik Shah- Member. The Company Secretary of the Company acts as Secretary to the Audit Committee. The Committee is governed by the term of reference which are in line with the regulatory requirements mandated by the Companies Act, 2013 and the Listing Regulations. More details pertaining to the Audit Committee are included in the Corporate Governance report which forms part of this report.

All the recommendations made by the Audit Committee during the year were accepted by the Board of Directors of the Company.

11. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee constituted by the Board in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 comprises of Dr. Maneesha Naresh – Chairperson, Mr. Hanosh Santok – Member and Ms. Seema Sanei – Member of the Committee.

The Committee consists of only Non-Executive Directors as its members.

The details of composition, terms of reference of the Nomination and Remuneration Committee, numbers and dates of meetings held, attendance of the Directors are given separately in the attached Corporate Governance Report which forms part of this Report.

12. PERFORMANCE EVALUATION:

In terms of provisions of the Companies Act, 2013 read with Rules issued there under and Regulation 25 of SEBI (LODR) Regulations, 2015 and further circular no. SEBI/HO/CFD/ CMD/CIR/P/2017/004 dated 05/01/2017 issued by SEBI on "Guidance note on Board Evaluation", evaluation process was carried out internally for the performance of the Board, its Committees and Individual Directors. The Independent Directors at their meeting held on 19th December 2023 have reviewed the performance evaluation of Non-Independent Directors and the Board as a whole including the Chairman. The Nomination, Remuneration and Compensation Committee carried out evaluation of performance of each Director in its meeting held on 27st March, 2024. The Board of Directors carried out performance evaluation of the Board, each Director and the Committees for the financial year ended 31st March, 2024 in its meeting held on 27th March, 2024 based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the effectiveness of their contribution.

13. AUDITORS AND THEIR REPORT:

Pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Taori Sandeep & Associates, Chartered Accountants, Mumbai bearing Firm Registration Number 007414C with the Institute of Chartered Accountants of India (ICAI) were appointed as the Statutory Auditors of the Company at the 30th Annual General Meeting (AGM) held on September 30, 2019 for a period of five years commencing from the conclusion of the 30th Annual General Meeting till the conclusion of the 35th Annual

General Meeting of the Company to be held for the financial year 2023-2024.

Re-appointment of Taori Sandeep & Associates, (ICAI Firm Registration No 007414C), Chartered Accountants as Statutory Auditors of the Company for a second term of five years. M/s. Taori Sandeep & Associates, have confirmed their eligibility and qualification required under section 139 and 141 and other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, for their continuation as statutory auditors.

In terms of the Listing Regulations, the Auditors have confirmed that they hold a valid certificate issued by the 'Peer Review Board' of The Institute of Chartered Accountants of India (ICAI).

There are no qualifications or observations or remarks made by the Statutory Auditors in their report for the F.Y. 2023-24.

Reporting of Fraud

During the year under review, the Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Companies Act, 2013.

14. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed K R Associates, Practising Company Secretary, to carry out Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit Report received from them is appended as "Annexure A" and forms part of this report.

The Secretarial Audit Report for the Financial Year 2023-24 does not contain any qualification, reservation and adverse remarks.

15. INTERNAL AUDIT:

As per the requirements of Section 138 of the Companies Act, 2013 and the rules made there under, Ms. Neha Shah was appointed as an Internal Auditor of the Company for the financial year 2023-24.

16. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD MEETINGS AND GENERAL MEETINGS:

The Company has complied with all the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

17. MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed review of the operations, performance and future outlook of the Company and its businesses is given in the Management Discussion and Analysis, which forms part of the Annual Report.

18. DIVIDEND DISTRIBUTION POLICY:

In accordance with Regulation 43A of Listing Regulations, the Board of Directors of the Company have adopted a Dividend Distribution Policy ('Policy') based on the need to balance the twin objectives of appropriately rewarding the Company's shareholders with dividend, and by conserving resources to meet its future requirements. The Dividend Distribution Policy of the Company is available on the Company's website.

19. PUBLIC DEPOSITS:

During the year under review, your Company has accepted and/or renewed any public deposits in terms of the provisions of Section 73 and 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 as amended, as per notes to accounts (xvii) to financial statements.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

During the year under review, your Company has not given any loans, guarantees or made any investments within the purview of Section 186 of the Companies Act, 2013.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013:

The details of the related party transactions, as per requirement of Accounting Standards-18 are disclosed in notes to the financial statements of the Company for the financial year 2023-24. All the directors have disclosed their interest in Form MBP-1 pursuant to Section 184 of the Companies

Act, 2013 and as and when any changes in their interest take place, such changes are placed before the Board at its meetings. None of the transactions with any of the related parties was in conflict with the interest of the Company. The particulars of contracts or arrangements with related parties referred to in Section 188(1), in prescribed Form AOC - 2 under Companies (Accounts) Rules, 2014 are appended as "Annexure B".

22. INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has constituted an Internal Complaint Committee under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year no complaint was filed before the said Committee.

23. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The prescribed particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo, in terms of the Section 134(3) (m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is attached as "Annexure C" which forms part of this report of Board of Directors.

24. BUSINESS RISK MANAGEMENT:

Pursuant to section 134(3) (n) of the Companies Act, 2013 and as per provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company has adhered to the principles of sound risk management and already has a Risk Management Policy in place. An ongoing exercise is being carried out to identify, evaluate, manage and for monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

25. CORPORATE SOCIAL RESPONSIBILITY:

The Company falls under the criteria i.e. net worth or turnover or net profit, as prescribed in section 135 of the Companies Act, 2013 for applicability of Corporate Social Responsibility (CSR) provisions. Accordingly in line with the above section, since the

obligation of the Company to spend under CSR for the Financial Year 2023-2024 is below the threshold limit of Rs. 50 lakhs, the company is not required to constitute a CSR Committee. **“Annexure -D”**

26. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has implemented a Vigil Mechanism Policy to deal with instances of fraud and mismanagement, if any. The policy also provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in all cases. There were no complaints received during the year 2023-24.

27. PROHIBITION OF INSIDER TRADING :

In compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a ‘Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders’ and ‘Code of Fair Disclosure’ of Unpublished Price Sensitive Information to ensure prohibition of insider trading in the organization.

28. DIRECTORS & KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with the Companies(Appointment & Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mr. Adarsh Munjal (DIN :07304004), a Whole Time Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for reappointment. Your Board recommends his re-appointment to the Shareholders.

A brief profile of Mr. Adarsh Munjal (DIN :07304004) as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and justification for his re-appointment are given in the explanatory statement to Notice of the 35th Annual General Meeting.

The Company has received declaration from all the Independent Directors that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 read with the Schedule and Rules issued thereunder. The Independent Directors of the Company have confirmed that they have enrolled themselves in the Independent Directors’ Databank maintained with the Indian Institute of Corporate Affairs (‘IICA’) in terms of Section 150 of the

Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

The following three persons were formally noted as Key Managerial Personnel of the Company in compliance with the provisions of Section 203 of the Companies Act, 2013.

Mr. Adarsh Munjal : Whole Time Director
Mr. Ashish Parkar : Chief Financial Officer
Ms. Dhvani Desai : Company Secretary & Compliance Officer

Ms.Seema Sanei and Mr. Pratik Shah was appointed as an additional independent director as on March 27, 2024.

29. PARTICULARS OF REMUNERATION:

In terms of provisions of section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 details of the ratio of remuneration of each Director to the median employee’s remuneration is provided in **“Annexure E”** which forms part of the Board’s Report.

30. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company.

31. SUBSIDIARY COMPANIES:

The Company does not have any subsidiary company.

32. TRANSFER OF UNCLAIMED DIVIDEND AMOUNTS AND SHARES TO INVESTOR EDUCATION AND PROTECTION FUND:

There is no unclaimed or unpaid dividend lying with the Company. Therefore, during the year under review, the Company was not required to transfer any amount to Investor Education and Protection Fund.

33. PARTICULARS OF EMPLOYEES AND THEIR REMUNERATION:

During the year, none of the employees of your Company were in receipt of remuneration in excess of the limits as laid down under Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

34. CORPORATE GOVERNANCE REPORT:

Pursuant to the provisions of Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as a good governance practice, the Company adheres to certain principles of Corporate Governance. A brief report on Corporate Governance and the requisite Certificate confirming compliance with the conditions of Corporate Governance, is appended as “Annexure –F” and forms part of this Report.

35. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS OR REGULATORS:

During the year under review, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and company’s operations in future.

36. LISTING WITH STOCK EXCHANGES:

The Equity shares of the Company are listed on BSE Ltd.

37. APPRECIATION:

Your Directors express their deep sense of appreciation and extend their sincere thanks to every executive, employee and associates for their dedicated and sustained contribution and they look forwarded to the continuance of the same in future.

38. ACKNOWLEDGEMENT:

Your Directors would like to take this opportunity to express sincere gratitude to the customers, bankers and other business associates for the continued cooperation and patronage. Your Directors gratefully acknowledge the ongoing co-operation and support provided by the Government, Regulatory Bodies and the Stock Exchanges. Your Directors place on record their deep appreciation for the exemplary contribution made by the employees at all levels. The Directors also wish to express their gratitude to the valued shareholders for their unwavering trust and support.

For and on behalf of the Board of Directors

Adarsh Munjal
Whole Time Director
DIN: 07304004

Hanosh Santok
Director
DIN: 08554687

Place: Mumbai

Date : 27/05/2024

ANNEXURE A
Forming part of the Board of Directors Report
FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024

[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,
REEDIUM LIFECARE LIMITED
CIN: L24100MH1988PLC343805

Office No.9, K Raheja Prime, Marol Industrial Estate,
Behind Ravi Vihar Hotel, Sagbaug Road, Marol, Andheri
East, Mumbai - 400059

I REPORT THAT:

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. **REEDIUM LIFECARE LIMITED** (hereinafter called the company) **CIN: L24100MH1988PLC343805**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

COMPANY'S RESPONSIBILITIES:

The Company's Management and Board of Directors are responsible for the maintenance of secretarial record under the Companies Act, 2013 and compliance of the provisions of the Corporate and other applicable laws, rules, regulations and standards. Further the Company's Management and Board of Directors are also responsible for establishing and maintaining adequate systems and process, commensurate with the size and operations of the Company to identify, monitor and ensure compliances with the applicable laws, rules, regulations and guidelines.

AUDITOR'S RESPONSIBILITY STATEMENT:

My responsibility is only to examine and verify those compliances on a test basis and express an opinion on these secretarial records based on audit.

I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

I have not verified the correctness and appropriateness of financial records and books of accounts of the Company. Wherever required, I have obtained the Management's Representation Letter about the compliance of Laws, rules and regulations and happening events, etc.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

LIMITATIONS:

I have conducted the secretarial audit by examining the secretarial records including minutes, documents, registers, other records and returns related to the applicable laws on the Company etc. However some of the documents and records mentioned herein have been received via electronic means. The management has confirmed that the records submitted to me are true and correct. I have relied upon representation given by the Management of the Company for certain areas which otherwise requires physical verification.

REPORT ON SECRETARIAL RECORDS AND COMPLIANCES MADE THEREUNDER:

Based on verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has during the audit period covering the financial year ended on March 31, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2024 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;

- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (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; **Not 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable**
- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- g) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit period)**
- h) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit period)**
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered**

as Registrar to issue and Share Transfer Agent during the financial year under the review.

- j) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit period)** and
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit period)**
- (vi) Other laws as per the representation made by the Company are as follows;
- The Drugs and Cosmetics Act, 1940
 - Trademark Act, 1999
 - Information and Technology Act, 2000
 - Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - Employees State Insurance Act, 1948
 - Income Tax Act, 1961 and Indirect Tax Laws

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and general meetings are partially complied as per management representation given by the management of the company.
- (ii) The Listing Agreements entered into by the Company with 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. Intimation to BSE for issue/information of duplicate share certificate to members/ shareholders pursuant to Reg. 39 (3) of SEBI (LODR), Regulations, 2015 was delayed.
2. Entering the details of designated person(s) i.e. KMP and Directors on their appointment under system driven disclosures on the NSDL portal pursuant to Regulation 7(2) of PIT Regulations and as per the SEBI circulars was delayed.

3. PAN freezing of Designated Persons for closure trading window as per the PIT regulations was not done for the quarter ended 30.09.2023 & 31.12.2023.
4. Constitutions the Board of Directors should not be less than Six Board Members as per Reg. 17(1) (c) of the SEBI (LODR), Regulations, 2015, however the Board was less than six Board members between the period post applicability of Corporate Governance July 31, 2023 to March 26, 2024.

I FURTHER REPORT THAT:

I have not examined compliance with applicable Financial Laws, like Direct and Indirect Tax Laws, since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted as on 31.03.2024 with proper balance of Executive Directors, Non-Executive Directors and Independent Directors and there were changes in the composition of the Board of Directors that took place during the period under review as follows:

- 1) Dr. Vilas Ramkrishna Lokhande, Whole Time Director of the Company has resigned from post of Whole Time Director w.e.f. September 05, 2023;
- 2) Ms. Ashvini Dhuri, Company Secretary and compliance officer of the Company resigned from her post w.e.f. September 08, 2023
- 3) Mr. Adarsh Deepak Munjal was appointed as Whole Time Director of the Company w.e.f. September 05, 2023 to September 04, 2026;
- 4) The Company has appointed Ms. Dhvani Karna Desai as Company Secretary and compliance officer of the Company w.e.f. November 20, 2023
- 5) The Company has appointed Ms. Seema Sanei and Mr. Pratik Vijaykumar Shah as Additional directors (Non - Executive Independent Director) of the company w.e.f. March 27, 2024

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings

are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

The Company has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

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

I further report that during the audit period there was no instance of:

- (i) Public/Right/Preference issue of shares / debentures / sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to Section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc. however the Company was about to take over MVK Lifesciences Private Limited and scheme was final and under the process of the merger, however, the same has been cancelled.
- (v) Foreign technical collaborations.

