

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of Medico Remedies Limited will be held on **Thursday, 24<sup>th</sup> August, 2023** at 4.00 p.m. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

**ORDINARY BUSINESS:**

**Item No. 1 - Adoption of Financial Statements**

To consider and adopt the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2023, together with the Report of the Board of Directors and the Auditors thereon.

**Item No. 2 - Appointment of Director**

To appoint a Director in place of Mr. Harshit Mehta (DIN: 05144280) who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

**Item No. 3: Re-appointment of Mr. Haresh Mehta (DIN: 01080289) as Chairman & Whole-time Director of the Company**

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (“Act”) (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) read with Schedule V of the Act and based on the recommendation of Nomination and Remuneration Committee at their meeting held on 11<sup>th</sup> May, 2023 and pursuant to the approval of the Board received on 20<sup>th</sup> July, 2023, consent of the members be and is hereby accorded, to re-appoint Mr. Haresh Mehta (DIN: 01080289) as Chairman & Whole Time Director of the Company, for a further period of three years w.e.f. 17<sup>th</sup> September, 2023 upto 17<sup>th</sup> September, 2026, whose office shall be liable to retirement by rotation.”

**“RESOLVED FURTHER THAT** the approval of the members be and is hereby accorded for the payment of remuneration, benefits, perquisites and allowances as under:

**REMUNERATION**

**a) Basic Salary:**

Not exceeding Rs. 6,00,000/- per month with such increments as may be decided by the Board from time to time.

**b) Benefits, Perquisites, Allowances:**

In addition to the basic salary referred to in (a) above, Mr. Haresh Mehta shall be entitled to perquisites and allowances which will not be included in the computation of ceiling of the remuneration specified above:

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together;
- b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) encashment of leave at the end of the tenure

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

**c) Reimbursement of Expenses**

Expenses incurred for traveling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites."

**d) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of Mr. Haresh Mehta's tenure, the Company has no profits or the profits are inadequate, the Company shall pay in respect of such financial year, the remuneration by way of salary, perquisites, allowances and other benefits as specified above, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope, quantum of remuneration, perquisites, benefits and allowances payable to Mr. Haresh Mehta in the light of further progress of the Company which shall be within the above mentioned approved scales and in accordance with the provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company to give effect to this resolution to give effect to this resolution."

**Item No. 4: Re-appointment of Mr. Rishit Mehta (DIN: 07121224) as Whole-time Director of the Company.**

To consider and if thought fit, pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT**, pursuant to the provisions of Section 196, 197 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (“Act”) (including any statutory modification(s) thereto or re-enactments thereof, for the time being in force) read with Schedule V of the Act and based on the recommendation of Nomination and Remuneration Committee at their meeting held on 11<sup>th</sup> May, 2023 and pursuant to the approval of the Board received on 20<sup>th</sup> July, 2023, consent of the members be and is hereby accorded, to re-appoint Mr. Rishit Mehta (DIN: 07121224) as Whole Time Director of the Company, for a further period of three years w.e.f. 17th September, 2023 upto 17th September, 2026, whose office shall be liable to retirement by rotation.”

**“RESOLVED FURTHER THAT** the approval of the members be and is hereby accorded for the payment of remuneration, benefits, perquisites and allowances as under:

**REMUNERATION**

**a) Basic Salary:**

Not exceeding Rs. 5,00,000/- per month with such increments as may be decided by the Board from time to time.

**b) Benefits, Perquisites, Allowances:**

In addition to the basic salary referred to in (a) above, Mr. Rishit Mehta shall be entitled to perquisites and allowances which will not be included in the computation of ceiling of the remuneration specified above:

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together;
- b) gratuity payable at a rate not exceeding half a month’s salary for each completed year of service; and
- c) encashment of leave at the end of the tenure

The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

**c) Reimbursement of Expenses**

Expenses incurred for traveling, boarding and lodging including for their respective spouses and attendant(s) during business trips, any medical assistance provided including for their respective

family members; and provision of cars for use on the Company's business and telephone expenses at residence shall be reimbursed at actual and not considered as perquisites."

