

ANNUAL REPORT

2020-2021

NEXUS SURGICAL AND MEDICARE LIMITED

**(Formerly known as Nexus Commodities
and Technologies Limited)**

CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Mr. Ram Swaroop Mahadev Joshi Mr. Rupesh Roongta Mr. Rajesh Babulal Sodani Mr. Avinash Kumar Ardawatia Ms. Neha Kailash Bhageria Mrs. Khyati Girishkumar Bhatt
COMPANY SECRETARY	:	Ms. Monika Choudhary
REGISTERED OFFICE	:	111, B/2, Ostwal Ornate, Jesal Park, Bhayander (East), Thane - 401 105.
BANKERS	:	Axis Bank Limited Upper Govind Nagar, Malad (East), Mumbai - 400 097.
AUDITORS	:	M/s. Satya Prakash Natani & Co. Chartered Accountants
SECRETARIAL AUDITORS	:	M/s. Nitesh Chaudhary & Associates Practicing Company Secretary
SHARE TRANSFER AGENTS	:	Purva Shareregistry (India) Private Limited Unit No. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel (East), Mumbai - 400 011.
SHARES LISTED AT	:	BSE Limited

NOTICE

Notice is hereby given that the **30th Annual General Meeting** of the members of **Nexus Surgical and Medicare Limited** (Formerly known as Nexus Commodities and Technologies Limited) will be held on **Wednesday, 29th September, 2021 at 04:00 p.m.** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rupesh Roongta (holding DIN 02576510), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Ms. Neha Kailash Bhageria (holding DIN 09217784) as an Independent Woman Director of the Company:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Ms. Neha Kailash Bhageria (holding DIN 09217784), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th June, 2021 and whose term of office expires at the Annual General Meeting and who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as an Independent Woman Non-Executive Director of the Company with effect from September 29, 2021, to hold office for a term of five consecutive years i.e. up to September 28, 2026.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **Shifting of Registered Office of the Company from one city to another city within the same State:**

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

“RESOLVED THAT pursuant to the provisions of Section 12 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to approval of the Registrar of Companies, the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from “Thane” to “Palghar” in the State of Maharashtra.

RESOLVED FURTHER THAT the aforesaid resolution becoming effective, the registered office of the company be shifted from “Thane” to “Palghar” at Vasai or any other place in “Palghar” as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office:

111, B/2, Ostwal Ornate,
Jesal Park, Bhayander (East),
Thane – 401 105.

Place: Thane

Date: 2nd September, 2021

For and on behalf of the Board

Sd/-

Ram Swaroop Joshi

DIN: 07184085

Whole-time Director

NOTES:

1. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people at several places in the country, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 02/2021 dated January 13, 2021 read with Circular No.20/2020 dated May 5, 2020, Circular No. 14/2020 dated April 8, 2020 and Circular No.17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), during the calendar year 2021. In compliance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA Circulars, the 30th AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the meeting 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 will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

3. Corporate members intending to send their authorized representatives to attend the meeting through VC / OAVM are requested to send to the Company a duly certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf.
4. The attendance of members attending the AGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of Companies Act, 2013.
5. Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto and forms part of the Notice.
6. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), the information regarding the Directors proposed to be appointed/ reappointed at the Annual General Meeting is given in the Annexure to this Notice.
7. The Register of Members and the Share Transfer Books of the Company will be closed from September 23, 2021 to September 29, 2021 (both days inclusive).
8. In accordance with, the circulars issued by MCA and Securities and Exchange Board of India ('SEBI'), owing to the difficulties involved in dispatching of physical copies of the Annual Report of the Company and the Notice of AGM, the same are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participants (DP).
9. Members who have not registered their e-mail addresses so far are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar & Share Transfer Agent in case the shares are held by them in physical form for receiving all communication including Annual Report, Notices, etc. from the Company electronically.
10. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
11. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Purva Sharegistry (India) Private Limited.
12. The Securities and Exchange Board of India ("SEBI") has mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5th December, 2018. In view of the same and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form

13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. Purva Shareregistry (India) Private Limited at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. Members may please note that Notice of the 30th Annual General Meeting and Annual Report for the year ended 31st March, 2021 will be available on the Company's website www.nexusmed.co.in for their download. The Notice can also be accessed from the website of BSE Limited at www.bseindia.com and the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. For any communication, the members may also send requests at Company's email id: nexuscomm92@gmail.com.
15. 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 from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.
16. The Members can join the 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 AGM through VC / OAVM will be made available to atleast 1,000 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, 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.
17. M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, Mumbai, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
18. **Instructions for shareholders for registration of E-mail Ids and Bank Details:**
 - (i) **For Temporary Registration of e-mail id for Demat shareholders:**
The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with Purva Shareregistry (India) Private Limited by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their web site www.purvashare.com and follow the registration process as guided therein.

The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com. On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(ii) For Permanent Registration of e-mail id for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

(iii) Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with Purva Shareregistry (India) Private Limited, by clicking the link: <http://www.purvashare.com/email-and-phone-updation/> in their website www.purvashare.com and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, mobile number and e mail id. In case of any query, a member may send an e-mail to RTA at support@purvashare.com. On submission of shareholders details an OTP will be received by shareholder which needs to be entered in the link for verification.

(iv) Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with Purva Shareregistry (India) Private Limited, by sending an email at support@purvashare.com. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN, email id on a covering letter requesting to update the bank details signed by all the shareholder(s), self-attested PAN card copy and address proof along with the copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at support@purvashare.com.

(v) Registration of Bank Details for Demat shareholders:

It is clarified that for registration of bank details, the Members are requested to register their bank details, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

19. Instructions for shareholders for remote e-voting and joining the meeting are as under:

- (i) The remote e-voting period begins on <September 26, 2021 (09.00 a.m.)> and ends on <September 28, 2021 (05.00 p.m.)>. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <September 22, 2021>, may cast their vote electronically. The remote 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) 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 Individual Shareholders holding securities in demat mode with NSDL CDSL	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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	<p>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.nsdl.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.</p>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. 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	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.

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
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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for e-Voting and joining the meeting for Physical shareholders and shareholders other than individual holding in Demat form:

1. The shareholders should log on to 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) Members 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 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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> 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 Detail OR Date of Birth (DOB)	<p>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.</p> <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.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant company <NEXUS SURGICAL AND MEDICARE LIMITED> on which you choose to vote.
11. 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.

12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
16. 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.
17. **Additional Facility for Non – Individual Shareholders and Custodians – For remote e-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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter 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; nexuscomm92@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

(v) Instructions for shareholders attending the AGM through VC / OAVM and E-voting During the meeting are as under:

1. The procedure for attending meeting & e-voting on the day of the AGM 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.
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 may send their queries in advance atleast 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at nexuscomm92@gmail.com. These queries will be replied to by the company suitably by email. 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 7 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at nexuscomm92@gmail.com.
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 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. Shareholders 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.

(vi) Process for those shareholders whose email addresses are not registered with the Company / Depositories:

- (a) 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.
- (b) For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
- (c) 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 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

Explanatory Statement under Section 102 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Item No. 3:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on Wednesday, 30th June, 2021, appointed Ms. Neha Kailash Bhageria (holding DIN 09217784) as an Additional Director - Independent Woman Director of the Company w.e.f 30th June, 2021.

Pursuant to the provisions of Section 161 of the Act read with the Articles of Association of the Company, Ms. Neha Kailash Bhageria holds office upto the date of ensuing AGM. The Company has received notice under Section 160 of the Act from a member proposing the candidature of Ms. Neha Kailash Bhageria as an Independent Woman Director of the Company.

Ms. Neha Kailash Bhageria is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Woman Director. The Company has received a declaration from Ms. Neha Kailash Bhageria to the effect that she fulfills all criteria for independence stipulated in the Companies Act, 2013 and the Listing Regulations. She has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars issued by BSE Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

In the opinion of the Board of Directors, Ms. Neha Kailash Bhageria is independent of the management of the Company and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Regulation 16 of Listing Regulations for appointment as an Independent Director. Further the Board of Directors is of the opinion that Ms. Neha Kailash Bhageria is a person of integrity and has relevant experience and expertise for being appointed as an Independent Director.

The Board considers that the knowledge, expertise and experience as possessed by Ms. Neha Kailash Bhageria will be of immense benefit and value to the Company and it is desirable to avail services of Ms. Neha Kailash Bhageria as an Independent Woman Director for a term of five consecutive years from September 29, 2021 till September 28, 2026.

The information as required under the Regulation 36 of Listing Regulations and Secretarial Standard on General Meetings, of Ms. Neha Kailash Bhageria is provided in annexure to this Notice.

Based on recommendation of Nomination & Remuneration Committee, the Board recommends Ordinary Resolution as set out at Item No. 3 of the Notice of the AGM for the approval by the members.