I further report that during the audit period, the following events occurred:

- 1) The Company has shifted its registered office of the company from 6th /01, Hyde Park, CTS No. 680 Saki Vihar Rd, Saki Naka, Mumbai City, Maharashtra, India, 400072 to Office No.9, K Raheja Prime, Marol Industrial Estate, Behind Ravi Vihar Hotel, Sagbaug Road, Marol, Andheri East, Marol Naka, Mumbai, Maharashtra, India, 400059 w.e.f. 30/05/2023 within the local limits of city, town or village.
- 2) The Company has appointed Internal Auditor of the Company.
- 3) The Company has allotted 6480000 Bonus equity shares of Rs. 10.00/- each on July 31, 2023 in the proportion of 9 (Nine) equity shares for every 5 (Five) existing equity shares held by the Members;
- 4) The Company has done Sub-division (Stock

Split) of every 1 (One) equity share of face value of Rs. 10/- each into 2 (Two) equity shares of Face Value of Rs. 5/- each;

- 5) The Company has done alteration of Capital Clause of the Memorandum of Association of the Company consequent upon Sub Division/ Stock Split;
 - 6) Dr. Vilas Ramkrishna Lokhande, Whole Time Director of the Company has resigned from post of Whole Time Director w.e.f. September 05, 2023;
 - 7) Ms. Ashvini Dhuri, Company Secretary and compliance officer of the Company resigned from her post w.e.f. September 08,2023
 - 8) Mr. Adarsh Deepak Munjal was appointed as Whole Time Director of the Company w.e.f. September 05, 2023 to September 04, 2026;
 - 9) The Company has appointed Ms. Dhvani Karna Desai as Company Secretary and compliance officer of the Company w.e.f. November 20,2023
 - 10) The Company has further done, Subdivision of existing Equity Shares from One Equity Share of Rs.5/- each into Five Equity Shares of Re.1 /- each;
 - 11) The Company has further done alteration of Capital Clause of Memorandum of Association of the Company consequent upon sub- division/ stock split;
 - 12) The Company has appointed Ms. Seema Sanei and Mr. Pratik Vijaykumar Shah as Additional directors (Non - Executive Independent Director) of the company w.e.f. March 27,2024 and
 - 13) The Company has reconstituted various committees of the company in compliance with the provisions of the Companies Act, 2013 read with SEBI (LODR), Regulation, 2015.
 - 14) The Company has come under the ambit of section 135 of the Companies act, 2013 and
- have adopted the CSR policy and spent the requisite amount towards CSR activity in the FY 23-24.
- Further, my report of even dated to be read along with the following clarifications:
1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express as opinion on these secretarial records based on my audit.
 2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, were followed provide as reasonable basis of my opinion.
 3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
 4. Wherever required, I have obtained the Management representation about the compliance of laws and regulations and happening.
 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
 6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Riddhi Krunal Shah

C P No.: 17035/ M.No.20168

PR No.2037/2022

UDIN No – A020168F000373587

Place: Mumbai

Date:15/05/2024

ANNEXURE B

**Forming part of the Board of Directors Report
Form No. AOC-2**

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms' length transactions under fourth proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis

a.	Name(s) of the related party and nature of relationship	Not Applicable
b.	Nature of contracts /arrangements /transactions	Not Applicable
c.	Duration of the contracts/ arrangements /transactions	Not Applicable
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
e.	Justification for entering into such contracts or arrangements or transactions	Not Applicable
f.	Date(s) of approval by the Board	Not Applicable
g.	Amount paid as advances, if any	Not Applicable
h.	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis

a.	Name(s) of the related party and nature of relationship	Not Applicable
b.	Nature of contracts/arrangements/transactions	Not Applicable
c.	Duration of the contracts / arrangements/transactions	Not Applicable
d.	Salient terms of the contracts or arrangements or transactions including the value, if any	Not Applicable
e.	Date(s) of approval by the Board, if any:	Not Applicable
f.	Amount paid as advances, if any:	Not Applicable

On behalf of the Board of Directors
For Remedium Lifecare Limited

Adarsh Munjal
Whole Time Director
DIN: 07304004

Hanosh Santok
Director
DIN: 08554687

Place: Mumbai
Date: 27/05/2024

ANNEXURE C

Forming Part of the Board of Directors' Report

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

	Conservation of energy	
1.	the steps taken or impact on conservation of energy	The Company takes efforts to reduce its usage of energy. The Company hasn't taken any step towards tapping the alternate sources of energy however the management is considering the options to employ other sources of energy too. The Company hasn't made any investment as such on energy conservation equipments however the prospects of such investment are likely in the near future. Since the Company is engaged in the business of trading in pharmaceutical ingredients,API's, it does not consume substantial energy. However as a responsible organization, the Company has adopted various environment friendly measures in order to conserve energy. Further, since the Company does not consume substantial energy, it has not made any capital investment in energy conservation equipment
2.	the steps taken by the company for utilizing alternate sources of energy	
3.	the capital investment on energy conservation equipment	
	Technology absorption	
1.	the efforts made towards technology absorption	N.A.
2.	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
3.	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A.
4.	the details of technology imported	N.A.
5.	the year of import	N.A.
6.	whether the technology been fully absorbed	N.A.
7.	if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	N.A.
8.	the expenditure incurred on Research and Development	N.A.
	Foreign exchange earnings and Outgo	
1.	The Foreign Exchange earned in terms of actual inflows during the year	NIL
2.	The Foreign Exchange outgo during the year in terms of actual outflows	Rs. 2,76,807.96 Lakh

**On behalf of the Board of Directors
For Remedium Lifecare Limited**

Adarsh Munjal
Whole Time Director
DIN: 07304004

Hanosh Santok
Director
DIN: 08554687

Place: Mumbai
Date: 27/05/2024

Forming Part of the Board of Directors' Report

REPORT ON CSR ACTIVITIES / INITIATIVES

1. Brief outline on CSR Policy of the Company:

The CSR Policy of the Company is guided by provisions of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules 2014 and its subsequent amendments. Our CSR Policy includes various components like CSR Committee, Role of the Board of Directors, CSR activities, CSR Monitoring and Reporting Framework, CSR Expenditure, Disclosure of the Policy, CSR Reporting, Frequency of Meetings etc.

2. The Composition of CSR Committee:

The Board of Directors of the Company shall constitute a committee called the "Corporate Social Responsibility Committee" ("CSR Committee") in accordance with the provisions of Companies Act, 2013 and rules made there under.

As per Section 135(9) of the Companies Act, 2013 applicability of CSR Committee is in case where amount to be spent by a Company exceeds Rupees Fifty Lakh Only (Rs. 50,00,000/-) and the functions of such committee provided under this section shall, in such cases be discharge by the Board of Directors of such Company. Hence CSR Committee is not applicable to our Company and roles, powers and responsibility of the Committee shall be discharged by the Board of Directors. Once the company fulfils the requirement given under section 135(9) of the Companies Act, 2013, composition of the CSR Committee will consist of 3 or more directors or such other number of directors as the Board of Directors of the Company may determine from time to time. Board of Director may change the Composition of the CSR Committee from time to time in such manner as it deems fit.

The CSR Committee shall have, inter alia, the following roles, powers and responsibility:

Formulate and recommend to the Board of Directors of the Company. a Corporate Social Responsibility Policy ("CSR Policy") indicating the activities to be undertaken by the company as specified in Schedule VII of the Act and any amendments therein;

to recommend the amount of expenditure to be incurred on activities referred to in clause (i);

Develop and approve various CSR projects, programs and activities to be undertaken from time to time either directly by the Company or through other entities.

Determine modalities of execution of such CSR projects, programs and activities. Undertake all necessary steps to implement the CSR activities. Authorize and approve CSR expenditure from time to time subject to the limits approved by the Board of Director.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: <https://www.remlife.com/reports/20/policies/>**4. Provide the executive summary along with web-link (s) of impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable:**

Not Applicable

5. Details of CSR

- (a) Average net profit of the company for last three financial years : Rs. 31,912,999
- (b) Two percent of average net profit of the company as per section 135 (5) : Rs. 638,260
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Not Applicable

- (d) Amount required to be set off for the financial year, if any : Nil
- (e) Total CSR obligation for the financial year [(b) + (c) - (d)]: Rs. 6,38,260

6.

- (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 6,50,000
- (b) Amount spent in Administrative Overheads : Nil
- (c) Amount spent on Impact Assessment, if applicable - Not Applicable
- (d) Total amount spent for the Financial Year – Rs.6,38,260
- (e) CSR amount spent or unspent for the financial year: N.A

Total Amount Spent for the Financial Year (Rs.)	Amount Unspent (Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount (Rs.)	Date of transfer	Name of the Fund	Amount	Date of transfer
	NIL	Not Applicable	Not Applicable	Not Applicable	Not Applicable

- (f) Excess amount for set off, if any - **Not Applicable**

Sr. No.	Particular	Amount (in Rs.)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	Rs. 6,38,260
(ii)	Total amount spent for the Financial Year	Rs. 6,50,000
(iii)	Excess amount spent for the Financial Year [(ii)-(i)]	Rs. 11,740
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	Rs. 11,740

7. DETAILS OF UNSPENT CSR AMOUNT FOR THE PRECEDING THREE FINANCIAL YEARS:

1 Sl. No.	2 Preceding Financial Year.	3 Amount transferred to Unspent CSR Account under section 135 (6) (Rs.)	4 Balance Amount in Unspent CSR Account under subsection (6) of section 135 (Rs.)	5 Amount spent in the reporting Financial Year (Rs.)	6 Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		7 Amount remaining to be spent in succeeding financial years (Rs.)	8 Deficiency, if any
					Amount (Rs.)	Date of transfer		
1.	2020-21	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2.	2021-22	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
3.	2022-23	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	TOTAL	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **No**

If yes, enter the number of Capital assets created/ acquired: **Not Applicable**

Sr. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered Address
Not Applicable							

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).

The Company believes that C S R should be in the field which has substantial social impact and which co-relate with the philosophy of the Company to improve the quality of life. It is the Company's continuous endeavor to increase its CSR impact and spend over the coming years, supplemented by its continued focus towards sustainable development and responsible infrastructure. The Company will make efforts to spend the unspent amount on the ongoing projects identified by the Board as prescribed under the relevant provisions of the Act and the Rules made thereunder. This unspent amount has been already transferred to the dedicated Unspent CSR account.

**On behalf of the Board of Directors
For Remedium Lifecare Limited**

Adarsh Munjal
Whole Time Director
DIN: 07304004

Hanosh Santok
Director
DIN: 08554687

Place: Mumbai
Date: 27/05/2024

ANNEXURE E

Forming Part of the Board of Directors' Report

A) RATIO/ MEDIAN

Disclosure pursuant to Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

S r . No.	Disclosure Requirement	Disclosure Details		
		Name	Title	Ratio
1	Ratio of the remuneration of Director to the median remuneration of the employees for the Financial Year	Dr. Vilas Lokhande	Whole Time Director (from April 01, 2023 to September 05, 2023)	31.49%
		Mr. Adarsh Munjal	Whole Time Director (from September 05, 2023 onwards)	49.83%
		Mr. Hanosh Sam Santok	Non Executive Director	30.23%
		Ms. Trupti Bolke	Independent Director	11.84%
		Dr. Maneesha Naresh	Independent Director	12.85%
2	Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Name	Title	% increase in remuneration from FY 22-23 to FY 23-24
		Dr. Vilas Lokhande (from April 01, 2023 to September 05, 2023)	Whole Time Director	-
		Mr. Adarsh Munjal (from September 05, 2023)	Whole Time Director	-
		Ms. Ashvini Dhuri (from April 01, 2023 to September 08, 2023)	Company Secretary	-
		Mrs. Dhvani Desai (from November 21, 2023 onwards)	Company Secretary	-
		Mr. Ashish Dinanath Parkar	Chief Financial Officer	-
3	Percentage increase in the median remuneration of employees in the financial year	NA		
4	Number of permanent employees including Directors on the rolls of Company at the end of this year	7		

S r . No.	Disclosure Requirement	Disclosure Details
5	Average percentile Increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	For employees other than KMP who were in employment in FY 2022-23 as well as in FY 2023-24, the average increase in their remuneration was 0%, whereas average increase in remuneration of KMP was 0%.
6	Affirmation that the remuneration is as per the remuneration policy of the Company	Remuneration to Director, KMP and Employees are given as per the Remuneration policy of the Company.

**On behalf of the Board of Directors
For Remedium Lifecare Limited**

Adarsh Munjal
Whole Time Director
DIN: 07304004

Hanosh Santok
Director
DIN: 08554687

Place: Mumbai
Date: 27/05/2024

MANAGEMENT DISCUSSION & ANALYSIS REPORT

With strong manufacturing momentum, urban spending outpacing rural demand and bolstered investments, India exhibited a promising growth trajectory, indicating a positive outlook for India's GDP growth during 2024.

Despite geopolitical factors and varying FDI trends, India, it is opined, remains an attractive proposition for global investors due to robust macroeconomic fundamentals, the factors that affect an economy at large, including statistics regarding unemployment, supply and demand, growth, and inflation, as also monetary & fiscal policy, and international trade.

With a large and growing market, a youthful workforce, and a steadfast policy, with an emphasis on educational reforms, upskilling, manufacturing, tech-enabled governance, infrastructure development and enhanced regional connectivity, the country, in the opinion of observers, offers significant opportunities for both greenfield investors and businesses for engaging in market expansion, mergers and acquisition, and supply chain diversification.

Observers see India as a convincing foreign investment hub set to overtake China's growth forecast of less than 5 % in 2024. Even by the IMF's conservative estimates, India will emerge as the world's 3rd largest economy by 2030 surpassing Japan and Germany, with her GDP exceeding US\$5 trillion.

Micro, Small and Medium enterprises (MSMEs) are expected to play a pivotal role in fostering jobs, income, capabilities, and ecosystems for sustained growth in consumption, manufacturing, healthcare and infrastructure investments, according to observers. According to them, India's digital economy will continue to attract investors as technology-based solutions are sought to transform people's lives, governance, and enterprise operations.

Heading into 2024, India's economy looks steady and on an upward trend. The relatively stable Indian rupee against the US dollar and other prominent currencies, and adequate foreign exchange reserves are said to add to this optimism on the growth outlook.

Indian Pharmaceutical Scenario

The pharmaceutical industry in India as against \$65 Bn in 2024 is expected to reach \$130 Bn by 2030.

India is a major exporter of Pharmaceuticals, with over 200+ countries served by Indian pharma exports. India supplies over 50% of Africa's requirement for generics, 40% of generic demand in the US and 25% of all medicines

in the UK. India also accounts for 60% of global vaccine demand, and is a leading supplier of DPT, BCG and Measles vaccines. 70% of WHO's vaccines (as per the essential Immunization schedule) are sourced from India.

Eyeing the transformation of the Indian pharma and Medtech sector from a cost-based to a value and innovation-based industry, the government seeks to pit India as a high-volume, high-value player in the global pharma market and meet the quality, affordability and accessibility goals.

The government scheme envisages the development of affordable, accessible solutions for primary areas of health concern, the launch of commercially viable products that will speed up the pharma sector's growth and promote industry-academia linkages and collaboration between the private sector and state-run institutes.

Besides, a scheme with a capital outlay of Rs 5,000 crore was approved by the Government to give a boost to R&D in the pharma and medtech sector.

Under the government scheme, a Rs 700 crore plan has been prepared for setting up seven centres of excellence at the National Institute of Pharmaceutical Education & Research (NIPER). The centres will be set up in pre-determined areas.

A budget of Rs 4,250 crore has been allocated to encourage research in six priority areas like new chemical entities, anti-microbial resistance and complex generics, including biosimilars, medical devices, stem cell therapy and orphan drugs.

The large entities, MSMEs, SMEs and startups working with government institutes will get financial assistance for both in-house and academic research.

Strengthening the R&D capability of India's \$50-billion pharma sector is vital for its value-led future growth. The country's pharma industry is the third largest in the world by volume. The pharma industry can potentially grow to \$120-130 billion over the next ten years on the back of innovation and discoveries

ABOUT REMEDIUM LIFECARE LIMITED:

Remedium Lifecare Limited is engaged in the business of trading in Advanced Pharmaceutical Intermediates, Active Pharmaceutical Ingredients (API's) and other pharma products used viz. Iso propyl Alcohol (IPA), Cyclohexane, DI Iso Propyl Amine (DIPA), Ethyl Acetate, Hydrazine

Hydrate, Iso propyl Alcohol (IPA), Methylene Di Chloride, Potassium Carbonate Powder, Sodium Bi-Carbonate, Potassium Hydroxide Flakes, Sodium Chloride (Common Salt), Sodium Carbonate (SODA ASH), Amino isophthalic Acid, Tellurium(IV) Oxide, Grignard Reagent, Iodine, Selenium Metal Powder, Trimethyl Sulfoxonium Iodide (TMSI).

FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the financial year 2023-24, the Company achieved a turnover of Rs. 4,04,170.67 Lakh as compared to Rs.50983.66 Lakhs during the previous year. Thus the income from operations of the Company has been increased by 792.75% as compared to last year's revenue from operations

During the year 2023-24, the net profit of the company has been increased from Rs.542.61 lakhs to Rs.3273.02 lakhs higher by 403.47% as compared to previous year.

OUTLOOK:

The company is taking all efforts to improve the quality of its products to get more orders at competitive rates. Due to bulk orders and bargain power Company is able to quote better rates and maintain high quality & productivity of the products traded. Barring unforeseen circumstances the company is confident of achieving better results in the current year.

With a view to grow business operation and diversify geographically, your company is planning to open two new subsidiaries viz Singapore & Mauritius.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has strong and adequate internal control system suitable to its size and nature of business. We constantly upgrade our systems for incremental improvements.

The Audit Committee of the Board regularly reviews the Internal Control System. The system ensures protection of assets and proper recording of transactions.

Internal audit is carried out by an Internal Auditor appointed by the Company on a quarterly basis. The internal auditors' reports are regularly received by the Audit Committee. It is a regular practice to review the issues raised by Internal Auditors and statutory auditors by the Audit Committee.

RISKS AND CONCERNS:

The impending threats arising out of geopolitical tensions, stock market volatility, growing concerns about a rise in the commodity and energy prices, the inflationary impact, potential interest rate hikes to reduce liquidity are likely to pose threats going forward.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

The primary role of the Human Resources Management (HRM) function has been to transaction the change management process and effectively collaborate with departments and stakeholders to drive organizational excellence. The HRM function has driven changes in the way human assets are managed and developed, striking balance between business needs and individual aspirations.

Human Resources Management (HRM) has now become a business partner and taking key decisions, not just with respect to Human Resources (HR) but also businesses as a whole. It focuses on way of life, work culture, building culture and values, conflict resolution and employee engagement, productivity, effectiveness and efficiency.

Your Company initialed multiple actions to keep the workforce engaged. The HR Department is continuously looking at expanding opportunities for growth. The broader the employee's experience, education and background, the more diverse their opinions and insights, the deeper the Company's collective understanding grows. The result is a collaborative environment that respects individual needs and promotes ongoing development.

DETAILS OF SIGNIFICANT CHANGES OF KEY FINANCIAL RATIOS:

Details of significant changes in Key Financial Ratios and any changes in return on net worth of the Company including explanations thereof are given below:

S r. No.	Key Financial Ratio	Financial Year 2023-24	Financial Year 2024-25	% change in key Financial Ratios	Explanation
1	Debt Turnover Ratio	7.32%	4.31%	69.84%	Increase in Debt Turnover Ratio
2	Inventory Turnover Ratio	56.94%	10.81%	426.73%	Increase in Inventory Turnover Ratio
3	Interest Coverage Ratio	14.03	NA	NA	No interest in FY 2022-23
4	Current Ratio	1.02%	1.01%	1.34%	Current ratio almost same as previous year
5	Debt Equity Ratio	1.34%	NA	NA	Company did not had Debt in FY 2022-23
6	Net Profit Margin	0.81%	1.06%	-23.58	Decrease in net profit margin.
7	Return on Net worth	76.19	52.35	45.54%	Increase in return of net worth.

CHANGE IN RETURN ON NET WORTH:

The return of net worth for the financial year 2023-24 has increased by 414.48% on account of profit during the year.

CAUTIONARY STATEMENT :

Statement in the Management Discussion and Analysis may be “forward looking statements” and are based on the currently available information. The management believes these to be true to the best of its knowledge at the time of preparation of this report. However, these statements are subject to certain future events and uncertainties, which could cause actual results to differ materially from those, which may be indicated in such statements.

ANNEXURE “F”**Forming Part of the Board of Directors’ Report****REPORT ON CORPORATE GOVERNANCE****1. COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE**

The Company has set for itself the objective of achieving excellence in its business. As a part of its growth strategy, the Company believes in adopting the ‘best practices’ that are followed in the area of Corporate Governance. The Company emphasizes the need for full transparency and accountability and conducting its business in a highly professional and ethical manner, thereby enhancing trust and confidence of all its stakeholders. The Board considers itself as a Trustee of its shareholders and acknowledges its responsibilities towards them for creation and safeguarding of their wealth.

Pursuant to Regulation 15 of SEBI (LODR) Regulations, 2015, the Company is complying with provisions of Corporate Governance, as a good Corporate Governance practice, the Company is complying with the certain provisions of SEBI (LODR) Regulations, 2015.

2. BOARD OF DIRECTORS

The Board is entrusted with the ultimate responsibility of management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

2.1 Composition of the Board, Directorship / Committee position in other companies as on March 31, 2024 number of Meetings held and attended during the year are as follows:

- The Company has an optimum combination of Executive and Non-Executive Directors on its Board. The Board of the Company comprises of six Directors, including one Whole Director, one Non-Executive Director and four Independent Directors Out of which three are woman directors. The total number of Non-Executive Directors is more than 50% of the total number of Directors which is in conformity with the requirements of Regulation 17 (1) (a) of SEBI (LODR) Regulations, 2015.
- During the year under review 13, (Thirteen) Meetings of the Board of Directors were convened and held i.e. on May 30,2023; June 23, 2023; July, 31, 2023; August 12 ,2022; September 05, 2023; November 11, 2023; November 20, 2023; December 13 ,2023; January 08, 2024; February 14,2024; February 20, 2024; March 07, 2024, March 27, 2024. The details of the attendance of Directors at these meetings are as under:

2.2 Category and attendance of each of the Directors at the Board Meetings held during 2023-24 and the last Annual General Meeting is given below:

S. No.	Name	Category	Number of Board Meetings held and attended during the year 2023-2024		Whether attended last AGM held on July 20, 2023	Number of Directorships in other public companies**	List of Directorship held in other listed companies and category of Directorship	Number of Committee ## positions held in other public companies**	
			Held	Attended				Chairman	Member
1.	Dr. Vilas Lokhande	Whole Time Director (ceased to be director due to resignation from September 05, 2023)	5	5	Yes	Nil	Nil	Nil	Nil
2.	Mr. Adarsh Munjal	Whole Time Director	8	8	No	Nil	Nil	Nil	Nil
3.	Mr. Hanosh Santok	Non-executive Director	13	13	Yes	Nil	Nil	Nil	Nil
4.	Dr. Maneesha Naresh	Independent Director	13	13	Yes	Nil	Nil	Nil	Nil
5.	Ms. Trupti Bolke	Independent Director	13	13	Yes	Nil	Nil	Nil	Nil

S. No.	Name	Category	Number of Board Meetings held and attended during the year 2023-2024		Whether attended last AGM held on July 20, 2023	Number of Directorships in other public companies**	List of Directorship held in other listed companies and category of Directorship	Number of Committee ## positions held in other public companies**	
			Held	Attended				Chairman	Member
6.	Ms. Seema Sanei	Independent Director	0	0	No	Nil	Nil	Nil	Nil
7.	Mr. Pratik Shah	Independent Director	0	0	No	Nil	Nil	Nil	Nil

Note

- None of the above Directors are related inter-se to any other Director on the Board.
- None of the Non-Executive Director and Independent Directors hold any shares or convertible instruments in the Company.
- None of the Directors hold the office of a Director in more than the permissible number of companies under the Companies Act, 2013 or Regulation 25 and 26 of SEBI (LODR) Regulations, 2015 excluding private limited companies, foreign companies and companies

2.3 Chart/ Matrix setting out the skills/expertise/competence of the board of directors:

The Board has identified the following skills / expertise with the individual Board Members with reference to the Company's business and Industry.

Name of Director	Area of Expertise
Mr. Adarsh Munjal	Advertising and Marketing
Mr. Hanosh Santok	Finance, Regulatory Compliance and Banking Operations & Services.
Dr. Maneesha Naresh	Business Management Expertise.
Ms. Trupti Bolke	Corporate Law, SEBI Regulations, NBFC Compliances
Ms. Seema Senai	Corporate Law, Securities and Exchange Board of India (LODR) Regulations, 2015, Intellectual Property Rights, RTO matters, Merger & Amalgamation, Government Tender, Legal matters both civil and criminal cases
Mr. Pratik Shah	Business Management Expertise.

2.4 Independent Directors

- The Company is having Four (4) Independent Directors on its Board at the end of the financial year. Two (2) Independent Directors got appointed on board as on 27th March 2024. Every Independent Director, at the first meeting of the Board in which she participates as a Director and thereafter at the first meeting of the Board in every financial year, gives a declaration that they meet the criteria of independence as provided under the law. The Non-Executive Directors, including Independent Directors on the Board, possess the requisite experience and specialization in diverse fields such as legal, finance, banking, administration etc.
- The Company has disclosed the terms and conditions of appointment of an Independent Director on the website of the Company. The Company has also received a declaration from them in the manner as provided in the Companies Act, 2013 and as per amended Listing Regulations.
- Based on the disclosures received from both the Independent Directors and also in the opinion of the Board, the Independent Directors fulfill the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and are Independent of the management.

Independent director databank registration

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 all directors have completed the registration/renewal with the Independent Directors Databank.

2.5 Familiarization Programme

Your Company has put in place a structured induction and familiarization programme for all its Directors including the Independent Directors. The Company through such programmes familiarizes not only the Independent Directors but also any new appointee on the Board, with a brief background of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model, operations of the Company, etc. They are also informed of the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to Regulate, Monitor and Report, Trading by Insiders, etc.

2.6 Evaluation of Board Effectiveness

In terms of provisions of the Companies Act, 2013 read with Rules issued there under and Regulation 25 of SEBI (LODR) Regulations, 2015 and further as per Guidance note on Board Evaluation issued by SEBI to help companies to improve the evaluation process by the companies, derive the best possible benefit and achieve the objective of the entire process.

Accordingly, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, has evaluated the effectiveness of the Board. Further, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2024. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the effectiveness of their contribution. In the evaluation, the Directors who are subject to evaluation do not participate.

2.7 Meetings of Independent Directors

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015 and as per Clause VII of Schedule IV of the Companies Act, 2013, Regulation 25(3) and (4) of the SEBI (LODR) Regulations, 2015 and as per guidance note on Board Evaluation, a separate meeting of the Independent Directors of the Company was held on December 19, 2024 without the attendance of non-independent directors and members of the management to inter alia:

- review the performance of Non-Independent Directors and the Board as a whole
- review of performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors.
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

2.8 Code of Conduct

The Board has approved the 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 the Code of Conduct.

2.9 Non-Executive Directors Compensation and Disclosures

The Company does not have any pecuniary relationship with any Non-Executive Directors.

The Remuneration paid to Mr. Hanosh Sam Santok , Non Executive Director of the Company is during the period under review is Rs.12,00,000/-

The Non-Executive Independent Director may receive remuneration by way of fees for attending meetings of the Board or the Committee thereof. Provided that the amount of such fees shall not exceed one lakh rupees per meeting of the Board or Committee as may be prescribed in the Companies Act, 2013 and also subject to approval

of the Board of Directors.

Sitting fees for attending Board Meetings paid to Non-Executive Independent Directors fixed by the Board of Directors was within the limit as prescribed in the Companies Act, 2013.

3. COMMITTEES OF THE BOARD

The Board of Directors has constituted Committee(s) of Directors, with adequate delegation of powers. The Company Secretary of the Company acts as the Secretary to the Committees. The Board is responsible for constituting, assigning and co-opting the members of the Committees. Each Committee has its own charter which sets forth the purposes, goals and responsibilities of the Committees.

A. AUDIT COMMITTEE

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of Companies Act, 2013.

During the Financial Year 2023-24, Five meetings of the Audit Committee were held i.e. on May 30,2023; August 12,2023; November 11, 2023; February 14 ,2024, March 07,2024.

The composition of the Audit Committee at the beginning of the year as follows:

S. No.	Name	Category
1.	Ms. Trupti Bolke	Chairperson
2.	Dr. Maneesha Naresh	Member
3.	Mr. Hanosh Santok	Member

The composition of the Audit Committee was reconstituted as follows:

S. No.	Name	Category
4.	Ms. Trupti Bolke	Chairperson
5.	Dr. Maneesha Naresh	Member
6.	Mr. Hanosh Santok	Member
7.	Mr. Pratik Shah	Member

The details of meetings attended by its members are given below:

S. No.	Name	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
8.	Ms. Trupti Bolke	Chairperson	5	5
9.	Dr. Maneesha Naresh	Member	5	5
10.	Mr. Hanosh Santok	Member	5	5
11.	Mr. Pratik Shah	Member	0	0

i. Terms of reference:

The role and terms of reference of the Audit Committee are set out in Regulation 18(3) read with Part C of Schedule II of the SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013, besides other terms as may be referred to by the Board of Directors of the Company. The terms of reference of the Audit Committee broadly are:

1. Oversight of the financial reporting process and the disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;

2. Recommendation for appointment, remuneration and terms of appointment of auditors;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditor;
4. Review and approval of related party transactions.
5. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Director's Responsibility Statement
 - b. changes, if any, in accounting policies and practices and reasons for the same;
 - c. major accounting entries involving estimates based on the exercise of judgment by management;
 - d. significant adjustments made in the financial statements arising out of audit findings;
 - e. compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions.
 - g. modified opinion(s) in the draft audit report;
6. Reviewing the quarterly, half yearly and annual financial results before submission to the Board for approval;
7. Reviewing and monitoring the auditor's independence & performance;
8. Scrutiny of inter-corporate loans and investments;
9. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
10. Approval or any subsequent modification of transactions of the listed entity with related parties.
11. Discussion with internal auditors of any significant findings and follow up thereon.
12. Review the functioning of whistle blower mechanism.

ii. Mandatory Review of Information

The Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Management letters/ letters of internal control weaknesses issued by the statutory auditors;
3. Internal audit reports relating to internal control weaknesses;
4. The appointment, removal and terms of remuneration of the internal auditor shall be subject to review by the Audit Committee; and
5. Statement of Deviations:
 - a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015;
 - b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7) of SEBI (LODR) Regulations, 2015.

In addition to the above, the Audit Committee also reviews the financial statements and details of investments made by the Subsidiary Companies.

B. NOMINATION AND REMUNERATION COMMITTEE

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015, the Board has constituted the Nomination and Remuneration Committee. All the members of Nomination and Remuneration Committee are Non-Executive Directors and the Chairperson of the Committee is an Independent Director.