**d) Minimum Remuneration:**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of Mr. Rishit Mehta's tenure, the Company has no profits or the profits are inadequate, the Company shall pay in respect of such financial year, the remuneration by way of salary, perquisites, allowances and other benefits as specified above, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to alter and/or vary the terms and conditions of the said appointment and/or enhance, enlarge, alter or vary the scope, quantum of remuneration, perquisites, benefits and allowances payable to Mr. Rishit Mehta in the light of further progress of the Company which shall be within the above mentioned approved scales and in accordance with the provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) without any further reference to the members of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be required, with power to settle all questions, difficulties or doubts that may arise in regard to the said appointment as it may in its sole discretion deem fit and to delegate all or any of its powers conferred herein to any Director(s) and/or Officer(s) of the Company to give effect to this resolution to give effect to this resolution."

**For and On Behalf of Board of Directors**

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

**Registered office**

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

**Date: 20<sup>th</sup> July, 2023**

**Place: Mumbai**

**Notes:**

1. In compliance with the provisions of the Ministry of Corporate Affairs ("MCA") General Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 read with MCA General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read together with MCA General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 21/2021 dated 14<sup>th</sup> December, 2021, 2/2022 dated 5<sup>th</sup> May, 2022 and 10/2022 dated 28<sup>th</sup> December, 2022 respectively and Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> January, 2023, the Company will be conducting this Annual General Meeting ("AGM" or "Meeting") through Video Conferencing/Other Audio Visual Means ("VC"/"OAVM").
2. 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 through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals/ HUF/ NRI etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body resolution / Authorisation, etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to [hpsanghvico@gmail.com](mailto:hpsanghvico@gmail.com) with a copy marked to Company's Registrar and Share Transfer Agent ("RTA") i.e. Cameo Corporate Services Limited at [investor@cameoindia.com](mailto:investor@cameoindia.com).
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed to this Notice.
5. Since there was no unpaid/unclaimed dividend last year, the provisions of Section 125 of the Companies Act, 2013 w.r.t. transfer of unclaimed dividend to Investor Education and Protection Fund (IEPF) do not apply.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act"), in respect of Special business(s) to be transacted at the AGM, is annexed hereto and forms part of this Notice.
7. The information required to be provided under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Secretarial Standards on General Meetings (SS-2), issued by the Institute of Company Secretaries of India in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the notice.
8. **Closure of Books:**

The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 18<sup>th</sup> August, 2023 to Thursday, 24<sup>th</sup> August, 2023 (both days inclusive).

9. The voting rights of members shall be in proportion to their shareholding in the Company as on the cut-off date of Wednesday, 16<sup>th</sup> August, 2023.
10. As per the provisions of Section 72 of the Act, facility for making nomination is available for the Members in respect of the shares held by them. Members holding shares in single name are advised to make nomination in respect of their shareholding. Members holding shares in dematerialized form can lodge their nomination with their DP(s) and Member holding shares in physical form are required to fill and submit Form No. SH-13 (available on request) with the Company's RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form. ISR-3 or SH-14, as the case may be.
11. Members holding shares in dematerialized form are requested to intimate any changes pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), bank details, NECS, mandates, nominations etc., to their Depository Participant. Member holding shares in physical form are requested to intimate any of the above changes to the Company's RTA.
12. Members desirous of getting any information in respect of accounts of the Company and proposed resolutions, are requested to address their queries in writing to Company on [secretarialmrl@gmail.com](mailto:secretarialmrl@gmail.com) at least 7 days before the date of the meeting i.e. before Thursday, 17<sup>th</sup> August, 2023, so that the information required may be made available at the meeting to the extent possible.
13. In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for the FY 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.medicoremedies.com](http://www.medicoremedies.com) and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and NSE Limited [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
15. Relevant documents referred to in the accompanying Notice are open for inspection at the registered office of the Company on all working days except on Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. upto the date of the 29<sup>th</sup> Annual General Meeting.
16. 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 the Circulars issued by the Ministry of Corporate Affairs 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. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by NSDL.

## **17. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:**

The remote e-voting period begins on Monday, 21<sup>st</sup> August, 2023 at 9:00 A.M. and ends on Wednesday, 23<sup>rd</sup> August, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 16<sup>th</sup> August, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, 16<sup>th</sup> August, 2023.