Except Ms. Neha Kailash Bhageria, being the appointee director, none of the other Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 of the Notice.

Item No. 4:

Presently, the registered office of the Company is situated at 111, B/2, Ostwal Ornate, Jesal Park, Bhayander (East), Thane - 401 105. However, keeping in view the growth potential and the opportunities in low cost and expenditure in “Palghar District” coupled with the dynamic and professional human resources, better business opportunities and other physical infrastructure facilities and connectivity as required for the business, the Company desires to enlarge, widen, expand and extend the area of operations of the Company. Further, the shifting of registered office of the Company from “Thane” to “Palghar” and its surrounding areas will enable to the Company to conduct its operations more conveniently, economically and efficiently. Furthermore, for ease of administration and better growth in the business it is proposed to shift the registered office of the Company to Palghar.

The Board of Directors proposes the shifting of the registered office of the Company from its existing office at Bhayander to Vasai or any other address in Palghar District.

In terms of the applicable provisions of the Companies Act, 2013 and rules made thereunder, the proposed shifting of registered office requires the Company to obtain necessary approval of the Members of the Company by way of Special Resolution.

Accordingly, the Board recommends the Special Resolution as set out at Item No. 4 of the Notice of the AGM for the approval by the members.

None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

Registered Office:

111, B/2, Ostwal Ornate,
Jesal Park, Bhayander (East),
Thane - 401 105.

Place: Thane

Date: 2nd September, 2021

For and on behalf of the Board

Sd/-

Ram Swaroop Joshi

DIN: 07184085

Whole-time Director

ANNEXURE

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Information about the directors proposed to be appointed / re-appointed is furnished below:

1.

Name of Director	Mr. Rupesh Roongta
Date of Birth	12-02-1985
No. of Equity Shares held	Nil
Qualification	Graduate
Relationship with other Directors	None
Nature of Expertise	Experience of more than 12 years in the field of Commodity and Capital Market
Name of Companies in which he holds Directorship	1. Sumangal Commodities Private Limited 2. Mildred Mercantile Private Limited
Names of Committees of the Companies of which he holds membership	Stakeholders Relationship Committee

2.

Name of Director	Ms. Neha Kailash Bhageria
Date of Birth	23-12-1997
No. of Equity Shares held	Nil
Qualification	Graduate
Relationship with other Directors	None
Nature of Expertise	Expertise in the field of Marketing and Finance
Name of Companies in which she holds Directorship	None
Names of Committees of the Companies of which he / she holds membership	None

DIRECTORS' REPORT

To,
The Members,
Nexus Surgical and Medicare Limited
(Formerly known as Nexus Commodities and Technologies Limited)

Your Directors have immense pleasure in presenting their **Thirtieth** Annual Report on the business and operations of the Company together with the Audited Statement of Accounts of the Company for the year ended on **31st March, 2021**.

1. **Financial Highlights:**

The financial results are summarized below:

(Amount in hundreds)			
	Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
A	Total Revenue	3,75,267	173,231
B	Total Expenses	3,58,227	1,66,139
C	Profit/(Loss) Before Exceptional Item	17,040	7,092
D	Exceptional Item: Capital WIP written off	-----	5,35,049
E	Profit/(Loss) Before Tax	17,040	(5,27,957)
F	Tax expense		
	- Current Tax	3,000	1,510
	- Tax for earlier years	(1,510)	-----
	- Deferred Tax	150	118
G	Profit/(Loss) after Tax	15,400	(5,29,584)

2. **Financial Performance:**

During the year under review, the Company has earned Total Revenue of Rs. 3,75,267 hundreds in comparison to Rs. 1,73,231 hundreds during the previous year. The Company has earned net profit of Rs. 15,400 hundreds in comparison to net loss of Rs. 5,29,584 hundreds incurred during the previous year. Your directors are hopeful of better performance in the forthcoming year. There was no change in the nature of the business of the Company during the year.

3. **Dividend & Reserves:**

Your Directors abstain from declaring any dividend for the year and no amount of profit earned during the year was transferred to General Reserve.

4. **Management Discussion & Analysis:**

Management Discussion & Analysis report is being given under Corporate Governance Report. There are no material changes between the end of the financial year and the date of the report which may affect the financial position of the Company.

5. **Listing with Stock Exchanges:**

At Present, the Equity shares of the Company are listed at BSE Limited.

6. **Dematerialization of Shares:**

91.13% of the Company's paid up Equity Share Capital is in dematerialized form as on 31st March, 2021 and balance 8.87% is in physical form. The Company's Registrar and Transfer Agent is Purva Shareregistry (India) Private Limited having their registered office at Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai - 400 011.

7. **Internal Financial Controls:**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

8. **Finance & Accounts:**

The Company is having adequate resources at its disposal to meet its business requirements and for efficient conduct of business. The Company has not raised any funds by issue of any securities during the year.

Your company is required to prepare financial statements under Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015. The estimates and judgments relating to financial statements are made on prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs and loss for the year ended 31st March, 2021.

9. **Subsidiaries, Joint Ventures and Associates Companies:**

The Company does not have any Subsidiary/ Joint Ventures/ Associate Companies.

10. **Deposits:**

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

11. **Statutory Auditors:**

The members of the Company at 28th AGM held on 30th September, 2017 had appointed M/s. Satya Prakash Natani & Co. (having Firm Registration No. 115438W), Chartered Accountants, Mumbai, as the Statutory Auditors of the Company for a term of 5 years and accordingly they hold their office till the conclusion of Annual General Meeting to be held in the year 2022.

The Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark or disclaimer.

12. **Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, Mumbai have been appointed as Secretarial Auditors of the Company.

The Secretarial Audit Report for the financial year ended March 31, 2021 does not contain any qualification, which requires any comments from the Board. The Secretarial Audit Report for financial year ended March 31, 2021 is annexed to this report as **Annexure A**.

13. **Internal Auditors:**

In terms of Section 138 of the Act and Rules made there under, M/s. Vikash Jindal & Associates, Chartered Accountants, has been appointed as Internal Auditors of the Company.

14. **Annual Return:**

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of Annual Return can be accessed at Company's website at www.nexusmed.co.in.

15. **Particulars Regarding Conservation of Energy, Technology Absorption:**

Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 requires disclosure of the particulars regarding conservation of Energy and Technology absorption. The Company is not a manufacturing Company; therefore information required under this clause is not applicable to the Company.

16. **Foreign Exchange Earnings / Outgo:**

The Company has neither incurred any expenditure nor earned any income in foreign exchange.

17. **Corporate Social Responsibility (CSR):**

The Company does not fall under the prescribed class of companies' u/s 135(2) of the Companies Act, 2013 read with Rule 8 of the Companies (Corporate Social Responsibility) Rules, 2014. Hence CSR is not applicable to the Company.

18. **Human Resources:**

Your Company treats its "human resources" as one of its most important assets. Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

19. **Meetings of the Board:**

The Board of Directors duly met 6 times during the financial year, the details of the same are given in the Corporate Governance Report. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013.

20. **Disqualification of Directors:**

During the year under review, the Company has received Form DIR-8 from all Directors as required under the provisions of Section 164(2) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 that none of the Directors of your Company is disqualified to hold office as director and debarred from holding the office of a Director.

21. **Directors and Key Managerial Personnel:**

(i) **Appointment of Directors retiring by rotation:**

Mr. Rupesh Roongta (holding DIN 02576510), Director of the Company, will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for reappointment.

(ii) **Appointment of Additional Director:**

Pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Ms. Neha Kailash Bhageria (holding DIN 09217784) was appointed as an Additional Director - Independent Woman Director on the Board of Directors of the Company w.e.f. 30th June, 2021.

In terms of Section 161 of the Companies Act, 2013, Ms. Neha Kailash Bhageria holds office upto the conclusion of ensuing Annual General Meeting and being eligible offers herself for reappointment.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors proposes the appointment of Ms. Neha Kailash Bhageria as a Director - Independent Woman Director for a period of five consecutive years and whose period of office is not liable to determination by rotation.

Brief profile of the Directors proposed to be appointed/reappointed as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are part of the Notice convening the Annual General Meeting.

(iii) **Declaration by Independent Directors:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

22. **Vigil Mechanism:**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy.

23. **Nomination and Remuneration Policy:**

The Nomination & Remuneration Committee of the Board of Directors has adopted a policy which deals with the manner of selection and appointment of Directors, Senior Management and their remuneration. The policy is in compliance with the provisions of Section 178(3) of the Companies Act, 2013. The Remuneration Policy is stated in the Report on Corporate Governance.

24. **Particulars of Loans, Guarantees or Investments:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

25. **Related Party Transactions:**

All contracts / arrangements / transactions entered into by the Company with its related parties during the financial year were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered into any material contract / arrangement / transaction with related parties. Accordingly, disclosure of Related Party Transactions in Form AOC-2 is not applicable. However, details of transactions with the related parties have been included in Notes to the Financial Statements.

