

Poly Medicure Limited

Regd. Office: 232 B, 3rd Floor, Okhla Industrial Estate,
Phase-III, New Delhi - 110 020 (INDIA)
T: +91-11- 33550700, 47317000
E: info@polymedicure.com W: polymedicure.com
CIN: L 40300DL1995PLC066923



Date: 24th May, 2024

Scrip Code: - 531768

The Manager,
BSE Limited,
Department of Corporate Services,
Phirozee Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001.

Scrip Code:- POLYMED

The Manager
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1-Block-G
Bandra Kurla Complex, Bandra(E),
Mumbai-400051.

Subject: Annual Secretarial Compliance Report

Ref: Compliance of Regulation 24(a) of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 24(a) of SEBI (LODR) Regulations, 2015, We enclose herewith Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2024 by P. K. Mishra & Associates, Practising Company Secretaries.

Kindly take a note of the same for your further needful and oblige us.

Thanking You,

Yours Sincerely

For Poly Medicure Limited

Avinash Chandra
Company Secretary



Encl: As above



SECRETARIAL COMPLIANCE REPORT OF POLY MEDICURE LIMITED FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024

(Pursuant to Regulation 24A (2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with Circular no. CIR/CFD/CMD1/27/2019 dated 08.02.2019, issued by Securities and Exchange Board of India)

To,
Board of Directors,
Poly Medicure Limited
(CIN: L40300DL1995PLC066923)
Property no. 232B, Third Floor,
Okhla Industrial Estate Phase -III,
New Delhi 110020

Dear Sir(s),

I, CS Pawan Kumar Mishra, Practicing Company Secretary of P. K. Mishra & Associates have examined:

- (a) All the documents and records made available to me and explanation provided by **Poly Medicure Limited** having CIN: L40300DL1995PLC066923 ("hereinafter referred as the Listed Entity"),
- (b) The filings / submissions made by the listed entity to the stock exchanges;
- (c) Website of the listed entity;
- (d) Any other documents / filing, as may be relevant, which has been relied upon to make this report, for the Financial Year ended on 31st March, 2024 (hereinafter referred as "Review Period") in respect of compliance with the provisions of:
 - (i) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and



- (ii) The Securities Contracts (Regulations) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder.

The specific Regulations, whose provisions and the circulars / guidelines issued there under, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to the extent applicable;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Share and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018 **(Not applicable during the review period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not applicable during the review period)**;
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not applicable during the review period)**;
- (i) Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the act and dealing with client **(Not applicable during the review period)**;

- (j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 (to the extent applicable);

and circulars/guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

- I. (a) The Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except of matters specified below:

- **Refer Annexure "A" annexed to the Report**

- (b) The Company has taken the following actions to comply with the observations made in the previous report:

- **Refer Annexure "B" annexed to the Report**

I further report that-

- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by National Stock Exchange of India & BSE Limited, from time to time.
- There was no event of appointment/re-appointment/resignation of Statutory Auditors of the Company during the review period and the Company has not modified the terms of appointment of its existing Statutory Auditor. In this regard, I report that the Company has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

- II. Compliances related to resignation of statutory auditors from Company and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:



Sr. No.	Particulars	Compliance Status (Yes/No/Not Applicable)	Observations / Remarks by PCS
1	<p>Compliances with the following conditions while appointing/re-appointing an auditor</p> <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>No instance of resignation during the review period.</p>



2	<p>Other conditions relating to resignation of statutory auditor:</p> <p>i. Reporting of concerns by Auditor with respect to the Company/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the Company /material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the Company and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information /</p>	NA	<p>No instance of resignation during the review period. The Company does not have any material subsidiary company.</p>
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	<p>explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its view to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI/NFRA, in case where the Company / its material subsidiary has not provided information required as required by the auditor.</p>	NA	No such instances were reported by the Auditors.
3.	The Company / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	No instance of resignation during the review period. The Company does not have any material subsidiary company.

Further to the matter and as advised in the BSE Notice No.20230329-21 dated 29th March, 2023 as well as BSE Notice No.20230410-41 dated 10th April, 2023, following are the additional information which is the parts of ongoing Annual Secretarial Compliance Report.

III. I hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/Not Applicable)	Observations / Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118 (10) of the Companies Act, 2013 and mandatorily applicable</p>	Yes	Not Any
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the Poly Medicure Limited (listed entities) • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per regulations/circulars/guidelines issued by SEBI. 	Yes Yes	Not Any Not Any



3	<p>Maintenance and disclosures on website:</p> <ul style="list-style-type: none"> • The Company is maintaining a functional website • Timely dissemination of the documents / information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s) section of the website 	<p>Yes</p> <p>Yes</p> <p>Yes</p>	<p>Not Any</p> <p>Not Any</p> <p>Not Any</p>
4	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company are disqualified under Section 164 of the Companies Act, 2013 as confirmed by the Company.</p>	<p>Yes</p>	<p>Not Any</p>
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	<p>N.A.</p>	<p>The Company does not have any material subsidiary company.</p>



6	<p>Preservation of Documents:</p> <p>The Company is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Not Any
7	<p>Performance Evaluation:</p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	Yes	Not Any
8	<p>Related Party Transactions:</p> <p>(a) The Company has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified / rejected by the Audit Committee, in case no prior has been obtained.</p>	Yes	Not Any



9.	<p>Disclosure of events or information: The Company has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Not Any
10.	<p>Prohibition of Insider Trading: The Company is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Regulations, 2015).</p>	Yes	Not Any
11.	<p>Action taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/guidelines issued thereunder except as provided under separate paragraph herein (**)</p>	N.A.	Not Any
12.	<p>Additional non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.</p>	N.A.	Not Any



Annexure-A

The Company has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matter specified below:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management response	Remarks
Nil										

Annexure-B

The Company has taken the following actions to comply with the observations made in previous reports: Not Applicable

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practising Company Secretary	Management response	Remarks
Nil										

Assumptions & Limitation of Scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For P.K. Mishra & Associates
Company Secretaries
Firm's Registration No. S2016DE382600
Peer Review Certificate No.: 2656/2022



(CS Pawan Kumar Mishra)
Proprietor
Membership No. FCS-4305
CP No. 16222

Date: 14th May, 2024
Place: New Delhi
UDIN NO: F004305F000365556