The Composition of Nomination and Remuneration Committee at the beginning of the year as follows:

Sr. No.	Name of the Member	Category
1.	Dr. Maneesha Naresh	Chairperson
2.	Ms. Trupti Bolke	Member
3.	Mr. Hanosh Santok	Member

The Nomination and Remuneration Committee was reconstituted during the year as follows:

Sr. No.	Name of the Member	Category
1.	Dr. Maneesha Naresh	Chairperson
2.	Ms. Seema Sanei	Member
3.	Mr. Hanosh Santok	Member

During the F.Y. 2023-24, Three (3) meeting of the Nomination and Remuneration Committee was held on September 05,2023, November 20, 2023 and March 27, 2024. The attendance details of each Committee Member/Chairperson were as under:

S. No.	Name of the Member	No. of Meetings Attended
1.	Dr. Maneesha Naresh	3
2.	Ms. Trupti Bolke	3
3.	Mr. Hanosh Santok	3
4.	Ms. Seema Sanei	0

- ii. **The terms of reference of the Committee are as follows:**
- a) Formulation of the criteria for determining qualification, positive attributes and independence of a Director and to recommend to the Board of Directors a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
 - b) For every appointment of an independent director, the Nomination, Remuneration and Compensation Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - i) use the services of external agencies, if required;
 - ii) considered candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii) consider the time commitments of the candidates.
 - c) Formulation of criteria for evaluation of performance of Independent Directors and the Board;

- d) Devising a policy on diversity of Board of Directors;
- e) Identifying persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- f) Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- g) Recommend to the board, all remuneration, in whatever form, payable to senior management.

iii. Nomination and Remuneration Policy

The Nomination and Remuneration policy of your Company is a comprehensive policy which is competitive, in consonance with the industry practices and rewards good performance of the employees of the Company. The policy ensures equality, fairness and consistency in rewarding the employees on the basis of performance against set objectives.

The Board of Directors and Nomination and Remuneration Committee of the Board of Directors are authorized to decide the remuneration of Executive Directors subject to the approval of the Members and Central Government, if required.

iv. Remuneration to Non-Executive Independent Director:

During the financial year, the Non-executive Independent Directors did not have any pecuniary relationship or transactions with the Company.

The Non-Executive Independent Director may receive remuneration by way of fees for attending meetings of the Board or the Committee thereof. Provided that the amount of such fees shall not exceed one lakh rupees per meeting of the Board or Committee as may be prescribed in the Companies Act, 2013 and also subject to approval of the Board of Directors.

Sitting fees for attending Board Meetings paid to Independent Directors as fixed by the Board of Directors were within the limit as prescribed in the Companies Act, 2013.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE

- i. Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (LODR) Regulations, 2015, the Board has constituted Stakeholders Relationship Committee to specifically look into the various aspects of interests of shareholders and other security holders headed by Dr. Maneesha Naresh, an Independent Director of the Company.
- ii. During the F.Y. 2023-24, One (1) meeting of the Stakeholders' Relationship Committee was held i.e. on June 23, 2023, December 13, 2023 and March 27, 2024.
- iii. The composition of the Stakeholders Relationship Committee at the beginning of the year as follows:

S. No.	Name	Category
1.	Dr. Maneesha Naresh	Chairperson
2.	Ms. Trupti Bolke	Member
3.	Mr. Hanosh Santok	Member

The composition of the Stakeholders Relationship Committee was reconstituted during the year as follows:

S. No.	Name	Category
4.	Dr. Maneesha Naresh	Chairperson
5.	Ms. Seema Sanei	Member
6.	Mr. Hanosh Santok	Member

iii. The details of meetings attended by its members are given below:

Sr. No.	Name of the Member	Category	No. of Committee Meetings held	No. of Committee Meetings Attended
1.	Dr. Maneesha Naresh	Chairperson	3	3
2.	Ms. Trupti Bolk	Member	3	3
3.	Mr. Hanosh Santok	Member	3	3
4.	Ms. Seema Sanei	Member	0	0

iv. Functions and Terms of Reference:

The Stakeholders Relationship Committee looks into the redressal of shareholder and investor grievances, issue of duplicate/consolidated share certificates, remat / demat of shares and review of cases for refusal of transfer/transmission and reference to statutory and regulatory authorities.

v. Name and designation of Compliance Officer:

Name	Ms. Dhvani Desai
Designation	Company Secretary & Compliance Officer

vi. Details of investor complaints received and redressed during the year 2023-24 are as follows:

No. of Complaints pending as on April 1, 2023	No. of Complaints received during the year 2023-24	No. of Complaints resolved during the year	No. of Complaints not resolved during the year to the satisfaction of shareholders	No. of Complaints pending as on March 31, 2024
Nil	7	7	Nil	Nil

D. RISK MANAGEMENT

- i. As per Regulation 21 of SEBI Regulations, 2015, the Company is not required to constitute Risk Management Committee, however Company has formed Risk Management Committee on December 13, 2023.

The Composition of Risk Management Committee as on December 13, 2023 of as follows:

Sr. No.	Name of the Member	Category
1.	Mr. Adarsh Munjal	Chairperson
2.	Mr. Hanosh Santok	Member
3.	Ms. Maneesha Naresh	Member

During the F.Y. 2023-24, two (2) meeting of the Risk Management Committee was held on December 13, 2024 and March 27, 2024. The attendance details of each Committee Member/Chairperson were as under

The Risk Management Committee was reconstituted during the year as follows:

Sr. No.	Name of the Member	Category
1.	Mr. Adarsh Munjal	Chairperson
2.	Ms. Maneesha Naresh	Member
3.	Mr. Pratik Shah	Member

The attendance details of each Committee Member/Chairperson were as under:

S. No.	Name of the Member	No. of Meetings Attended
1.	Mr. Adarsh Munjal	2
2.	Dr. Maneesha Naresh	2
3.	Mr. Hanosh Santok	2
4.	Mr. Pratik Shah	0

ii The terms of reference of the Committee are as follows:

- a) The Committee's terms of reference, inter alia, include: to periodically review the risk assessment and minimization procedures to ensure that Executive Management controls risk through means of a properly defined framework.
- b) To review major risks and proposed action plans
- c) To frame, implement and to monitor the risk management plan of the Company

5. REMUNERATION OF DIRECTORS:

The aggregate value of salary and perquisites for the year ended March 31, 2023 to the Whole time Directors are as follows:

Name of the Director	Designation	Total Remuneration
Dr. Vilas Lokhande (ceased to be Director from September 05, 2023)	Whole-time Director	Rs. 12,50,000/-
Mr. Adarsh Munjal (Appointed as Director from September 05, 2023)	Whole-time Director	Rs. 19,78,226/-

The aggregate value of sitting fees paid to the Non- Executive/ Independent Directors for the year ended March 31, 2024 are as follows:

Name of the Director	Sitting fees paid
Dr. Maneesha Naresh	Rs.5,10,000
Ms. Trupti Bolke	Rs. 4,70,000
Ms. Seema Sanei	NIL
Mr. Pratik Shah	NIL

The Remuneration paid to Mr. Hanosh Sam Santok , Non Executive Director of the Company is during the period under review is Rs.12,00,000/-

The Non-Executive Independent Director may receive remuneration by way of fees for attending meetings of the Board or the Committee thereof. Provided that the amount of such fees shall not exceed one lakh rupees per meeting of the Board or Committee as may be prescribed in the Companies Act, 2013 and also subject to approval of the Board of Directors.

Sitting fees for attending Board Meetings paid to Non-Executive Independent Directors fixed by the Board of Directors was within the limit as prescribed in the Companies Act, 2013.

6. SUBSIDIARY COMPANIES

The Company does not have any subsidiary company during the financial year under review.

7. GENERAL BODY MEETING

a) Annual General Meeting

Details of venue, date and time of last three Annual General Meetings (AGM) held were as under:

Financial Year	Day and Date	Location	Time	Any Special Resolution passed
2022-23	Thursday 20-07-2023	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	11.00AM	Yes
2021-22	Tuesday 20-09-2022	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	10:00 AM	Yes
2020-21	Friday 30-09-2021	Video Conferencing (VC) / Other Audio Visual Means (OAVM)	10:00 AM	Yes

Special Resolutions passed at the last three AGMs:

1. At the 34th AGM held on 20.07.2023 through Video Conferencing (VC)/ Other Audio Visual Means (OAVM)

- Authorize the company to borrow in excess of limit specified under section 180 (1) (c) of Companies Act, 2013
- To Approve the raising of funds of upto INR 1000 (INR One Thousand Crores Only) through issue of debt securities in one or more tranches.
- To authorize Board of Directors of the Company to create charge/mortgage on the assets of the Company, both present and future under section 180(1)(a) for the borrowings of upto INR 1000 Crores (INR One Thousand Crores Only).
- Authority to make investments under Section 186 of Companies Act, 2013

2. At the 33rd AGM held on 20.09.2022 through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

- Payment of Remuneration to Non Executive Directors of the Company.

3. At the 32nd AGM held on 30.09.2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

- Appointment of Dr. Vilas Lokhande as a Whole Time Director

b) Postal Ballot :

During the year, there was special resolution passed through postal ballot on February 10, 2024.

8. DETAILS OF EQUITY SHARES OF THE COMPANY HELD BY THE NON-EXECUTIVE DIRECTORS AS ON MARCH 31, 2024 ARE GIVEN BELOW:

S. No.	Name	No. of Share held	Percentage(%)
1.	Dr. Maneesha Naresh	Nil	Nil
2.	Ms. Trupti Bolke	Nil	Nil
3.	Mr. Hanosh Santok	Nil	Nil
4.	Ms. Seema Sanei	Nil	Nil
5.	Mr. Pratik Shah	Nil	Nil

9. MEANS OF COMMUNICATION:

The Company recognizes the importance of two-way communication with shareholders and of giving a balanced reporting of results and progress and responds to questions and issues raised in timely and consistent manner.

Financial Results:

The Company's quarterly, half-yearly and annual financial results are generally published in widely circulated newspapers ' Business Standard' in English and ' Mumbai lakshdeep' in Marathi. These results are simultaneously posted on Company's website.

10. GENERAL SHAREHOLDER INFORMATION

S. No.	Particulars	Information
1.	Annual General Meeting:	
	Date and Time	Wednesday, June 26, 2024 at 11.00 a.m.
	Venue	Through the mode of Video Conferencing (VC) and Other Audio Visual Means
2.	Financial year	2023-24
3.	Book Closure	June 20, 2024 to June 26, 2024 (both days inclusive)
4.	Dividend payment date	The Board of Directors of the Company has not recommended or paid any dividend during the financial year 2023-24.
5.	Listed on Stock Exchange	BSE Limited
6.	Stock Code / Symbol	BSE - 539561 / REMLIFE
7.	Listing Fees	The Company has paid listing fees to BSE Limited for the F.Y.2023-24
8.	ISIN Number	INE549S01036
9.	Registrar and Transfer Agents	Bigshare Services Private Limited Pinnacle Business Park, Office No S6-2 6th Floor, Mahakali Caves Rd, Next to Ahura Centre Andheri (E), Mumbai – 400 093 Email: investor@bigshareonline.com
10.	Suspension of Trading	The securities of the Company were not suspended from the stock exchanges during the year under review.

11.	Share Transfer System	The Company has a Stakeholder Relationship Committee comprising of its Directors. In case there is a request for transfer of shares, demat-remat of shares during a fortnight, the Committee meeting shall be held fortnightly else the committee shall meet once in every year. The List of valid transfers / transmission / remat etc. prepared by the Registrar & Transfer Agent in respect of transfer cases received by them, if any, is placed before the Stakeholders Relationship Committee for its approval/ confirmation
12.	Dematerialization of Shares and liquidity	As on March 31, 2024, 97.63 % of the Equity Share Capital comprising 9,84,24,000 equity shares out of total 10,08,00,000 equity shares were dematerialized.
13.	Outstanding GDR /ADR /Warrants or any Convertible Instruments, Conversion Date and likely impact on equity	The Company has not issued any GDR /ADR /Warrants.
14.	Commodity price risk or foreign exchange risk and hedging activities	The Company is not exposed to any foreign exchange risk or commodity price risks and therefore, is not involved in commodity hedging activities.
16	Address for correspondence	<p>Registered Office:</p> <p>Office No.9, K Raheja Prime, Marol Industrial Estate Behind Ravi Vihar Hotel, Sagbaug Road, Marol Naka ,Andheri East Mumbai 400059.</p> <p>Registrar and Transfer Agent:</p> <p>Bigshare Services Private Limited</p> <p>Pinnacle Business Park, Office No S6-2 6th Floor, Mahakali Caves Rd, Next to Ahura Centre Andheri (E), Mumbai – 400 093 Email: investor@bigshareonline.com</p>
17.	List of Credit Rating along with any revision thereto during the relevant financial year for all debt instrument.	Not Applicable. The Company does not have any debt instrument.
	Disclosures with respect to the Demat Suspense Account/ Unclaimed Suspense Account	<p>(a) Aggregate number of shareholders and outstanding shares in suspense account lying at the beginning of the year: NIL</p> <p>(b) Number of shareholders who approached listed entity for transferred of shares from suspense account during the year: NIL</p> <p>(c) Number of shareholders to whom shares were transferred from suspense account during the year: NIL</p> <p>(d) Aggregate number of shareholders and outstanding shares in suspense account lying at the end of the year: NIL</p> <p>(e) Voting Rights on these shares shall remain frozen till the rightful owner of such shares claims the shares: NIL</p>

- **During the year the company had declared bonus shares in the ratio of 9:5 to existing shareholders. Bonus Shares issued against Physical Shares were transferred to REMEDIUM ESCROW SUSPENSE ACCOUNT:**

- (a) Number of shareholders to whom shares were transferred from suspense account during the year: 4,42,440
- (b) Aggregate number of shareholders and outstanding shares in suspense account lying at the end of the year: 30,72,600

Related Party Transaction

Your Company enters into various transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, in its ordinary course of business. All the RPTs are undertaken in compliance with the provisions set out in Companies Act, 2013 and Regulation 23 of the SEBI (LODR) Regulations, 2015. The Audit Committee and Board of Directors have of the company have formulated the policy on dealing with RPTs and Policy on Related Party Transaction is uploaded on the website of the Company.

During the financial year ended March 31, 2024, the Company has entered into RPT in the ordinary course of business and on arm's length basis, and in accordance with the provisions of the Companies Act, 2013, read with the Rules issued thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Policy of the Company on dealing with RPTs. During the year ended March 31, 2024, there are no related parties which qualify as a material transactions. The details of RPTs and remuneration paid to Key Managerial Personnel appointed by the Company in accordance with the provisions of Section 203 of the Companies Act, 2013 are set out in the Board's Report forming part of Annual Report.

RPT policy on website of the Company.