26. **Risk Management:**

The Company has adequate internal controls in place at various functional levels and does not foresee any major risk such as financial, credit, legal, regulatory and other risk keeping in view the nature and size of its business.

27. **Safety:**

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

28. **Significant and Material Orders Passed by the Regulators or Courts:**

There are no significant and material orders passed by Regulators/Courts that would impact the going concern status of the Company and its future operations.

29. **Material changes and commitment:**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statement relates on the date of this report.

30. **Board Evaluation:**

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board of Directors of the Company and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the Board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

31. **Audit Committee:**

The Audit Committee is comprised of three directors. The composition of the Audit Committee is as follows:-

Name	Designation	Category
Mr. Rajesh Babulal Sodani	Chairman	Non-Executive Independent Director
Mr. Avinash Kumar Ardawatia	Member	Non-Executive Independent Director
Mr. Ram Swaroop Mahadev Joshi	Member	Whole-time Director

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

32. **Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee is comprised of three directors. The composition of the Nomination and Remuneration Committee is as follows:-

Name	Designation	Category
Mr. Avinash Kumar Ardawatia	Chairman	Non-Executive Independent Director
Mr. Rajesh Babulal Sodani	Member	Non-Executive Independent Director
Mrs. Khyati Girishkumar Bhatt	Member	Non-Executive Independent Director

All the recommendations made by the Nomination and Remuneration Committee were accepted by the Board of Directors.

33. **Corporate Governance:**

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. It is imperative that our company affairs are managed in fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. A report on a Corporate Governance is appended as annexure to this report.

34. **Ratio of Remuneration:**

The information required pursuant to Section 197(12) read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Particulars of Employees) Rules, 1975, in respect of employees of the Company and Directors is furnished hereunder:

Ratio of remuneration of each director to the median remuneration of the employees of the company and Percentage increase in remuneration of each Director and Key Managerial Personnel for the financial year ended March 31, 2021:

Name and Designation	Remuneration F.Y. 2020-21	% increase from previous year	Ratio / Times per Median of Employee Remuneration
Ram Swaroop Joshi (Whole-time Director)	Rs. 4,80,000/-	Nil	1.78
Rupesh Roongta (Executive Director)	Rs. 6,00,000/-	Nil	2.22
Monika Choudhary (Company Secretary)	Rs. 3,60,000/-	100.00	N.A.

The particulars of the employees as required under Rule 5(2) and Rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not applicable to the Company as none of the employees of the Company was in receipt of remuneration as prescribed under the said Rules.

35. **Share Capital:**

A) **Buy Back of Securities:**

The Company has not bought back any of its securities during the year under review.

B) **Sweat Equity:**

The Company has not issued any Sweat Equity Shares during the year under review.

C) Bonus Shares:

No Bonus Shares were issued during the year under review.

D) Employees Stock Option Plan:

The Company has not provided any stock option plan during the year under review.

36. Directors Responsibility Statement:

According to the provisions of section 134(3)(c) of the Companies Act, 2013, the directors confirm that:

- a) in the preparation of annual accounts for the financial year ended 31st March, 2021, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the accounting policies as selected are consistently applied and made judgments and estimates that are reasonable and prudent manner so as to ensure true and fair view of the state of affairs of the Company as at 31st March, 2021 and of the profit of the Company for the year ended on that date;
- c) adequate accounting records are maintained in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) financial statements have been drawn up on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

37. Acknowledgment:

Your directors take the opportunity to record their deep sense of gratitude for the valuable support and cooperation extended to the Company by its shareholders and bankers.

Registered Office:

111, B/2, Ostwal Ornate,
Jesal Park, Bhayander (East),
Thane - 401 105.

Place: Thane

Date: 2nd September, 2021

For and on behalf of the Board

Sd/-

Ram Swaroop Joshi

DIN: 07184085

Whole-time Director

Sd/-

Rupesh Roongta

DIN: 02576510

Director

MR-3
SECRETARIAL AUDIT REPORT

[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,
M/s. Nexus Surgical And Medicare Limited
 111, B/2, Ostwal Ornate, Jesal Park,
 Bhayander (East), Thane - 401105.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **M/s. Nexus Surgical And Medicare Limited** (hereinafter called the 'Company') for the audit period covering the Financial Year from 01st April 2020 to 31st March 2021 ('the audit period'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and return is filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2021, has complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2021 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
- (v) The following Regulations and Guidelines prescribed under securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **during the Financial Year under review, the Company has not issued any capital and has not raised any fund through public. Hence the Provisions of the said regulation are not applicable to the Company.**

- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 - **during the financial year under review, the Company has not issued any shares/options to directors/employees under the (ESOP) said guidelines / regulations. Hence the provisions of the said regulation are not applicable to the company;**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **the company has not issued any debt securities during the period under review the provisions of the said regulation are not applicable to the company;**
- (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not applicable to the Company during the Audit period);**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **the equity shares of the company are neither delisted nor proposed to be delisted. Hence the provision of said regulation not applicable to the company;**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(During the period under review the company have not bought back any securities. Hence the said regulation is not applicable to the company;**
- (vi) Having regards to the compliance system prevailing in the Company, information representation provided by management and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;
- i. The Equal Remuneration Act, 1976;
 - ii. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
 - iii. The Central Goods And Services Tax Act, 2017
 - iv. Maharashtra Goods and Services Tax Act, 2017.

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

- Secretarial Standards with respect to Meeting of Board of Director(SS-1), General Meeting (SS-2) and Dividend (SS-3) issued by The Institute of Company Secretaries of India related to Board meetings, General Meeting and Dividend;
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

I further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

- (ii) Proper notice is given to all Directors to schedule the Board meetings in compliance with the provisions of Section 173(3) of the Companies Act, 2013, agenda and detailed notes on agenda were sent at least seven days in advance and where the same were given at shorter notice than 7 (seven) days, proper consent thereof were obtained 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.
- (iii) Decisions at the meetings of the Board of Directors of the Company were carried through on the basis of majority. There were no dissenting views by any member of the Board of Directors during the period under review.
- (iv) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- (v) There are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

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

"During the Financial Year the Company has altered its Memorandum of Association Name Clause vide Change in name of the Company from **Nexus Commodities and Technologies Limited** to **"Nexus Surgical and Medicare Limited"**

**For Nitesh Chaudhary & Associates
Practicing Company Secretary**

sd/-

**Nitesh Chaudhary, Proprietor
FCS No. 10010
CP No.: 16275**

**Place: Mumbai
Date: 25th August, 2021**

UDIN - F010010C000831050

Note:

- This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

Annexure to the Secretarial Audit Report

To,
The Members,
M/s. Nexus Surgical And Medicare Limited
111, B/2, Ostwal Ornate, Jesal Park,
Bhayander (East), Thane - 401105.

Our report of even date is to be read along with this letter.

Management's Responsibility

- 1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

- 2) 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 the 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 our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- 5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

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

**For Nitesh Chaudhary & Associates
Practicing Company Secretary**

sd/-

Nitesh Chaudhary, Proprietor
FCS No. 10010
CP No.: 16275

Place: Mumbai
Date: 25th August, 2021

UDIN - F010010C000831050

NEXUS SURGICAL AND MEDICARE LIMITED

(Formerly known as Nexus Commodities and Technologies Limited)

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Corporate Governance is the application of best management practices, compliance of law and adherence to ethical standards to achieve the Company's objective of maximizing stakeholder's value and discharge of social responsibility. The Corporate Governance structure in the Company assigns responsibilities and entrusts authority among different participants in the organization. The Company has adopted the requirement of Corporate Governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the disclosure requirements of which are given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings to ensure the efficient conduct of the affairs of the Company to achieve its goal of maximizing value for all its stakeholders.

The governance practices followed by your company have played a vital role in its journey of continued success. All the procedures, policies and practices followed by your company are based on sound governance principles. Comprehensive disclosures, structured accountability in exercise of powers and commitment in compliance with regulations and statutes in latter as well as spirit have enabled your company to enhance shareholder value.

Your Company confirms the compliance of Corporate Governance as contained in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the details of which are given below:

2. BOARD OF DIRECTORS

(i) Composition and Category of Board of Directors as on 31st March, 2021.

Name of the Directors	Category
Mr. Ram Swaroop Mahadev Joshi	Executive
Mr. Rupesh Roongta	Executive
Mr. Rajesh Babulal Sodani	*Non-Executive
Mr. Avinash Kumar Ardawatia	*Non-Executive
Mrs. Khyati Girishkumar Bhatt	*Non-Executive

* Also Independent

Independent Director is defined as one who apart from receiving sitting fee as a Director, does not have any other material pecuniary relationship or transactions in his personal capacity with the Company, its promoters & management.