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

#### **Step 1: Access to NSDL e-Voting system**

##### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

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

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “ <b>Beneficial Owner</b> ” icon under “ <b>Login</b> ” which is available under ‘ <b>IDeAS</b> ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ <b>Access to e-Voting</b> ” under e-Voting services

	<p>and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div data-bbox="737 1066 1235 1360" data-label="Image"> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in</li> </ol>



	<a href="http://www.cdslindia.com">www.cdslindia.com</a> 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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**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. NSDL and CDSL.**

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

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can*

*proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc.

with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [hpsanghvioffice@gmail.com](mailto:hpsanghvioffice@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide 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 [secretarialmrl@gmail.com](mailto:secretarialmrl@gmail.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [secretarialmrl@gmail.com](mailto:secretarialmrl@gmail.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Only those Members/ shareholders, who will be present in the AGM 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarialmrl@gmail.com](mailto:secretarialmrl@gmail.com). The same will be replied by the company suitably.
6. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.

7. Please remember speaking serial number and start your conversation with panelist only when moderator of the meeting/ management will announce the name and serial number for speaking by switching on video mode and audio of your device.
18. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Ownership maintained by the RTA/Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. Any person who has ceased to be the Member of the Company as on the cut-off date will not be entitled for remote e-voting or voting at the AGM and should treat this Notice for information purpose only.
19. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

**20. Scrutinizer's Report:**

- a. Mr. Haresh Sanghvi., Practicing Company Secretary (Membership No. 2259) has been appointed as the Scrutinizer by the Board of Directors of the Company to scrutinize the e-voting process in a fair and transparent manner.
- b. The Scrutinizer shall after the conclusion of voting at the AGM, count the votes cast during the AGM and unblock the votes cast through remote e-voting and issue, within two working days of conclusion of the AGM, a Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
- c. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website [www.medicoremedies.com](http://www.medicoremedies.com) within two working days of passing of the resolutions at the 29<sup>th</sup> Annual General Meeting of the Company and shall be communicated to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

**For and On Behalf of Board of Directors**

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

**Registered office**

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

**Date: 20<sup>th</sup> July, 2023**

**Place: Mumbai**

**ANNEXURE TO NOTICE**

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

**Item No. 3:**

Mr. Haresh Mehta (DIN: 01080289) was appointed as the Chairman & Whole-Time Director of the Company for a further period of three years w.e.f. 16<sup>th</sup> September, 2020. The said term of office of Mr. Haresh Mehta will expire on 16<sup>th</sup> September, 2023. The Board of Directors of the Company (“the Board”), at their meeting held on 20<sup>th</sup> July, 2023, on recommendation of Nomination and Remuneration Committee, has, subject to approval of members, re-appointed Mr. Haresh Mehta as the Chairman & Whole-Time Director, for a further period of 3 (three) years from the expiry of his present term i.e. with effect from 17<sup>th</sup> September, 2023 and hold office upto 17<sup>th</sup> September, 2026.

Mr. Haresh Mehta has an experience of over 45+ years in pharmaceutical industry. He overlooks the Financial and Legal departments of the Company. It would be in the interest of the Company to continue to avail his considerable expertise. Mr. Haresh Mehta satisfies all the conditions set out in Part-I of Schedule V to the Companies Act 2013 (“Act”) as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment and is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Details of Mr. Haresh Mehta pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India are provided in the “Annexure to Item No. 3 & 4” to the Notice.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Except for Mr. Haresh Mehta and his immediate relatives, none of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

**Item No. 4:**

Mr. Rishit Mehta (DIN: 07121224) was appointed as the Whole-Time Director of the Company for a further period of three years w.e.f. 16<sup>th</sup> September, 2020. The said term of office of Mr. Rishit Mehta will expire on 16<sup>th</sup> September, 2023. The Board of Directors of the Company (“the Board”), at their meeting held on 20<sup>th</sup> July, 2023, on recommendation of Nomination and Remuneration Committee, has, subject to approval of members, re-appointed Mr. Rishit Mehta as the Whole-Time Director, for a further period of 3 (three) years from the expiry of his present term i.e. with effect from 17<sup>th</sup> September, 2023 and hold office upto 17<sup>th</sup> September, 2026.