Market Price Data

The Market Price of the Company's Shares traded on the BSE Limited (BSE) during each month of the last Financial Year from April 1, 2023 to March 31, 2024 is as follows:

Month	BSE	
	High	Low
April, 2023	1,572.95	753.30
May, 2023	2,484.00	1,568.95
June, 2023	4,384.55	1,871.90
July, 2023	4,547.80	1,570.00
August, 2023	1,796.60	1,550.00
September, 2023	848.80	566.35
October, 2023	719.00	540.90
November, 2023	585.00	421.85
December, 2023	610.00	420.00
January, 2024	591.10	435.00
February, 2024	737.00	112.35
March, 2024	133.00	88.65

Categories of Share Holding as on March 31, 2024

The Shareholding of different categories of the shareholders as on March 31, 2024 is given below:

Category		No. of Shareholders	No. of Shares	% of total
A.	Promoters and Promoter Group Shareholding			
	Individual / Hindu Undivided family	1	11,20,000	1.11
	Bodies Corporate	0	0	0
	Total (A)	1	11,20,000	1.11
B.	Public Shareholding:			
	Individual share capital upto Rs. 2 Lacs	15,255	1,08,99,131	10.81
	Individual share capital in excess of Rs. 2 Lacs	49	7,19,66,444	71.40
	Non Resident Indians (NRI's)	116	1,60,798	0.16
	Foreign Portfolio Investor (Category II)	1	42,000	0.04
	Body Corporates	58	99,82,053	9.90
	Other	107	66,29,574	6.58
	Total (B)	15,586	9,96,80,000	98.89
C.	Non Promoter- Non Public Shareholding:	0	0	0
	Total (C)	0	0	0
	Total (A+B+C)	15,587	10,08,00,000	100

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2024:

The Shareholding distribution of the equity shares as on March 31, 2024 is given below:

Number of Shares (Face value of Rs. 10/- each)	Shareholders		Shares	
	Number	% of total	Number	% to total
1 to 500	13,786	88.45	12,85,329	1.28
501-1000	789	5.06	6,01,316	0.60
1001-200	380	2.44	5,53,113	0.55
2001-3000	128	0.82	3,28,375	0.33
3001-4000	60	0.38	2,06,225	0.20
4001-5000	99	0.64	4,81,525	0.48
5001-10000	104	0.67	8,19,579	0.81
10001 & above	241	1.55	9,65,24,538	95.76
Total	15,587	100.00	10,08,00,000	100.00

DEMATERIALISATION OF SHARES AND LIQUIDITY

Shares in physical and Demat form as on March 31, 2024	No. of Shares	Percentage (%)
In Physical Form	23,76,000	2.36
In Dematerialised Form	9,84,24,000	97.64
Total	10,08,00,000	100

11. OTHER DISCLOSURES:

- A. Disclosures on Materially Significant Related Party Transactions that is transactions of the Company of Material nature, with its promoters, the Directors or the Management, their relatives or Subsidiaries, ect. That may have potential conflict with the interest of the Company at large.**

The transaction between the Company and Management, Directors or their relatives are disclosed in the Annual Audited Accounts in compliance with Accounting Standard relating to "Related Party Disclosures". There is no other materially significant related party transaction that may have potential conflict with the

interest of the Company at large.

B. Disclosures received from the Directors of the Company as per the Section 184 of the Companies Act and as per Regulation 17 of the Listing Regulations

All the Directors informed the Company periodically about their Directorship and Membership on the Board/ Committees of the Board of other Companies. As per the disclosures received, none of the Directors on the Board holds directorship in more than ten public Companies. None of the Independent Director in more than seven listed entities. The disclosures regarding their interest in other public Companies as on March 31, 2024 have been made by the Directors.

C. Vigil Mechanism / Whistle Blower Policy

The Company is committed to provide an open, honest and transparent working environment and seeks to eliminate fraudulent activities in its operations. To maintain high level of legal, ethical and moral standards and to provide a gateway for employees to report unethical behavior and actual or suspected frauds, the Company has adopted the Whistleblower Policy / Vigil Mechanism in line with Regulation 22 of the SEBI (LODR) Regulations, 2015. No personnel have been denied access to the Audit Committee.

The Whistleblower Policy / Vigil Mechanism broadly covers a detailed process for reporting, handling and investigation of fraudulent activities and providing necessary protection to the employees who report such fraudulent activities / unethical behaviour.

D. Details of compliance with mandatory and non-mandatory requirements of SEBI (LODR) Regulations, 2015:

Your Company has complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015.

E. Web link where policy for determining 'material' subsidiary :

Not Applicable

F. Disclosure of commodity price risks and commodity hedging activities:

The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in term of SEBI circular No. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated November 15, 2018.

G. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A): Not Applicable

H. A certificate from a Company Secretary in practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

The Certificate of Company Secretary in practice is annexed herewith as a part of this report.

I. Where the Board had not accepted any recommendation of any Committee of the Board which is mandatorily required, in the relevant financial year, the same to be disclosed along with reasons thereof:

There was no instance during the financial year 2023-24, where the Board of Directors had not accepted the recommendation of any Committee of the Board which it was mandatorily required to accept.

J. Total fees for all services paid by the listed entity and its subsidiaries, on a Consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.:

Details relating to Fees paid to the Statutory Auditors are given in notes to the Financial Statements.

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

During the year, no complaint was filed under the said act.

L. Disclosure by listed entity and its subsidiaries of 'loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount:

There are no loans and advances in the nature of loans given to subsidiaries, associates and others and investment in shares of the Company by such parties as at 31st March, 2024.

M. Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

Not Applicable

N. Non-Compliance of any requirement of Corporate Governance report of sub-paras (2) to (10) above

O. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made in the section on corporate governance of the annual report:

As per the provisions of Regulation 15(2) of SEBI (LODR) Regulations, 2015, the company is exempt from the compliance with the corporate governance provisions as specified in regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 27, and clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46.

Following is the status of the compliance with the non-mandatory requirements:

a) Audit qualifications:

During the year under review, there was no audit qualification on the Company's financial statements.

b) Reporting of Internal Auditor:

As per the requirements, the internal auditor may report directly to the Audit Committee. The same is reported by briefing the Audit Committee through discussion and presentation of the observations, review, comments and recommendations etc. in the Internal Audit presentation by the Internal Auditor of the Company.

c) Code of Conduct:

Your Company has adopted a Code of Conduct for all the employees including Board Members and Senior Management Personnel of the Company in accordance with the requirement under SEBI (LODR) Regulations, 2015. All the Board Members and the Senior Management Personnel have affirmed their compliance with the said Code of Conduct for the financial year ended March 31, 2024. A certificate signed by the Managing Director(s)/ CFO is annexed to this report as "Annexure 1".

d) Code of Conduct for Prevention of Insider Trading:

The Board of Directors of the Company had approved and adopted the Code of Conduct to Regulate, Monitor and Report Trading by Insiders' in line with SEBI (Prohibition of Insider Trading) Regulations, 2015.

e) Anti- Bribery and Anti- Corruption Policy:

Company is committed in doing business with integrity and with transparency. We prohibit corrupt payments of all kinds, including facilitating payments.

f) CEO / CFO Certification:

The certificate required under SEBI (LODR) Regulations, 2015 duly signed by the Managing Directors / CFO has been given to the Board and the same is annexed to this report as “**Annexure 2**”.

g) Subsidiary Companies:

The Company does not have any Subsidiary Company.

h) Risk Management Framework:

The Company has in place a mechanism to inform the Board about the risk assessment and minimization procedures and periodical review to ensure that management controls risk through means of a properly defined framework.

i) Listing Fees :

The Company has complied with SEBI (LODR) Regulations, 2015 with respect to payment of Annual Listing fees to the Exchanges and Annual Custodial fees to the Depositories.

**On behalf of Board of Directors
For Remedium Lifecare Limited**

**Adarsh Munjal
Whole Time Director
DIN: 07304004**

Date: 27/05/2024

Place: Mumbai

CORPORATE GOVERNANCE CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

To,

The Members of

REEDIUM LIFECARE LIMITED

I have examined the compliance of Corporate Governance by **REEDIUM LIFECARE LIMITED** ("the Company") for the Financial Year ended 31st March, 2024, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as referred to in Regulation 15(2) of the SEBI Listing Regulations for the Financial Year ended 31st March, 2024.

The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. My examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring the Compliance with the conditions of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations, as applicable.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI Listing Regulations.

However Constitutions the Board of Directors as per Reg. 17(1) (c) of the SEBI (LODR), Regulations, 2015, wherein Board needs to be of Constitution of not less than six directors during the period between July 31, 2023 to March 26, 2024 the board was less than six directors.

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

Riddhi Krunal Shah

Practicing Company Secretary

ACS No: 20168

CP No.: 17035

PR No.2037/2022

UDIN: A020168F000373642

Place: Mumbai

Date: 15/05/2024

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,

REEDIUM LIFECARE LIMITED

I have examined the relevant registers, records, forms, returns and disclosure received from the Directors of **REEDIUM LIFECARE LIMITED** (formerly Roxy Exports Limited)(the Company) having CIN: **L24100MH1988PLC343805** and having registered office at Office No.9, K Raheja Prime, Marol Industrial Estate, Behind Ravi Vihar Hotel, Sagbaug Road, Marol, Andheri East, Marol Naka, Mumbai, Mumbai, Maharashtra, India, 400059 (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 SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

In my opinion and to the best of my knowledge and according to the verifications including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanation furnished to us by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below have been debarred or disqualified for the financial year ended 31st March 2024 from being appointed or continuing as Directors of Companies by the Securities Exchange Board of India, Ministry of Corporate Affairs or such other statutory Authority.

Sr. No.	Name of The Director	DIN	Date of appointment in the Company
1.	MR. ADARSH DEEPAK MUNJAL	07304004	05/09/2023
2.	MR. HANOSH SAM SANTOK	08554687	30/09/2019
3.	# DR. MANEESHA NARESH	08118293	12/04/2019
4.	MS. TRUPTI MADHUKAR BOLKE	07700551	30/09/2020
5.	MS. SEEMA SANEI	10549952	27/03/2024
6.	MR. PRATIK VIJAYKUMAR SHAH	06809235	27/03/2024

Ensuring the eligibility for the appointment or continuity of every Director on the Board of above referred Company is the responsibility of the management of the Company. My responsibility is to express an opinion as stated above based on the verification. This certificate is neither an assurance as to the future viability of the Company or effectiveness with which the management has conducted the affairs of the Company.

Further would like to inform that as per the provisions of Section 149 of Companies Act, 2013 and other relevant provisions and Circulars, as issued by Competent authorities, the current term of office of Dr. Maneesha Naresh (DIN: 08118293) has been completed and due to her pre-occupancy with other personal works she is unable to continue for second term, pursuant to which she has retired with effect from 11.04.2024 from the board of the Company.

Riddhi Krunal Shah

Practicing Company Secretary

ACS No: 20168

CP No.: 17035

PR No.2037/2022

UDIN: A020168F000373620

Place: Mumbai

Date: 15/05/2024

Annexure - 1

CODE OF CONDUCT

In accordance with Regulation 26 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Adarsh Munjal, Whole Time Director of the Company confirm that the Board Members and the Senior Management Personnel of the Company have affirmed compliance with the Company's Code of Conduct for the financial year ended March 31, 2024.

**On behalf of Board of Directors
For Remedium Lifecare Limited**

**Adarsh Munjal
Whole Time Director**

Date: 27/05/2024

Place: Mumbai

Annexure - 2

Whole Time Director and Chief Financial Officer Certificate

We hereby certify that -

- a) We have reviewed Financial Statements and the Cash Flow Statement for the year ended 31st March, 2024 and that to the best of our knowledge and belief:
 - (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 which violate the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies
- d) We have indicated to the Auditors and the Audit Committee;
 - (i) Significant changes, if any in internal control over financial reporting during the year;
 - (ii) Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud, if any, 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.

Adarsh Munjal
Whole Time Director

Ashish Parkar
Chief Financial Officer

Place: Mumbai
Date: 27/05/2024

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
REMEDIUM LIFECARE LIMITED,
Report on the Standalone Financial Statements

OPINION

We have audited the accompanying standalone financial statements of "REMEDIUM LIFECARE LIMITED" ("the Company"), which comprise the standalone Balance Sheet as at 31st March, 2024, and the standalone Statement of Profit and Loss (including Other Comprehensive Income), the standalone Statement of Changes in Equity and standalone Statement of Cash Flows for the year then, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2024 and its profit and 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 standalone financial statements in accordance with the Standards on Auditing ("SA"s) 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 Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone 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 Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

KEY AUDIT MATTER

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

OTHER INFORMATION

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon. The Company's annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S AND BOARD OF DIRECTORS' RESPONSIBILITIES FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/loss and other comprehensive income, changes in equity and cash flow of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the 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 and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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 standalone 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 issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- (2) As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 except for the matters stated in the Paragraph 2B (f) below on reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules, 2014.
 - (c) The standalone balance Sheet, the Statement of Profit and Loss Statement (including Other Comprehensive Income), the standalone statement of changes in equity and standalone Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rule, 2014 as amended.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2024 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 statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- B.** With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company, as detailed in Note XIII to standalone financial statements, has disclosed the impact of pending litigations on its financial position;
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d. (i) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from

borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

- (ii) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

- e. The Company has not declared or paid any dividends during the year and accordingly reporting on the compliance with section 123 of the Companies Act, 2013 is not applicable for the year under consideration.
- f. The reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is applicable from 1st April, 2023.

Based on our examination which included test checks, the Company has used an software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has not operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, audit trail (edit log) facility has not maintained during the year, therefore we unable to comment in case of any instance of the audit trail feature being tampered with.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

FOR TAORI SANDEEP & ASSOCIATES
CHARTERED ACCOUNTANTS
F.R.N. 007414C

ATUL JAIN
(PARTNER)
M.NO. 048920
UDIN: 24048920BKBIXI5276

PLACE: MUMBAI
DATE: MAY 27, 2024

ANNEXURE – “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of REMEDIUM LIFECARE LIMITED of even date)

- (i) (a) A. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
- B. In our opinion and according to the information and explanations given to us, the Company does not have any intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, plant and equipment are verified in a phased manner over a period of one year. In accordance with this programme, certain Property, Plant and Equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its Assets. No material discrepancies were noticed on such verification..
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not have and immovable properties. Accordingly, paragraph 3 (i)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year..
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable
- (iii) (a) The Company has not made investments in, provided any guarantee or security or granted any to loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability (f) Partnerships or any other parties. Accordingly paragraph 3 (iii) of the Order is not applicable.
- (iv) In our opinion and according to information and explanation given to us, the company has not granted any loans or provided any guarantees or given any security or made any investments to which the provision of section 185 and 186 of the Companies Act, 2013. Accordingly, paragraph 3 (iv) of the order is not applicable..
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from public during the year. Accordingly, paragraph 3 (v) of the Order is not applicable
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company. .

(vii) In our opinion and according to the information and explanations given to us::

- (a) According to the information and explanation given to us and the records of the company examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Goods and Service Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at 31st March, 2024 except Income tax liability for AY 2023-24 of Rs. 52.86 lakh (including interest) which is outstanding for a period of more than six months from the date it became payable

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, Statutory Dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or Other Statutory Dues which have not been deposited on account of any dispute are as follows

Statute	Nature of dues	Amount (Rs. Lakhs)	Period to which the amount relates	Forum where the dispute is pending
Income tax Authority	Income Tax	21.70	-	Commissioner of Income Tax

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year.
- (b) In our opinion and according to the information and explanations given to us, the Company is not declared as a wilful defaulter by any bank or financial institution or other lender.
- (c) In our opinion and according to the information and explanations given to us, the company has not obtained any term loans during the year.
- (d) In our opinion and according to the information and explanations given to us, funds raised on short term basis have not been utilized for long term purposes.
- (e) The Company does not have any subsidiaries/associates/joint-ventures and accordingly, paragraphs 3 (ix) (e) and 3 (ix) (f) of the Order are not applicable.
- (f) In our opinion and according to the information and explanations given to us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- (x) (a) In our opinion and according to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3 (x) (a) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Accordingly, paragraph 3 (x) (b) of the Order is not applicable.

- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by any person has been noticed or reported during the year. Accordingly, paragraph 3 (xi) (a) of the Order is not applicable.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) TTo the best of our knowledge and according to the information and explanations given to us, no whistle-blower complaints, have been received by the Company during the year.
- (xii) The Company is not a Nidhi Company and accordingly, Paragraphs 3 (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the company has adequate internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into non-cash transactions with directors or persons connected with its directors. Accordingly, paragraph 3 (xv) of the Order is not applicable.
- (xvi) (a) In our opinion and 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.
- (b) In our opinion and according to the information and explanations given to us, the Company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Accordingly, paragraph 3 (xvi) (b) of the Order is not applicable.
- (c) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, paragraph 3 (xvi) (c) of the Order is not applicable.
- (d) In our opinion and according to the information and explanations given to us, the Company is not a Core Investment Company (CIC) and it does not have any other companies in the Group. Accordingly, paragraph 3 (xvi) (d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3 (xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the board of directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the 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.

Also refer to Other information paragraph of our main audit report which explains that the other information comprising the information included in Company's annual report is expected to be made available to us after the date of this auditor's report.

(xx) The Provisions of section 135 of the Act are not applicable to the Company and hence reporting on clause 3(xx) of the Order is not applicable.

**FOR TAORI SANDEEP & ASSOCIATES
CHARTERED ACCOUNTANTS
F.R.N. 007414C**

**ATUL JAIN
(PARTNER)
M.NO. 048920
UDIN: 24048920BKBIXI5276**

**PLACE: MUMBAI
DATE: MAY 27, 2024**

ANNEXURE B TO INDEPENDENT AUDITORS' REPORT

[Referred to in paragraph under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members **REMEDIUM LIFECARE LIMITED**]

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **REMEDIUM LIFECARE LIMITED** (the "Company") as of 31st March, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31st March, 2024, 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 Institute of Chartered Accountants of India (the "Guidance Note").

MANAGEMENT'S AND BOARD OF DIRECTOR'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls 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. 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 over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls 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 with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls 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 controls 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 unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls 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 controls 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.

**FOR TAORI SANDEEP & ASSOCIATES
CHARTERED ACCOUNTANTS
F.R.N. 007414C**

**ATUL JAIN
(PARTNER)
M.NO. 048920
UDIN: 24048920BKBIXI5276**

**PLACE: MUMBAI
DATE: MAY 27, 2024**

Balance Sheet as at 31st March, 2024

(Rupees in Lakhs)

Particulars	Notes	As at 31.03.2024	As at 31.03.2023
(A) ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	3.1	4.70	7.81
(b) Capital work-in-progress	3.1	-	-
(c) Other intangible assets	3.1	-	-
(d) Financial assets			
Investments		-	-
Other financial assets		-	-
Loans/Advances		-	-
(e) Deferred Tax assets (Net)	3.10	2.67	0.74
(f) Other non-current assets		-	-
Sub total-Non-current assets		7.37	8.55
2 Current assets			
(a) Inventories	3.2	13,323.06	732.09
(b) Financial assets			
(i) Investments		-	-
(ii) Trade receivables	3.3	92,060.18	17,237.37
(iii) Cash and cash equivalents	3.4	27.07	24.36
(iv) Bank Balance other than (iii) above	3.4	125.32	2,161.20
(v) Loans/Advances	3.5	89,038.18	95,200.80
(vi) Other financial assets		-	-
(c) Other current assets	3.6	211.18	57.90
Sub total current assets		194,784.99	115,413.72
TOTAL-ASSETS		194,792.36	115,422.27
(B) EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	3.7	1,008.00	360.00
(b) Other equity	3.8	3,287.78	676.43
Sub total-Equity		4,295.78	1,036.43
2 Liabilities			
Non-current liabilities			
(a) Financial liabilities			
Borrowings	3.9	-	-
(b) Provisions		-	-
(d) Deferred Tax liability (Net)	3.10	-	-
Sub total-Non-current liabilities		-	-
Current liabilities			
(a) Financial liabilities			
-Borrowings	3.11	5,770.25	-
-Trade payables			
(i) Total outstanding dues of Micro & small enterprises	3.12	71,228.80	8,421.76
(ii) Total outstanding dues other than Micro & small enterprises		-	-
-Other financial liabilities		-	-
(b) Other current liabilities	3.13	111,670.08	105,713.41
(c) Provisions	3.14	1,827.46	250.67
(d) Current tax liabilities (net)			
Sub total-Current liabilities		190,496.58	114,385.84
TOTAL EQUITY AND LIABILITIES		194,792.36	115,422.27

Significant Accounting Policies & Notes on Financial Statements 1 to 3

As per our report of even date attached

For and on Behalf of the Board

For M/s Taori Sandeep & Associates.
Chartered Accountants
F.R. No. 007414C

Atul Jain
Partner
M.No. 048920

Adarsh Munjal
Whole Time Director
DIN : 07304004

Hanosh Santok
Director
DIN : 08554687

Place : Mumbai
Dated : 27.05.2024

Dhwani Desai
Company Secretary (ACS - A63688)

Ashish Parkar
Chief Financial Officer

Statement of Profit and Loss for the year ended 31st March, 2024

(Rupees in Lakhs)

Particulars	Note No.	Year Ended 31.03.2024	Year Ended 31.03.2023
(A) Revenue			
(a) Revenues from operations	3.15	404,170.67	50,983.66
(b) Other Income	3.16	2,108.11	0.00
Total Income		406,278.78	50,983.66
(B) Expenses			
(a) Cost of Material consumed	3.17	-	-
(b) Purchase of Stock in Trade	3.18	412,728.50	41,730.44
(b) Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	3.19	(12,590.97)	7,655.24
(c) Employee benefit expenses	3.20	84.27	98.33
(d) Finance Cost	3.21	387.30	(7.55)
(e) Depreciation and Amortization Expenses	3.22	5.67	15.08
(f) Other expenses	3.23	618.58	752.53
Total Expenses		401,233.35	50,244.07
(C) Profit before exceptional items and tax (A-B)		5,045.43	739.60
(D) Exceptional Items [Income/(Expense)]		-	-
(E) Profit before tax (C+D)		-	-
(F) Less: Provision for Tax		-	-
Current tax		1,774.34	197.74
Deferred tax		(1.93)	(0.75)
Total Tax Expenses		1,772.41	196.99
(G) Profit/(Loss) from continuing operations (E-F)		3,273.02	542.61
(H) Other Comprehensive Income			
(i) Item that will not be reclassified to profit or loss		-	-
ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Other Comprehensive Items(Net of Tax)		-	-
(I) Total Comprehensive Income/(Loss) for the year (G+H) (Comprising profit/(Loss) and other comprehensive income for the year)		3,273.02	542.61
Earnings Per Share (For continuing operation) (not annualized)			
a) Basic	3.24	3.25	15.07
b) Diluted		3.25	15.07
Earnings Per Share (For continued and discontinuing operations) (not annualized)			
a) Basic		3.25	15.07
b) Diluted		3.25	15.07

Significant Accounting Policies & Notes on Financial Statements 1 to 3

As per our report of even date attached

For and on Behalf of the Board

For M/s Taori Sandeep & Associates.

Chartered Accountants

F.R. No. 007414C

Atul Jain

Partner

M.No. 048920

Adarsh Munjal

Whole Time Director

DIN : 07304004

Hanosh Santok

Director

DIN : 08554687

Place : Mumbai

Dated : 27.05.2024

Dhwani Desai

Company Secretary (ACS - A63688)

Ashish Parkar

Chief Financial Officer

Cash flow Statement for the year ending 31st March, 2024

(Rupees in Lakhs)

Particulars	As at 31.03.2024		As at 31.03.2023	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
A. Cash flow from operating activity				
Net Profit / (Loss) before extraordinary items and tax	5,045.42		739.60	
Adjustments for:				
Depreciation and amortisation	5.67		15.08	
Finance Cost	387.30		3.73	
Interest Income	(9.38)		-	
Operating profit / (loss) before working capital changes		5,429.01		758.41
Changes in working capital:				
Adjustments for (increase) / decrease in operating assets:				
Inventories	(12,590.97)		7,655.24	
Trade receivables	(74,779.07)		(10,837.77)	
Other Current assets	(153.27)		(42.32)	
Current Loans/Advances	6,219.41		(87,789.86)	
Non Current Loans	-		-	
Adjustments for increase / (decrease) in operating liabilities:				
Trade payables	62,707.54		(4,034.53)	
Other current liabilities	5,964.87		96,334.45	
Current provisions	1,567.56		204.11	
Current Tax liabilities	-		-	
Cash flow from extraordinary activity				
Cash Generated from operation		(5,634.92)		2,247.74
Net Income tax paid		1,781.19		(197.74)
Net cash flow from / (used in) operating activities (A)		(7,416.11)		2,050.00
B. Cash flow from investing activities				
Capital expenditure on fixed assets, including capital advances	-		(4.27)	
Receipt of Loans & Advances	-		-	
Interest received	9.38		-	
-- Others	-		-	
Cash flow from extraordinary items				
Net cash flow from / (used in) investing activities (B)		9.38		(4.27)

Particulars	As at 31.03.2024		As at 31.03.2023	
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
C. Cash flow from financing activities				
Proceeds from issue of equity shares	-		-	
Proceeds from Short-term borrowings	5,770.25		-	
Finance cost	(387.30)		(3.73)	
Repayment of loan form Director	-		-	
Loan From Director	-		-	
Net cash flow from / (used in) financing activities (C)		5,382.94		(3.73)
Cash flow from extraordinary items		(2,033.17)		2,042.00
Cash and cash equivalents at the beginning of the year		2,185.56		143.56
Cash and cash equivalents at the end of the year		152.39		2,185.56
Reconciliation of Cash and cash equivalents with the Balance Sheet:				
Cash and cash equivalents as per Balance Sheet (Refer Note 3.4)		152.39		2,185.56
Less: Bank balances not considered as Cash and cash equivalents as defined in Ind AS 7 "Statements of Cash Flow"				
Net Cash and cash equivalents as defined in Ind AS 7 ("Statement of Cash Flows")		152.39		2,185.56
Add: Current investments considered as part of Cash and cash equivalents (as defined in Ind AS 7 ("Statement of Cash Flows"))				
Cash and cash equivalents at the end of the year *		152.39		2,185.56
* Comprises				
(a) Cash on hand		27.07		24.36
(b) Cheques, drafts on hand		-		-
(c) Balances with banks				
(i) In current accounts		125.32		2,161.20
Total		152.39		2,185.56

Note- The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard(Ind AS)-7 on Statement of Cash Flows.

As per our report of even date attached

For and on Behalf of the Board

For M/s Taori Sandeep & Associates.

Chartered Accountants

F.R. No. 007414C

Atul Jain

Partner

M.No. 048920

Adarsh Munjal

Whole Time Director

DIN : 07304004

Hanosh Santok

Director

DIN : 08554687

Place : Mumbai

Dated : 27.05.2024

Dhwani Desai

Company Secretary (ACS - A63688)

Ashish Parkar

Chief Financial Officer

Statement of Changes in Equity for the period ended 31st March 2024

A. Equity Share Capital

(Rupees in Lakhs)

Particulars	Balance as at 01.04.2022	Changes during the Period	Balance as at 31.03.2023
3600000 Equity shares of Rs.10/- each with voting rights	360.00	-	360.00

(Rupees in Lakhs)

Particulars	Balance as at 01.04.2023	Changes during the Period	Balance as at 31.03.2024
3600000 Equity shares of Rs.10/- each with voting rights	360.00	-360.00	0.00
100800000 Equity shares of Rupee 1/- each with voting rights	0.00	1,008.00	1008.00

B. Other Equity

Particulars	Reserve and Surplus					Other Comprehensive Income	Total
	Capital Reserve	Securities Premium Reserve	ESOP	General Reserve	Retained Earnings	Reclassification of actuarial gains/(losses), on account of Defined Employee Benefit Obligation	
As at 01.04.2023	-	-	-	21.60	654.83	-	676.43
Capitalised during the year	-	-	-	(21.60)	(626.40)	-	(648.00)
Total Comprehensive Income for the year	-	-	-	-	3,273.02	-	3,273.02
Short provision to Income tax in previous year	-	-	-	-	-13.67	-	(13.67)
As at 31.03.2024	-	-	-	-	3,287.78	-	3,287.78

Particulars	Reserve and Surplus					Other Comprehensive Income	Total
	Capital Reserve	Securities Premium Reserve	ESOP	General Reserve	Retained Earnings	Reclassification of actuarial gains/(losses), on account of Defined Employee Benefit Obligation	
As at 01.04.2022	-	-	-	21.60	112.22	-	133.82
Total Comprehensive Income for the year	-	-	-	-	542.61	-	542.61
As at 31.03.2023	-	-	-	21.60	654.83	-	676.43

Significant Accounting Policies & Notes on Financial Statements 1 to 3

As per our report of even date attached

For and on Behalf of the Board

For M/s Taori Sandeep & Associates.
Chartered Accountants
F.R. No. 007414C

Atul Jain
Partner
M.No. 048920

Adarsh Munjal
Whole Time Director
DIN : 07304004

Hanosh Santok
Director
DIN : 08554687

Place : Mumbai
Dated : 27.05.2024

Dhwani Desai
Company Secretary (ACS - A63688)

Ashish Parkar
Chief Financial Officer

Note 3.1 - Property, plant and equipment - FY 2023-24

(Rupees in Lakhs)

	Computers	Furniture & Fixture	Total
Cost/deemed cost as at April 1, 2023	12.21	7.55	19.76
Additions	2.56	-	2.56
Disposals	-	-	-
Other re-classifications	-	-	-
Cost/deemed cost as at March 31, 2024	14.78	7.55	22.32
Impairment as at April 1, 2023	-	-	-
Charge for the year	-	-	-
Accumulated impairment as at March 31, 2024	-	-	-
Accumulated depreciation as at April 1, 2023	6.28	5.67	11.95
Charge for the year	3.88	1.79	5.67
Disposals	-	-	-
Other re-classifications	-	-	-
Accumulated depreciation as at March 31, 2024	10.16	7.46	17.62
Total accumulated depreciation and impairment as at March 31, 2024	10.16	7.46	17.62
Net carrying value as at April 1, 2023	5.93	1.88	7.81
Net carrying value as at March 31, 2024	4.62	0.08	4.70

Note 3.1 - Property, plant and equipment - FY 2022-23

(Rupees in Lakhs)

	Computers	Furniture & Fixture	Total
Cost/deemed cost as at April 1, 2022	8.44	7.05	15.49
Additions	3.77	0.50	4.27
Disposals	-	-	-
Other re-classifications	-	-	-
Cost/deemed cost as at March 31, 2023	12.21	7.55	19.76
Impairment as at April 1, 2022	-	-	-
Charge for the year	-	-	-
Accumulated impairment as at March 31, 2023	-	-	-
Accumulated depreciation as at April 1, 2022	3.13	3.82	6.95
Charge for the year	3.16	1.71	4.86
Disposals	-	0.14	0.14
Other re-classifications	-	-	-
Accumulated depreciation as at March 31, 2023	6.28	5.67	11.95
Total accumulated depreciation and impairment as at March 31, 2023	6.28	5.67	11.95
Net carrying value as at April 1, 2022	5.31	3.22	8.54
Net carrying value as at March 31, 2023	5.93	1.88	7.81

Note 3.1 - Intangible Assets - FY 2023-24

(Rupees in Lakhs)