(ii) Meetings and Attendance of Directors during the financial year 2020-2021:

During the financial year 2020-21, the Board met 6 times. The meetings were held on 09.06.2020, 30.06.2020, 01.09.2020, 14.09.2020, 10.11.2020 and on 13.02.2021.

Attendance of Directors in meetings held during the financial year 2020-2021:

Name of the Directors	No. of Board Meeting attended in F.Y. 2020-2021	Attendance of Last AGM (28-09-2020)
Mr. Ram Swaroop Mahadev Joshi	6	Yes
Mr. Rupesh Roongta	6	No
Mr. Rajesh Babulal Sodani	6	No
Mr. Avinash Kumar Ardawatia	6	Yes
Mrs. Khyati Girishkumar Bhatt	6	No

(iii) Directorships and Committees position held in other Companies as on 31st March, 2021:

Name of the Directors	No. of outside Directorship held	No. of committee positions		Directorship in other listed entities
		As Chairman	As Member	
Mr. Ram Swaroop Mahadev Joshi	1	None	None	None
Mr. Rupesh Roongta	2	None	None	None
Mr. Rajesh Babulal Sodani	1	None	None	None
Mr. Avinash Kumar Ardawatia	0	None	None	None
Mrs. Khyati Girishkumar Bhatt	2	None	None	None

Only three Committees i.e. Audit Committee, Nomination and Remuneration Committee and Shareholders' Relationship Committee are considered for this purpose

(iv) Disclosure of relationships between Director inter-se:

Table given below shows the relationship between the Directors:

Name of the Directors	Category	Relationship between Directors Inter-se
Mr. Ram Swaroop Mahadev Joshi	Executive	None
Mr. Rupesh Roongta	Executive	None
Mr. Rajesh Babulal Sodani	Independent	None
Mr. Avinash Kumar Ardawatia	Independent	None
Mrs. Khyati Girishkumar Bhatt	Independent	None

(v) Shareholding of Non- Executive Directors in the Company:

The Shareholding of the Non- Executive Directors in the Company as on 31.03.2021:

Name of Directors	Category	No. of shares held
Mr. Rajesh Babulal Sodani	Non-Executive Independent	NIL
Mr. Avinash Kumar Ardawatia	Non-Executive Independent	NIL
Mrs. Khyati Girishkumar Bhatt	Non-Executive Independent	NIL

(vi) Familiarization programmes for Independent Directors:

Every Independent Director of the Company is provided with ongoing information about the industry and the Company so as to familiarize them with the latest developments. The questionnaires are prepared considering the business of the Company.

The details of the Policy for the familiarization programmes for the Independent Directors are hosted on the website of the Company which can be accessed at the website: www.nexusmed.co.in.

The Board of Directors confirm that the Independent Directors fulfill the conditions specified in the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 and are independent of management.

(vii) Skills, Expertise and Competencies of the Board:

Skill / Expertise/ Competence	Whether available with the Board
Industry Knowledge and Experience	Yes
Leadership	Yes
Team Management	Yes
Information Technology	Yes
Accounting and Finance	Yes
Business Development	Yes
Compliance and Risk	Yes
Business Strategy	Yes
Personal Values	Yes

3. AUDIT COMMITTEE**(i) Terms of Reference**

The Audit Committee has been mandated with the terms of reference as specified in Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & enumerated in Section 177 of the Companies Act, 2013 and covers all the aspects stipulated by the Securities and Exchange Board of India Guidelines.

(ii) Composition of the Committee:

The Audit Committee is comprised of two independent directors and one executive director. During the financial year ended 31.03.2021, four Audit Committee Meetings were held on 30.06.2020, 14.09.2020, 10.11.2020 and on 13-02-2021. The composition of the Audit Committee and the attendance of each Director at their meetings are as follows:-

Name	Designation	Category	No. of meetings attended during the year 2020-21
Mr. Rajesh Babulal Sodani	Chairman	Non-Executive Independent Director	4
Mr. Avinash Kumar Ardawatia	Member	Non-Executive Independent Director	4
Mr. Ram Swaroop Mahadev Joshi	Member	Executive Director	4

Ms. Monika Choudhary, Company Secretary of the Company, acts as Secretary to the Audit Committee.

(iii) Invitee: (being entitled to attend as per relevant provisions of applicable laws / rules and/or as and when felt necessary)

(a) The Statutory Auditors viz. M/s. Satya Prakash Natani.

(iv) An Audit Committee meeting was held on 30th June, 2020 where the Annual Financial Statements for the year ended 31st March, 2020 were reviewed and examined by the members of the Audit Committee before recommendation of the same to the Board of Directors for their perusal and adoption.

The Audit Committee reviewed the Quarterly/ Half Yearly Unaudited Financial Results on the following dates before recommending the same to the Board.

Financial Reporting	Date of Approval by the Audit Committee
Quarter/Year ended 31 st March, 2020	30 th June, 2020
Quarter ended 30 th June, 2020	14 th September, 2020
Quarter/Half Year ended 30 th September, 2020	10 th November, 2020
Quarter ended 31 st December, 2020	13 th February, 2021

4. NOMINATION AND REMUNERATION COMMITTEE

In accordance with the provisions of Section 178 of Companies Act, 2013 and requirements of Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has proper constitution of Nomination and Remuneration Committee and the terms of reference before the Committee are as under:

(i) Terms of Reference

- (a) The Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (b) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

Remuneration Policy:

The Company's remuneration policy aims to attract and retain talent and is in accordance with the industries practices. The policy ensures equity, fairness and consistency in rewarding the employees on the basis of performance against earmarked objectives.

The components of the total remuneration vary for different employee grades and are governed by industry patterns, qualifications and experience of the employee, responsibilities handled by him.

(ii) Composition, Name of Members and Chairman

The Nomination and Remuneration Committee of the Company is comprised of three Non-executive Independent Directors. During the financial year 2020-21, three Committee Meetings were held on 30.06.2020, 14.09.2020 and on 13.02.2021. The composition of the Nomination and Remuneration Committee and the attendance of each Director at their meetings are as follows:-

Name	Designation	Category	No. of meetings attended during the year 2020-21
Mr. Avinash Kumar Ardawatia	Chairman	Non-Executive Independent Director	3
Mr. Rajesh Babulal Sodani	Member	Non-Executive Independent Director	3
Mrs. Khyati Girishkumar Bhatt	Member	Non-Executive Independent Director	3

(iii) Performance Evaluation Criteria for Independent Directors:

Pursuant to the Companies Act, 2013 and Regulation 17(10) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has evaluated the performances of each Independent Director. The Evaluation framework for assessing the performance of Independent Directors comprises of the following key areas:

- a) Attendance of Board and Committee Meetings;
- b) Quality of contribution to Board deliberations;

- c) Strategic perspectives or inputs regarding future growth of the Company and its performances;
- d) Providing perspectives and feedback going beyond information provided by the management.

5. REMUNERATION OF DIRECTORS:

- a) Pecuniary relationship or transactions of the non-executive directors:

The Non-Executive Directors had no pecuniary relationship or transactions with the Company during the year 2020-21.

- b) Criteria of making payments to non-executive directors:

None of the Non - Executive Directors is being paid any remuneration.

- c) Details of remuneration/sitting fees paid to Directors during the year ended 31st March, 2021 and shares held by them as on date are as follows:

Name	Remuneration / Sitting Fees	Shares held
Mr. Ram Swaroop Mahadev Joshi	Rs. 4,80,000/-	NIL
Mr. Rupesh Roongta	Rs. 6,00,000/-	NIL

6. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In accordance with the provisions of Section 178(5) of the Companies Act, 2013 and requirements of Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the terms of reference before the Stakeholders Relationship Committee of the Board are as under:

- (i) The Company has a 'Stakeholders Relationship Committee' to review transfer and transmission of securities, issue of duplicate certificates, review of share dematerialization and rematerialization, monitoring the performance of company's Registrar and Transfer Agent and deals with other Shareholder related issues.
- (ii) The Committee is headed by Mr. Rajesh Babulal Sodani, Non-executive Independent Director. The Committee met twice during the year 2020-21 on 30.06.2020 and 10.11.2020.