Mr. Rishit Mehta has an experience of over 8+ years in the pharmaceutical industry. He overlooks the Production (Technical) and Quality Control Department of the Company. It would be in the

interest of the Company to continue to avail his considerable expertise. Mr. Rishit Mehta satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 (“Act”) as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment and is not disqualified from being appointed as a director in terms of Section 164 of the Act.

Details of Mr. Rishit Mehta pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and (ii) Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India are provided in the “Annexure to Item No. 3 & 4” to the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Except for Mr. Rishit Mehta and his immediate relatives, none of the Directors, Key Managerial Personnel and/or their relatives thereof are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

**For and On Behalf of Board of Directors**

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

**Registered office**

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

**Date: 20<sup>th</sup> July, 2023**

**Place: Mumbai**



**ANNEXURE TO ITEM NO. 3 & 4**

*Particulars of the Directors seeking appointment / reappointment at the ensuing Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India:*

<b>Name of Director</b>	<b>Mr. Harshit Mehta</b>	<b>Mr. Haresh Mehta</b>	<b>Mr. Rishit Mehta</b>
<b>DIN</b>	05144280	01080289	07121224
<b>Date of Birth</b>	11/09/1985	17/08/1955	05/10/1988
<b>Age</b>	37 Years	67 Years	34 Years
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment in current designation</b>	25/09/2017	15/09/2017	12/03/2015
<b>Terms and conditions for Re-appointment</b>	Re-appointment on account of retire by rotation, no change in terms of appointment	As mentioned in the resolution and explanatory statement	As mentioned in the resolution and explanatory statement
<b>Brief Resume, Qualification &amp; Experience and Expertise in specific functional areas</b>	He is heading Marketing and Export departments of our Company and has an experience of over 10+ years in the pharmaceutical industry. He has Bachelor’s Degree of Pharmacy from the University of Mumbai and also holds Diploma in Family Business Management from S P Jain Institute, Mumbai.	He is a founding member of our Company. He now looks after the Financial and Legal departments of our Company. He has an experience of over 45+ years in the pharmaceutical industry. He has Bachelor’s Degree of Pharmacy from the University of Bombay and a diploma holder in Industrial Management from Xavier Institute of Management.	He is heading Production (Technical) and Quality Control Department of our Company and has an experience of over 8+ years in the pharmaceutical industry. He has Bachelor’s Degree of Engineering, Chemical from University of Mumbai and also Master’s Degree of Science from the Rutgers, the State University of New Jersey.
<b>Directorships held in other Companies as on 31<sup>st</sup> March, 2023 (excluding Alternate Directorship, Foreign Companies and</b>	NIL	NIL	NIL

**MEDICO REMEDIES LIMITED**

<b>Name of Director</b>	<b>Mr. Harshit Mehta</b>	<b>Mr. Haresh Mehta</b>	<b>Mr. Rishit Mehta</b>
<b>Companies under Section 8 of the Companies Act, 2013)</b>			
<b>Membership/ Chairmanship of other Public Companies</b>	NIL	NIL	NIL
<b>Listed entities from which the person has resigned in the past three years</b>	NIL	NIL	NIL
<b>Number of shares held in the Company as on 31<sup>st</sup> March, 2023</b>			
<b>By self:</b>	75,60,000	1,37,40,000	78,77,200
<b>Beneficial owner:</b>	7,20,000 (Karta of Harshit Haresh Mehta HUF)	98,72,000 (Karta of Haresh Kapurlal Mehta HUF)	NIL
<b>Relationship between directors inter-se</b>	Immediate relative of Mrs. Rita Mehta, Mr. Rishit Mehta and Mr. Haresh Mehta, Directors of the Company.	Immediate relative of Mrs. Rita Mehta, Mr. Rishit Mehta and Mr. Harshit Mehta, Directors of the Company	Immediate relative of Mrs. Rita Mehta, Mr. Harshit Mehta and Mr. Haresh Mehta, Directors of the Company.
<b>Number of Board Meeting attended during the year</b>	6/6	6/6	6/6

**For and On Behalf of Board of Directors**

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

**Registered office**

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

**Date: 20<sup>th</sup> July, 2023**

**Place: Mumbai**