	Research and Development	Total
Cost/deemed cost as at April 1, 2023	-	-
Additions	-	-
Disposals	-	-
Other re-classifications	-	-
Cost/deemed cost as at March 31, 2024	-	-
Impairment as at April 1, 2023	-	-
Charge for the year	-	-
Accumulated impairment as at March 31, 2024	-	-
Accumulated depreciation as at April 1, 2023	-	-
Charge for the year	-	-
Disposals	-	-
Other re-classifications	-	-
Accumulated depreciation as at March 31, 2024	-	-
Total accumulated depreciation and impairment as at March 31, 2024	-	-
Net carrying value as at April 1, 2023	-	-
Net carrying value as at March 31, 2024	-	-

Note 3.1 - Intangible Assets - FY 2022-23

(Rupees in Lakhs)

	Research and Development	Total
Cost/deemed cost as at April 1, 2022	18.14	18.14
Additions	-	-
Disposals	-18.14	-18.14
Other re-classifications	-	-
Cost/deemed cost as at March 31, 2023	-	-
Impairment as at April 1, 2022	-	-
Charge for the year	-	-
Accumulated impairment as at March 31, 2023	-	-
Accumulated depreciation as at April 1, 2022	8.06	8.06
Charge for the year	-	-
Disposals	-8.06	-8.06
Other re-classifications	-	-
Accumulated depreciation as at March 31, 2023	-	-
Total accumulated depreciation and impairment as at March 31, 2023	-	-
Net carrying value as at April 1, 2022	10.08	10.08
Net carrying value as at March 31, 2023	-	-

Note : 3.2 Inventories

(Rupees in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Raw Material	-	-
Work in Progress	-	-
Finished Goods	13,323.06	732.09
Total	13,323.06	732.09

Note : 3.3 Trade Receivables**FY 2023-24**

(Rupees in Lakhs)

Particulars	Outstanding for following periods from due date of payment#					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	64,253.88	12,571.96	14,623.63	610.71	-	92,060.18
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	64,253.88	12,571.96	14,623.63	610.71	-	92,060.18

FY 2022-23

(Rupees in Lakhs)

Particulars	Outstanding for following periods from due date of payment#					
	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables — considered good	13,252.91	3,373.75	610.71	-	-	17,237.37
(ii) Undisputed Trade Receivables — considered doubtful	-	-	-	-	-	-
(iii) Disputed Trade Receivables considered good	-	-	-	-	-	-
(iv) Disputed Trade Receivables considered doubtful	-	-	-	-	-	-
Total	13,252.91	3,373.75	610.71	-	-	17,237.37

Note : 3.4 Cash and Cash Equivalents

(Rupees in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Cash in Hand	27.07	24.36
Cheque in Hand	-	-
	27.07	24.36
Balance with Schedule Banks		
-Current accounts		
AXIS BANK	25.62	444.33
BANK OF BARODA	20.00	-
CITI Bank	0.10	6.69
CSB BANK	22.66	-
FEDERAL BANK	0.01	-
ICICI BANK	3.11	-
IDFC FIRST BANK	24.46	1.46
INDIAN BANK	3.00	-
INDUSIND BANK	-	1,708.52
KOTAK BANK	0.19	-
RBL BANK	15.44	-
SBM BANK	9.83	-
SOUTH INDIAN BANK	0.07	0.07
STATE BANK OF INDIA	0.28	0.13
YES BANK	0.55	-
Total	125.32	2,161.20

Note : 3.5 Loans & Advances

(Rupees in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Advance to Supplier	88,548.46	94,582.20
Other Advances	2.05	37.42
Advance Tax/TDS/TCS/IT Refund (Precious Years)	70.40	163.72
Prepaid Expenses	-	-
GST Balance -		
GST Credit balance	43.71	218.27
GST paid against Protest	331.00	126.00
Advance Tax/TDS/TCS RECEIVABLE	42.56	73.19
Income tax refund receivable	-	-
Total	89,038.18	95,200.80

Note : 3.6 Other Current Assets

(Rupees in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Unsecured, Considered Good:	-	-
Balance with Revenue Authorities (Indirect taxes other than GST) Deposit:	-	-
(a) Godown Rent Deposit	1.13	1.13
(b) Office Rent Deposit (Mumbai)	16.80	25.80
(c) Security Deposit(GS1)	0.03	0.03
(d) Security Deposit(CETP)	0.25	0.25
(e) MSTC Deposit	5.00	5.00
(f) Fixed Deposit with Bank* (With less than 1 year Maturity)	152.52	-
(g) Other	35.45	25.70
Total	211.17	57.90

Note (a) Security deposits are repayable on demand, hence transaction value approximates fair value

Note (b) Fixed Deposits with bank include deposits under lien of Rs 150.00 lakh to avail overdraft facility.

Note : 3.7 Share Capital

(Rupees in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Authorized		
30000000 Equity shares of Rs.10/- each with pari pasu voting rights	3,000.00	3,000.00
Total	3,000.00	3,000.00
Issued, Subscribed and Paid - Up Equity Shares		
(31.03.2024: 100800000 Equity shares of Rupee.1/- each)	1,008.00	360.00
(31.03.2023: 3600000 Equity shares of Rs.10/- each)		
Total	1,008.00	360.00

The reconciliation of the number of shares outstanding and amount of share capital as at 31.03.2024 and 31.03.2023 is set out below:

Equity Shares

(Rupees in Lakhs)

Particulars	As At 31.03.2024		As At 31.03.2023	
	Number of Shares	Amount	Number of Shares	Amount
Number of shares at the beginning (of Rs.10/ each)	3,600,000	360.00	3,600,000	360.00
(+) Bonus shares issued	6,480,000	648.00	-	-
Total after bonus	10,080,000	1,008.00	3,600,000	360.00
(-) Equity share of Rs.10/ each canceled after stock split	(10,080,000)	(1,008.00)	-	-
(+) Equity share of Rupee.1/ each Issued after stock split	100,800,000	1,008.00	-	-
Number of Shares at the end	100,800,000	1,008.00	3,600,000	360.00

Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of Rs. 1 per share. Each holder of equity shares is entitled to one vote per share. In FY 2022-23 the face value of share were Rs.10 per share

Details of Shareholders Holding more than 5% Share Capital

(Rupees in Lakhs)

Particulars	As At 31.03.2024		As At 31.03.2023	
	Number of Shares	% of Holding	Number of Shares	% of Holding
1. Equity Shares				
Uppinangady Sudhindra Nayak	75,30,611	7.47%	2,92,003	8.11%
Vighnesh	59,88,170	5.94%	1,77,646	4.93%
CNM Finvest Private Limited	46,29,842	4.59%	1,96,187	5.45%
Total	1,81,48,623	18.00%	6,65,836	18.50%

Shareholding of Promoter

Particulars	As At 31.03.2024			As At 31.03.2023		
	Number of Shares	% of Holding	% Change during the year	Number of Shares	% of Holding	% Change during the year
Siddharth Chimanlal Shah	11,20,000	1.11%	-	40,000	1.11%	-
Total	11,20,000	1.11%	-	40,000	1.11%	-

Details of bonus shares issued during the last five years (In Numbers)

Nature	31.03.2024	31.03.2023	31.03.2022	31.03.2021	31.03.2020
Equity Shares*	6,48,00,000	NIL	NIL	NIL	NIL

* The company has issued bonus share to the shareholders at 9 share for every 5 shares held i.e. 64,80,000 number of bonus shares issued. Later the company

split its equity share of face value Rs.10/- to Face value Rs.5/- which was further split to Rupee 1/- resulting in total number of bonus share issued to 6,48,00,000

Note: 3.8 Other Equity

(Rupees in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Capital Reserve		
Opening Balance as on 01.04.2023/01.04.2022	-	-
Addition/ (deduction) during the period (net)	-	-
Closing Balance as on 31.03.2024/31.03.2023	(A) -	-
Securities Premium Reserve		
Opening Balance as on 01.04.2023/01.04.2022	-	-
Addition/ (deduction) during the period (net)	-	-
Closing Balance as on 31.03.2024/31.03.2023	(B) -	-
General Reserve		
Opening Balance as on 01.04.2023/01.04.2022	21.60	21.60
Addition/ (deduction) during the period (net)	(21.60)	-
Closing Balance as on 31.03.2024/31.03.2023	(C) -	21.60
Profit & Loss Account/Retained Earnings		
Opening Balance as on 01.04.2023/01.04.2022	654.83	112.22
(deduction) during the period (net)	(626.40)	-
Addition during the period (net)	3,273.02	542.61
Add/(Less): Excess/(Short) Provision for Income tax earlier years	(13.67)	-
Surlus available for appropriation	(D) 3,287.78	654.83
ESOP Outstanding		
Opening Balance as on 01.04.2023/01.04.2022	-	-
Addition/ (deduction) during the period (net)	-	-
Closing Balance as on 31.03.2024/31.03.2023	(E) -	-
Equilisation Reserve		
Opening Balance as on 01.04.2023/01.04.2022	-	-
Addition/ (deduction) during the period (net)	-	-
Closing Balance as on 31.03.2024/31.03.2023	(F) -	-
Total (A+B+C+D+E+F)	3,287.78	676.43

Note : 3.9 Long Term Borrowings

Particulars	As at 31.03.2024	As at 31.03.2023
SECURED LOANS		
Term Loans		
From Banks & Financial Institutions	-	-
UNSECURED LOAN:		
Total	-	-

Repayment Schedule for Long Term loans

Particulars	FY 2024-25	FY 2023-24
Long Term Loan from various banks	-	-

Note : 3.10 Deferred Tax Liabilities (Net)

(Rupees in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Deferred Tax Liabilities		
On account of Depreciation of Fixed Assets	-	-
Deferred Tax Asset		
Expenses disallowed current year	-	-
On account of Depreciation of Fixed Assets	2.67	0.74
Total	2.67	0.74

Note : 3.11 Borrowings

(Rupees in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
Short Term Borrowing Secured:-		
RBL OD account (Against FD)	131.90	-
Short Term Borrowing Unsecured:-		
From Financial Institute	2,584.88	-
From Other Corporates	3,053.46	-
Total	5,770.25	-

Note : 3.12 Trade Payables

(Rupees in Lakhs)

Particulars	As at 31.03.2024	As at 31.03.2023
(A) Total o/s dues of Micro and Small Enterprises	-	-
(a) The principle amount relating to micro and small enterprises	-	-
(b) The interest amount due but not paid	-	-
(c) The amount of the interest paid by the buyer in terms of section 16 of the Micro, Small and Medium	-	-
(d) The amount of the interest due and payable for the period of delay in making payment (which have been	-	-
(e) The amount of the interest accrued and remaining unpaid at the end of each accounting year	-	-
(f) The amount of further interest remaining due and payable even in the succeeding year, untill such date	-	-
(B) Total o/s dues of creditor other than micro and small enterprises		
Trade Payables (Including acceptances)	71,228.80	8,421.76
Total	71,228.80	8,421.76

Notes :

- i) Trade payables mainly include amount payable towards operation and maintenance and trading related vendors in whose cash credit period allowed is less than 12 months.”
- ii) The fair value of Trade payables is not materially different from the carrying value presented.

Trade payable ageing for FY 2023-24

(Rupees in Lakhs)

Particular	Outstanding for following periods from due date of payment#				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
(i)MSME	-	-	-	-	-
(ii)Others	70,928.22	-	144.07	156.51	71,228.80
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	70,928.22	-	144.07	156.51	71,228.80

Trade payable ageing for FY 2022-23

(Rupees in Lakhs)

Particular	Outstanding for following periods from due date of payment#				
	Less than 1 Year	1-2 Year	2-3 Year	More than 3 Year	Total
(i)MSME	-	-	-	-	-
(ii)Others	8,121.18	144.07	156.51	-	8,421.76
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-
Total	8,121.18	144.07	156.51	-	8,421.76

Note : 3.13 Other Current Liabilities

Particulars	As at 31.03.2024	As at 31.03.2023
Advance from Customers	111,623.47	1,05,693.88
Other Liabilities	10.13	19.52
Rent Payable	-	-
TDS PAYABLE (current year)	36.49	-
Income tax Payable (Previous Years)	-	-
Total	1,11,670.08	1,05,713.41

Note : 3.14 Short Term Provisions

Particulars	As at 31.03.2024	As at 31.03.2023
Provision for Income Tax(Previous year)	52.86	45.06
Provision for Income Tax(Current year)	1,774.34	197.74
TDS PAYABLE (Previous years)	-	3.68
AUDIT FEE PAYABLE (Previous years)	-	1.50
Salary & Wages Payable (Previous years)	-	1.58
Other Provisions	0.26	1.12
Total	1,827.46	250.67

SCHEDULES FORMING PART OF PROFIT AND LOSS ACCOUNT

Note : 3.15 Revenue From Operations

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Sales of Products(Net):		
Export	13,013.92	24,024.34
Domestic	391,156.75	26,959.32
Total	404,170.67	50,983.66

Note : 3.16 Other Income

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Interest	9.38	0.00
Foreign Exchange Fluctuation	2,098.72	-
Total	2,108.11	0.00

Note : 3.17 Cost of Material Consumed

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Opening Stock	-	-
Purchases During the year	-	-
Foreign Exchange Loss/(Gain) on Import Purchase	-	-
	-	-
Less : Closing Stock	-	-
Total	-	-

Note : 3.18 Purchase of Stock in Trade

(Rupees in Lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Purchases net During the year:		
Import	3,89,490.67	30,504.97
Domestic	23,237.83	11,225.47
	-	-
Total	4,12,728.50	41,730.44

Note : 3.19 Changes In Inventories of Finish Goods, Stock-In-Trade And Work-In-Progress)

(Rupees in Lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Inventories at the beginning of the year	732.09	8,387.33
Inventories at the end of the year	13,323.06	732.09
Total	(12,590.97)	7,655.24

Note : 3.20 Employee Benefit Expenses

(Rupees in Lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Directors Remuneration	44.28	43.00
Salaries and Wages	39.70	55.15
Other Contribution	0.14	0.08
Staff Welfare	0.15	0.10
Total	84.27	98.33

Note : 3.21 Finance Cost

(Rupees in Lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Interest Charges	387.30	-
Bill Discounting Charges	-	(7.55)
Total	387.30	(7.55)

Note : 3.22 Depreciation and Amortisation Expenses

(Rupees in Lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Depreciation and amortisation	5.67	15.08
Total	5.67	15.08

(Rupees in Lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Auditor's Remuneration	5.73	2.34
Bank Charges	75.97	45.31
Business Promotion	30.28	3.11
Commission/Brokerage Expenses	27.05	-
Corporate Social Responsibility	6.50	-
Custom Clearance and Custom Duty	34.34	148.01
Director Sitting Fees	9.80	1.20
Discount To Customers (After Sales/Cash Discount)	6.22	-
Donation	10.05	10.00
Electricity expenses	6.09	5.97
Godown Expenses	1.20	1.30
GST reversal	126.00	-
Foreign Exchange Fluctuation	-	(82.68)
Insurance Charges	0.10	0.01
Interest and Penalty	15.08	7.17
Legal & Professional	85.93	362.73
Miscellaneous Office Exp	3.85	2.26
Postage & Courier Expenses	0.96	0.11
Printing & Stationery	1.28	0.36
PTEC	0.03	-
Rent	100.07	61.00
Repair & Maintenance	0.74	1.05
ROC Fees	0.28	0.06
Subscription & Membership/ Registration charges	0.86	0.52
Sundry Balance Written Off	(2.00)	154.55
Stamp Duty Charges	7.68	-
Telephone/Internet expense	1.00	0.60
Transportation Charges	50.43	4.13
Traveling & Conveyance	3.78	9.05
Warehouse Charges	9.28	14.36
Total Other Expenses	618.58	752.53

Note : 3.24 Earnings Per Share

(Rupees in Lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Net Profit for the Year	3,273.02	542.61
Average number of equity shares (Face Value Rupee. 1/- each for 31.3.2024 and Face Value Rs. 10/- each for 31.3.2023) for basic EPS	10,08,00,000	36,00,000
Earnings Per Share (not annualized)	3.25	15.07
a) Basic*		
b) Diluted*	3.25	15.07

Note:- As per para 28 of Ind AS 33 (Earnings per share) "In a capitalisation or bonus issue or a share split, ordinary shares are issued to existing shareholders for no additional consideration. Therefore, the number of ordinary shares outstanding is increased without an increase in resources. The number of ordinary shares outstanding before the event is adjusted for the proportionate change in the number of ordinary shares outstanding as if the event had occurred at the beginning of the earliest period presented." Therefore to calculate Basic and diluted earning per share for the year ended 31.03.2024 total number of outstanding at the end of the financial year is considered to be the same throughout the year.