The composition of the Stakeholders Relationship Committee and the attendance of each Director at their meetings are as follows:-

Name	Designation	Category	No. of meetings attended during the year 2020-21
Mr. Rajesh Babulal Sodani	Chairman	Non-Executive Independent Director	2
Mr. Avinash Kumar Ardawatia	Member	Non-Executive Independent Director	2
Mr. Rupesh Roongta	Member	Executive Director	2

- (iii) Ms. Monika Choudhary has been designated by the Board as the ‘Compliance Officer’ of the Company for complying with the requirements under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchange, Mumbai.
- (iv) Number of Shareholders’ complaints received during the year : Nil
- Number not solved to the satisfaction of the Shareholders : Nil
- Number of pending share Transfers : Nil

7. GENERAL BODY MEETINGS:

(i) Details of the last three Annual General Meetings:

AGM	Date of the meetings	Location	Time
27 th	29-09-2018	1, Annai Avenue Main Road, (Agraharam), 1 st Floor, Nr. Seetharaman Kalyana Mandapam, Koratur North, Chennai- 600 076.	11:00 a.m.
28 th	30-09-2019	111, B/2, Ostwal Ornate, Jesal Park, Bhayander (East), Thane - 401 105.	09:30 a.m.
29 th	28-09-2020	111, B/2, Ostwal Ornate, Jesal Park, Bhayander (East), Thane - 401 105.	03:00 p.m.

(ii) Special Resolution passed in previous three AGMs:

Date of the AGM	Special Resolutions passed
29-09-2018	<ol style="list-style-type: none"> Shifting of registered office of the Company from State of Tamil Nadu to State of Maharashtra; Amendment of Title of Main Object Clause of the Memorandum of Association; Amendment of Title of Incidental Object Clause of the Memorandum of Association; Deletion of Other Object Clause of the Memorandum of Association; Amendment of Liability Clause of the Memorandum of Association; Adoption of New Set of Articles of Association of the Company.
30-09-2019	<ol style="list-style-type: none"> Reappointment of Mr. Rajesh Babulal Sodani (holding DIN 05010096) as an Independent Director of the Company; Reappointment of Mr. Avinash Kumar Ardawatia (holding DIN 02108302) as an Independent Director of the Company.
28-09-2020	No Special Resolution was passed

(iii) Postal Ballot:

The Company has carried out postal ballot exercise during the financial year 2020-21, for the following businesses:

- (1) Alteration of the Main Object Clause of the Memorandum of Association of the Company;
- (2) Change of Name of the Company and consequent amendment in the Memorandum of Association and Articles of Association of the Company

The approval of the shareholders was obtained vide Postal Ballot Notice dated 9th June, 2020. The e-voting commenced on June 16, 2020 and closed on July 15, 2020. Results were declared by the Chairman on July 17, 2020.

8. MEANS OF COMMUNICATION:

Quarterly Results	The quarterly results as approved and taken on record by the Board of Directors of the Company generally within one and half month of the close of each quarters are sent forthwith to the BSE Limited and published in the proforma as prescribed under Regulation 33 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Which newspaper normally published in	The Free Press Journal (English Newspaper) Navshakti (Regional Language Newspaper)
Any website where displayed	www.nexusmed.co.in
Whether it also displays official news release	No
Whether presentations made to institutional investors or to analyst	No request as such was received

9. GENERAL SHAREHOLDERS INFORMATION:

(i)	Financial Year	1 st April to 31 st March
(ii)	Dividend Payment Date	Not Applicable
(iii)	Listing on Stock Exchanges	The Shares of the Company are listed at BSE Limited, Mumbai
(iv)	Listing Fees	The Company has paid the listing fees to the BSE Limited for the financial year ended 31 st March, 2020.
(v)	<u>Stock Code:</u> BSE ISIN	538874 INE370Q01015
(vi)	Depository Connectivity	National Securities Depository Limited; Central Depository Services (India) Limited

(vii)


Stock Market Data:

Month	High	Low	Month Close
April, 2020	12.60	11.90	11.90
May, 2020	11.70	10.10	10.10
July, 2020	9.60	8.00	8.00
August, 2020	7.60	5.42	5.59
September, 2020	5.32	4.17	4.17
November, 2020	4.17	4.02	4.02
December, 2020	4.02	4.02	4.02
January, 2021	4.02	3.85	3.85
February, 2021	3.66	3.31	3.31
March, 2021	3.47	3.45	3.45

(viii)

Performance of the share price of the Company in comparison to the BSE Sensex:

Price Movement



(ix)

Registrar & Transfer Agents:

The Company has appointed Purva Sharegistry (India) Private Limited as a common agency for share registry work (both physical & electronic) for all matters connected with transfers and transmission of shares and also dematerialization of shares and other related functions.

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

Unit No. 9, Shiv Shakti Industrial Estate,
Gr. Floor, J. R. Bhoricha Marg,
Lower Parel (East), Mumbai - 400 011.

(x)

Share Transfer System:

With a view to expedite the process of share transfers, the Board of Directors has delegated the power of share transfer to Shareholders Relationship Committee of the Board. The shares for transfer received in physical mode by the Company, are transferred expeditiously and thereafter, option letter is sent to the transferee(s) for dematerialization, Confirmation in respect of the request for dematerialization of shares is sent to the respective depositories, i.e. National Security Depository Limited (NSDL) and Central Depository Services (India) Limited within 7 days.

(xi) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2021:**(a) According to Category holdings**

Category	No. of shareholders	% of shareholders	No. of shares	% of shares
<u>Promoters</u>				
Individual	2	0.26	10000	0.18
Corporate Bodies	1	0.13	1015000	18.55
<u>Public</u>				
Individual / HUF	741	97.89	3650528	66.71
Corporate Bodies	11	1.45	796212	14.55
Clearing Members	2	0.26	160	0.00
Total	757	100.00	5471900	100.00

(b) According to Number of Equity Shares

No. of Equity Shares held	No. of shareholders	% of shareholders	No. of shares	% of shares
1-5000	532	70.28	7916	0.14
5001-10000	26	3.43	23954	0.44
10001-20000	8	1.06	12372	0.23
20001-30000	8	1.06	23296	0.43
30001-40000	4	0.53	14827	0.27
40001-50000	28	3.70	138520	2.53
50001-100000	62	8.19	536688	9.81
100000 & above	89	11.76	4714327	86.16
Total	757	100.00	5471900	100.00

(xii)	Dematerialization of Shares and liquidity	91.13% Company's Equity shares are Dematerialized as on 31.03.2021
(xiii)	Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity	Not Applicable
(xiv)	Commodity Price risk or foreign exchange risk and hedging activities	The Company did not engage in Commodity & hedging activities during the year.
(xv)	Plant Locations	The Company is not engaged in any manufacturing activities hence do not have any plant.
(xvi)	Address for Correspondence	The shareholders may address their communications/suggestions/grievances/ queries to our share transfer agent: PURVA SHAREREGISTRY (INDIA) PRIVATE LIMITED Unit No. 9, Shiv Shakti Industrial Estate, Gr. Floor, J. R. Bhoricha Marg, Lower Parel, Mumbai – 400 011.
(xvii)	Credit Rating	Nil

10. DISCLOSURES:

Disclosure on materially significant related party transactions i.e. transactions of the Company of Material nature, with its Promoters, the Directors or the Management, their subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large.	:	There are no materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, directors or the management or relatives etc. during the year, that may have potential conflict with the interests of the Company at large.
Details of Non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or Securities and Exchange Board of India or any Statutory Authority or any matter related to Capital Market during last three years.	:	None
Details of establishment of vigil mechanism / whistle blower policy	:	The Company has established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of code of conduct or ethics policy.
Details of compliance with mandatory requirements and adoption of non-mandatory requirements	:	The Company has complied with all the mandatory requirements of Regulation 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015. Details of these compliances along with the non-mandatory requirements adopted by the Company have been given in the relevant section of this report.
Material Subsidiary	:	The Company has no material Subsidiary
Web link for policy on dealing with related party transactions	:	www.nexusmed.co.in
Utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)	:	The Company has not raised funds through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)
Certificate regarding no-disqualification of Directors	:	A certificate from M/s. Nitesh Chaudhary & Associates, Practicing Company Secretary, Mumbai has been obtained stating 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 SEBI / Ministry of Corporate Affairs or any such statutory authority. The Certificate is annexed to this Report on Corporate Governance.

Fees paid to Statutory Auditors	:	Total fees of Rs. 40,000/- (Rupees Forty Thousand Only) for the financial year 2020-21, for all the services was paid by the Company to the Statutory Auditors and all entities in the network firm/network entity of which the statutory auditor is a part.
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11. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

- (a). number of complaints filed during the financial year : Nil
 (b). number of complaints disposed of during the financial year : Nil
 (c). number of complaints pending as on end of the financial year : Nil

12. COMPLIANCE OF THE REQUIREMENTS OF CORPORATE GOVERNANCE REPORT:

During the year 2020-21, the Company has complied with the requirements of Corporate Governance Report as mentioned in sub-paras (2) to (10) of Para C of Schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

13. DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

The Company has adopted following non-mandatory requirements of Regulation 27 and Part E of Schedule II of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015:

- a) Reporting of Internal Auditor – The Internal Auditor directly reports to the Audit Committee.

14. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE:

The Company has complied with the Regulations 17 to 27 and Clauses (b) to (i) sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 during the year 2020-21 wherever applicable.

15. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/ bonus/ right issues as at 31st March, 2020. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

DECLARATION – CODE OF CONDUCT

I, Ram Swaroop Mahadev Joshi, Whole-time Director of the Company, do hereby declare that all the Board members and Senior management personnel of the Company have affirmed their compliance on an annual basis with the Code of Conduct as laid down by the Company pursuant to requirements of para D of Schedule V of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Place: Thane

Dated: 2nd September, 2021

Sd/-

Ram Swaroop Mahadev Joshi

DIN: 07184085

Whole-time Director

CHIEF FINANCIAL OFFICER CERTIFICATION:

[Pursuant to Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.]

I, **Ram Swaroop Mahadev Joshi**, Chief Financial Officer and Director of the Company, to the best of my knowledge and belief, certify that:

- (a) I have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended 31st March, 2021 and that to the best of my 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 my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the Company and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee that:
 - (i) There have not been any significant changes in internal control over financial reporting during the financial year ended 31st March, 2021;
 - (ii) There have not been significant changes in the accounting policies during the financial year ended 31st March, 2021;
 - (iii) I have not become aware of any significant fraud or involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Thane
Dated: 2nd September, 2021

Sd/-
Ram Swaroop Mahadev Joshi
Chief Financial Officer

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,
 M/s. Nexus Surgical and Medical Limited,
 111, B/2, Ostwal Ornate, Jesal Park
 Bhayander (East), Thane 40110.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Nexus Surgical and Medical Limited, (Formally known as Nexus Commodities and Technologies Limited)** having CIN **L33100MH1992PLC328367** and having registered office at **111, B/2, Ostwal Ornate, Bhayander (East), Thane 40110**. produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in), BSE as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

SR. NO.	NAME OF DIRECTORS	DIN	Date of Appointment	Status of the Directors
1	AVINASH KUMAR ARDAWATIA	02108302	29/04/2014	Active
2	RUPESH ROONGTA	02576510	15/03/2014	Active
3	RAJESH BABULAL SODANI	05010096	29/04/2014	Active
4	KHYATI GIRISHKUMAR BHATT	05317955	30/06/2015	Active
5	RAM SWAROOP MAHADEV JOSHI	07184085	14/11/2016	Active
6	NEHA KAILASH BHAGERIA	09217784	30/06/2021	Active

I further hereby inform that, ensuring the eligibility for the appointment / continuity of Director on the Board is the responsibility of the Company. Our responsibility is to issue this certificate based on verification of documents and information available in the public domain. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Nitesh Chaudhary & Associates
Practicing Company Secretary

sd/-

Nitesh Chaudhary
Proprietor
FCS NO. 10010
CP No.: 16275
UDIN: F010010C000844679
Place: Mumbai
Date: 27/08/2021

MANAGEMENT DISCUSSION AND ANALYSIS (MD&A)

Overall Review:

Given the impact of the pandemic, FY2021 was expected to be an extremely demanding year. The consensus was that GDP growth in FY2021 would not only be negative but also would constitute the greatest fall in growth since 1979-80.

In fact, the degrowth in GDP was much larger than expected. For April-June 2020, real GDP contracted by a massive 24.4%. India had never recorded a quarter of negative growth since it began issuing such data publicly in 1996. No other large economy shrank so much during the pandemic. In the second quarter, July-September 2020, GDP again contracted by 7.3%. The consensus was that growth in the second half of the fiscal year would be far less than what was needed to erase the effect of the deep recession in the first half.

Thankfully, we began to witness early signs on resumption of economic activity in the second half of the year with several high frequency indicators suggesting that the economy was back on to positive growth. The third quarter (October-December 2020) recorded a GDP growth of 0.4%. And, as mentioned earlier, the second advance estimates of national income for FY2021 released by the CSO indicates a negative GDP growth of 8% for FY2021. Though this was bad enough, the contraction will be far less than earlier thought of — and we should see the fourth quarter (January-March 2021) showing relatively robust growth.

Industry Structure and Development:

Commodity markets remained jittery in FY21 due to domestic economic slowdown, concerns on fiscal slippage and geopolitical tensions. Weaknesses in overall economic activity also put pressure on business growth.

Your Company is continuously reviewing the evolving situation in the light of COVID-19 and playing a responsible role in minimizing the adverse impact of the pandemic on its businesses and the stakeholders' interests..

Opportunities and Threats:

Company is continuously looking for opportunities of growth in new areas and ventured into some revenue generating services that can boost financial health of the company. As regards threat due to COVID-19 demand of commodities affected badly, also forex volatility could be a major threat.

Segment-wise/Product-wise Performance:

Your Company has only one reporting segment. The revenue for the year was Rs. 374.42 lakhs.

Outlook:

The markets presently are subdued due to COVID-19 and how sooner it will revive is not easy to predict. However, with the industry's increasing preparedness, the evolving opportunities can be better harvested.

Risk and Concern:

Economic downturn in recent month, which could pose a risk, should it not be tamed quickly. The entry permit regime for trade within country should end immediately. The Government should continue its initiative of Ease of Doing Business. During the year your Company under its well planned and defined risk management policy gave attention to all the risk areas. The Board of Directors is apprised of the development in risk management in periodical meetings where the quarterly results are approved.

Internal Control System:

Your Company has a planned internal control system through internal checks and reviews it periodically to strengthen it and safeguard Company's assets. Management Information System is given upmost importance.

Financial Performance w.r.t. Operational Performance:

During the year under review, the Company has earned Total Revenue of Rs. 375.27 lakhs in comparison to Rs. 173.23 lakhs during the previous year. The Company has reported a net profit of Rs. 15.40 in comparison to net loss of Rs. 529.58 lakhs (including Rs. 535.05 lakhs for Exceptional Item) during the previous year.

Safety, Health and Environment:

Your Company as a matter of policy gives greater importance to safety, health and environment and also ensures compliance with applicable legislative requirements.

Human Resources:

Your Company recognizes the importance of Human Resource in achieving its objectives and strategies as human resource plays an important role in the success and growth of Company. Your company gives priority in honing and utilizing their skills through in house training programs.

Key Financial Ratios:

In accordance with the SEBI (Listing Obligations and disclosures Requirements) Regulations 2018 (Amendment) Regulations, 2018, the Company is required to give details of significant changes (change of 25% or more as compared to the immediately previous financial year) in Key sector-specific financial ratios.

Particulars	F.Y. 2020-21	F.Y. 2019-20
Inventory turnover Ratio (on the basis of sales) ¹	N.A.	717.45 Times
Current Ratio ²	0.78 Times	0.30 Times
Net Profit Margin (%) ³	4.10%	3.15%

¹ Inventory turnover Ratio improved as a result of better inventory management of Company

² Current Ratio has improved as a result of better management of current liabilities.

³ Net Profit Margin (%) have gone up due to improved business structure of the company.

Cautionary Statement:

The report contains forward looking statements describing expectations, estimates, plans or words with similar meaning. Your Company's actual result may differ from those projected depending on various factor. Your Company cannot guarantee that the assumptions and estimates in the forward looking statements are accurate or will be realized.

Independent Auditors' Report

To the Members of **Nexus Surgical and Medicare Limited**
(Formerly Known as Nexus Commodities and Technologies Limited)

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

We have audited the accompanying standalone financial statements of Nexus Surgical and Medicare Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations 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 Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, the profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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. We have determined that there are no key audit matters to communicate in our report.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the 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 standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are 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 standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 auditors' 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 auditors' 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 (Auditors' Report) Order, 2016 ("the Order") issued by the Central Government of India 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.
 - (c) The Standalone Balance Sheet, the Statement of Profit and Loss including other comprehensive income, Statement of Changes in Equity and the 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 Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2021 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 control over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".
 - (g) In our opinion, the managerial remuneration for the year ended March 31, 2021 has been paid/provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

Sd/-
Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 21048091AAAAEJ7976

Mumbai
June 30, 2021

Annexure A to the Independent Auditors' Report

(Referred to in Paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our Report to the members of **Nexus Surgical and Medicare Limited** of even date)

- (i)
 - (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - (b) As explained to us, all the fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such physical verification.
 - (c) The Company did not own any immovable property during the year.
- (ii) As explained to us, stock have been physically verified by the management at reasonable intervals and no material discrepancies were noticed on such physical verification.
- (iii) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 during the year. Consequently, the provisions of clauses iii (a) to iii (c) of the order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- (v) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- (vi) As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act 2013.
- (vii)
 - (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Goods & Service Tax, Cess to the extent applicable and any other statutory dues have generally been regularly deposited with

the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on March 31, 2021 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty, Goods & Service Tax and excise duty which have not been deposited on account of any disputes.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised any money by way of Term Loan during the year.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations, the Company has paid/provided managerial remuneration in accordance with the requisite approval mandated by the provision of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him.

Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W**

**Mumbai
June 30, 2021**

**Sd/-
Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 21048091AAAAEJ7976**

Annexure B to the Independent Auditors' Report

(Referred to in Paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our Report to the members of Nexus Surgical and Medicare Limited of even date)

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 **Nexus Surgical and Medicare Limited** ("the Company") as of March 31, 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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. 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, 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 Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the 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 Institute of Chartered Accountants of India 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 financial statements, whether due to fraud or error.

We believe that the audit evidence that we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting 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 Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting 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.

For and on behalf of
Satya Prakash Natani & Co.
Chartered Accountants
Firm's Registration No.: 115438W

Mumbai
June 30, 2021

Sd/-
Satya Prakash Natani
Partner
Membership No.: 048091
UDIN: 21048091AAAAEJ7976

Nexus Surgical and Medicare Limited
(Formerly known as Nexus Commodities and Technologies Limited)
Balance Sheet

(INR in '00)

Particulars	Note	As at March 31,	
		2021	2020
ASSETS			
Non Current Assets			
Property, plant & equipment	2	1,636	1,898
Capital work in Progress		-	-
Income Tax Assets (Net)	3	9,422	3,990
Deferred Tax Assets (Net)	4	1,155	1,305
Current Assets			
Financial Assets			
-Trade Receivables	5	12,100	-
-Cash and Cash Equivalents	6	21,953	2,092
-Loans and Advances	7	42,500	11,000
-Others	8	4,733	961
Total Assets		93,499	21,246
EQUITY & LIABILITIES			
Equity			
Equity Share Capital	9	547,190	547,190
Other Equity	10	(557,986)	(573,386)
Liabilities			
Current Liabilities			
Financial Liabilities			
- Trade Payables	11	100,423	45,802
Other Current Liabilities	12	3,872	1,640
Total Equity & Liabilities		93,499	21,246

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of
Satya Prakash Natani & CO.
Chartered Accountant
Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of
Nexus Surgical and Medicare Limited
CIN: L33100MH1992PLC328367

Sd/-
Satya Prakash Natani
Partner
Membership No.: 048091

Sd/-
Ram Swaroop Joshi
Whole-time Director & CFO
DIN: 07184085

Sd/-
Rupesh Roongta
Director
DIN: 02576510

Mumbai
June 30, 2021

Sd/-
Monika Choudhary
Company Secretary

Nexus Surgical and Medicare Limited
(Formerly known as Nexus Commodities and Technologies Limited)
Statement of Profit & Loss

Particulars	Note	(INR in '00, except EPS)	
		For the year ended March 31,	
		2021	2020
Revenue from Operations	13	374,424	173,185
Other Income	14	843	46
Total Income		375,267	173,231
EXPENSES			
Purchase of stock in trade	15	102,472	77,766
Changes in Inventories	16	-	218
Employee benefit expense	17	31,905	14,582
Depreciation & amortization expenses	18	262	262
Other expenses	19	223,588	73,311
Total Expenses		358,227	166,139
Profit before Exceptional Item		17,040	7,092
Exceptional Item:			
Capital WIP written off		-	535,049
Profit/ (Loss) for the period		17,040	(527,957)
Current Tax		3,000	1,510
Tax for earlier years		(1,510)	-
Deferred Tax		150	118
Profit/ (Loss) for the period		15,400	(529,584)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss (net of income tax)		-	-
Items that will be reclassified to profit or loss (net of income tax)		-	-
Total Comprehensive Income for the period		15,400	(529,584)
Earning per equity share	22		
Basic		0.28	(9.68)
Diluted		0.28	(9.68)

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of
Satya Prakash Natani & CO.
Chartered Accountant
Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of
Nexus Surgical and Medicare Limited
CIN: L33100MH1992PLC328367

Sd/-
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Partner
Membership No.: 048091

Sd/-
Ram Swaroop Joshi
Whole-time Director & CFO
DIN: 07184085

Sd/-
Rupesh Roongta
Director
DIN: 02576510

Mumbai
June 30, 2021

Sd/-
Monika Choudhary
Company Secretary

Nexus Surgical and Medicare Limited
(Formerly known as Nexus Commodities and Technologies Limited)
Statement of Cash Flow

(INR in '00)

Particulars	For the year ended March 31,	
	2021	2020
Profit before tax	17,040	7,092
Adjustment to reconcile net profit to net cash provided by operating activities		-
Depreciation expenses	262	262
	17,302	7,355
Change in assets & liabilities		
Trade receivables	(12,100)	4,299
Income Tax Assets	(6,922)	(4,939)
Inventories	-	218
Other Assets	(35,272)	(10,001)
Trade payables	54,621	25,593
Other financial & other liabilities	2,232	1,502
Cash generated from operating activities	19,861	24,025
Income Tax Paid	-	-
Net Cash generated from operating activities	19,861	24,025
Cash flow from investing activities	-	-
Cash flow from financing activities		
Borrowings	-	(26,100)
Interest Expenses	-	-
	-	(26,100)
Net cash generated	19,861	(2,075)
Cash & cash equivalents at the beginning of the year	2,092	4,167
Cash & cash equivalents at the end of the year	21,953	2,092

Reconciliation of cash and cash equivalents as per the cash flow statement

Cash and cash equivalents as per above comprise of the following

	March 31, 2021	March 31, 2020
Cash and cash equivalents	21,953	2,092
Balances per statement of cash flows	21,953	2,092

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of
Satya Prakash Natani & CO.
Chartered Accountant
Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of
Nexus Surgical and Medicare Limited
CIN: L33100MH1992PLC328367

Sd/-
Satya Prakash Natani
Partner
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Sd/-
Rupesh Roongta
Director
DIN 02576510

Mumbai
June 30, 2021

Sd/-
Monika Choudhary
Company Secretary

Nexus Surgical and Medicare Limited
(Formerly known as Nexus Commodities and Technologies Limited)
Statement of Changes in Equity

(INR in '00)

Particulars	Equity Share Capital	Retained Earnings	Total equity attributable to equity shareholders of the company
Balance as of April 1, 2020	547,190	(573,386)	(26,196)
Change in accounting policy or prior period errors Restated balance at the beginning of the reporting period	-	-	-
Total Comprehensive income for the year	-	15,400	15,400
Dividend transfer to retained earnings	-	-	-
Balance as of March 31, 2021	547,190	(557,986)	(10,796)
Balance as of April 1, 2019	547,190	(43,802)	503,388
Change in accounting policy or prior period errors Restated balance at the beginning of the reporting period	-	-	-
Total Comprehensive income for the year	-	(529,584)	(529,584)
Dividend transfer to retained earnings	-	-	-
Balance as of March 31, 2020	547,190	(573,386)	(26,196)

Significant accounting policies

The accompanying notes form an integral part of standalone financial statements

As per our report of even date attached

For and on behalf of
Satya Prakash Natani & CO.
Chartered Accountant
Firm's Registration No.: 115438W

For and on behalf of the Board of Directors of
Nexus Surgical and Medicare Limited
CIN: L33100MH1992PLC328367

Sd/-
Satya Prakash Natani
Partner
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Sd/-
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DIN: 07184085

Sd/-
Rupesh Roongta
Director
DIN 02576510

Mumbai
June 30, 2021

Sd/-
Monika Choudhary
Company Secretary

Overview and notes to Standalone Financial Statements

General Information

Nexus Surgical and Medicare Limited ('the Company') is a public limited company incorporated and domiciled in India and has its registered office at Bhayander, Thane, Maharashtra, India. The company is listed on Bombay Stock Exchange (BSE).

Note 1: Significant Accounting policies

1.1 Statement of Compliance

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair value, the provision of Companies Act, 2013 (the Act) (to the extent notified) and the guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to existing accounting standards required a change in the accounting policies hitherto in use.

1.2 Inventories

The inventories are valued at lower of cost or market value.

1.3 Taxes on Income

Tax expense for the period, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the period. Current tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the separate financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

1.4 Property, plant & equipment:

All Property, Plant & Equipment's are stated at cost of acquisition, less accumulated depreciation and accumulated impairment losses, if any. Direct costs are capitalized until the assets are ready for use and include freight, duties, taxes and expenses incidental to acquisition and installation.

Subsequent expenditures related to an item of Property, Plant & Equipment are added to its carrying value only when it is probable that the future economic benefits from the asset will flow to the Company and cost can be reliably measured.

Losses arising from the retirement of, and gains or losses arising from disposal of Property, Plant and Equipment are recognized in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the straight line method ('SLM') over the estimated useful lives of the assets specified in Schedule II of the Companies Act, 2013.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

1.5 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable and recognized when it is probable that the economic benefits associated with the transaction will flow to the entity.

1.6 Financial Instruments**Initial Recognition**

The company recognizes financial assets & financial liabilities when it becomes a party to the contractual provision of the instruments. All financial assets & liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction cost that are directly attributable to the acquisition or issue of financial assets & liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for a trade date.

Subsequent measurement

Financial assets at amortized cost: Financial assets having contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently, these are measured at amortized cost using the effective interest method less any impairment losses

1.7 Employee Benefits

The Company follows the policy of accounting for the same only on crystallization of the liability.

1.8 Earnings Per Share

Basic Earnings per share is computed by dividing the net profit attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

1.9 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material). Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

1.10 Leases

Policy Applicable from April 1, 2019

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any

reassessment or lease modifications or to reflect revised in -substance fixed lease payments. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re -measurement in statement of profit and loss.

Short-term leases having a lease term of 12 months or less and low value leases are accounted for in the statement of profit and loss as a revenue item.

Nexus Surgical and Medicare Limited
(Formerly known as Nexus Commodities and Technologies Limited)
Notes to Standalone Financial Statements

Note 2: Property, plant & equipment

(INR in '00)

Particulars	Furniture & Fixtures	Total
Gross carrying value as of April 1, 2020	27,986	27,986
Additions	-	-
Deletions	-	-
Gross carrying value as of March 31, 2021	27,986	27,986
Accumulated depreciation as of April 1, 2020	26,088	26,088
Depreciation for the year	-	-
Accumulated depreciation on deletions	262	262
Accumulated depreciation as of March 31, 2021	26,350	26,350
Gross carrying value as of April 1, 2019	27,986	27,986
Additions	-	-
Deletions	-	-
Gross carrying value as of March 31, 2020	27,986	27,986
Accumulated depreciation as of April 1, 2019	25,825	25,563
Depreciation for the year	262	262
Accumulated depreciation on deletions	-	-
Accumulated depreciation as of March 31, 2020	26,088	26,088
Carrying value as of March 31, 2021	1,636	1,636
Carrying value as of March 31, 2020	1,898	1,898

Nexus Surgical and Medicare Limited
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(INR in '00)

Particulars	As at March 31,	
	2021	2020
Note 3: Income Tax Assets (Net)		
Income Tax Assets	9,422	3,990
	9,422	3,990
Note 4: Deferred Tax Asset (Net)		
Deferred Tax Asset	1,155	1,305
	1,155	1,305
Note 5: Trade Receivables		
Secured, considered good	12,100	-
Others	-	-
	12,100	-
Outstanding for a period exceeding six months	12,100	-
Others	-	-
	12,100	-
Note 6: Cash and Cash Equivalents		
Balance with Banks	21,817	1,965
Cash on Hand	136	127
	21,953	2,092
Note 7: Loans and Advances		
Inter Corporate Loan	42,500	11,000
	42,500	11,000
Note 8: Others		
Deposits	500	500
Other Current Assets	4,233	461
	4,733	961

Nexus Surgical and Medicare Limited
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Notes to Standalone Financial Statements

Particulars	As at 31.03.2021		As at 31.03.2020	
	No of Shares	Amount	No of Shares	Amount
Note 9: Equity Share Capital				
Authorized Share Capital				
Equity Shares of Rs.10 each	60,000	600,000	60,000	600,000
Issued and Subscribed and fully paid up				
Equity shares of Rs.10 each fully paid up	54,719	547,190	54,719	547,190
Reconciliation of number of shares				
Outstanding Number of shares at the beginning of the year	54,719	547,190	54,719	547,190
Add : Shares issued during the year		-		-
Outstanding Number of shares at the end of the year	54,719	547,190	54,719	547,190

Terms / Rights attached to equity shares

The Company has only one class of equity share having par value of Rs 10 per share. Each holder of equity share is entitled to one vote per share held. All the equity shares rank pari passu in all respects including but not limited to entitlement for dividend, bonus issue and rights issue. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all liabilities in proportion to their shareholding.

Details of shareholders holding more than 5% shares as at year end

Name of Shareholders	As at March 31, 2021		As at March 31, 2020	
	No. of Shares	% holding	No. of Shares	% holding
Mildred Mercantile Pvt Ltd	10,150	18.55%	10,150	18.55%
Shyam Alcohol & Chemicals Ltd	3,431	6.27%	-	0.00%

Reconciliation of number of shares outstanding and amount at the beginning and at the end of the year

Particulars	As at 31.03.2021		As at 31.03.2020	
	No of Shares	Amount	No of Shares	Amount
Equity Shares of par value Rs 10/- fully paid up				
Outstanding at the beginning of the year	54,719	547,190	54,719	547,190
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	54,719	547,190	54,719	547,190

Other details of equity shares for a period of five years immediately preceding March 31, 2021:

Particulars	2021	2020	2019	2018	2017
Aggregate number of share allotted as fully paid up pursuant to contract(s) without payment	-	-	-	-	-
Aggregate number of shares allotted as fully paid bonus shares	-	-	-	-	-
Aggregate number of shares bought back	-	-	-	-	-

Nexus Surgical and Medicare Limited
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Notes to Standalone Financial Statements

Particulars	(INR in '00)	
	As at March 31, 2021	2020
Note 10: Other Equity		
Retained Earnings		
Opening balance	(573,386)	(43,802)
Add: Profit/(Loss) for the year	15,400	(529,584)
Closing balance	(557,986)	(573,386)
Note 11: Trade Payables		
Due to Micro, Small and Medium Enterprises	-	-
Others	100,423	45,802
	100,423	45,802
Note 12: Other Current Liabilities		
Statutory Dues	3,872	1,640
	3,872	1,640

Nexus Surgical and Medicare Limited
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Notes to Standalone Financial Statements

(INR in '00)

Particulars	For the year ended March 31,	
	2021	2020
Note 13: Revenue from Operations		
Sales and Services	374,424	173,185
	374,424	173,185
Note 14: Other Incomes		
Other Income	843	46
	843	46
Note 15: Cost of Material Consumed		
Purchases	102,472	77,766
	102,472	77,766
Note 16: Changes in Inventories		
Opening Stock in Trade	-	218
Closing Stock in Trade	-	-
	-	218
Note 17: Employee benefit expense		
Salary	31,900	14,149
Staff Welfare Expenses	5	432
	31,905	14,582
Note 18: Depreciation expenses		
Depreciation	262	262
	262	262
Note 19: Other expenses		
Payment to the Auditors	400	400
Printing and Stationary	144	123
Conveyance and Travelling Expenses	29	1,723
Bank Charges	14	6
Share Registrar and Depository Fees	875	519
Listing Fees	3,500	3,000
Professional Fees	80,000	61,600
Brokerage & Commission Expenses	136,750	-
Rent, Rates and Taxes	1,116	1,209
Bad-debts	-	4,299
General Office Expenses	760	432
	223,588	73,311
Note 19.1 Payment to Auditors		
Audit Fees	400	400
	400	400
Note 20: Earning Per Share		
Total Comprehensive Income for the period	15,400	(529,584)
Weighted Average Number of Equity Shares	54,719	54,719
Basic & Diluted Earning Per Share	0.28	(9.68)

Note 21: Segment Reporting

The Company is engaged mainly in trading activities and as such there are no other reportable segment as defined by Indian Accounting Standard 108 on "Operating Segments" issued by the Institute of Chartered Accountants of India.

Note 22: Dues to micro & small enterprises

The Company has called for complete information from all the vendors regarding their status as small-scale/micro industrial undertaking. Based on information received regarding the status of the vendors there are no amounts outstanding for more than Rs.1,00,000/- for more than 30 days.

Note 23: Related Party Disclosure

a) List of Related Parties with whom transactions have taken place and Relationship:

Key Management Personnel and their relatives

Name	Relation
Rupesh Roongta	Executive Director
Raswaroop Joshi	Executive Director
Monika Choudhary	Company Secretary

b) Enterprise over which key managerial personnel and relatives of such personnel are able to exercise Significant influence :

- Sumangal Commodities Pvt Ltd

C) Related Party Transactions

(INR in '00)

Nature of Transaction	Key Managerial Personnel/ Relative	Others	Total
<u>Employment benefit expenses</u>			
Rupesh Roongta	6,000	-	6,000
	6,000	-	6,000
Ram Swaroop Joshi	4,800	-	4,800
	4,800	-	4,800
Monika Choudhary	3,600	-	3,600
	1,800	-	1,800

Note 24: Contingent Liabilities

There were no Contingent Liabilities as of March 31, 2021 (Previous year Rs. Nil).

Note 25:

The previous year figures have been regrouped/rearranged wherever found necessary.

For and on behalf of the Board of Directors of

Nexus Surgical and Medicare Limited

CIN: L33100MH1992PLC328367

Sd/-

Ram Swaroop Joshi
Whole-time Director & CFO
DIN: 07184085

Sd/-

Rupesh Roongta
Director
DIN: 02576510

Sd/-

Monika Choudhary
Company Secretary

Mumbai

June 30, 2021