NOTE – 1:**Corporate Information**

Remedium Lifecare Limited is a public limited company incorporated under the provisions of the Companies Act, 1956. The Company, being a Pharmaceutical Company is aligned across two business verticals viz. Products and Services. Products business comprises trading and sale of APIs and Intermediates to innovator and generic pharmaceutical players in both Domestic and International markets including the regulated markets

NOTE – 2:**SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS:****SIGNIFICANT ACCOUNTING POLICIES:**

The Financial Statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2023. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Group normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. The Company follows the Mercantile System of accounting and recognizes income and expenditure on accrual basis. The significant accounting policies are as follows:

i) Use of Estimation:

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods..

ii) Property Plant and Equipments:

Fixed assets are stated at cost of acquisition less accumulated depreciation as per Ind AS 16 "Property Plant and Equipments"

iii) Depreciation:

The Company provides Depreciation on Fixed Assets every quarter on a pro-rata basis using **Straight Line Method** in the manner specified in Part C Schedule II of the Companies Act, 2013..

iv) Revenue:

Sales/Revenue is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer and is stated net of trade discounts, returns and GST as per Ind AS 18 (Revenue). The Company collects Goods & Service Taxes on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue.

v) Inventories:

Inventories are valued at the lower of cost and net realisable value as specified in Ind AS 2 (Inventories). Since the Company Cost is computed on a weighted average basis. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale..

vi) Borrowing Costs:

As per Ind AS 23 (Borrowing costs) Borrowing costs are interest and other costs that an entity incurs in connection with the borrowing of funds. During the year under consideration the company has obtained short-term borrowing for immediate business requirement

vii) Retirement and other Employee benefits

- A) Gratuity:** Gratuity shall be payable to an employee on the termination of his employment after he has rendered continuous service for not less than five years. Termination includes Superannuation, Retirement or resignation, death or disablement due to accident or disease. Gratuity Amount payable is calculated as per provision of Payment of Gratuity Act, 1972
- B) Provident Fund:** The Employees contribution to Provident fund is deducted by the company as per provisions of employees provident fund and miscellaneous provisions act 1952
- C) Employees State Insurance:** During the year under consideration the Company has deducted and deposited ESIC amount in accordance with Employees' State Insurance Act, 1948.

viii) Income taxes

Provision for current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing at the time of preparation of Financial Statement.

ix) Investments:

The Company records investments are cost or Fair Market Value whichever is lower

x) Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. As per para 28 of Ind AS 33 (Earning per share) In case of a bonus issue or a share split, equity shares are issued to existing shareholders for no additional consideration. Therefore, the number of equity shares outstanding is increased without an increase in resources. The number of equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported. if any.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of Shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xi) Cash & cash equivalent.

Cash and cash equivalents in the cash flow statement comprise Bank balance, cash in hand, cheque in hand and short-term investments with an original maturity of three months or less.

xii) Contingent liabilities:

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 recognized because it is not probable that an outflow of resources will be required to settle the obligation..

xiii) Related Party Transactions

A related party transaction is a two-party contract which is accompanied by a pre-existing business relationship or mutual interest:

- xiv) **Provision for Tax & Deferred Tax Liability:** Provision for deferred tax has been accounted in accordance with Ind AS 12 'Income Taxes'

The net deferred tax liability comprises of the following components:

(Rs in Lakhs)

Particulars	2023-24
Deferred Tax Assets	
On Depreciation differences	3.55
On Expenses inadmissible under I T Act	NIL
Total.....A	3.55
Deferred Liabilities,	
On Depreciation differences	0.87
Total.....B	0.87
Net Deferred Assets/(Liabilities) C (Total A-B)	2.67
Deferred Tax Liability (34.944% of C)*	2.67

*Note – Tax @30% + Surcharge @12% + Cess @4%

- xv) **Foreign Exchange: (Amount in Lakhs)**

FOB Value of Exports during the year – Rs. 13013.92/-

CIF Value of Imports during the year – Rs. 389490.67/-

- xvi) There are no Micro Small and Medium Enterprises to whom the company owes dues, as at 31st March 2024. This information as required to be disclosed under the Micro Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with company
- xvii) As on 31.03.2024 the company had Advance received of Rs. 32963.86 Lakh from debtors outstanding for more than 365 days. The same has been considered as deposit as per Sub rule (xii) Rule-2 of the Acceptance of Deposits by Companies Rules, 2014
- xviii) During the year under consideration the company has considered Net Sales of Rs. 577415.05 Lakh which are in GST portal in the month of April of FY 2024-25. Since the gross inflow of economic benefits receivable by the company for the said transaction is in FY 2023-24, therefore the same has been recorded in current reporting period
- xix) The Company has paid Remuneration to its director as per Section 197 of Companies Act 2013. Following are the details of Remuneration paid to director (Other than Directors Sitting Fees).

(Amount in Lakhs)

Sr, No	Name	Designation	Remuneration Paid
1	Dr Vilas Lokhande	Whole Time Director (till 5th sept 2023)	Rs. 12.50
2	Hanosh Sam Santok	Non-Executive Director	Rs.12.00
3	Adarsh Munjal	Whole Time Director (from 5th sept 2023)	Rs.19.78

xx) Auditors Remuneration included in Note 3.23 –

(Amount In Lakhs)

a)	Statutory Audit Fee	Rs. 5.00
b)	Income Tax Audit	Rs. 0.25
c)	Certification Fees	Rs. 0.48
		Rs. 5.73

xi) Major amount of Foreign Exchange Loss/Profit pertains to advances given to Foreign suppliers and advance received from Foreign customers in previous year. Since, in previous year the Foreign Exchange Loss has been transferred to “Other Expenses”. Therefore, Foreign Exchange Profit has been transferred to the head “Other Income”.

xxii) Related Party Transactions.-

a) Details of Related Parties

Sr No.	Particular	Relation
1	Dr Vilas Lokhande	Whole time director till 05.09.2023
2	Hanosh Sam Santok	Non Executive Director
3	Adarsh Munjal	Whole time director From 05.09.2023
4	Trupti Bolke	Independent Director
5	Maneesha Naresh	Independent Director
6	Ashvini Dhuri	Company Secretary till 08.09.2023
7	Ashish Parkar	Chief Financial Officer
8	Dhwani Desai	Company Secretary from 20.11.2023
9	Siddharth Shah	Promoter

b) Transactions With Related Parties during the period

(Amount In Lakhs)

Sr.	Name of Person	Relation with company	Transaction of type	FY 2023-24	FY 2022-23
1	Dr Vilas Lokhande	Whole Time Director (till 5th sept 2023)	Remuneration	Rs.12.50	Rs. 30.00
2	Hanosh Sam Santok	Non-Executive Director	Remuneration	Rs.12.00	Rs.12.00
3	Adarsh Munjal	Whole Time Whole Time Director (from 5th sept 2023)	Remuneration	Rs.12.00	Rs.12.00
4	Trupti Bolke	Independent Director	Sitting Fees	Rs.4.70	Rs.1.20
5	Maneesha Naresh	Independent Director	Sitting Fees	Rs.5.10	NIL
6	Ashvini Dhuri	Company Secretary (till 08th sept 2023)	Remuneration	Rs.1.58	Rs.3.63
7	Ashish Parkar	Chief Financial Officer	Remuneration	Rs.6.24	Rs.6.81
8	Dhwani Desai	Company Secretary (From 20th Nov 2023)	Remuneration	Rs.3.64	NA

c) Outstanding balance

Sr No.	Particular	As on 31.03.2024	As on 31.03.2023
1	Dr Vilas Lokhande	NIL	Rs.1.99
2	Hanosh Sam Santok	Rs.1.55 (receivable)	Rs.1.35 (receivable)
3	Adarsh Munjal	Rs.2.33	NA
4	Trupti Bolke	NIL	NIL
5	Maneesha Naresh	NIL	NIL
6	Ashvini Dhuri	Rs.1.35	Rs.0.25
7	Ashish Parkar	NIL	Rs.0.57
8	Dhwani Desai	Rs. 0.80	NA

xxiii) During the year under review there is a contingent liability of Rs.21.70 Lakh of income tax assessment year 2016-17. As per the Share Purchase Agreement between the Acquirer and the Seller dated 09th August 2018, any liability other than those disclosed in the Audited Balance Sheet of the Company as on 31.03.2018, shall be paid by the Seller.

xxiv) In the opinion of the Board and to the best of their knowledge and belief, the Current Assets, Loans and Advances are approximately of the value stated, if realized in the ordinary course of the business, and the provision for all known and determined liabilities is adequate and not in excess of the amount reasonably required.

xxv) Financial risk management:

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of market risk on its financial performance. The Company's risk management assessment and policies and processes are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors are responsible for overseeing the Company's risk assessment and management policies and processes.

a) **Credit Risk:** Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company's credit risk arises from accounts receivable balances. Accounts receivable balances outstanding as on reporting date amount to Rs.92,060.18 Lakhs which pertains to the amount receivable from a non related party.

The finance function of the Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics.

b) **Liquidity risk:** Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans."

c) **Market risk- foreign exchange:** Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings, deposits, trade receivables and other financial instruments.

d) **Interest rate risk:** The Company's policy is to minimize interest rate cash flow risk exposures on long-term financing. As at 31 March 2024, the Company is not exposed to any risk pertaining to the changes in market interest rates.

e) **Price Risk:** The Company does not deal in trading in shares/commodity market. Therefore, The Company is not exposed to fluctuations in share price arising on purchase/ sale of shares.

xxvi) Additional Regulatory Information

- (i) Details of Benami Property Held: According to the information and explanations given to us, the Company does not have any Benami Property, where any proceeding has been initiated or pending against the Company for holding any Benami Property.
- (ii) Willful Defaulter: According to the information and explanations given to us, the Company has not been declared a willful defaulter by any bank or financial institution or other lender.
- (iii) Relationship with Struck off companies: According to the information and explanations given to us, the Company does not have any transactions with struck off companies.
- (iv) Registration of Charges/Satisfaction with ROC: According to the information and explanations given to us, the Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (v) Details of Crypto currency or virtual currency: According to the information and explanations given to us, the Company have not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- (vi) Utilisation of borrowed funds and share premium:
- 1) According to the information and explanations given to us, the Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
 - (c) The Company have not entered any transaction for which declaration have to be given for relevant provision of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act as well as there is no violation of the Prevention of Money -Laundering Act, 2002.
 - 2) According to the information and explanations given to us, the Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) The Company have not entered any transaction for which declaration have to be given for relevant provision of the Foreign Exchange Management Act, 1999 (42 of 1999) and Companies Act as well as there is no violation of the Prevention of Money -Laundering Act, 2002.
- (vii) Undisclosed Income: According to the information and explanations given to us, the Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) Corporate Social Responsibility

Sr No.	Particular	Amount In Lakhs
1	Amount required to be spent by the company during the year,	6.38
2	Amount of expenditure incurred	6.50
3	Shortfall at the end of the year	(0.12)
4	Total of previous years shortfall	-
		Remark
5.	Reason for shortfall,	NA
6.	Nature of CSR activities	Animal Welfare
7.	Details of related party transactions	NA
8.	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately	NA

• Ratios

Sr. No.	Ratios and Formulae	As at March 31, 2024	As at March 31, 2023	Variance (in %)	Remarks
a)	Current ratio = Current assets / Current liabilities	1.02	1.01	1.34%	
b)	Debt equity ratio = (Long-term borrowings + Short-term borrowings and lease liabilities) / Total equity	1.34	0.00	NA	Since there were no Borrowings outstanding as on 31.03.2023. we cannot compare variation with current year.
c)	Debt service coverage ratio = (Profit/(loss) after tax but before finance costs, depreciation and amortisation and exceptional items) / (Finance costs + Short-term borrowings + Short term Lease liabilities)	0.94	196.00	-99.52%	Since there were no outstanding loans in FY 2022-23 the variance in Debt service coverage ratio in current financial compared to FY 2022-23 is very high.
d)	Return on equity ratio (%) = Net profit/(loss) after tax / Equity share capital	324.70%	150.73%	115.42%	Company was able to generate more high return on equity.
e)	Inventory turnover ratio = (Cost of materials consumed + Purchase of stock-in-trade + Changes in inventories of finished goods, stock-in-trade and work-in-progress) / Average inventory	56.94	10.81	426.73%	Indicates that the Company good efficiency in managing its stock of goods
f)	Trade receivables turnover ratio in no. of days = (Average trade receivables * no. of days) / Revenue from contracts with customers	49.49	92.64	-46.58%	Change due to drastic increase in sales during the year.
g)	Trade payable turnover ratio in no. of days = (Average trade payable * no. of days) / Purchases during the year	36.06	91.31	-60.51%	Change due to Increase in Payables & Purchase
h)	Net capital turnover ratio = Revenue from contracts with customers / (Current assets - Current liabilities)	40.57	49.56	-18.14%	Change due to Reduction in Working Capital
i)	Net profit ratio (%) = Net profit/(loss) after tax / Total revenue from operations	0.81%	1.06%	-23.58%	Change due to Increase in Profit
j)	Return on capital employed (%) = Net Profit/(loss) after tax / (Total assets - total liabilities - intangible assets - intangible assets under development - Goodwill + Long term borrowings + Short term borrowings + Lease liabilities)	1.26	5.24	-75.95%	Since the Company went to scaled up its revenue during the year, the return on capital employed has reduced
k)	Return on investment (%) = Income generated from FVTPL Investment / Weighted average FVTPL investment	0.00%	0.00%	NA	Company does not have any investment.

(xxvii) Previous year's figures have been regrouped, recast wherever necessary

As per our report of even date attached

For and on Behalf of the Board

For M/s Taori Sandeep & Associates.
Chartered Accountants
F.R. No. 007414C

Atul Jain
Partner
M.No. 048920

Adarsh Munjal
Whole Time Director
DIN : 07304004

Hanosh Santok
Director
DIN : 08554687

Place : Mumbai
Dated : 27.05.2024

Dhwani Desai
Company Secretary (ACS - A63688)

Ashish Parkar
Chief Financial Officer



Remedium Lifecare Limited

CIN: L24100MH1988PLC343805;
Registered Office : 9th Floor ,K Raheja Prime ,Marol Industrial Estate,
Behind Ravi Vihar Hotel, Sagbaug Road, Marol, Andheri East, Mumbai- 400059
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